

# Articles of Association

of the **Bundesarbeitgeberverband der Personaldienstleister e. V.**  
(**BAP - Federal Employers Association of Staffing Services**)

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## **I. BASIS**

### **§ 1 NAME, REGISTERED OFFICE, FINANCIAL YEAR**

1. After entry in the register, the Association operates under the name “Bundesarbeitgeberverband der Personaldienstleister e. V.” (Federal Employers Association of Staffing Services)
2. The registered office of the Association is Berlin.
3. The financial year is the calendar year.

### **§ 2 PURPOSE AND TASKS OF THE EMPLOYERS ASSOCIATION**

1. The Association promotes the working and economic conditions in the area of staffing services and safeguards the common interests of members in relation to politics, social partners, academia and the public. Staffing services in the sense of these Articles of Association are temporary employment, recruitment, HR consulting, outsourcing, outplacement, business services, inter alia.
2. In order to achieve this purpose, the Association undertakes the following tasks:
  - a) The Association maintains a constant dialogue with its social partners, legislating bodies, public employment services and other politically, economically and societally relevant institutions. It works to make relevant decisions for the benefit of its members and the reputation of the staffing services industry within its means as an association. This includes procurement, exchange and analysis of information relevant to staffing services.
  - b) The Association may act on behalf of the interests of all or individual members and represent them both in and out of court and in public. The Association does not have a mandate to intervene in any court disputes between members.

- c) The Association may issue guidelines, which may include in particular the principles of professional conduct for its members (code of conduct). It promotes contact between its members by means of the exchange of experiences and information.
  
  - d) The Association advises its members according to the guidelines provided by the Board on all work and social legislation matters, insofar as this is permitted within the bounds of legal provision.
  
  - e) The Association concludes collective agreements for its members, which result in membership with a collective agreement in the sense of § 4 para. 2 lit. a). It may conclude collective agreements with various social partners or maintain existing agreements of this kind.
  
  - f) Another task of the Association is to promote education and knowledge in the area of personnel services. To this end, the Association may carry out its own training.
3. The Association represents the profession at an international level. It can join multiple national and international umbrella associations.
4. The purpose of the Association is not directed towards economic business operations. It does not have any party political or religious purposes.
5. The regulations of these Articles of Association shall be designed so that they comply with the principle of synchronisation between responsibility and concern of the members with regard to the relevant policy decisions of the Association.

## **II. MEMBERSHIP**

### **§ 3 TYPES OF MEMBERSHIP**

1. Membership of the Association may be held in the form of either full membership (§ 4), company group membership (§ 5), honorary membership (§ 6) or sponsoring membership (§ 7).
2. An individual may not hold membership or exercise membership rights in accordance with the Articles of Association if they are a member of an organisation whose purpose according to its mission statement contradicts the interests of the Association as a company and employers' association as stated in the Articles of Association.

### **§ 4 FULL MEMBERSHIP**

1. An application for full membership may be made by natural and legal persons who operate staffing services within the Federal Republic of Germany, have the required official permits and are entered into the relevant official register (e.g. Commercial Register, Trade Register).
2. Full membership can be gained in the following ways:
  - a) as a member bound by the collective bargaining agreements (T membership);
  - b) as a member without being bound to any collective bargaining agreement (OT membership).

Full members must decide between one of the above mentioned membership types listed under a) or b); every member is free to make their own choice.

3. A member does not have any rights or duties with regard to collective agreements and political decisions of any kind (e.g. agreements on collective bargaining demands and outcomes, measures taken as part of a labour dispute, offices of the Bargaining Committee) which relate to other collective agreements than those bound to T membership.

4. A member with OT membership (OT member) has no rights and duties with regard to collective agreements and political decisions.

