

## ARTICLES OF ASSOCIATION HAMBURG@WORK E.V.

Resolution of the General Meeting of 25 June 2018

**Note:** The translation of the German Articles of Association into English is solely intended as an aid to understanding for foreign Members. Only the original German version shall be authoritative.

### PREAMBLE

Hamburg@work is the “Network for a New World” created by and for companies in the north of Germany.

Increasing digitisation is fundamentally changing economic organisational principles and requires a radical cultural shift. The digital transformation is not so much about technical changes but about mobilising employees and inspiring their enthusiasm for the company’s digital vision of the future. The transformation involves the technology-driven automation of core processes in companies, including changing the basic parameters of the economy, working environment, society and state.

The principle of digitisation is the ultimate interconnection of industries and spheres of life by way of the immediate and mobile exchange of data. The technological leap into a new quality of process organisation brings about a simultaneous change in virtually all social, ethical and cultural relationships. The vertical division of labour and specialisation is replaced by diagonal and interdisciplinary collaboration.

With over 20 years’ experience as a cluster initiative for media, IT and telecommunications, Hamburg@work is responsible for the continuous development of an overarching digital platform, above the vertical focus industries and across technologies, in the field of new cross-sector technologies.

As a strong, cross-sectoral digital cluster, Hamburg@work provides a link to economic sectors that are important for Hamburg thereby uniting the interests of both established and new companies and bringing together the whole range of topics from strategy to daily implementation.

### § 1 | NAME, LOCATION

The name of the Association is “Hamburg@work e.V.” It was set up on 12 August 1997 and entered into the Register of Associations of the Hamburg District Court under number VR 15818. The head-office of the Association is in Hamburg.

### § 2 | PURPOSE, TASKS, AIMS

- (1) The purpose of the Association is to strengthen growth industries in the north of Germany including their value-creation and process chains and their potential for connectivity. The interconnection and economic reinforcement of companies and organisations, players and talent, are at the heart of the Association’s work. The focus is on



entrepreneurship, innovative ability, corporate culture, people, governance and education in relation to the digital transformation.

- (2) In order to fulfil its purpose, the Association has the following particular tasks and objectives:
- (a) The Association establishes a platform for companies that are actively implementing the digital transformation – across all industries and economic clusters. The Association brings the necessary people together, online and on-site at events. This will initiate and facilitate collective learning from success factors, problem-solving strategies and project implementation concepts.
  - (b) The Association groups activities into common topics, experiences, objectives and problems relating to the digitization of core corporate processes. Thus the Association provides its members with a platform which has a clear orientation and appreciable added value for entrepreneurial activity.
  - (c) The Association focuses on companies and people working in the field of digital transformation or that are involved in a transformation process or envisaging such a process, as well as those which make content and offers about digital distribution channels available to a whole range of target groups, including those who provide ancillary services particularly to specialized companies, e.g. in the IT, consultancy, financial and service sectors.
  - (d) The Association undertakes the task of providing cross-sectoral inspiration and a change of perspective by facilitating interconnection and communication between its members and other players in the cluster community as well as companies, authorities, institutions and organizations.
  - (e) The Association works with universities and academic institutions and incorporates scientific findings into its work.
  - (f) It is also the Association's task to support start-ups and connect them with established companies, and to support its member companies in the search for skilled workers and talented staff.
  - (g) The Association can provide training and further education for skilled workers and talented staff either itself, through its members or in collaboration.
  - (h) The Association supports the aim of strengthening Hamburg and north Germany in the fields of innovation, supporting in particular companies in the focus industries of digital transformation and expansion, creating new jobs and maintaining existing ones. In this regard, the Association works together with authorities and government institutions.
- (3) The Association can join, participate in or operate national and international associations, alliances, organizations and business clubs that have the same or similar aims. The Association can also hold shares in companies or establish subsidiaries.
- (4) The Association's resources can only be used for the purposes set out in the Articles of Association. No third party may benefit from expenses that are contrary to the purpose of the Association or from disproportionately high remuneration.
- (5) The members of the Association and honorary members of the organs of the Association shall receive no compensation for their committee work. They have a right to the reimbursement of verified expenses which they incur as a result of undertaking their duties.
- (6) The Association generally communicates with its members and organs electronically by email to the last known address of the recipient. Voting can also take place electronically. Legally binding correspondence in connection



with the establishment, change or termination of memberships shall take place in writing by letter, fax or scanned documents transmitted electronically.

