

# **C O N S T I T U T I O N**

## **Deutsche TV-Plattform e.V.**

### **I Name, Legal Status, Seat and Financial Year**

- 1 The name of the Association is: **"Deutsche TV-Plattform e.V."**.
- 2 The Association has its registered seat in Frankfurt/Main, Germany.
- 3 The financial year of the Association is the calendar year.

### **II Purpose of the Association**

- 1 The Association pursues only purposes that serve the public good pursuant to the German Fiscal Code, section "Purposes eligible for Tax Relief".
- 2 The purpose of the Association is
  - (a) to promote science and research;
  - (b) to foster the spirit of international understanding;
  - (c) to advance general and professional education, and
  - (d) to inform and advise consumers.

The purpose of the Association is attained in particular through the following activities:

**as to (a)** Support of the promotion of the new display aspect ratio 16:9 on the basis of European research and development projects aimed at introducing new TV systems, irrespective of the type of standard on which the new format will be based.

The Association furthermore supports endeavours to develop, standardize and introduce new TV and data services, including digital services, and their multi media design.

**as to (b)** The harmonization of developments and any knowledge gathered in the course thereof in the field of new TV systems, in constant dialogue with European partner countries to achieve uniform standards on a worldwide, or least European, level, taking into account the individual economic, social, political and also cultural characteristics, in order to:

#### **Deutsche TV-Plattform e.V.**

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- facilitate cross-border programme exchange in the interest of a free flow of information, thus further promoting European bonds and a European ethos, and
- ensure a division of labour and work for the employees on an international scale in the areas of technology, production and editing by providing identical technical prerequisites.

**as to (c)** Suitable professional training and education measures for people working in the field of the new TV systems to familiarise them with the requirements of the latest technology to ensure and maintain an adequate level of knowledge.

**as to (d)** Information of the general public in every suitable way and comprehensive consultation services, e.g. through events, presentations, trade shows and exhibitions or with brochures and/or periodic publications. This includes in particular the award of so-called *quality marks* to be used as a tool for consumer protection.

- 3** The Association is a non-profit organisation; it does not primarily pursue economic aims on its own.
- 4** The Association's funds may only be used for the purpose set out in the Constitution. In their capacity as Members, the Members of the association shall receive no endowments or dividends from the Association's funds. No parties shall benefit from expenditure which is alien to the purpose of the Association or from an unreasonably high remuneration.
- 5** Members of the Association's committees work in an honorary capacity. Any resolution amending the Constitution with respect to the non-profit-making nature of the Association shall be submitted to the competent tax authorities prior to its registration with the appropriate court.
- 6** If the Association is dissolved or its previous purpose no longer applies, its assets shall be used for purposes that qualify for tax relief. Resolutions on the future use of the assets may only be executed after approval has been obtained from the tax authorities.

### **III Membership**

- 1** Any natural person or legal entity wishing to actively support the purpose of the constitution may become a Member of the Association.
- 2** Membership is acquired through written application to be approved by a majority of 2/3 of the votes represented in the Board. Unsuccessful applicants may oppose the Board's rejection, which shall be substantiated in every case, and file a claim to the Board within one month following receipt of the rejection. The claim will be decided upon at the subsequent annual General Meeting.
- 3** Membership expires upon resignation or exclusion. Resignation shall be announced to the Board by written notice no less than three (3) months prior to the end of the calendar year. A Member may be excluded from the Association, e.g. by reason of gross misconduct infringing the interests of the Association, if the general assembly so resolves with a majority of two thirds upon application of the Board of Directors. Prior to

the General Assembly's decision on the exclusion, the Board shall give the Member concerned the opportunity to comment on the matter orally or in writing.

- 4 Members shall designate to the Board of Directors in writing the person to act as their representative at the General Meeting and to attend to their rights and obligations within the Deutschen TV-Plattform.
- 5 Members may be ordinary, extraordinary or supporting members.

**Ordinary members** are members with status A or B.

Ordinary members shall pay the annual subscription dues and have a voting right in the General Assembly.

**A status members** are manufacturers and service providers, programme and content providers, broadcasting corporations (public and private-law bodies) as well as the federal media authorities, network and satellite operators and all other companies of a similar nature whose activities directly belong to the media industry and/or which pursue a profit-oriented business.

**B status members** are institutions and organisations that do not pursue a profit-oriented business and consist of Members or represent institutions that do pursue a profit-oriented business. Among these are, e.g., associations, joint-ventures and similar institutions.

**Extraordinary members** are institutions and organisations that do not pursue a business for profit and neither do their members. These are e.g. federal and state ministries, state governments, public authorities and/or associations. Extraordinary membership is usually acquired upon invitation of the Board of Directors. Extraordinary membership is not subject to the payment of dues and no voting rights are attached to it.

**Supporting members** support the work and the aims of the Plattform through voluntary contributions and/or donations. They shall have no voting rights in the General Assembly.

**Honorary membership** may be awarded if the General Assembly so resolves.

Honorary members are extraordinary members (no dues, no voting rights).

- 6 The amount of the annual membership dues and due dates are determined by the General Assembly.

A status members pay annual dues according to a schedule based on the size of the enterprise (number of employees).

B status members pay an annual lump sum, irrespective of their size, of no less than 25 percent of the highest annual dues to be paid by an A status member. Associations are exempted from their duty to pay membership dues if no less than three of its members pay the full regular dues (A status) as Members of the Deutsche TV-Plattform.

