

Articles of Association of the "European Association for Technical Communication – tekomp Europe"

Resolution adopted by the Assembly of Delgates on November 9, 2016

Effective from: May 9, 2017

1. Name of the Association, Registered Office and Fiscal Year

- 1.1. The association is called the "Europäische Gesellschaft für Technische Kommunikation – tekomp Europe e.V." ("European Association for Technical Communication") (hereinafter: "tekomp Europe")*.
- 1.2. It has been entered in the register of associations and bears the name affix "e.V." ("eingetragener Verein" – registered association).
- 1.3. The registered office of tekomp Europe is in Stuttgart, Germany.
- 1.4. The fiscal year is the calendar year.

2. Objectives and Structure of the Association

- 2.1. tekomp Europe's objectives are to promote and further develop technical communication in Europe, to set European standards for the quality of technical communication and to increase the importance given to technical communication throughout Europe, both in commerce and among the general public. tekomp Europe develops and fosters occupational profiles for the technical communication sector that are valid throughout Europe.
- 2.2. tekomp Europe is made up of
 - corporate members and
 - natural persons with individual memberships who
 - are grouped within country organizations **or**
 - do not belong to any specific country organization and are therefore grouped within the "group of other members".
- 2.3. tekomp Europe can conclude association agreements with other organizations. Associated organizations do not have membership status.
- 2.4. In each European state (including Turkey and the Caucasian republics) there may only exist a corporate member, a country organization, or an associated organization. This is also applicable for corporate members, country organizations or associated organizations outside Europe.

3. Management and Finances

- 3.1. The finances of tekomp Europe may only be used for the purposes stipulated within these articles of association.
- 3.2. tekomp Europe may not compensate anyone disproportionately highly.

* Registered in conformity with German law as "Europäische Gesellschaft für Technische Kommunikation – tekomp Europe e.V." within the register of associations in the City of Stuttgart, Germany

4. Membership

- 4.1. Membership in tekomeurope can be applied for by natural persons with full legal capacity or non-profit organizations with legal capacity under the laws of their place of residence (hereinafter: "corporate members"), who support the objectives of tekomeurope.
- 4.2. The executive board shall decide whether membership applications from natural persons should be accepted. The assembly of delegates shall decide on the admission of corporate members. Membership shall commence once the applicant's admission has been announced.
- 4.3. In addition to the articles of association, new members shall acknowledge and accept the code of conduct for members and tekomeurope's arbitration procedure upon admission, as well as all the other regulations for the association.
- 4.4. Any company, organization, or institution that supports the objectives of tekomeurope, can conclude a contingent of memberships for the benefit of their employees in the form of a group membership. The Executive Board decides on the contingent of group memberships. The company, organization, or institution decides which of their employees shall become a member. Membership in the association requires the consent of the employee. The consent of the employee in the membership must be declared to the Executive Board of the association. Members of the association, whose membership was established as part of a group membership, have the same rights and obligations as members during their membership according to point 4.1 of the articles. The individual memberships can be transferred by the company, organization, or institution at any time even without the consent of the affected employee to another person, if the other person consents to the membership. With notification of the change of membership within the contingent to the head office of the association through the company, organization or institution and receipt of the consent of the new member to the membership in the association ends the previous member's membership and begins the membership of a new member. The company, organization, or institution alone is responsible for the notification of change to the previous member. The company, organization, or institution can end a membership from its contingent even without the consent of the employee affected and without the transfer to another employee just by notifying the end of this membership to the tekomeurope head office.
- 4.5. Natural persons shall be assigned to the country organization in the territory where they are resident. If and for such time as a country organization has not yet been formed for a natural person's place of residence, this person shall belong to the group of "other members". Each member shall have the option of deviating from this standard assignment by declaring his/her affiliation to another country organization, although not to the group of other members, if he/she has already been assigned to a country organization.
- 4.6. Members shall exercise their voting rights through delegates.

5. Leaving the Association

- 5.1. The membership of a natural person shall cease upon the withdrawal, expulsion, loss of legal capacity or death of the member.

The membership of corporate members shall cease upon their withdrawal, expulsion, loss of legal capacity, ceasing to exist or dissolution.

- 5.2. The withdrawal of a natural person as member must be communicated in writing and addressed to tekomeurope's administrative office. The withdrawal may only be declared at the end of the year and is subject to the provision of 3 months' notice.

The withdrawal of a corporate member must be declared in writing by the person legally authorized to represent this corporate member. The withdrawal may only take place at the end of the fiscal year following the declaration.

- 5.3. Members can be expelled from tekomeurope:

5.3.1. by the executive board, if they are more than six months in arrears with their annual membership fee or

5.3.2. by the arbitration tribunal through an arbitration award. Details are regulated by the rules of arbitration.

