



Bundesverband Digitale Wirtschaft (BVDW) e.V. – Statutes

A. ASSOCIATION

§ 1 Name, Seat and Financial Year

1. The name of the association is "Bundesverband Digitale Wirtschaft (BVDW) e.V.".
2. The seat of the Association is Düsseldorf.
3. The Association's business year shall be the calendar year. Abbreviated years end with the end of the calendar year.

§ 2 Purpose and tasks

1. The association has the goal of professionally uniting the producers of the digital economy in a uniform professional association. It promotes the professional interests of its members and represents them vis-à-vis third parties, in particular authorities and legislators as well as the public. It endeavours to contribute to a professional order of the producers of the digital economy within the framework of what is permissible under cartel law.
2. The tasks of the Association shall be realised in particular through the following measures:
 - a) Promote the development of the digital economy; this includes all market participants whose essential business purpose is the creation, development, processing, refinement, storage or distribution of interactive and/or digital content, products and services.
 - b) Creation and provision of a joint open exchange and communication forum between market participants and partners in the digital economy.
 - c) Definition of quality standards and creation of quality assurance mechanisms (e.g. certifications) and assessment systems.
 - d) Advising members on legal matters of general professional importance, with the exception of individual legal, tax and business advice, including the drafting and further development of general terms and conditions.
 - e) Combating malpractices and abuses in the area of digital economy applications.
 - f) Promotion of women in the BVDW. The aim is to ensure a balanced ratio of women and men at events and in the association's committees.
 - g) Cooperation with other associations.
 - h) Cooperation mediation.
 - i) Creation of supply standards.
 - j) Creation and provision of internal and external information databases.
 - k) Provide information on funding opportunities and common cost rates.
 - l) Contribution to arbitration proceedings and arbitration boards.
 - m) Coordination and implementation of uniform public relations work.
 - n) Organisation of events and competitions.
 - o) Advice and support for education, training and further education on relevant topics and qualification fields of the members.
 - p) To provide services to members. The realisation of profit is excluded. Fees to cover costs only are permissible. Within the scope of its statutory remit, the BVDW may provide individual, remunerated services and consultancy through its subsidiaries for its members or for the members of its affiliated associations or institutions.
3. The association advocates that interactive and/or digital media be kept free of content punishable under domestic law on a voluntary basis.



§ 3 Resources and expenditure

1. The federation has the following funds at its disposal:
 - a. Annual contributions of the members
 - b. Subsidies/special contributions
 - c. Contributions of the professional circles and subdivisions, as far as provided for in their regulations.In addition, the association may generate income from the management of its own assets and from economic business operations.
2. The Association's funds may only be used for the purposes set out in the Statutes. The members shall not receive any benefits from the Association's funds.

§ 4 Auditing

1. The cash transactions shall be audited annually for the previous financial year by two cash auditors to be elected by the General Assembly.
2. The auditors shall be responsible for checking all accounting documents and their proper booking and the use of funds by the Association or by the company entrusted by the Association with the operational management as well as, at least once a year, the determination of the cash balance and the balance of the respective bank accounts of the past business year. The audit shall not include the appropriateness of the expenditure approved by the Presidium or the management. The cash auditors shall report on the results of the cash audit at the General Assembly of Members, submitting a report and making a recommendation for the discharge of the Presidium.
3. The term of office of the cash auditors shall be two years; a deputy shall be elected for each cash auditor in case he/she is prevented from attending. By resolution of the General Assembly, the term of office of an auditor and his deputy may be reduced to one year. Re-election is not permitted.
4. The auditor or deputy auditor may not be a member of the Presidium.

B. MEMBERSHIP

§ 5 Acquisition and types of membership

1. Companies, educational establishments, and institutions interested in the purpose of the Association and having at least one place of business in the territory of the Federal Republic of Germany may apply for membership in the Association. With their application for membership, these recognise the statutes and the rights and obligations resulting from them.
2. The application for admission shall be submitted in writing to the Presidium. The Presidium shall examine whether the requirements for admission are met and shall take the final decision on the admission of new members. Membership shall become effective by decision of the Presidium. The rejection of an application for membership does not require a statement of reasons.
3. The association has
 - Ordinary members
 - Special members
 - Supporting members
 - Honorary members
4. Ordinary members are companies and educational institutions with the intention of making a profit, which are active in the digital economy with at least one business area or offer training, further education or continuing education that qualifies at least in part for work in the digital economy.