## **§ 5 COMPANY GROUP MEMBERSHIP**

1. Full members who belong to a company group in accordance with para. 5, may also on request join with company group membership with the result that the entire company group is treated as a single full member.
2. For members who have chosen to be part of a company group membership, only one representative may be elected as part of the Management Board. Group members have one vote between them, and they inform the Association of the full member which has the right to vote for the group. Regarding collective bargaining matters, these voting rights may be exercised only if the group members are bound by the same collective bargaining agreement within the meaning of § 4 para. 2.
3. Company group membership may be initiated by means of a written declaration from all members within the meaning of para. 1. The company group membership may be ended at any time by the withdrawal of the declaration by a member of the company group. The withdrawal must be made in writing to the Committee and does not require any explanation. Submission of a declaration to begin or end company group membership shall become valid when the written declaration is received by the Committee.
4. Full members who belong to a company group within the meaning of para. 5 and have not initiated company group membership in accordance with para. 1 are considered members with the membership rights and duties in accordance with their respective membership.
5. The following constitute the conditions for a company group:

- a) membership of a parent company and all subsidiaries which are 50 percent or more owned by a member firm;
- b) membership of a daughter company and its parent company insofar as they hold 50 percent or more of the member's shares;
- c) two (or more) members who operate staffing services, insofar as they each belong 50 percent or more to a partner or a company.

## **§ 6 HONORARY MEMBERSHIP**

The Association may accept honorary members. They may be proposed by the Management Board and elected by the General Assembly. Honorary members have neither the rights nor the duties of other members and are not obliged to meet the requirements of § 9.

## **§ 7 SPONSORING MEMBERSHIP**

1. Natural and legal persons who cannot become full members according to §4 may, on application, become sponsoring members.
2. The Committee shall make the decision on their membership application.
3. Sponsoring members have the same rights as OT members with the following exceptions:
  - a) they do not have the right to vote in the General Assembly;
  - b) they are not authorised to make proposals;

c) they may not be elected for offices as stated in the Articles of Association;

d) they do not have any claim to legal counsel by the Association.

The Association cannot represent them either in or out of court within the meaning of § 2 para. 2 lit. b.

## **§ 8 RIGHTS AND DUTIES OF MEMBERS**

1. Members are entitled, individually or together, to request the support of the Association in solving any issues which are within the remit of the Association, unless this is not permitted under the type of membership. The Committee shall determine the type of support given, unless the Management Board has issued guidelines on the matter.

2. Full members and company group members are entitled, for the duration of their membership, to use the title 'Member of the Federal Employers' Association of Staffing Services'. Sponsoring members may use the title 'Sponsoring Member of the Federal Employers' Association of Staffing Services' and honorary members the title 'Honorary Member of the Federal Employers' Association of Staffing Services'.

3. All members are required to,

a) comply with the Articles of Association, to follow the policies and decisions of the organs of the Association to promote its objectives, and in particular the conditions laid down by the General Assembly for the conduct of member companies (Code of Conduct);

b) pay the fees and contributions required to cover Association expenses. The details depend on the contribution rules, to be decided by the General Assembly;

c) immediately inform the Association Committee of any incidents which affect the Association's interests, in particular of all events with tariff and labour law or local significance;

d) appoint a representative in writing and to immediately notify the Association of their current address, e-mail address and fax number in writing.

4. In addition, under para. 1, full members and company group members are also required to,

a) immediately inform the Committee of the Association about the withdrawal, alteration or discontinuation of conditions in accordance with § 4 para. 1;

b) if they have membership with collective bargaining coverage within the meaning of § 4 para. 2 lit. a), b) or c): to pay the charges to the relevant fund for industrial action set by the relevant responsible Bargaining Committee in accordance with § 15 para. 5 lit. d) to fulfil the collective agreements entered into by the Association, dependent on the type of membership, and to refrain from independent conclusion of collective agreements, unless the Association has given express consent, and

c) contribute to the creation of internal organisational statistics. The details shall be determined by the Management Board.

## **§ 9 PURCHASE OF MEMBERSHIP**

1. An application for membership is to be made in writing to the Committee.

2. The membership application must include the information and declaration stated in § 8 para. 3 lit. d), stating which type of membership within the meaning of §§ 4-7 they are applying for. If the application is for full membership in the meaning of § 4 or § 5, the application must include the declaration stating whether a T membership or OT membership is required.