6. Membership Fee

All members pay an annual membership fee, payable each January. The assembly of delegates shall decide, at the executive board's suggestion, the amount of the membership fee for natural persons and corporate members.

7. Country Organizations

7.1. Function

The country organizations represent tekomeurope at a national level and help coordinate and organize the association's activities at a national level. They have no legal personality of their own.

7.2. Name

The country organizations shall go by the name of "tekomeurope" followed by the name of their respective country in the language of that country or in English.

7.3. Foundation and startup period

The executive board shall decide upon the foundation of country organizations and appoint a voluntary initiative committee for the startup period. If the country organization meets the requirements made of it, the executive board can pass a resolution to end the startup period. The end of the startup period shall be linked with the election of the country organization's own executive board. This shall be made up of the president, vice president, secretary and treasurer. Details are regulated by the regulations for country organization (RCO).

8. Associated Organizations

- 8.1. In accordance with 2.3, associated organizations shall enjoy guest rights on the board.

- 8.2. As part of these guest rights, an associated organization shall be entitled to send a representative to the assembly of delegates. This representative shall have the right to speak but not to vote.

9. Organs of the Association

9.1. The organs of tekcom Europe are

- the assembly of delegates
- the arbitration tribunal
- the executive board

9.2. All organs and other bodies of tekcom Europe must adequately document their activities.

10. Assembly of Delegates

10.1. The assembly of delegates is the highest decision-making body. A general assembly of delegates shall be held at least once a year. It shall be made up of delegates from the country organizations, delegates from the group of other members and delegates from the corporate members.

10.2. The assembly of delegates shall pass resolutions on:

- the articles of association including the code of conduct,
- the objectives of the association,
- the election regulations,
- the rules of arbitration,
- the election of members of the executive board,
- the election of members of the arbitration tribunal,
- the discharge of the executive board,
- the election of the cash auditors,
- by-elections where members of the executive board leave before the end of their term of office,
- by-elections where members of the arbitration tribunal leave before the end of their term of office,
- the membership fee amounts,
- the annual budgetary planning put forward by the executive board in accordance with 11.7.,
- the dissolution of the association,
- the admission of corporate members,
- the conclusion and termination of association agreements with other organizations and
- the establishment of working groups.

10.3. Dispatching and number of delegates

10.3.1. The country organizations, corporate members and the group of other members shall each dispatch delegates to the assembly of delegates. The group of other members shall be equated with the country organizations at the assembly of delegates. Hereinafter, the term "country organization" shall also signify the group of other members.

10.3.2. The number of delegates from the country organization or corporate member shall be determined by the amount of natural people affiliated with the respective country organization or corporate member:

Country organizations or corporate members

- with up to 250 members can send 1 delegate,

- with more than 250 members up to 2 delegates,
- with more than 1,000 members up to 3 delegates,
- with more than 5,000 members up to 4 delegates and
- with more than 10,000 members up to 5 delegates.

10.4. Election and term of office of the delegates

10.4.1. The delegates of the country organizations shall be elected by the members of the country organizations. The delegates of the corporate members shall be determined by the authorized representatives of the respective corporate members.

10.4.2. The delegates' term of office shall normally be 3 years and shall end when the results of the new elections are made known.

10.4.3. Notwithstanding the 3-year interval specified in Section 10.4.2., the executive board can order elections for individual country organizations or the group of other members, if:

- by-elections are necessary, or
- a country organization's regulations require this.

In such cases, the term of office of the newly elected persons shall be, contrary to Section 10.4.2., shortened in order to align with the 3-year interval.

10.4.4. For the election of the delegates, the candidate who polls the highest number of votes out of the candidates in a given group shall be elected. The remaining delegates to be elected shall be elected in the order of the number of votes they receive. The candidates that are not elected shall be designated – up to the allotted number – as substitute delegates in the order of the number of votes they received. In the event of a tie, the election shall be settled by drawing lots.

10.4.5. The election of the delegates shall take place using electronic means. The members receive an email with a personalized hyperlink which leads to the election tool. This can only be activated by an authentication through the membership ID. The principles for closed user groups are applicable. The hyperlink can only be used once.

10.4.6. In country organizations that have already concluded their startup period, the post of delegate shall normally be linked with a post on the country organization board, which shall likewise be an elected, 3-year post. Details in this regard are regulated by the election regulations and the regulations for the country organizations.

10.5. Voting, voting weight and majority vote

10.5.1. Each delegate shall have one vote.

10.5.2. The delegates of a country organization or a corporate member shall vote as a block in each case. If a unanimous vote does not come about, the votes of that country organization or corporate member shall be treated as an abstention.

