

1. Membership

a. Membership of the association is open to:

- i. Large companies;
- ii. SME companies;
- iii. Start-ups;
- iv. Donors;
- v. Honorary members.

who support the objectives and statutes of the association and actively participate in association activities.

b. Definitions:

- i. Large companies are defined as those with more than one hundred (100) employees.
- ii. SME companies are defined as those with fewer than one hundred (100) employees.
- iii. Membership fees and voting rights differentiate between SMEs with fewer than ten (10) employees and those with between ten (10) and one hundred (100) employees

c. A company member is represented by a designated and authorised contact person, whose details are recorded in the membership register.

d. If a legal entity member is involved in a merger or split and ceases to exist, membership is transferred to the acquiring legal entity or the designated entity in the case of a split.

e. Partnerships without legal personality (such as general, limited, or other public partnerships) can also become members. The membership applies to all partners collectively, with the partnership considered as a single member. Membership rights can only be exercised by a partner with managerial authority. The partners must designate one representative to exercise membership rights on behalf of the partnership.

2. The General Assembly may appoint a natural person as an honorary member in recognition of exceptional contributions to the association. Honorary members have the same rights and obligations as regular members, except they are exempt from paying membership fees.

3. The secretary of the board maintains a membership register, recording the names and addresses of all members. If a member consents to being summoned to the general meeting via electronic communication, the designated electronic address is also recorded.

4. A member may be suspended for up to three months if they violate the association's statutes, regulations, or decisions or if they harm the association unreasonably. During suspension, the member cannot exercise their membership rights, but their obligations remain.

5. A suspended member may appeal to the general assembly within one month of being notified. The board must convene the general assembly within four weeks of receiving the appeal. During the appeal process, the suspension remains in effect.

2. Membership Fee

1. Members pay an annual fee determined by the general assembly, which may establish different categories with varying fees.
2. The board may grant exemptions from fees under special circumstances.
3. The general assembly may allow installment payments.
4. Honorary members are exempt from fees.

Note: Start-up companies will have a special fare for 3 years until their 4th year of establishment, where the year of registration at the Chamber of Commerce will be used as a guideline. general assembly holds all powers not assigned to the board by law or these statutes.

3. Termination of Membership

1. Membership terminates upon:
 - i. Resignation by the member;
 - ii. Resignation by the association;
 - iii. Bankruptcy of the member;
 - iv. Expulsion.
2. A member may resign at the end of the fiscal year with at least one month's written notice. Immediate resignation is possible if continued membership is unreasonable. Membership fees for the current year remain payable.
3. The board may terminate membership by written notice if a member no longer meets membership requirements, fails to meet obligations despite reminders, if a partnership without legal personality dissolves, or if continued membership is unreasonable for the association.
4. Expulsion is possible if a member acts against the statutes, regulations, or decisions of the association or harms the association. Expulsion takes effect immediately, and membership fees remain payable.
5. A member may appeal a termination or expulsion decision within one month, with a general assembly meeting convened within four weeks.
6. Resignation notices can be communicated electronically and in writing.
7. Expulsion notices cannot be solely communicated electronically.

4. Donors

1. Donors are individuals or entities accepted by the board. They must comply with the statutes, regulations, and decisions of the association. Donors may attend general meetings if invited but do not have voting rights.
2. The rules on membership admission and termination apply to donors as much as possible.

3. The general assembly determines the minimum donation amount, which may vary by category.
4. The secretary maintains a register of donors.

5. Board

1. The association is managed by a board consisting of at least three individuals.
2. The board has a chairman, secretary, and treasurer.
3. The board itself arranges the division of functions, unless the general assembly reserves the right to appoint the chairman.
4. The functions of secretary and treasurer may be combined in one person. For each of these roles, the board may appoint a deputy from among its members, who will assume the responsibilities of the individual for whom they are a deputy in case of absence or incapacity. A board that is not fully constituted retains its authority. The board ensures that the general assembly can fill the vacancies as soon as possible. This appointment is made by the association's members.