3. A directive of the Board shall regulate the details of the application procedure.

4. The Committee shall decide on the result of the application. The Committee shall inform the applicant in writing of the result. Membership shall take effect when the application is accepted by the Committee.

## § 10 CHANGE OF MEMBERSHIP

Full members may change between the types of membership shown in § 4 para. 2. A change of membership to another type within the meaning of § 4 para. 2 shall take effect upon submission of a written declaration of the change to the Committee.

## § 11 TERMINATION OF MEMBERSHIP

1. Membership shall end

- a) through death in the case of a natural person;
- b) through dissolution in the case of a society, company or legal entity;
- c) due to a declaration of termination of membership by the member in accordance with para. 2;
- d) due to exclusion of the member in accordance with para. 3.

2. Termination may only occur in writing with a deadline of four months before the end of the calendar year. To demonstrate adherence to the deadline, timely and demonstrable submission of the declaration of termination to the office of the Association must occur.

3. Members may be excluded if there is good cause, especially if the member repeatedly violates the guidelines approved by the Board or the General Assembly or commits any act which is likely to damage the reputation of the Association or its organs. A good cause may be if the member has not paid his/her fees despite two reminders. Exclusion may be decided upon by the Management Board via a simple majority. This decision shall take effect when the member is informed of it. The member concerned has the possibility to be granted a personal interview. A written statement must be read at the sitting relating to the decision on the exclusion.

4. The termination of membership does not affect the fee contribution obligation for the calendar year in which the termination takes effect, or for any previous calendar years.

5. All claims to the assets of the Association shall lapse on termination of the membership.

### **III. ORGANS OF THE ASSOCIATION, REGIONS**

#### **§ 12 ORGANS OF THE ASSOCIATION**

1. The organs of the Association are the General Assembly (§ 13), the Management Board (§ 14), the Bargaining Committees (§ 15) and the Committee (§ 16).
2. All holders of Association positions do so on a voluntary basis. They are entitled to reimbursement of appropriate expenses.

#### **§ 13 GENERAL ASSEMBLY**

1. The General Assembly is the highest organ of the Association. It summarizes the decisions of the Association, unless they are covered by the Articles of Association of other organs, and determines the guidelines of the Association's work. Decisions in relation to collective affairs of the Association are made taking into account the principle of synchronisation of responsibility and concern of the members. This means in particular that only members whose membership is bound by collective bargaining agreements to the pay scale matters underlying the decision-making, are entitled to vote. The General Assembly shall in particular have the following tasks:
  - a) Selection of the President and the members of the Management Board as well as their dismissal; §§ 14 para. 3 and 16 para. 5 shall remain unaffected;
  - b) Selection of the members of the Bargaining Committees; § 15 para. 3 remains unaffected. The selection of the Bargaining Committees occurs in different rounds of elections. A member shall not be entitled to vote in the election of a Bargaining Committee which is not responsible for the respective member due to their type of membership;
  - c) Acceptance of the activity and annual reports of the Committee, the Management Board, the Bargaining Committees and the Auditor and their discharge;