Supporting members: Type and amount of dues is agreed individually with the Board of Directors.

## IV Committees of the Association

- 1 The committees of the Association are:
  - the General Assembly and
  - the Board of Directors.
- 2 The Board of Directors may appoint a managing director to attend to the day-to-day business; his/her office does not represent a committee according to German law (*Organ*). The rights and duties of the managing director are determined by the Board of Directors in a task description.

## V General Assembly

- 1 The Members shall exercise their voting rights at assemblies only in such a way as to enable the Association to pursue its purpose described in Art. II above.

The resolutions to be passed by the General Assembly include:

- (a) determination of bases of the policies pursued by the Association;
  - (b) determination of the annual budget;
  - (c) determination of the amount and due dates of the annual dues;
  - (d) approval of the annual financial statements;
  - (e) formal approval of the actions of the Board of Directors (*Entlastung*);
  - (f) amendments to the Constitution and dissolution of the Association.
- 2 The General Assembly is chaired by the Chairman of the Board of Directors or one of his or her deputies (see Art. VI. 5 below). The General Assembly constitutes a quorum if it has been announced in due time and if at least half of the ordinary members are present. In the absence of a quorum, a second General Assembly, with the same agenda, shall be called within a period of no more than two (2) months, which then, irrespective of the number of Members present will be considered to constitute a quorum.
  - 3 Unless otherwise provided for in the Constitution, resolutions are passed by the General Assembly by simple majority of the valid votes cast. Each ordinary member has one (1) vote. Resolutions on the amount of the annual budget and on the membership dues, as well as any alternations thereof, shall be passed by a majority of 2/3.  
  
Amendments to the Constitution shall require a majority of 3/4 of the valid votes cast, for a dissolution of the Association or a modification of the purpose of the Association, a majority of 4/5 shall be necessary.
  - 4 The General Assembly resolves on the appropriation of funds according to the budget proposed by the Board of Directors. The Board of Directors is responsible for the use of funds. If, with respect to specific projects, the funds available prove to be insufficient, the General Assembly may pass a resolution with a majority of 3/4 in favor of a specific contribution.
  - 5 The General Assembly takes place at least once a year and is called by the Board of Directors in writing or electronically at four weeks' notice. A General Assembly shall also be convened if no less than one third of all members request the Board of Directors to call a meeting, stating the reasons for doing so in writing.

The General Assembly shall also be convened if the interests of the Association so require.

The agenda shall be announced together with the calling notice.

The managing director shall write a report of the meeting, to be signed by the Chairman and the managing director.

## **VI Board of Directors**

- 1** The Board of Directors of the Association is composed of minimum four (4) persons up to six (6) persons to be elected by the General Assembly as well as the Convenors of the Working Groups, by virtue of their offices. An election en-bloc is admitted. From among the persons elected, one person may be from among the B members and one may be an extraordinary member. All other persons must be representatives of an A status member. The Board of Directors constitutes a quorum if at least three (3) persons representing ordinary members are present.
- 2** The Board of Directors manages the Plattform and resolves on its matters unless otherwise provided for in the Constitution.
- 3** Members of the Board of Directors must not be replaced by a proxy. They are released from the restriction otherwise imposed by Sec. 181 of the German Civil Code BGB.
- 4** The Board of Directors is entitled to invite third parties to attend their meetings.
- 5** The Board of Directors elects, from among its members, a Chairperson, who has to be from the ordinary members, and two Deputy Chairpersons. The Board of Directors represents the Association judicially and extrajudicially; it is its legal representative and acts through two of its members, one of which shall be the Chairperson or a Deputy Chairperson.
- 6** The Board of Directors is elected for a period of two years. Still, it remains in office until a new Board of Directors has been elected. Re-election is possible. A simple majority of all ordinary members shall be required. A dismissal shall be based on a 2/3 majority.
- 7** Any member leaving the Board of Directors during its term of office shall be replaced by a substitute member to be elected by the Board of Directors for the term remaining.

## **VII Working Groups**

- 1** The Board of Directors and/or the General Assembly may appoint Working Groups (WG) to attend to specific tasks.
- 2** WG Convenors are proposed by the participants in the WG and appointed by the Board of Directors. They are responsible for the execution of the tasks assigned to the WG and shall relay the results to the Board of Directors for approval.
- 3** Each member shall have the right to send one or more employee(s) to the Working Groups. The Convenor of the WG also has the right to invite non-members (guests) to attend WG meetings in a consultative capacity if this is in the interest of the WG.

## **VIII Duties of the Members**

- 1 The Members undertake to promote the purpose of the Association (see Art. II above).
- 2 The ordinary members undertake to bear the costs incurred pursuant to the approved budget.

## **IX Resolutions**

The committees of the Association may pass resolutions, or carry out elections, in writing or by electronic means if the ordinary majority of the members of the committee so agrees. Legal provisions or provisions in the Constitution pertaining to required majority ratios remain unaffected.

## **X Dissolution of the Association**

A dissolution of the Association shall require a resolution to be passed by the General Assembly with a majority of 4/5 of all valid votes cast (see Art. V. 3 above). Unless otherwise provided for by the General Assembly, the members of the Board of Directors shall jointly act as the Association's duly appointed liquidator.

General Assembly in Cologne, Germany, 11th April 2016

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