6. Reporting and Accountability

1. The fiscal year of the association is the same as the calendar year.
2. The board reports to a general assembly within six months after the end of the fiscal year, unless this period is extended by the general assembly. The report covers the activities of the association and the policies implemented. The board submits the balance sheet and the statement of income and expenditure with an explanation for approval by the assembly.
3. The board submits the annual accounts for approval to the general assembly.

7. General Assembly: Authority and Annual Meeting

1. The general assembly holds all powers not assigned to the board by law or these statutes.
2. The annual general meeting must be held within six months after the end of the financial year.

The agenda includes:

- i. The board's report on the previous financial year;
- ii. The proposal to approve or reject the financial statements;
- iii. The proposal to discharge the board from liability;
- iv. The appointment of audit committee members for the new financial year;
- v. The appointment of board members if vacancies exist;
- vi. Proposals from the board or members as announced in the meeting invitation.

8. General Assembly: Convening

1. The general assembly is convened by the board. A number of members who together hold at least one-tenth of the votes may request the board in writing to convene a general assembly within four weeks of that request. If the board does not issue the invitation to the

meeting within fourteen days of receiving the request, the requesting members may convene the meeting themselves. The requirement for a written request as mentioned in the previous paragraph is also met if the request is recorded electronically.

2. The invitation to the general assembly takes place through
 - i. a publication in the association's official organ; or
 - ii. via e-mail.
3. The notice period for the invitation is at least fourteen days, not counting the day of the invitation and the day of the meeting.
4. In addition to the location, date, and time of the meeting, the invitation must include an agenda specifying the topics to be discussed.

9. General Assembly: Access and Voting Rights

1. All non-suspended members of the board and the association have access to the general assembly. The meeting may decide to allow other persons to attend (part of) the meeting. Suspended members and members whose membership has been terminated or revoked have access only to that part of the meeting where their appeal against suspension, termination, or revocation is discussed.
2. The different types of members have the following number of votes in the general assembly:
 - i. Large companies with more than one hundred (100) employees: three (3) votes;
 - ii. SME companies with between ten (10) and one hundred (100) employees: three (3) votes;
 - iii. SME companies with fewer than ten (10) employees and start-ups: two (2) votes;
 - iv. Honorary members: one (1) vote.

Donors, students, and aspiring members have no voting rights in the general assembly. A suspended member has no voting rights. A member can only act as a proxy for another member.

3. A voting member may authorise another voting member to vote on their behalf. This authorisation must be given in (electronic) writing and submitted to the board before the vote.

10. General Assembly: Decision-Making

1. Unless otherwise specified in these statutes, decisions are made by an absolute majority of votes from members present and represented at the meeting, regardless of their number. Blank and invalid votes do not count for decision-making but are included in the quorum count required by these statutes.

2. The chairman's statement on the outcome of a vote is decisive. The same applies to the content of a decision if the vote was on a proposal not recorded in writing. If the correctness of the chairman's statement is disputed immediately after it is made, a new vote is held if the majority of the meeting or any voting member present requests it. This new vote nullifies the legal effects of the original vote.

3. If no majority is obtained in the first round of voting for an election of persons, a second vote is held. If no majority is obtained again, an intermediate vote determines which candidates will proceed to the final round. If there is a tie in the final vote, the decision is made by drawing lots.
4. If votes are tied on a proposal that does not concern an election, the proposal is rejected.
5. All votes are conducted orally unless the chairman or at least three members request a written vote. A written vote is conducted with unsigned, closed ballots. Decisions can be made by acclamation unless a member requests a roll-call vote. A voting member may also cast their vote electronically, provided that the electronic communication allows identification, real-time participation in the meeting, and voting rights exercise. The board may set conditions for the use of electronic voting, which will be announced with the meeting invitation.
6. A unanimous decision by all members, even if taken outside a meeting, has the same validity as a decision of the general assembly if made with the board's prior knowledge.
7. If all members are present or represented at a meeting, valid decisions can be made on any topic, even if the topic was not announced in the invitation or the invitation was not legally issued.

11. Final Provision

In all cases where the law, the statutes, and this internal regulation do not provide for a solution, the chairman will make the decision.