- d) Making decisions about the adoption of the budget and fees;
  - e) Acceptance of rates agreements independently made by the Bargaining Committees.  
Only members whose membership is bound by the underlying collective rates agreements are entitled to vote;
  - f) Decisions on alterations of the Articles of Association in accordance with § 21;
  - g) Decisions on the dissolution of the Association in accordance with § 22.
2. Decisions made by the General Assembly shall be passed with a simple majority of the votes cast, unless the Articles of Association state otherwise. The required majority may only be calculated using the number of yes and no votes cast. Abstentions shall not be permitted.
3. Meetings of the General Assembly must be publicised by the Committee with at least four weeks' notice, giving the agenda in writing. Written form in the meaning of this paragraph counts as post, fax or email without a qualified electronic signature within the meaning of the Signatures Act. The notice period shall begin on the day after the invitation has been sent and shall end on the day when the General Assembly is convened. An invitation to a member is seen as valid if it has been sent to the last known address or contact details in accordance with § 8 para. 3 lit. d).
4. The ordinary General Assembly takes place regularly during the first six months of a financial year. The Committee may call an extraordinary General Assembly at any time. An extraordinary General Assembly must be called if the interests of the Assembly require it, or a tenth of all members request it in writing to the office whilst stating the purpose and reasoning for it. For an extraordinary General Assembly, the deadline may be reduced to two weeks if there is an important reason.
5. Proposals may be sent to the General Assembly for a decision by any member with the right to vote, any member of the Committee with the right to vote or any speaker of the relevant Collective Bargaining Committee with the right to vote, unless it is stated otherwise in the Articles of Association. Proposals sent for decision must not be considered any further if they are not received by the Committee within the deadline of seven days before the General Assembly is held. Resolutions made by the General Assembly are only valid if the members are informed of the subject of the decision in writing at least three days before the General Assembly is held.

6. Each full member present has the right to one vote at the General Assembly. Voting is carried out by the representatives named in § 8 para. 3 lit. d). Voting by proxy with the representation of another full member is permitted. The Chairman of the session must be informed of this authorisation in writing. The exercise of more than three rights to vote by one authorised representative is not permitted. On request, the vote may be done in secret, if at least one tenth of the present voters agree to this.
  
7. The General Assembly shall be led by the President, or, if he or she is not available, by a Vice President, insofar as the General Assembly does not appoint another Chairperson.
  
8. Decisions can also be made by the General Assembly in writing without holding a formal meeting. A decision made in this way requires a majority of three quarters of the voting members, whose votes must be received within a time limit set in writing by the Committee. The deadline must be at least 28 days after the request for submission of votes in writing is sent. Voting may only be carried out in writing by the authorised persons named in § 8 para. 3 lit. d). Voting by proxy is not permitted. If one tenth of the members with voting rights at the time when the invitation is sent reject a decision within the prescribed time limit for voting on the written decision in writing, the decision shall not be adopted.
  
9. The meetings of the General Assembly are not open to the public. The Chairperson may allow guests to attend.

## **§ 14 MANAGEMENT BOARD**

1. The number of members of the Management Board is determined by a decision of the General Assembly. Including the President it may have no fewer than ten members and no more than 25. The President is an ex officio member of the Board. Only representatives of full members in accordance with §§ 4 and 5 may be elected to the Board. An exception to the passive right to be elected to the board will be made if the person is either:
  - a) A business owner or legal representative of the member, if the member is a natural person, or
  - b) An organ with the right of representation or a member of such a body, if the member is a legal person, or
  - c) An authorized representative of the member if the member is a partnership, or

d) if they hold a similar position as an employer.

2. Membership of the Board shall end,

- a) at the end of the second calendar year after election, whereby the year of the election is not counted. In this case, the Board member shall remain in office until a replacement is chosen. Re-election is possible;
- b) due to dismissal by the General Assembly;
- c) due to the member resigning from their post;
- d) as soon as the member organisation, to which the Board member belongs, is no longer a member of the Association, or
- e) as soon as the Board member leaves the member organisation which he/she belonged at the time of the Board elections.

3. If a Board member resigns prematurely, the Board shall elect a replacement from among its members for the remaining term. If the position should be terminated in accordance with § 14 para. 2 lit. c) or 2 lit. e), the member company, of which the Board member was a member until he/she left, shall be entitled to propose a substitute member.

