

## Global Innovation Gathering e.V.

Articles of Association of 20th August 2012

Amended in accordance with the resolution of the General Assembly of 13th November 2016

Amended in accordance with the resolution of the General Assembly of 30th April 2018

Amended in accordance with the resolution of the General Assembly of 18th May 2019

### § 1 Name, Registered Office, Legal Form, Fiscal Year

(1) The association Digital Unite e.V., founded in 2012, has been named Global Innovation Gathering e.V. in 2016. It is based in Berlin and is registered in the association register of the District Court of Charlottenburg with the number VR 30791 B.

(2) The Global Innovation Gathering e.V. (corporate body), based in Berlin, exclusively and directly pursues non-profit activities within the meaning of the section entitled "Tax Beneficiary Purposes" of the Tax Regulations.

(3) The fiscal year is the calendar year.

### § 2 Association Purpose

(1) The purposes of the corporate body are

- a. the promotion of development cooperation;
- b. the promotion of education and training.

(2) The association pursues its purposes by means of activities which promote the use of information and communication technologies for social, cultural, economic and / or ecological development.

- a. The purpose of promoting development cooperation is in particular achieved by:
  - the implementation of development cooperation projects, as well as the support and advice of other non-profit organizations and bodies governed by public law in this area,
  - the publication of project-related results and evaluations,
  - the dissemination of information through the use of digital media,
  - the conception, planning and implementation of information events, as well as the support of other non-profit organizations and bodies governed by public law at home and abroad in this area,
  - the creation of a publicly accessible national and international network and thus the regular exchange with national and international organizations active in this field.
- b. The purpose of promoting education and training is in particular achieved through the organization of educational events
  - which promote collaborative work - especially in the digital field - at public education institutions as well as
  - which provide information about the possibilities and dangers of the use of digital technologies - especially open source technologies.

(3) Uses of information and communication technologies for social, cultural, economic and / or ecological development within the meaning of §2 (2) are, for example:

- the development and dissemination of an SMS-based application for finding potential blood donors in a developing country, the joint planning and implementation of technical infrastructure solutions - such as Internet connection and the necessary power supply - in a structurally weak region of a developing country,

- a lecture at a non-profit German non-governmental organization for development cooperation, showing examples of how development objectives in the field of this organization can be achieved more efficiently through the use of information technologies,
- the organization of a workshop in the middle class of a public school in Germany, which provides digital collaboration techniques and generally the concept of cooperation to achieve goals. (4) Eine Änderung des Vereinszwecks darf nur im Rahmen des in § 2 (1) gegebenen Rahmens erfolgen.

### § 3 Benefit to the Public

- (1) The corporate body shall act selflessly; it does not pursue primarily economic purposes.
- (2) Means of the corporate body may only be used for the purposes of the articles of association. Members and non-members may be adequately compensated for their activities. The executive board decides on the amount and payment by resolution.
- (3) No person may benefit from expenses which are foreign to the purpose of the corporation or from disproportionately high remuneration.

### § 4 Membership

- (1) Any natural or legal person may become a member.
- (2) The association consists of active and sponsoring members.
- (3) Active members are members who are directly involved in the work of the association. Supporting members of the association are members who are not active within the association and who do not have the right to vote at the General Assembly, but who sponsor and support the aims and the purpose of the association in an appropriate manner.

### § 5 Rights and Obligations of Members

- (1) The members are entitled to participate in all offered events of the association. They have the right to submit proposals to the Executive Board and to the General Assembly.
- (2) The members are obliged to support the association and the association purpose in a proper manner.

### § 6 Commencement / End of Membership

- (1) Membership must be applied for in writing to the Executive Board by letter or email. The Executive Board decides conclusively on the written application for admission by a simple majority of votes. The Executive Board is not obliged to notify the applicant of the grounds for refusal.
- (2) Changes to the membership (from active membership to supporting membership) must be communicated to the Executive Board in writing.
- (3) Membership shall cease by voluntary resignation, expulsion, death of the member, or loss of legal capacity in the case of legal persons.
- (4) The voluntary termination of the membership must be declared by written termination at the end of the financial year, subject to a two-month deadline towards the Executive Board.

