

Articles of the Association SMDG e.V.

1. Name, registered office, financial year

- 1) The name of the Association is "SMDG e.V.". It is based in ...
- 2) The association shall be entered into the register of associations and shall then bear the adjunct "e.V."
- 3) The financial year is the calendar year. The first financial year is a short financial year, ending on 31/12/2018.

2. Purpose of the Association

- 1) The purpose of the Association is to define, disseminate and promote standards for the electronic transfer of documents in maritime transport and offer education and training for these purposes. In addition, the Association may promote and accompany the implementation of these goals by means a commercial activities, e.g. in the software, form of events, seminars, congresses or training.
- 2) The financial resources of the Association may only be used for purposes stipulated in the articles of association. No individual may benefit from expenditure, which does not serve the purpose of the Association or is excessively high.

3. Membership

- 1) Any legal and natural person of legal age can be a member of the Association.
- 2) The application for membership must be made in writing. Membership commences upon receipt of the membership confirmation from the Association.
- 3) The Board decides on the membership application at its own discretion. There is no right to membership.
- 4) Membership ends:
 - a) in the case natural persons upon their death or loss of legal capacity;
 - b) in the case of legal persons through the loss of legal capacity;
 - c) by withdrawal;
 - d) by expulsion;
- 5) A member can withdraw by means of a written declaration to the Board. Withdrawal is only possible subject to two month's written notice effective on 31/12.
- 6) A member may be expelled from the Association by the Board with immediate effect for good cause if the important reason makes continued membership unreasonable for the Association or its members. The member shall be entitled to a hearing prior his expulsion. The member may appeal to the next ordinary general meeting against the expulsion within a period of one month of receiving notice of expulsion. Its decision is final.

- 7) A member may be struck from the list of members by decision of the Board if, in spite of a written reminder, it is in arrears with the payment of membership fees. The deletion from the list of members may only be decided if four weeks have elapsed since the reminder was sent and deletion was threatened in this reminder. The member must be informed about the deletion.

4. Duties of members

- 1) Members pay membership fees to the Association. The details - in particular the amount of the fees and their due dates - are regulated by resolution of the general meeting. The general meeting is entitled to issue a fee policy for this purpose. Until decided otherwise, the fee is set at **AMOUNT** euros p.a. For the first year of membership, the fee will be due **in full** regardless of the date of membership.
- 2) Members are obliged to notify the Board of a summonable address and an e-mail address and to inform the Board immediately of any change of name and/or address details.

5. Convening and tasks of the general meeting

- 1) The ordinary general meeting shall be convened at least once per year. The place, date and agenda are determined by the Board.
- 2) General meetings must also be convened if the interests of the Association so require or the convening is requested of the Board in writing by at least 1/5 of the members, stating a reasoned agenda (extraordinary general meeting). The proposed agenda is mandatory.
- 3) The general meeting shall be convened by the Board in writing or by e-mail with an invitation period of two weeks. The period begins on the day the invitation is sent. Each member may ask the Board in writing or by e-mail no later than one week before the day of the general meeting for further items to be put on the agenda. A subsequent change to the agenda must be announced at the latest at the beginning of the general meeting. Motions regarding the appointment or voting out of Board members, amendments to the articles of association or dissolution of the Association that have not already been announced in the timely invitation pursuant to sentence 1 are excluded from addition to the agenda and cannot be addressed until the next general meeting.
- 4) The tasks of the general meeting include:
 - a) the appointment and discharge of the Board members;
 - b) the amendment or revision of the articles and any fee policy;
 - c) decisions regarding the amount and due date of the membership fees
 - d) decisions regarding complaints against the expulsion of association members;
 - e) acceptance of the annual report and other reports of the Board;

- f) the appointment of the auditor;
- g) decisions regarding the purchase, sale and encumbrance of land;
- h) decisions regarding the dissolution of the Association;
- i) decisions regarding the compensation of the Board;
- j) all other tasks of the general meeting stipulated by law or elsewhere in the articles of association;