4. The Management Board has the tasks assigned in these Article of Association and the following tasks:

- a) Resolution on the transfer of additional responsibilities to the Committee, to the extent not expressly assigned to the General Assembly or a Collective Bargaining Committee in these Articles of Association;
- b) Resolution on arrangements for the Rules of Procedure of the Committee, in particular the allocation of tasks to individual members of the Committee;
- c) Resolution on the guidelines and regulations that are provided in these Articles of Association or to explain, provide additional details and correctly carry out the decisions and principles set out in these Articles of Association; policies and regulations are not part of the Articles of Association;
- d) Forming or ending additional committees and working groups as well as setting out their guidelines;

- e) Election of the auditor; auditors may also be persons or companies, who are professionally obliged to maintain confidentiality, but not members of the Committee or of the Management Board.
5. In order to fulfil its tasks, the Board may engage external consultants.
6. The proceedings of the Board of Directors shall be valid only if at least half of the Board members are present. The Board is also quorate if it has fewer members than is determined by these Articles of Association or by a resolution of the General Assembly. The proceedings of the Board of Directors shall be valid only if not less than half of the Board members are present. A member of the Management Board is considered to be present if his/her vote submitted during the sitting is permissible in accordance with para. 8.
7. Decisions of the Board are passed by simple majority of the valid votes, unless the Articles of Association state otherwise. The required majority can only be calculated according to the number of yes and no votes cast. Abstentions shall not be counted. If the vote is tied then the proposal is refused.
8. Board meetings are convened in writing by the President or a Vice President, if the date has not been announced in the previous session; if the agenda contains the item "Election of the Vice President," the session shall be convened in writing with two weeks' notice. An extraordinary session shall be called if a member of the Board calls for this in writing, giving the reasons for this. Written form in the meaning of this paragraph counts as post, fax or email without a qualified electronic signature within the meaning of the Signatures Act.
9. Any member may submit a proposal to be decided upon by the Board, unless it has been stated otherwise in the Articles of Association.
10. Every member elected to the Board shall have one vote, unless otherwise stated in these Articles of Association. Voting by proxy is permitted. The Chairperson of the session should be informed of this authorisation in writing. The exercise of more than two voting rights by a Board member is not permitted.
11. A sitting of the Management Board is to be chaired by the President, or if he/she is not available, by one of the Vice Presidents, insofar as no other chair is appointed by the Board.

12. Decisions can be made by the Management Board in writing without holding a formal meeting. These resolutions require a majority of three quarters of the members of the Board, whose votes must be submitted within a deadline set by the Committee. The deadline must be at least 14 days from the date on which the invitation to submit a written vote is sent. A vote can only be submitted in writing by the relevant Board member. Voting by proxy is not permitted. If a decision is rejected by a member of the Board within this period in writing, the decision will not be adopted.

## **§ 15 COLLECTIVE BARGAINING COMMITTEES**

1. The number of Collective Bargaining Committees shall be determined by the number of agreements on different pay scale matters (e.g. consisting of collective agreement, remuneration framework agreement, wage agreement/West, wage agreement/East, collective agreement for trainees, job security collective agreement), which are or should be concluded with workers' associations (e.g. DGB unions). A Collective Bargaining Committee consists of at least five and at most 20 members who are elected by the General Assembly on the basis of a list of candidates from the Management Board in separate ballots. Only the representatives of members whose membership is bound by collective agreements for which the relevant Collective Bargaining Committee is responsible. The list of proposed candidates must be made available to the members with the invitation to the General Assembly. Candidates may also be proposed from within the General Assembly. In a certain Collective Bargaining Committee, only representatives who have membership which is bound to collective bargaining agreements relating to the pay scale matter at hand for which the Committee is responsible may be elected.
2. Membership of a Collective Bargaining Committee shall end,
  - a) five years after the election. In this case, the Collective Bargaining Committee member shall remain in office until a replacement has been chosen. Re-election is permitted;
  - b) due to dismissal by the General Assembly for an important reason;
  - c) due to the member resigning from their post;
  - d) as soon as the member organisation, to which the member belongs, takes on a membership or changes to another membership which is not bound by collective bargaining agreements for which the Collective Bargaining Committee is responsible;
  - e) as soon as the member organisation that the member belongs to is no longer a member of the Association, or