- (7) The Association can arrange for its services to be carried out by third parties, in particular by affiliates or subsidiaries.

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### § 3 | MEMBERSHIP

- (1) The Association consists of members which may be legal or natural persons. The following types of membership exist:
- (a) Ordinary corporate member (legal persons)
  - (b) Ordinary individual member (natural persons)
  - (c) Student member (natural persons)
  - (d) Honorary member (natural persons)
  - (e) Patron (natural persons)
- (2) Ordinary members are those who support the purpose, tasks and aims of the Association.
- (3) Student members are natural persons who provide proof that they are matriculated in a recognized university or similar institution and enjoy special membership rates. Student members are to be afforded access to business enterprises. Student membership ceases when enrolment comes to an end, as indicated on the enrolment certificate, unless a new certificate of enrolment is submitted. Other persons undergoing vocational training are deemed equivalent to student members.
- (4) Honorary members are appointed, following a proposal from the Executive Board, General Meeting or an individual ordinary member, by way of a unanimous resolution of the Executive Board. Honorary membership can only be granted to natural persons who have rendered special services in furthering the aims of the Association. Honorary members have the same rights as ordinary members. Honorary members are exempt from payment of a subscription. The Executive Board cannot appoint more than 2 honorary members per financial year. Additional honorary members require the consent of the General Meeting. The General Meeting can remove honorary members by way of a 2/3 majority of the votes cast.
- (5) Patrons are natural persons who support the Association ideologically or by way of regular or occasional contributions in the form of cash, benefits in kind or services. Patrons are designated in Association communications as Basic Members. Active work or presence in the Association is not permitted. The Executive Board can grant patrons basic benefits, subject to payment or free of charge, such as e.g. inclusion in Association communications or participation in events. Patrons are entitled to take part in General Meetings. This shall be without prejudice to the right of patrons to convene a meeting pursuant to Section 37 German Civil Code (BGB). Otherwise patrons have no additional membership rights, in particular they have no voting rights.
- (6) Memberships are documented and terminated in an electronic or written procedure by way of a membership contract. The membership contract regulates the start of the subscription year, the duration of membership where applicable, the amount of the subscription, as well as the number and type of membership cards. A simplified electronic procedure, with no minimum membership period or notice period, may be used for the commencement and termination of a patron's membership.
- (7) The Association is free to decide on the acceptance of members. Where the application is rejected, the Executive Board is not obliged to notify the applicant of the reasons.



- (8) Unless otherwise agreed in the membership contract, membership contracts are concluded for a standard period of 12 months and for an indefinite period. The subscription year may differ from the calendar year. The subscription year always ends on the expiry of 12 months to the end of the month.
- (9) Corporate members designate a contact person who represents the member in all matters involving the Association. The latter will also be invited as representative to General Meetings and exercise the voting right.
- (10) Membership cards will be issued to natural persons. On presentation, a membership card entitles the holder to benefits of the Association. In the case of legal persons, the legal representatives or the Association's designated contact person, indicate which natural persons will receive membership cards under the corporate membership.
- (11) The Executive Board is empowered to conclude diverging rules in the membership contract.

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#### § 4 | MEMBERSHIP SUBSCRIPTIONS, FINANCING, CASH AUDIT

- (1) The Association is financed from membership subscriptions, income from sponsors and cooperation partners and revenue from business activities. The Association can also apply for and receive government grants.
- (2) Members pay membership subscriptions that are determined by the General Meeting on the proposal of the Executive Board. The Executive Board decides on subscription periods and due dates for payment. Members are obliged to pay the agreed membership subscription on time.
- (3) The Executive Board can establish subscription scales for certain groups of natural and legal persons, or in legitimate cases, grant a deferral, or in individual cases, waive payment of the subscription, in whole or in part, or substitute subscriptions with payments in kind.
- (4) The General Meeting decides on apportionments by way of a 2/3 majority.
- (5) Members have no right to Association funds, even when they leave the Association or on dissolution or annulment of the Association.
- (6) Cash transactions are audited annually for the previous year by a member of the accountancy profession designated by the Executive Board.