(5) A member may be excluded by resolution of the Executive Board if it acts contrary to the objectives of the Association. The member may appeal to the General Assembly. This decision is final. The member is to be invited to the meeting and to be listened to.

(6) Upon termination of the membership, for whatever reason, all claims arising out of the membership expire. A return of contributions, donations or other support services is in principle excluded. This shall not affect the claim of the association for backward contributions.

## § 7 Organs of the Association

Organs of the association

1. the General Assembly
2. the Executive Board
3. the Supervisory Board

## § 8 General Assembly

(1) The General Assembly shall include all active members of the association with one vote. All members of the association have the right to attend the General Assembly.

(2) The Annual General Assembly takes place at least once in the calendar year. It shall be convened by the Executive Board in writing by mail or email stating the provisional agenda. The invitation period is four weeks. The period begins with the day following the dispatch of the invitation letter. The date of the postmark or the sending of the email is valid. The invitation letter shall be deemed to have been received if it is addressed to the last address notified by the member of the association in writing. Up to two weeks before the meeting, the members may address further requests to agenda items in writing or electronically to the Executive Board. The date of the mail or e-mail receipt applies. The Executive Board publishes the final agenda on the Internet. The address is to be communicated in the invitation.

(3) An Extraordinary General Assembly shall be convened if the interest of the association requires it. At the written request of at least one fifth of all members of the association, the Executive Board shall convene an Extraordinary General Assembly within four weeks. The member's request must include the desired agenda item.

(4) In the case of a proper invitation, the General Assembly shall be quorate without regard for the number of persons present. It chooses from its midst a chairperson. Resolutions shall be taken openly by hand with a simple majority of votes, unless otherwise decided by the Assembly, or carried out by secret ballot at the request of a member.

(5) Three quarters of the votes cast in the General Assembly shall be required for amendments to the Articles of Association and resolutions on the dissolution of the association, by way of derogation from § 8 (4).

(6) An active member who does not appear in person at the General Assembly may be represented by another member present at the General Assembly. The representative member shall exercise the right to vote of the represented member in addition to his own. At the beginning of the Annual General Assembly, the representative member legitimates by presenting a written power of attorney in the original or signed by digital signature. One member may represent a maximum of three other members.

(7) The General Assembly may take place in a real space or virtually (online proceedings) in a chat room accessible only to members with their legitimation data and a separate password.

### § 9 Tasks of the General Assembly

(1) The General Assembly as the supreme decision-making body is, in principle, responsible for all tasks, insofar as certain tasks pursuant to these Articles of Association have not been delegated to another association body.

(2) The General Assembly elects the Executive Board from among the active members. Elected are the persons who unite the most votes. The election takes place at the request of an active member secretly with ballots.

(3) The General Assembly may dismiss members of the Executive Board. In deviation from § 8 (4), this requires the majority of the votes of all active members of the Association.

(4) The General Assembly decides on the contradictions of members which the Executive Board intends to exclude.

(5) The reports of the Executive Board and the Auditor are presented to the General Assembly, after which the General Assembly grants formal approval of the actions of the Executive Board.

(6) The Annual General Assembly reserves the right to decide on amendments to the Articles of Association and dissolution of the association.

(7) In particular, the annual accounts and the annual report shall be submitted in writing for the approval of the formal approval of the Executive Board.

(8) The General Assembly decides on:

- the purchase and sale of real property,
- financial participation in companies as well as
- the raising of loans.

With regard to these transactions, the executive power of the Executive Board is limited to third parties in such a way that the approval of the General Assembly is required.

(9) It may decide on other matters submitted to it by the Executive Board or by the Membership.

(10) The resolutions of the General Assembly are recorded in a protocol and are signed with the signatures of the meeting chairperson and the secretary of the meeting. If the General Assembly is held as a virtual meeting, the minutes shall be drawn up and recorded by the chairperson.