5. Special members are start-up members, young members and second members.
Start-up members are companies with the intention of making a profit, which have at least one business area in the digital economy and have been active for a maximum of 4 years at the time of the application for membership. Special membership is only possible at the beginning of the membership relationship. The status ends after 24 months. The Executive Committee shall decide on the application. Rejection of the application does not require a statement of reasons. At the end of the 24 months, the member acquires the status of a full member without further action, unless the Presidium or the special member objects in writing up to 4 weeks before the end of the continuation. In the event of an objection, membership shall end upon expiry of the 24 months. If the start-up member proves at the latest 4 weeks before the expiry of the start-up membership that he/she fulfils the requirements of a secondary membership, the membership shall continue as a secondary membership.
"Young members" are natural persons who, at the time of establishing membership, are qualified to vote in European elections but have not yet reached the age of 30. Young membership ends automatically on reaching the age of 30. Young members may participate in the Association within the framework of the possibilities of special membership as laid down in the Statutes.
Secondary members are companies with the intention of making a profit, which in all other respects fulfil the requirements for ordinary membership, but can prove that they are already members of another professional association which is closer to the branch in relation to the concrete activity of the secondary member. Recognition of the first membership which is closer to the branch shall be granted by the Executive Committee. It shall take effect from the subscription period following the decision. The status as a second member is valid for an unlimited period of time, but the continuation of its requirements must be proven every 24 months. If the first membership, which is closer to the branch, ends, the second member is obliged to inform the association immediately. From the end of the first membership in the branch-related association, the membership shall continue as a full membership. A change from a full membership to a secondary membership is only permissible if the business focus has changed permanently. The Executive Committee shall decide on this upon application.
6. Sustaining members are natural or legal persons who are close to the purposes of the association and wish to support them through a sustaining membership. Existing individual memberships shall be grandfathered in the sense of a sustaining member.
7. A natural person who has rendered outstanding services to the promotion of the purpose of the Association may become an honorary member. Honorary members are exempt from paying membership fees.
8. In the event of a conversion of companies, membership shall be continued by all companies newly created by the conversion or which are legal successors of the member company; the membership of continuing transferring companies shall remain unaffected.

§ 6 Rights and duties of the members

1. Full members, special members and sustaining members of the Association shall be obliged to pay the membership fee stipulated for their type of membership on time. Details shall be regulated by a scale of fees, which shall not be part of these Statutes.
2. Members shall have the right to participate in all decision-making and opinion-forming processes of the Association in accordance with the provisions of these Statutes. Details are governed by committee rules which are binding for all members and which are not part of these statutes.
3. The members are obliged to represent the concerns and interests of the association externally and to uphold the reputation of the entire digital economy.
4. The members are obliged to loyally support the Presidium in the fulfilment of its tasks and to contribute to the implementation of the resolutions passed. Resolutions passed within the framework of the Statutes shall be binding on the members.
5. The members shall inform the Presidium and give it the opportunity to comment before undertaking activities that affect the tasks of the Association according to § 2 of the Statutes; the same applies to publications of political importance for the entire digital economy.
6. Each member shall be obliged to notify the Association immediately of any change which has a direct and/or indirect effect on its membership of the Association.



§ 7 Termination of membership

1. Membership ends through termination, exclusion or expiry of the legal entity or expiry of the temporary membership.
2. Termination shall be effected by declaration of the member to the Presidium. It is only permissible with a notice period of six months to the end of the calendar year. Notice of termination must be given in writing and sent by registered mail.
3. A member may be expelled if the statutory requirements for membership have ceased to apply or if it fails to pay its membership fee despite two reminders and the threat of expulsion or if it seriously contravenes the interests of the Association.
4. The Executive Committee decides on the exclusion of members. The person concerned may appeal against this decision within 30 days. The appeal shall have suspensive effect, but membership rights shall be suspended. The Honorary Council decides on the exclusion by simple majority vote.
5. Termination of membership shall not release the member from the obligation to pay any outstanding membership fees or other obligations towards the Association.

C. ORGANE

§ 8 Bodies of the Association, access to offices in the Association

1. The association has the following organs:
 - a. the general meeting
 - b. the Presidium
 - c. the management
2. Offices in the association, in bodies or committees are open to all members who have an active right to vote. Natural persons who represent the member, are nominated by the member and are professionally active in a company of the digital economy can be elected. These shall be the owners, members of the management body of the member, executive employees, authorised signatories or such persons who exercise functions at the member or for the member that require knowledge that is purposeful for the association's interests. Access to office is independent of gender and other criteria according to section 1 AGG. The elective office is of a personal nature. Personal representation within the body by persons who do not belong to the body itself is not permitted. The assignment to a member must exist at the time of election. If the personal conditions of eligibility cease to apply during the term of office, the office shall end three months after the end of the relevant activity, unless the personal conditions of eligibility have been re-established at that time. If the delegating member resigns, the office shall end after the expiry of three months, provided that the personal conditions of eligibility have not been re-established at that time.



