

# **Statutes of the PDF Association e.V.**

**5th version dated January 12, 2021**

**registered at the District Court of Berlin, Registration No. VR 26099 B**

## **1. General Information**

### **1.1 Name and legal form, abbreviation of the name and registered office of the Association**

#### **1.1.1 Association entry**

The "PDF Association e.V." is a registered association under civil law.

#### **1.1.2 Registered office and place of registration**

The registered office and place of registration of the Association is Berlin, Federal Republic of Germany.

### **1.2 Objectives, Purpose and Tasks of the Association**

#### **1.2.1 The Association pursues the following tasks and objectives:**

The Association represents the legitimate interests of its members and promotes the exchange of information and experience in the field of document standards.

The Association provides its members with coordination activities, information and communication forums, which in particular strengthen market transparency, promote communication among members and open up new business areas.

The association does not pursue its own economic purposes. It does not seek to make a profit, and party-political and ideological goals are excluded.

#### **1.2.2 Purpose**

The association sees itself as a community of interests for its members. Its purpose is to represent and promote the professional and economic interests of its members.

### **1.3 Membership**

#### **1.3.1 Membership**

Any domestic or foreign natural or legal person or association of persons who is prepared to promote the objectives of the Association may become a member of the Association. All members are obliged to support the Association in achieving its goals.

#### **1.3.2 Admission of Members**

Application for admission to the Association as a member shall be made in text form. The Executive Board shall decide on admission by simple majority. The rejection of the application does not have to be justified.

### **1.3.3 Rights and duties of members**

The Board of Directors defines membership categories, which are regulated in the respective valid membership fee regulations. Subject to these, no member shall have or receive special rights.

Members undertake to comply with the regulations of the Intellectual Property Rules (IPR Guidelines) of the PDF Association e.V.

### **1.3.4 End of membership:**

- a) for natural persons by death, termination or exclusion,
- b) for legal entities and associations of persons by dissolution and/or deletion from the register, termination or exclusion,

### **1.3.5 Termination**

The member may give notice of termination up to 3 months before the end of the current calendar year. Notice of termination must be given in text form. Membership shall expire on 31.12. of the current calendar year.

### **1.3.6 Exclusion procedure**

An exclusion can be pronounced by the board with a two-thirds majority of the board members present at a board meeting if

- a) the membership fee has not been paid by September 30 of the current year.
- b) for good cause. An important reason is, among other things, the violation in a gross way of the statutes, the guidelines of the association (e.g. IPR guidelines) or the interest of the association.

The member will be notified in advance in text form and will be given the opportunity to comment in text form or in person on the reasons leading to the exclusion. After a properly conducted exclusion procedure, legal recourse is excluded. Membership ends immediately when the exclusion takes effect. There shall be no reimbursement of membership fees. After termination of membership, the expelled person has no claim to the assets of the Association; however, he is liable for the liabilities incurred until his expulsion. The right to use the Association logo and other marks associated with membership shall end upon termination of membership.

## **1.4 Membership fees**

### **1.4.1 Obligation to pay membership fees**

All members are obliged to pay membership fees on time. The amount of membership dues shall be decided by the Board of Directors by simple majority and shall be recorded in the dues schedule.

### **1.4.2 Amount of fees**

The membership fees are staggered. The Board of Directors decides on the classification of the member into a certain membership category at the time of admission.

### **1.4.3 Contribution period**

The contribution shall be levied once a year in advance for the current calendar year. Members must pay the annual fees for the fiscal year in which they joined on a pro rata basis rounded up to full quarters.

## **1.5 Fiscal Year, Place of Performance and Jurisdiction**

### **1.5.1 Fiscal and Accounting Year**

The fiscal and accounting year of the Association shall be the calendar year.

### **1.5.2 Place of performance and jurisdiction for**

- a) claims of the Association against the members and
- b) of the members against the Association

shall be exclusively the registered office of the Association.

## **1.6 Budget and Accounting**

### **1.6.1 Budget**

On 31.10. of the current fiscal year, the management of the Association shall prepare a budget for the coming year and submit it to the Executive Board for resolution.

### **1.6.2 Annual financial statement and annual report**

By April 1 of the following fiscal year, the management shall prepare an annual financial statement and an annual report for the past fiscal year and submit them to the Board of Directors for resolution.

### **1.6.3 Auditing of accounts**

The board of directors appoints the auditors to audit the annual accounts. The audit report shall be submitted to the Board for resolution. The annual financial statements and the audit report shall be submitted to the next General Meeting for discharge.