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#### § 5 | TERMINATION OF MEMBERSHIP

- (1) Membership ends by way of a valid notice to terminate or valid removal from the Association Membership on the part of natural persons also ceases on death and, in the case of legal persons, by dissolution to the end of the subscription year provided the corporate member provides timely notification of the dissolution. The Association's claims for subscription payments that are due prior to termination as well as other claims shall remain unaffected by the termination. In the case of termination during the course of the subscription year, there is no right to any pro rata refund of the subscription.
- (2) In the case of memberships for which the subscription year corresponds to the calendar year, notice to terminate must be communicated to the Executive Board by 30 September of the relevant year. In all other cases, the notice period shall be three months to the end of the subscription year. Notice to terminate must be given in writing, in the case of legal persons by the contractually agreed contact person or authorised representative. Termination shall take effect as from the end of the subscription year.
- (3) A member may be excluded from membership by a resolution of the Executive Board if, despite two written reminders, the member is in arrears with the payment of membership subscriptions or other claims or has acted



to the gross detriment of the Association. A resolution on exclusion in the case of arrears of payments can only be passed on expiry of one month from receipt of the second reminder, and provided that the second written reminder contains the threat of exclusion. Exclusion shall be effective immediately. The member must be notified of the resolution on exclusion passed by the Executive Board. The member may appeal against this decision to the General Meeting within four weeks after receipt of the notice of exclusion, via the Executive Board. The General Meeting shall decide on this in an extraordinary meeting. Where it fails to uphold the exclusion with a 2/3 majority of the members present, the membership will be reinstated.

- (4) The Executive Board is empowered to conclude diverging rules in the membership contract.

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## § 6 | ORGANS OF THE ASSOCIATION

The organs of the Association are:

- (a) the General Meeting,
- (b) the Executive Board
- (c) the Management Board
- (d) the Divisional Board
- (e) Operational Management
- (f) Business Office

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## § 7 | GENERAL MEETING

- (1) The General Meeting is the highest decision-making organ of the Association. It consists of all the ordinary members including the honorary members.
- (2) The General Meeting is not public. Guests may be invited by the Executive Board. Publication of the contents of the General Meeting takes place exclusively via the Association.
- (3) The General Meeting takes place once a year. It is convened by the Chair of the Executive Board subject to at least two weeks' notice by letter or email setting out the agenda. The time limit starts on the day following the date on which the letter of invitation was sent. All ordinary members, patrons and honorary members are entitled to take part in the General Meeting. The letter of invitation is deemed to have been received by the member if it was sent to the last address communicated by the member to the Association, in writing, electronically or by post.
- (4) An extraordinary General Meeting may be convened by the Chair of the Executive Board where this is required in the interests of the Association or where at least one third of the members submit a request to the Chair of the Executive Board, in writing, giving reasons and indicating the purpose.
- (5) The General Meeting is chaired by the Chair or, in his/her absence, by the Deputy Chair, treasurer or keeper of the minutes. Where no member of the Executive Board is present, the Meeting shall designate a Chair. In the case of elections, the role of Chair may be assigned to an election committee for the duration of the election and the foregoing discussion.
- (6) The agenda, any changes to the Articles of Association and the procedure for electing the Executive Board are prepared by the Executive Board. The agenda and any changes to the Articles of Association must be sent together with the letter of invitation. The list of nominations for election to the Executive Board is announced following expiry of the nomination period. It is sufficient to make this announcement at the General Meeting when the election documents are handed out.