### § 10 Executive Board

(1) The Executive Board consists of at least three persons. Only natural persons can belong to it. The term of office is two years. Re-election is permitted. The respective members of the Executive Board remain in office after the term of office until successors are elected.

(2) The Executive Board may work on its own account and shall conduct the business of the Association. It shall adopt its own rules of procedure, which shall be agreed with the Supervisory Board.

(3) The Executive Board may receive remuneration. The General Assembly decides on the granting of the remuneration and the amount thereof.

(4) The Executive Board meets regularly on agreement. Extraordinary board meetings must be held if a member of the Executive Board so requests (by written invitation to the other members with a minimum period of two days). A protocol of each session is made. Sessions may be public upon request. The sessions can take place in a real space or virtually (online process) in a chat room accessible only to members with their legitimation data and a separate password.

(5) The Executive Board elects a chairman, a deputy and a treasurer from among its members. Re-election is permitted.

(6) The Executive Board decides on all matters of the association as long as they do not require a resolution of the General Assembly. It carries out the resolutions of the General Assembly.

(7) The association shall be represented in court and out of court by two members of the Executive Board.

(8) The Executive Board shall remain in office until resignation or a new election. Upon termination of the membership of the association, Executive Board membership also ends. If Executive Board membership ends differently than by a new election, the Executive Board must convene the General Assembly within two months. Pending the election of a new member of the Executive Board, the remaining members of the Executive Board may, by a unanimous decision, optionally assign an additional member of the Executive Board or appoint a member of the Board as a substitute to the Executive Board.

(9) The Executive Board may make changes to the Articles of Association, which are required by supervisory, judicial or financial authorities for formal reasons. The amendments to the Articles of Association must be communicated to the next General Assembly.

#### § 11 Supervisory Board

(1) The Supervisory Board is elected by the General Assembly for two years and works on a voluntary basis.

(2) It shall be composed of at least three and not more than twelve members. A maximum of one third of the members may be employees of the association; members of the Executive Board may not be members of the Supervisory Board.

(3) The Supervisory Board elects a chairperson and a deputy from among its members. These may not be employees of the association.

(4) The Supervisory Board is quorate if at least more than half of the members are present. It decides with 2/3 majority of the present, unless the rules of procedure govern otherwise.

(5) At least once a year, the Supervisory Board shall meet at the invitation of the chairperson with a one-week notice period. The sessions can take place in a real space or virtually (online process) in a chat room accessible only to members with their legitimation data and a separate password.

(6) Extraordinary meetings shall be held if at least a quarter of its members or a member of the Executive Board so requests in writing to the chairperson.

(7) The chairperson / vice-chairperson chairs the meetings. A protocol of each session is made.

(8) The Supervisory Board controls the Executive Board. It has the right to carry out examinations of all board activities on a regular basis and / or on a point-by-point basis.

(9) Further tasks of the Supervisory Board shall be determined by it in its rules of procedure.

## § 12 Cash Auditor

- (1) A cash auditor shall be elected for the duration of one year by the General Assembly.
- (2) The cash auditor has the task of checking the accounting documents as well as their proper accounting and the use of funds, in particular by determining the correct use of funds according to the law and the tax law. The audit does not cover the appropriateness of the tasks performed by the Executive Board.
- (3) The cash auditor shall inform the General Assembly of the results of the cash audit.

## § 13 Association Financing

- (1) The necessary funds of the association are collected by
  - Membership fees,
  - Donations,
  - Grants from the state, municipalities and other public authorities,
  - Other contributions by third parties,
  - Fees for the activities of the association in the context of public utility, including for lectures and counseling, and
  - Revenue from advertising and sponsorship.
- (2) The members pay fees according to the respective valid Contribution Regulations, which is decided by the General Assembly. This regulates the amount of annual membership fees, contributions and admission fees.

## § 14 Dissolution of the Association

In the case of dissolution or abolition of the association or in the event of the abolition of tax-privileged purposes, the assets of the association fall to the iceBauhaus e.V. in Weimar, which must use them directly and exclusively for charitable, non-profit or ecclesiastical purposes.