## **2 Organs of the Association**

The Association shall be composed of the following organs:

- a) General Meeting (Section 2.1)
- b) Executive Board (Section 2.2)
- c) Advisory Board (Section 2.4)
- d) Management (Section 2.5)

### **2.1 General Assembly**

#### **2.1.1 Tasks, Duties and Rights of the General Assembly of Members**

The General Assembly of Members shall decide on:

- a) Amendments to the Statutes
- b) Adoption, amendment or rejection of the annual task list
- c) Election and number of board members
- d) Dismissal of board members for good cause
- e) Approval of the annual accounts and discharge of the board, management and auditors
- f) All motions submitted by members
- g) Dissolution of the Association

#### **2.1.2 Convening of the General Assembly of Members**

Date, time, place and agenda are determined by the board. The meeting may be held in person, virtually or in hybrid form. The invitation to the general meeting shall be made in text form at least four weeks before the date of the meeting. The period shall commence on the day following the dispatch of the invitation letter. The invitation shall be deemed to have been received if it is

addressed to the last communication address provided by the member to the Association in writing or electronically for this purpose.

A general meeting shall be held at least once a year.

### **2.1.3 Agenda**

An agenda is sent out with the invitation. The members have the right to supplement this agenda with motions sent in writing or by electronic message. The motions must be received by the Executive Board at least 14 days before the invitation to the meeting.

### **2.1.4 Chairing the General Meeting**

The chairman of the board or the deputy chairman shall chair the meeting. If, due to absence, resignation or election procedures, there is no chairman or deputy chairman at a duly convened general meeting, the general meeting is called upon to elect a chairman of the meeting to take the chair. The chairperson shall determine the order of the agenda and other items on the agenda.

### **2.1.5 Voting rights**

Each member has one vote at a general meeting. A member who is unable to attend may be represented by another member. For this purpose, a written power of attorney must be submitted before the beginning of the meeting. A member may represent no more than one other member.

### **2.1.6 Quorum**

A General Meeting convened in due time and form shall constitute a quorum irrespective of the number of members present and represented. The passing of resolutions shall be limited to the items on the agenda submitted by the Executive Board. Unless otherwise stipulated by law or these Articles of Association, the General Meeting shall pass its resolutions by simple majority. A tie vote shall be deemed a rejection. A rejected motion for a vote may be resubmitted at the earliest at the following general meeting.

### **2.1.7 Minutes**

Minutes shall be taken of the general meeting and its resolutions. These shall be signed by the keeper of the minutes and by the chairman of the board on behalf of the members. A copy of the minutes shall be sent to the members electronically without delay.

### **2.1.8 Types of general meeting**

- a) Annual, ordinary general meetings at the invitation of the board.
- b) extraordinary general meetings upon invitation of the board as well as extraordinary general meetings upon request of at least 20% of the members of the association. An extraordinary general meeting must be submitted in writing or by electronic message, with a sufficient number of signatures, and stating the agenda and date, to the Board, which shall arrange for the invitation.

## **2.2 Board of Directors**

### **2.2.1 Number of Board Members**

The number of elected board members shall be at least 3.

### **2.2.2 Election of the Board Members**

The board members are elected by the general meeting with simple majority. Proposals shall be made by the Board. Members can propose candidates in writing or by electronic message to the general meeting. Only members or representatives of members (i.e. only natural persons) can be elected. The mandate of the board election is bound to the elected natural person, not to the

represented member. A board member remains in office even if the membership is terminated before the end of the board term.

### **2.2.3 Board membership**

Board membership is for 2 years. Re-election is possible. The board members remain in office until a new board is elected.

### **2.2.4 Election of the Chairperson and Deputy Chairperson of the Board of Directors**

The board elects the chairman and the deputy chairman from among its members by simple majority. The chairman and the deputy chairman must be elected members of the board. The term of office is two years. Re-election is possible. If the term of office or membership of the chairperson or deputy ends prematurely, a replacement must be elected without delay. The term of office of the latter shall end at the same time as the term of office of those persons who have remained in office.

### **2.2.5 Duties of the Board**

The board has the following tasks:

- a) Election of the chairman and the deputy chairman
- b) Determining the tasks of the chairman and the deputy chairman
- c) Determining the tasks for the management
- d) Appointment, control and, if necessary, dismissal of the management board
- e) Elaboration of the annual action plan for the activities of the Association
- f) Appointment and dismissal of the members of the advisory board
- g) Admission and exclusion of members
- h) Convening and holding general meetings of members
- i) Execution of the decisions of the general meetings
- j) Annual decision-making on the budget
- k) Annual resolution on the annual financial statement
- l) Passing resolutions on the membership fee regulations and guidelines.

### **2.2.6 Board meeting**

The Executive Board shall meet in person, online or by telephone conference at least twice a year. Invitations shall be issued in text form with four weeks' notice by the managing director in consultation with the chairman of the board. If all members of the Executive Board are present, compliance with the invitation period may be waived by unanimous resolution.