- (7) Every member and organ of the Association has the right to submit written additions to the agenda and nominations for election to the Executive Board, by no later than one week before a General Meeting. The Chair must announce the additional items on the agenda at the beginning of the General Meeting. Requests for additions to the agenda that are made at the General Meeting shall be decided upon by the Meeting. Candidates that have been nominated for election within the time limit will be notified about the nomination by the Executive Board and invited to the General Meeting separately.
- (8) The General Meeting passes its resolutions with a simple majority of the ordinary and honorary members that are present.
- (9) Every ordinary member, including honorary members, has one vote in the General Meeting. A member only has the right to vote if he/she has paid the agreed membership subscription in full for the current subscription year. Decisions are made by a majority of the voting members present. The majority is calculated according to the number of yes and no votes submitted. Abstentions are not counted. Votes are cast by a show of hands unless a secret ballot is requested.
- (10) Members generally exercise their right to vote in person. Absent members may grant a voting proxy to a third party, by way of a written authorisation, provided the latter is not an excluded member. Voting proxies may be limited in subject matter to certain items on the agenda and certain resolutions. Instructions on how the proxy is to vote on the individual resolutions are also permitted.
- (11) Changes to the Articles of Association require a 3/4 majority of the ordinary members, including honorary members, present. Resolutions of the General Meeting are recorded by way of minutes that must be signed by the Chair and the keeper of the minutes.
- (12) The General Meeting is responsible for the following matters:
  - (a) approval of the budget drawn up by the Executive Board for the next financial year, approval of the Executive Board's annual report, formal discharge of the Executive Board from its responsibilities,
  - (b) formal discharge of the members of the Executive Board from their responsibilities,
  - (c) determination of membership subscriptions,
  - (d) election and dismissal of the members of the Executive Board,
  - (e) election and dismissal of the Honorary Chair,
  - (f) resolution to amend the Articles of Association and on dissolution of the Association.
  - (g) decision on members' objections to exclusion from the Association,
  - (h) all decisions assigned to the General Meeting under these Articles of Association.

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## § 8 | EXECUTIVE BOARD

- (1) The Executive Board constitutes a Board pursuant to Section 26 BGB. It consists of at least four and a maximum of five members (Executive Board Members): The Chair (President & CEO), one or more Deputy Chairs (Executive Vice President), the keeper of the minutes (Vice President Communications), treasurer (Vice President Finance) and an additional member where required (Vice President).
- (2) The tasks of the Executive Board are the legal representation and management of the Association. The Executive Board manages the Association in accordance with the Articles of Association and the statutory provisions. The Executive Board shall have the following duties in particular:
  - (a) It manages the Association and represents it in external affairs.



- (b) It determines the strategic guidelines of the Association in accordance with the aims of the Association and decides on the action plan proposed by Operational Management. The guidelines and action plan must be submitted to the General Meeting once a year.
  - (c) It decides on the acceptance of new members.
  - (d) It prepares the General Meetings and issues invitations in accordance with the Articles of Association.
  - (e) It implements the resolutions of the General Meeting.
  - (f) The Executive Board submits the draft budget (annual budget) to the General Meeting as well as an activity report for the foregoing year with details of the statement of income and expenditure and the actions that have been implemented and that are planned.
- (3) The Executive Board is elected in the General Meeting by the ordinary members, including honorary members. Elections to the Executive Board generally take place by way of a secret written ballot. A secret written ballot is not required if the General Meeting approves voting by a show of hands. Voting takes place individually or as a block vote. The General Meeting determines the size of the Executive Board by voting the corresponding number of members.
- (4) Some or all of the members of the Executive Board can be elected in a block vote provided the General Meeting unanimously approves the block vote (with no votes against). In a block vote, the candidates stand for election together. If the group is not elected, the whole Executive Board is deemed not to have been elected. In this case, the candidates can stand for election individually in a second round of voting.
- (5) In elections, the person with more than half of the valid votes cast is elected. If no-one obtains more than half of the valid votes cast, a run-off vote is held between the two candidates with the most votes. The person who then obtains the most votes is elected. In the case of a tie, the Chair will draw a lot to decide.
- (6) The Executive Board is appointed by the General Meeting for three years; it remains in office until a new Executive Board is elected. Re-election is possible. Only ordinary and honorary members of the Association can be elected as members of the Executive Board. Where the ordinary member is a legal person, only its designated contact person or other authorised representative may be elected. Termination of his/her membership also terminates membership of the Executive Board, but only with effect from the end of the period of office. The dismissal of members of the Executive Board is decided by the General Meeting with a 2/3 majority of the votes cast. Where an elected member of the Executive Board leaves prematurely, the Executive Board may appoint a successor for the remaining period of his/her period of office or continue to conduct business until the successor is instated.
- (7) The Executive Board may issue its own rules of procedure specifying the details of its work and, in particular, how work and responsibilities are distributed.
- (8) The Association is represented, in and out of court, by two members of the Executive Board jointly, whereby one member of the Executive Board must be the Chair or Deputy Chair. The Executive Board may grant an individual member of the Executive Board an individual power of representation for certain types of transaction or may appoint from among its members a Managing Director also with an individual power of representation. Transferring the right to represent the Association, in and out of court, with respect to individual or all areas, to the Managing Director, may be codified in the rules of procedure.
- (9) The Executive Board passes decisions in meetings that are convened by the Chair or, in his/her absence, by the Deputy Chair or Managing Director. Prior notification of the agenda is not necessary unless it involves decisions for which a qualified majority is required under these Articles of Association. At least one week's notice of the meeting should be given. The Executive Board is quorate when three members are present. The decisions of the Executive Board are passed by way of a simple majority of its members and voting is generally by a show of hands. Voting may also take place by way of a written procedure by telecommunication if all members of the Executive Board agree to it. In the case of a tied vote, the Chair shall have the casting vote.