6. Course of the general meeting and decision-making

- 1) All members of the Association are entitled to participate in the general meeting. Guests may be permitted to attend by resolution of the general meeting.
- 2) The general meeting will be chaired by the president, and in his/her absence by the vice-president, or alternatively by the treasurer. If the latter is unable to attend, the meeting shall elect a chair from among its members. At the beginning of the general meeting, a minute-taker is to be appointed and any changes to the agenda must be announced by the chair in accordance with Section 5.3).
- 3) Any duly convened general meeting is quorate regardless of the number of members present. All present members are entitled to vote. Each member has one vote. The vote is not transferable and cannot be exercised by a proxy. Legal persons may be represented by a legally authorised representative or by an employee.
- 4) Resolutions of the general meeting shall be adopted with a simple majority of the votes cast, unless provided otherwise by law or in these articles of association. Abstentions and invalid votes are not considered to be votes cast. Amendments to the articles of association and the dissolution of the Association can only be voted on in the general meeting if this agenda item has already been referred to in the invitation to the general meeting. A majority of 3/4 of the votes cast is required to change the articles of association and to dissolve the Association.
- 5) With the exception of the elections, voting at the general meeting takes place by show of hands of the members present. Notwithstanding sentence 1, written votes are cast if the majority of the members present requests such a secret ballot when asked by the chair. The chair of the meeting is only required to ask the general meeting if requested to do so by one or more members present. When asked by the chair, the members demanding a secret ballot must identify themselves by show of hands.
- 6) Elections shall be by secret, written ballot, unless the general meeting decides upon voting by show of hands. The candidates who receive the simple majority of votes cast are deemed elected. If no one receives more than half of the votes cast in the first ballot, a run-off will be held between the two candidates with the most votes. Tied votes are decided by lot.

- 7) The resolutions and election results of the general meeting are to be recorded in the minutes and signed by the chair and the minute-taker. The minutes are to be archived.

7. Board

- 1) The Board consists of
 - a) the president;
 - b) the vice-president;
 - c) the treasurer;
- 2) The aforementioned Board members also form the Board as defined in Art. 26 German Civil Code (BGB). The association is represented by two Board members jointly. Board members can be exempted from the restrictions of Art. 181 BGB by resolution of the general meeting.
- 3) Board members do not have to be members of the Association.
- 4) The Board conducts the business and represents the Association in all matters in and out of court.
- 5) The Board members are elected by the general meeting for a period of 3 years. Re-election is possible. The Board members are elected by the general meeting for each position for a period of 3 years. After their term of office, the acting Board members shall remain in office until their successors are elected.
- 6) The Board members work in an honorary capacity, but are entitled to reimbursement of reasonable expenses incurred while working for the Association.
- 7) The Board members are liable to the Association only for intentional or grossly negligent behaviour. If claims are asserted against Board members by third parties because of their Board activities, the Association shall exempt the Board member concerned from these claims unless the Board member acted with intent or gross negligence.

8. Meetings and resolutions of the Board

- 1) The invitation to Board meetings shall be sent in writing or by e-mail by the president, or alternatively the vice-president with a notice period of at least one week. A shorter notice period is possible with the consent of all members of the Board. Consent is deemed to have been given by appearing at the Board meeting. Board meetings shall be quorate if at least two Board members are present. Not all Board offices need to be filled for a quorum to exist.
- 2) Resolutions of the Board are passed with a simple majority of votes cast. In the case of a tied vote, the president, or in his/her absence, the vice-president, or alternatively the treasurer shall have the casting vote.

- 3) Resolutions of the Board can also be passed in writing or by e-mail without observing notice periods (circulation procedure) if all members of the Board consent to this procedure. Voting by circulation is considered approval.
- 4) All resolutions of the Board - including circular resolutions - must be recorded in the minutes and archived.
- 5) At the decision of the Board, the spokespersons of the working groups pursuant to section 9 may participate in Board meetings in an advisory capacity.

9. Working groups

- 1) The Board may, at its discretion, set up topic- or project-related working groups in the Association, which are chaired by a spokesperson. Any association member who wishes to collaborate in a working group may join one. The Board will decide on the dissolution of the working group after consulting the working group.
- 2) The working groups are chaired by a spokesperson, who is proposed by the Board.

10. Cash audit

When electing the Board, the general meeting shall appoint a cash auditor and a deputy cash auditor, who may neither belong to the Board nor be employees of the Association. Their term of office shall be the same as that of the Board. The cash auditor, or in his/her absence the deputy cash auditor, audits the bookkeeping and the annual accounts, reports on the results of the audit at the general meeting and makes a recommendation for a resolution on the discharge of the Board.

11. Dissolution of the Association and commitment of assets

- 1) The decision to dissolve the Association requires a 2/3 majority of the members present in the general meeting. The decision can only be taken after a timely announcement in the invitation to the general meeting.
- 2) In the event of the dissolution or cancellation of the Association, the assets shall be donated to charitable organisations, which are to be specified in the dissolution resolution.