- f) as soon as the Collective Bargaining Committee member leaves the member organisation which he/she belonged to at the time of their election.
3. If a Collective Bargaining Committee member resigns prematurely, the Collective Bargaining Committee shall elect a replacement from among its members for the remaining term. If the position should be terminated in accordance with § 15 para. 2 lit. c) or 2 lit. f), the member company, of which the Committee member was a member until he/she left, shall be entitled to propose a substitute member.
4. The members of the Collective Bargaining Committee select a first and a second speaker from its members, taking into account the principle of synchronisation of the responsibility and concern of the members with respect to the relevant pay scale policy decisions of the Association.
5. Each Bargaining Committee is responsible for a particular matter and has the following tasks:
- a) Preparation and management of pay scale negotiations;
  - b) Resolution on negotiation results. Insofar as it relates to the initial conclusion of an independent pay scale matter, an agreement from the General Assembly in accordance with § 13 para. 1 lit. e) is required for it to become effective;
  - c) Resolution on the termination of pay scale agreements;
  - d) Resolution on measures to be taken during industrial action, in particular the resolution on the collection and maturity of contributions for industrial action, which members must pay in accordance with § 8 para. 4 lit. b); these funds may be used solely to finance industrial action affecting the members bound by the relevant collective bargaining agreement;
  - e) Resolution on draft decisions to be submitted to the General Assembly;
  - f) Choice of the respective Collective Bargaining Committee, its negotiators and their deputy negotiator from the members of the Bargaining Committee. A Collective Bargaining Committee shall comprise 5 members at most. An additional member of a Collective Bargaining Committee (without the right to vote) is the Managing Director or an employee of the Association office delegated by them.
6. To fulfil its duties, a Bargaining Committee may engage external consultants.
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7. The proceedings of the Bargaining Committee shall be valid only if at least half of its members who are entitled to vote are present. The Bargaining Committees are also quorate if they have fewer members than is determined by these Articles of Association. A member of the Bargaining Committee is considered to be present if his/her vote submitted during the sitting is permissible in accordance with para. 11 and/or when it is submitted by video or teleconference during the sitting. It is permissible to hold sittings of the Bargaining Committees via video or teleconference.
  
8. The Bargaining Committees pass resolutions with a simple majority of the votes cast. The required majority can only be calculated according to the number of yes and no votes cast. Abstentions shall not be counted. If the vote is tied then the proposal is refused. The rulings of this paragraph only apply if nothing else is stated in the Articles of Association.
  
9. Sittings of the Bargaining Committee must be called in writing by one of its speakers, unless the date has been given in the previous sitting. Written form in the meaning of this paragraph counts as post, fax or email without a qualified electronic signature within the meaning of the Signatures Act. The invitation must state whether the sitting will be held by video or teleconference or whether or not the members of the Bargaining Committee have the possibility to attend via video or teleconference. The invitation shall be valid if it has been sent to the last known address or contact details of the member. An extraordinary session shall be called if a member of the respective Bargaining Committee calls for this in writing, giving the reasons for this.
  
10. Any member may submit a proposal to be decided upon by a Bargaining Committee, unless it has been stated otherwise in the Articles of Association.
  
11. Each elected member of a respective Bargaining Committee shall have one vote unless otherwise stated in the Articles of Association. Voting by means of the authorisation of another member of the Bargaining Committee is permitted. This authorisation must be communicated to the Chairperson of the meeting in writing. A Bargaining Committee member is not entitled to exercise more than two rights to vote.
  
12. Sittings of the Bargaining Committee may be chaired by its first speaker, or if they are not available, by the second speaker, insofar as the Bargaining Committee has not appointed another chairperson.

13. Decisions can also be made by the Bargaining Committee in writing or via a video or teleconference outside of a physical sitting in the sense of para. 7 sentence 1. These resolutions require a majority of three quarters of the members of the relevant Bargaining Committee. For a written decision, an appropriate amount of time must be set according to the circumstances for votes to be submitted. Written form in the meaning of this paragraph counts as post, fax or email without a qualified electronic signature within the meaning of the Signatures Act. Voting by proxy is not permitted.