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## § 9 | MANAGEMENT BOARD

- (1) To support it in its work, the Executive Board appoints a Management Board from among the members of the Association. This includes, in particular, the heads of the individual divisions of the Association (Divisional Board). The members of the Management Board are appointed and dismissed in writing by the Chair of the Executive Board.
- (2) The Executive Board can also appoint a representative of the Free and Hanseatic City of Hamburg as a member of the Management Board.
- (3) The Management Board formulates the requirements for safeguarding the long-term strategic development of the Association. It advises the Executive Board and may provide it with recommendations for actions and activities. The Management Board can convene advisory committees for certain, definable tasks and problems.
- (4) The members of the Management Board do not count as members of the Executive Board within the meaning of Section 26 BGB. They have no right to represent the Association nor are they entered into the Register of Associations.
- (5) The Executive Board decides on convening meetings of the Management Board, on the agenda of its meetings and on the subject matter of its resolutions.
- (6) The Management Board replaces the Board of Trustees.

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## § 10 | DIVISIONAL BOARD

- (1) Legally dependent divisions of the Association are each granted the right to elect a Divisional Board from among the members of the Association which must include at least a spokesperson, deputy spokesperson and treasurer.
- (2) The Chair of the Executive Board, another member of the Executive Board or of Operational Management, commissioned by the Chair, may take part in the meetings of the Divisional Board in an advisory capacity.
- (3) The Executive Board may issue an invitation to a constitutive meeting of a legally dependent division at any time, subject to four weeks' notice, at which the division members have to elect the first Divisional Board by way of a simple majority.
- (4) The spokesperson or chair of each division is appointed to the Management Board by the Executive Board. In the event of his/her absence, a representative can exercise his/her rights. Rights may be transferred permanently to a representative with the consent of the Executive Board.
- (5) The members of the Divisional Board do not count as members of the Executive Board within the meaning of Section 26 BGB. They have no right to represent the Association nor are they entered into the Register of Associations.
- (6) Where a division is organised as an independent legal person, it is free to formulate its own articles of association and is not subject to the foregoing rules.

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## § 11 | OPERATIONAL MANAGEMENT, BUSINESS OFFICE

- (1) The Association maintains a business office for carrying out ongoing business and the duties of the Association.
- (2) The Executive Board appoints a Managing Director, who is also head of the business office, manages the business of the Association in accordance with the instructions of the Executive Board and is provided with the necessary powers as special representative of the Association within the meaning of Section 30 BGB. The



representative power of the Managing Director extends to all legal transactions which usually arise in the area of business with which he/she has been assigned, unless limited by the Executive Board.