§ 9 General Assembly

1. The supreme body of the Association is the General Assembly.
2. The General Assembly shall be chaired by the President or, in his absence, by the longest-serving Vice-President. Only full members are entitled to vote. However, special members, sustaining members and honorary members have the right to speak, to propose motions and to make proposals. In addition, the Presidium shall have the right to propose motions. An ordinary member has the right to vote only if he/she has been an ordinary member of the Association for four weeks prior to the General Assembly and if the membership fee for the current year has been paid at the latest by the time of the General Assembly in accordance with the membership fee regulations. Full members shall be represented in exercising their voting rights. The representation shall be evidenced by a written individual power of attorney, unless they are legal representatives. No person shall be entitled to more than 3 votes.
3. Membership rights shall be suspended if the member fails to meet its obligation to pay dues.
4. The general meeting may be held in person or – in compliance with § 10 para. 4 – hybrid or digital.
5. The General Assembly sets the guidelines for the activities of the Association and deals with fundamental questions and matters of the Association. Its tasks are in particular:
 - a. Election of the President, the Vice-Presidents, the Treasurers, and the Substitute Treasurers and the Honorary Council.
 - b. Acceptance of the business report of the Presidium, the statement of accounts and the auditor's report.
 - c. Discharge of the Presidium and the Executive Board.
 - d. Determination of the membership fees
 - e. Decision on appeals against expulsions of members.
 - f. Resolutions on motions to the General Assembly.
 - g. Resolutions on amendments to the Articles of Association.
 - h. Election of honorary members.
 - i. Dissolution of the association.
 - j. To adopt rules governing the amount, due date and method of payment of the periodic membership fee and the admission fee; differentiation according to membership status is permissible.
6. The Ordinary General Assembly shall be held once a year. The meeting shall be convened by decision of the Presidium with a notice period of six weeks in text form and using one of the communication channels deposited with the Association, e.g. by e-mail, fax or post. It shall be effective upon dispatch. In order to prove that the invitation has been sent in due form and time, it shall be sufficient for the Presidium to assure the General Assembly that the written invitation, including the agenda, has been sent to all members entitled to vote at least six weeks in advance.
7. Motions that members wish to submit to the General Assembly must be received by the office at least three weeks before the day of the meeting. The final agenda and the motions must be sent to the members at least 14 days before the meeting. Paragraph 6 shall apply accordingly. Motions which do not meet the deadlines may be treated as motions of urgency, provided that there is an urgent need for them and the General Assembly decides on their urgency by a simple majority. This shall not apply to motions to amend or supplement the Statutes.
8. An extraordinary General Assembly may be convened by the Presidium. It must always be convened by the Presidium if at least one quarter of all ordinary members request it. If the Presidium resigns or if all members of the Presidium are removed from office, new elections shall be held immediately at an extraordinary General Assembly. In this case, the Executive Committee shall convene and chair the General Assembly. The period of notice for an extraordinary general meeting may be reduced to four weeks; in all other respects the regulations for the ordinary general meeting shall apply accordingly.
9. Minutes shall be taken of each General Assembly of Members and shall be signed by the President and the Secretary. The minutes shall record at least the number of members present, the quorum established, the motions put forward, the type of vote and the exact result of the vote.
10. Honorary membership shall be conferred by the General Assembly with a majority of two thirds of those present and entitled to vote.