## **§ 16 COMMITTEE/ PRESIDENT**

1. The Committee consists of the President and up to nine Vice Presidents.
  
2. The Management Board in the sense of § 26 BGB is formed of the President and the Vice President(s). In and out of court, the Association is represented by the President in conjunction with one or two Vice Presidents. Members of the Committee are bound by the decisions of the Bargaining Committee, and by the General Assembly in the cases covered by § 13 para. 1 lit. e) and § 15 para. 5 lit. b). In relation to pay scale matters, only members of the Committee who are representatives of full members in accordance with § 4 para. 2 lit. a) to c), § 5 and whose membership is bound by the underlying decisions on pay scale matters are authorised to provide representation. The Management Board within the meaning of § 26 BGB may name its Director as a head representative for the tasks assigned to them within the meaning of § 30 BGB.
  
3. The Vice President(s) shall be elected by the Management Board from amongst them. They shall also determine the number of members of the Committee to be elected.
  
4. Membership of the Committee shall expire:
  - a) at the end of the second calendar year after the vote is taken, whereby the year of the vote is not counted. In this case, the member of the Committee shall remain in office until a successor is elected. Re-election is permitted;
  - b) due to dismissal by the Management Board;
  - c) due to the member resigning from their post;

- d) as soon as their membership of the Management Board ends.
5. If the President or a Committee member resigns prematurely, the Board shall elect a replacement from among its members for the remaining term.
6. The Committee are bound by the duties assigned to them in these Articles of Association and the following tasks:
- a) Managing the current business of the Association and the overall operational management of the office in accordance with the Articles of Association and the decisions of the General Assembly and the Management Board;
  - b) Appointing and dismissing a Managing Director;
  - c) Resolution on the allocation of budgetary resources under the framework of the budget set by the General Assembly with the exception of funds for industrial action;
  - d) Preparation of the budget;
  - e) Election of a representative for the regions, which represents the interests of the regions in the Association and coordinates their work.
7. The transactions listed below require the prior consent of the Board by a decision made by a simple majority of the votes cast. The Board may also give consent in advance, either generally or for a certain group in similar cases. This approval can be revoked at any time with future effect.
- a) Appointing and dismissing a Managing Director;
  - b) All business which a decision of the Board declares to require consent.
8. In order to fulfil its remit the Committee may
- a) set up a branch run by a Managing Director and partially or fully transfer the tasks designated in para. 6 lit. a) to him/her, insofar as no legal provisions or decisions of the Board prohibit this. The branch management is bound by the rules of procedure to be set by the Committee.
  - b) Assign personnel to the office.

9. The proceedings of the Committee shall be valid only if at least half of its members are present. The Committee is also quorate if it has fewer members than is determined by these Articles of Association or by a resolution of the Board. In this case, the proceedings of the Committee shall be valid only if at least half of its members are present. A member of the Committee is considered to be present if his/her vote submitted during the sitting is permissible in accordance with para. 13.
  
10. The Committee passes resolutions with a simple majority of the votes cast. The required majority can only be calculated according to the number of yes and no votes cast. Abstentions shall not be counted. If the vote is tied then the proposal is refused. These resolutions are only valid if there is no other provision made in these Articles of Association.
  
11. Sittings of the Committee must be called in writing by the President or one of the vice Presidents, unless the date has been given in the previous sitting. Written form in the meaning of this paragraph counts as post, fax or email without a qualified electronic signature within the meaning of the Signatures Act. The invitation shall be valid if it has been sent to the last known address or contact details of the recipient. An extraordinary session may be called if a member of the Committee calls for this in writing, giving the reasons for this.
  
12. Any member may submit a proposal to be decided upon by the Committee, unless it has been stated otherwise in the Articles of Association.
  
13. Each member of the Committee shall have one vote. Voting by means of the authorisation of another member of the Committee is permitted. Authorisation is to be communicated to the Chairperson of the meeting in writing. The exercise of more than two rights to vote is not permitted.
  