- (3) The Managing Director works full-time or part-time for remuneration.
- (4) The Managing Director reports to the Chair of the Executive Board and is appointed by the Executive Board. The Executive Board decides on the conclusion and/or extension of the contract and contractual conditions.
- (5) The Managing Director takes part, in an advisory capacity, in the meetings of the Executive Board and/or the resolutions of the Executive Board that are passed by way of written procedure. He/she can only be completely or partially excluded from the meetings, in justified cases, by a unanimous decision of the Executive Board.
- (6) The Managing Director shall have the following duties in particular:
  - (a) coordination of the work of the Association,
  - (b) supporting the Chair of the Executive Board in his/her work,
  - (c) preparation of meetings of the Executive Board and Management Board,
  - (d) continual monitoring of the budget and supervision of events and measures,
  - (e) management of Association affairs, acquisition and support of members,
  - (f) personnel management,
  - (g) supporting the treasurer in the development of budget planning,
  - (h) supporting the Chair of the Executive Board in the development of an action plan for the forthcoming financial year,
  - (i) supporting the treasurer with the submission of reports on the previous financial year.
- (7) The Executive Board shall determine the Managing Director's remuneration.
- (8) Management can also be transferred to a legal person.

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## § 12 | DIVISIONS OF THE ASSOCIATION

- (1) At any time, by way of a resolution of the Executive Board, the Association can establish or dissolve legally independent or dependent divisions for individual subject areas or incorporate existing legal persons into the Association as legally independent divisions.
- (2) Existing members belonging to the relevant subject area, or working in that subject area, can only be assigned to the dependent divisions with their consent. New members have a right to vote when concluding the membership agreement. A member's membership agreement must specify the dependent division to which the member is assigned. The assignment is binding. Members with membership agreements in which no assignment has been made, may be presented with an assignment proposal by the Executive Board. Provided the member does not request a different assignment within two months, the Executive Board decides on the member's assignment. In this case, the member shall have a right to object for a period of two months. In case of doubt, the member remains unassigned.
- (3) Members of a legally independent division are only members of that organisation; they are also entitled to become members of the Association at the same time. The Executive Board decides what benefits of the Association are to be available to such members that do not become members of the Association and who should receive a membership card.

- (4) Where the establishment or dissolution and/or incorporation of a division takes place other than during a General Meeting, the members of the Association must be notified within 2 months by circular or email.
- (5) As a rule, legally independent divisions must agree that their incorporation into the Association can be terminated by written declaration subject to notice of one calendar year to the end of the financial year.
- (6) Within three months of setting up a legally dependent division, the Executive Board will adopt rules of procedure for that division ("Division Rules") which the Board can amend at any time by way of a resolution with a 2/3 majority of the votes cast by its members. These rules of procedure shall specify, in particular, the tasks of the division, the rights and duties of the Divisional Board, the organisation of the Divisional Board and of the Division itself as well as the principles applicable to elections to the Divisional Board. The rules of procedure for a division will be essentially based on these Articles of Association. The rules of procedure for the divisions do not have to be issued uniformly.
- (7) The Association will conclude a contract, with those divisions that are organised as independent legal persons, which is a condition for the validity of incorporation and which clarifies the legal relationship between the two organisations. The rules on legally independent divisions contained in these Articles of Association must be agreed as binding in the contract.
- (8) Where a legally dependent division has not exercised its right to establish a divisional board, the division reports to the Executive Board which manages the overall business of this division.
- (9) The Executive Board decides on the allocation of funds to the divisions which are free to decide on the use of such funds in accordance with the Articles of Association and rules of procedure. The divisions must provide an annual account to the Executive Board on the use of funds.
- (10) By way of a resolution of the Executive Board, a member's affiliation to a legally dependent division can be changed, at the member's request, at the end of each subscription year. A corresponding request must be submitted in writing, setting out the reasons, by no later than three months prior to the end of the subscription year.
- (11) Where a member belongs to a division that has been dissolved by way of a resolution of the Executive Board, the member must indicate within three months of dissolution which other division it would like to belong to. Where the member fails to comply within the time limit, assignment will be effected by the Executive Board. The member may then request assignment to another division or terminate its membership of the Association with effect from the expiry of the current subscription year.