The agenda is proposed by the managing director and sent out with the invitation.

If the invitation is issued in due time and form, the Board of Management shall constitute a quorum with the elected Board members present.

The meeting shall be chaired by the chairman of the board. The meeting passes resolutions by simple majority.

In the event of a tie, the Chairman of the Board shall have the casting vote. Minutes shall be taken of the resolutions and shall be signed by the keeper of the minutes and the chairman of the board.

### **2.2.7 Confidentiality obligation**

All members of the Executive Board are subject to a duty of confidentiality with regard to all matters of members and the internal affairs of the Association which have come to their knowledge in a capacity as a member of the Executive Board.

The obligation to maintain secrecy shall continue to apply even after the member has given up his/her office or ceased to be a member.

## **2.3 Duties of the Chairman of the Board and the Vice Chairman**

### **2.3.1 Executive Board within the Context of Section 26 of the German Civil Code (BGB)**

The Executive Board within the meaning of § 26 BGB shall consist of at least 3 members, including the Chairman of the Executive Board, the Vice-Chairman and one other member of the Executive Board. The Chairman of the Executive Board shall have sole power of representation.

The Vice-Chairman shall each be authorized to represent the Company jointly with one other member of the Executive Board.

### **2.3.2 Chairman of the Board of Management as Acting Managing Director**

In times when no full-time managing director has been appointed, the chairperson of the Executive Board shall perform the duties of the managing director.

### **2.3.3 Duties of the Chairman of the Management Board**

The Chairman of the Management Board shall be responsible for the following tasks:

- a) Control of the management
- b) Execution of the resolutions of the board
- c) Representation of the Association to the outside
- d) Execution of tasks assigned by the board of directors
- e) Delegation of partial tasks or projects to third parties in agreement with the Board of Directors to individual persons, bodies or companies who do not have to be members of the Association
- f) Directive authority for the annual task plans
- g) Coordination of the work of the association in coordination with the deputy, the management and the chairman of the advisory board.

In all cases in which the Chairman of the Board is prevented, his deputy shall perform the function of Chairman of the Board.

## **2.4 Advisory Board**

### **2.4.1 Members of the Advisory Board**

The Association may have an Advisory Board. The Board shall determine the number of members of the Advisory Board and appoint the members of the Advisory Board.

### **2.4.2 Task of the Advisory Board**

The Advisory Board shall advise the Executive Board on all matters within the scope of the Association and shall have the right to attend meetings held by the Executive Board.

### **2.4.3 Chair of the Advisory Board**

The members of the Advisory Board shall elect a Chairman of the Advisory Board and his deputy from among their number. If the Chairman of the Advisory Board retires prematurely, a successor shall be elected at the next meeting of the Advisory Board. The election procedure corresponds to the election procedure for the Chairperson of the Executive Board (Section 2.2), as do the terms of office and succession.

### **2.4.4 Membership of the Advisory Board**

Membership is not subject to any time limit. Members of the Advisory Board may resign or be dismissed by the Executive Board at any time.

### **2.4.5 Meetings of the Advisory Board**

The meetings of the Advisory Board shall be held at the invitation of the Managing Director and the Chairman of the Advisory Board. The invitation shall be sent to the members of the Advisory Board at least 14 days before the next meeting date together with the agenda.

The meetings of the Advisory Board shall be attended by the Managing Director or the Chairman of the Board or the representative. The members of the Executive Board are free to attend Advisory Board meetings.

## **2.5 Management Board**

### **2.5.1 Members and Structure of the Management Board**

The Association may maintain a management office to manage current business, the powers of which shall be defined in rules of procedure. The management may consist of one or more managing directors within the meaning of Section 30 of the German Civil Code (BGB), who shall be appointed by the Executive Board. The chairman of the board shall conclude an employment contract with the managing director on behalf of the board, in which the rights and duties shall be regulated in detail.

## **3 Dissolution of the Association**

### **3.1 Extraordinary General Meeting**

The dissolution of the Association can only be decided by a three-quarters majority of the members at a General Meeting convened for this purpose, if at least half of them are present or represented.

### **3.2 Quorum**

If a resolution is not passed due to insufficient participation, a new General Meeting convened at the earliest on a date six weeks later shall constitute a quorum regardless of the number of voting members present.

### **3.3 Liquidation of the Association**

In the event of the dissolution of the Association, the General Meeting shall also decide by a simple majority of votes on the liquidation, the settlement of liabilities and the use of any remaining assets of the Association. The Chairman of the Board and his deputy shall be responsible for the liquidation of the Association including its organs in accordance with the resolutions of the General Meeting.

### **3.4 Dissolution of Organs of the Association**

The Executive Board may dissolve the Advisory Board and the Executive Board at its own discretion.

Berlin, January 12, 2021