If a delegate is prevented from exercising his/her voting right for a valid reason (illness or professional commitments in particular), his/her voting right may be exercised by a properly elected substitute delegate.

10.5.3. At the request of a country organization or a corporate member, the voting weight of the delegates of a country organization or corporate member shall not be equivalent to 10.4.1.,

but rather to the amount of natural persons affiliated to the respective country organization or corporate member on the effective date as per 10.5.2. This shall be the case regardless of how many delegates take part in the vote.

10.5.4. The assembly of delegates shall pass resolutions by a simple majority, unless these articles of association stipulate a different majority.

10.5.5. A majority vote of two thirds shall always be required for changes to the articles of association. The executive board may undertake editorial changes to these articles of association without the need for an amending resolution, if the registry court considers this to be necessary.

10.6. Invitation, competence, extraordinary and virtual assembly of delegates and the preparation of minutes

10.6.1. The executive board shall issue invitations to the assembly of delegates by email or in another suitable text form, giving four weeks' notice. The invitation must include the agenda for the assembly and must state the amount of members affiliated to the country organization or corporate member so that the number of delegates and the voting weight under 10.4.3. can be determined.

10.6.2. The effective date for determining the number of members making up the individual country organizations or corporate members shall be December 31 of the previous year. Country organizations that have not yet been founded by the effective date shall be exempted from this. For these, the number of members affiliated to them when they were founded shall be authoritative. Only those members who have paid their membership fee shall be taken into account.

10.6.3. An assembly of delegates shall be competent to pass resolutions if invitations have been properly issued. If the assembly of delegates is not competent to pass resolutions, the executive board must convene a new assembly of delegates within a period of one year.

10.6.4. The executive board can also convene an extraordinary assembly of delegates while complying with 10.5.1. An extraordinary assembly of delegates must be convened if at least 10% of the delegates or members request this, stating the requested points for consultation in text form.

10.6.5. The assembly of delegates shall be presided over by the chairperson of the executive board or his/her deputy. Resolutions passed by the assembly of delegates must be minuted; the minutes must be signed by the person presiding over the assembly and the secretary.

10.6.6. Apart from resolutions regarding

- the articles of association including the code of conduct,
- the objectives of the association, and
- the dissolution of the association

all resolutions may also be adopted by means of electronic voting outside assemblies that people attend in person. Resolution proposals and their reasoning can be submitted to the executive board in text form by any delegate.

The executive board puts the resolution proposals to the vote or convenes a virtual assembly of delegates. Resolutions adopted in this way shall be valid if at least three quarters of the number of delegates determined under Item 10.3.2. participate in the vote.

10.6.7. The virtual assembly of delegates takes place in the form of a webmeeting, which can only be accessed by the delegates with the help of certain data of legitimation and a password. The password which is only valid for this meeting shall be transmitted by a separate email directly before the meeting. All delegates shall be obliged to keep their data for legitimation and the password secretly in front of third parties. The limited access to the web meeting ensures that only delegates participate in the meeting.

10.6.8. The minutes are prepared during the meeting and shared by screensharing. Resolutions are passed by an open or secret data entry. The form of resolution is determined by the chairman of the assembly.

10.7. In addition to the guests specified under 8.2., additional, non-voting guests may participate in the assembly of delegates at the suggestion of the executive board, if the assembly of delegates consents to this. The right of these guests to speak shall likewise be conditional upon the consent of the assembly of delegates.

11. Executive Board

11.1. The executive board is responsible for organizing the association's activities and represents the association in accordance with the legal requirements for its registration. It is furthermore responsible for all affairs and regulations of the association that are not assigned to any other organ.

11.2. The executive board consists of four persons: the **chairperson**, the **deputy chairperson**, the **treasurer** and the **secretary**. The executive board shall make decisions by majority vote. In deadlock situations, the chairperson shall have the casting vote.

11.3. The executive board constitutes the governing body within the meaning of Section 26 of the German Civil Code (BGB). It represents the association judicially and extra-judicially. The association is represented by the chairperson together with another member of the executive board, or by the deputy chairperson together with another member of the executive board.

11.4. The term of office for members of the executive board is three years.

11.5. Officers are elected to the executive board by the assembly of delegates. The executive board may be dismissed by the assembly of delegates if there are strong grounds for doing so.

11.6. Those eligible for election to the executive board are natural persons who are either members of tekomp Europe or members of a corporate member of tekomp Europe. A member of the executive board forfeits his/her office upon leaving the association. It is not necessary to be a delegate in order to be eligible for election.

11.7. The members of the executive board continue to hold office until new members have been elected.

11.8. The executive board puts forward the annual budgetary planning (incl. budget for country organizations) and oversees expenditure.