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### § 13 | HONORARY PRESIDENT

- (1) The General Meeting can elect a member proposed by the Executive Board as the 1st or 2nd Honorary President. The title of 1st or 2nd Honorary President does not apply where there is only one honorary president.
- (2) The Honorary President must have distinguished him/herself by successful work on the Executive Board and must have made a special contribution to the Association. The Honorary President is an honorary member of the Association and honorary member of the Executive Board and as such is entitled to take part in the meetings of the Executive Board in advisory capacity.
- (3) The Honorary President is entitled and obliged to represent the Association externally insofar as the Executive Board has entrusted him/her, with his/her consent, to carry out special duties generally or in the individual case. This right does not include legal representation of the Association.
- (4) The Honorary Presidency expires on the death of the Honorary President or on his/her departure from the Association, resignation or removal from office. The General Meeting may remove the Honorary President from



office, with a three-quarters majority of the members present, for special reasons including where he/she is found to have seriously violated the interests of the Association.

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#### § 14 | EXPERT GROUPS

- (1) By way of a resolution of the Executive Board, the Association can establish expert groups to handle current subject areas. The objective of the expert groups is to form opinions and competencies, exchange experiences and expand contacts. In addition the expert groups constitute an additional platform for projects, communication and events. Expert groups may also, by way of a resolution of the Executive Board, be given the status of a division and vice versa.
- (2) The Executive Board appoints voluntary expert-group leaders from among the members of the Association. Where an expert group is also a division, the head of the division, in the case of legally independent divisions the chairman, will be appointed by the Executive Board as a member of the Management Board.
- (3) The group leaders will be particularly committed to a subject area and be able to represent the relevant expertise in a credible manner. Group leaders provide support in finding, preparing and presenting subject matter and represent the expert groups externally.
- (4) The expert groups and their group leaders are particularly involved in the communication work of the Association.

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#### § 15 | DATA PROTECTION

- (1) The Association collects, stores and uses personal data of members, guests and other parties subject to compliance with the data privacy legislation of the Federal Republic of Germany.
- (2) On conclusion of the membership agreement, members of the Association agree to the storage and processing of their personal data as required by the contractual relationship. This constitutes the required, correctly obtained and documented consent to a legally compliant email-marketing communication pursuant to the German Data Protection Act (BDSG) and the GDPR. The business relationship, based on conclusion of the membership agreement and acceptance of the Articles of Association, includes the consent of the members and their appointed representatives to the use of communication data for the purposes of member communication (e.g. newsletters, notifications of events and invitations). On termination of membership, the member may withdraw consent to further use of the communication data at any time.
- (3) The Executive Board prepares a data privacy statement, the latest version of which is attached as an annex to the Articles of Association.

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#### § 16 | DISSOLUTION OF THE ASSOCIATION

- (1) Dissolution of the Association can only be decided by a resolution of the General Meeting with a two-thirds majority of the ordinary members present.
- (2) Unless the General Meeting decides otherwise, the Chair and Deputy Chair shall be the jointly authorised liquidators. This is also the case where the Association is dissolved for other reasons or loses legal capacity.
- (3) In the event of the Association's dissolution or withdrawal of legal capacity, the assets shall pass to the natural or legal persons, designated by the Executive Board by way of a unanimous resolution of the members present. The person cannot be a member of an organ of the Association and should, by virtue of his/her activities, guarantee that the funds are used in line with the purpose of the Association.



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§ 17 | FORMAL AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Amendments to the Articles of Association that are required by regulatory, judicial or financial authorities may be undertaken by the Executive Board on its own initiative. Notification of these amendments must be sent in writing to all members of the Association within 4 weeks of being carried out.

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§ 18 | ENTRY INTO FORCE

Amendments to the Articles of Association that are required by regulatory, judicial or financial authorities may be undertaken by the Executive Board on its own initiative. Notification of these amendments must be sent in writing to all members of the Association within 4 weeks of being carried out. The resolution of the General Meeting is confirmed by the members of the Executive Board:

The resolution of the General Meeting is confirmed by the members of the Executive Board:

Hamburg, 25 June 2018

Uwe Jens Neumann  
Chair of the Executive Board

Petra Vorsteher  
Deputy Chair

Thomas Sell  
Deputy Chair  
Keeper of the Minutes

Dirk Weipert  
Treasurer

Dr. Anna Schwan  
Director Communications  
& Marketing