14. A sitting of the Committee is to be chaired by the President, or if he/she is not available, by one of the Vice Presidents, insofar as no other chair is appointed.
  
15. Decisions can be made by the Committee in writing without a formal sitting. These decisions require a majority of three quarters of its members whose votes must be received in writing within a period set by the President or the Vice President. The deadline must be at least 14 days from when the request for sending votes in writing is made. Votes can only be

made in writing. Voting by proxy is not permitted. If a decision is rejected by a member of the Committee within this period in writing, the decision will not be adopted.

16. The liability of members of the Committee towards the Association shall be limited to intent and gross negligence.

## **§ 17 REGIONS**

1. Members may join a particular region. Regions are not organs of the Association. Each region elects a speaker who organises meetings and forwards the opinions and suggestions of the region to the Management Board of the Association. Details are regulated by a set of regional guidelines to be determined by the Management Board.

2. The speaker from a region is required to agree public appearances with the Committee.

#### **IV. MISCELLANEOUS PROVISIONS**

##### **§ 18 VOTING**

1. The party which receives the majority of the valid submitted votes shall be elected.  
Abstentions shall not be counted. If no candidate receives a majority of the valid votes, a runoff between the candidates with the two highest numbers of votes will take place. If more than two candidates should receive the highest number of votes, the ballot shall be redone. If the runoff vote does not result in one candidate receiving the majority of valid votes, the result shall be decided by lot.
2. The President, the Vice President and the speaker of the Bargaining Committees shall be elected in separate ballots. The election of members of the Board and the members of the Bargaining Committees can be performed using a list voting system in which the votes for multiple of the same offices will be summarised in a single ballot. In this case, candidates shall be elected in order dependent on the number of votes they receive. Candidates who receive the same number of votes shall be elected if there are still enough available posts. Otherwise, the vote shall be repeated.

##### **§ 19 WRITTEN FORM, REPORTING**

1. As far as these Articles state that the written form is required, § 127 BGB shall not apply, in particular, written form cannot be replaced by telecommunicative submission.  
  
Insofar as these Articles state that the written form is required, the regulations in § 13 para. 3, § 14 para. 8, § 15 para. 9, § 15 para. 13 and section 16 para. 11 shall apply; apart from that, insofar as there are no regulations concretely requiring the written form, only the legally specified written form (§ 126 BGB), the statutory electronic form (§ 126a BGB) or fax is sufficient.
2. A record must be kept of meetings which must be signed by the chairman and the secretary. The recording of a decision is not a precondition for its validity.

##### **§ 20 ARBITRATION BOARD**

1. The Association shall adopt its own rules of arbitration, to which all members submit and which form part of these Articles.

2. The arbitration tribunal shall decide in all disputes between the Association and its members over the rights and obligations of membership and any discrimination based on membership disputes between members themselves excluding disputes between the Association and its members over the payment of membership fees.
3. The arbitration decision shall be final under exclusion of legal action to the state courts.

## **§ 21 CHANGES TO THE ARTICLES OF ASSOCIATION**

1. Changes to the Articles of Association may be decided upon by the General Assembly with a majority of three quarters of the given yes and no votes. Abstentions shall not be permitted.
2. Changes or additions to the Articles of Association based on a requirement from the District Court or financial management can be made by the Committee itself. The Management Board and the General Assembly are to be informed of this in the next sitting.

## **§ 22 DISSOLUTION OF THE ASSOCIATION**

1. The General Assembly shall decide on the dissolution of the Association with a majority of three quarters of the present voters.
2. Regarding the dissolution of the Association, the decision of the General Assembly shall be valid only if it is properly convened and at least half of all voting rights are represented. If the General Assembly is not able to make a decision, another meeting must be called within two weeks with a notice period in accordance with § 13 para. 3, stating the object of the decision (emergency meeting). This meeting shall be quorate, regardless of the number of represented votes. This must be indicated in the second invitation.
3. Upon dissolution of the Association, its assets will be returned to the members in proportion to the work done in the previous year and the contributions and fees paid.

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