11.9. The executive board can appoint advisory boards to fulfill its tasks.

11.10. The executive board can appoint an initiative committee to found a country organization. Details in this regard are regulated by the RCO.

11.11. The executive board can employ full-time workers to fulfill its tasks.

12. Arbitration Tribunal

12.1. The arbitration tribunal is responsible for dealing with actions brought by members against other members due to intentional or grossly negligent breaches of these articles of association, the code of conduct and/or tekomeurope's regulations. It rules upon actions of this sort exclusively and with conclusive effect, to the exclusion of ordinary jurisdiction. There is no right of appeal against arbitration tribunal decisions.

12.2. The arbitration procedure is regulated in the rules of arbitration. The arbitration tribunal is authorized individually to impose the following penalties:

- warning or
- deposition for at least three years or
- dismissal from any office or
- expulsion from tekomeurope

12.3. The arbitration tribunal consists of three members and two substitute members, who must be at least 35 years old. For each set of pending proceedings, the arbitration tribunal shall appoint a chairperson qualified for judicial office to oversee compliance with the rules of arbitration. The chairperson must not be a member of tekomeurope. The chairperson shall have no voting right with regard to the arbitration tribunal's rulings.

12.4. The arbitration tribunal shall make rulings by simple majority vote. It shall only be quorate if three elected members of the arbitration tribunal are present.

12.5. The term of office for members of the arbitration tribunal is three years.

12.6. The members and substitute members of the arbitration tribunal are elected by those members of the assembly of delegates entitled to vote, in the same ballot as the executive board. If a member of the arbitration court withdraws or if this member declares him/herself to be prejudiced, then he/she shall be replaced by a substitute member selected in accordance with alphabetical order. If no more substitute members are available during the arbitration tribunal's term of office, the assembly of delegates shall elect substitute members by means of a by-election.

12.7. The members of the arbitration tribunal shall continue to hold office until new members have been elected.

13. Cash Auditors

13.1. tekomeurope's cash management shall be audited by two cash auditors.

13.2. The cash auditors shall report on the result of their audit each year at the general assembly of delegates.

13.3. The cash auditors and a substitute cash auditor shall be elected by the assembly of delegates every 3 years for the following years.

14. Dissolution of the Association

- 14.1. tekomp Europe can be dissolved by resolution of the assembly of delegates. A resolution on the dissolution of the association shall only be valid if at least 50% of the number of delegates calculated with reference to Item 10.3.2. are present. Any decision regarding the dissolution of the association must be passed by a three-quarters majority.
- Weighted voting in accordance with 10.4.3. shall be applied at the request of a country organization or corporate member.
- Written consent of the members is not required. The liquidation shall be carried out by the executive board.
- 14.2. In the event that the association is dissolved, the assembly of delegates shall decide on the use of the existing assets.

15. Validity

Should one provision within these articles of association prove to be invalid, the remaining provisions shall continue to be valid.

16. Code of Conduct

- 16.1. For all members
- 16.1.1. Commitment to the reputation of tekomp Europe.
 - 16.1.2. Commitment to the reputation of the professions represented by tekomp Europe.
- 16.2. Members who sit on committees that are not organs of the association, in addition to Item 16.1:
- 16.2.1. Acknowledgment of the rules for committees determined in the regulations and guidelines.
 - 16.2.2. Participation in agreed meetings, continuous involvement and compliance with the agreed contribution deadlines.
 - 16.2.3. Non-disclosure of members' personal affairs, knowledge of which is gained through working on the committee.
 - 16.2.4. Non-disclosure of the internal affairs of members' companies, knowledge of which is gained through working on the committee.
 - 16.2.5. Non-disclosure of tekomp Europe's internal affairs, knowledge of which is gained through working on the committee.
 - 16.2.6. Acknowledgment of the sole exploitation rights of tekomp Europe with regard to the work results of the committees, particularly of the right to make unlimited copies of these results through print media, to publish them using electronic media, to translate them into any foreign language and to disseminate them worldwide.
 - 16.2.7. No business use of the work results of the committee before the work is concluded and has been published by tekomp Europe.
 - 16.2.8. No use of members' addresses for one's own purposes or for purposes unrelated to the official work of the committee in question.

16.2.9. Payment to tekomp Europe of fees received by committee members for activities or speeches directly related to their work on the committee.

16.3. Members of the organs listed in 9.1, in addition to Items 16.1. and 16.2.:

16.3.1. No preferential treatment for firms with which the member of the organ is associated.

16.3.2. No procurement of commercial advantages for the member of the organ through the exploitation of his/her office.

16.3.3. No transactions with oneself.