§ 10 Adoption of Resolutions and Elections

1. The ordinary and extraordinary General Assembly of Members shall constitute a quorum if duly convened, irrespective of the number of members present.
2. Unless otherwise provided for in the Statutes, resolutions (decisions on matters of substance) shall require a majority of the votes validly cast. Abstentions shall not be counted. Amendments to the Statutes shall require a two-thirds majority.
3. In elections (decisions on persons), the person who receives the majority of the validly cast votes or the majority of the votes cast as required by the Statutes and accepts the election shall be elected, unless the Statutes provide otherwise. Abstentions do not count. Elected body members shall remain in office until the position has been filled by election. This shall not apply in the event of resignation. The President shall be elected by the General Assembly by secret ballot for a term of three years. The President shall be elected if he/she receives more than two thirds of the valid votes cast. If a two-thirds majority is not achieved, the person who receives a simple majority of the valid votes cast in a further ballot shall be elected. If a two-thirds majority is not obtained in the first ballot for more than two candidates, a run-off election shall be held between the two candidates with the highest number of votes. In the event of a tie, the decision shall be made by drawing lots. The Vice-Presidents shall be elected individually by the General Assembly by secret ballot for a term of three years. The candidate who receives a simple majority of the valid votes cast shall be elected. If a simple majority is not obtained in the first ballot for more than two candidates, a run-off election shall be held between the two candidates with the highest number of votes. In the event of a tie, the decision shall be made by drawing lots.
4. The Presidium may decide in general or for individual cases that and how
 - a) members may participate in meetings even without being present at their place and without a proxy and may exercise all or some of their rights in whole or in part by means of electronic communication (virtual participation comparable to section 118 para. 1 sentence 2 of the German Stock Corporation Act) or/and
 - b) members may cast their votes in writing or by means of electronic communication without attending the meeting (postal vote comparable to section 118 para. 2 sentence 1 of the German Stock Corporation Act) or/and
 - c) meetings as a whole are conducted purely digitally without a meeting place and in this case members exercise their membership rights by means of electronic communication.

For resolutions within bodies, the respective bodies may resolve accordingly. The requirements of section 118 (1) sentences 3 to 5 of the Stock Corporation Act shall not apply.

§ 11 Presidium

1. The Presidium consists of the President and six Vice-Presidents as well as a maximum of two members of the full-time Executive Board. The President and the Vice-Presidents are elected by the General Assembly for a term of three years, the members of the Executive Board are appointed by the Executive Board. The President and Vice-Presidents are the supervisors of the full-time Executive Board. They shall conclude the contracts of employment and shall be entitled to terminate them in accordance with the provisions of the law, whereby the President and one Vice-President shall represent the Association acting jointly vis-à-vis the members of the Executive Board.
2. The Executive Board in the sense of § 26 BGB are the members of the full-time management. They shall jointly represent the Association in and out of court. They are not exempt from the restrictions of § 181 BGB. The members of the Executive Board shall manage the office in accordance with the decisions of the Presidium. They are the superiors of all employees of the Association.
3. The composition of the Presidium shall take into account the diversity of the members and their activities in the digital economy.
4. The Presidium shall adopt rules of procedure in which in particular the trustful cooperation between the main and honorary offices shall be regulated. It may issue election regulations in which details of the election procedure shall be regulated.
5. The Presidium shall constitute a quorum if at least half of the Presidium members in office participate in the resolution by casting their vote. The casting of the vote may also be exercised by transferring the voting right to another member of the Presidium elected by the General Assembly by proxy for the individual case. The Presidium may pass resolutions by circulation. In matters concerning the members of the Executive Board, they shall not participate in deliberation and voting.



6. The Presidium may fill vacant positions or positions that have become vacant in organs or bodies by unanimous decision of all acting Presidium members elected by the General Assembly until the next ordinary General Assembly by electing suitable persons until the next General Assembly or the meeting of the body that is originally entitled to vote, unless the Statutes provide otherwise. In the case of filling positions in committees, this shall be done after hearing the committee and on its proposal.
7. The Presidium may, with a 3/4 majority of its statutory members, repeal or amend provisions of the Statutes
 - if this is required by the competent authorities for formal reasons,
 - if editorial changes are necessary,
 - if this is necessary in the interest of the association for legal reasons,
 - if this is necessary for compelling reasons of practicability.
 - The amendments shall be entered in the Register of Associations and shall become effective upon registration. All amendments shall be communicated to the members as soon as possible in writing, electronically or in another suitable manner. If a member raises an objection, the next General Assembly shall decide on this with a majority that amends the Statutes. The objection has no suspensive effect.

§ 12 Tasks and Activities of the Presidium

The Presidium

1. executes the resolutions of the General Assembly and manages the Association's assets.
2. represents the association externally and works together in a trusting manner in the interests of the association.
3. Represents the association and its positions to the public, the media and all third parties.
4. shall adopt rules of procedure for the conduct of its activities.
5. may decide to establish advisory councils to support and fulfil the tasks of the bodies.
6. decides on the admission and exclusion of members as well as all other matters that are not assigned to another body according to the Statutes.
7. supervises the political activity, the activity of the committees as well as the communication of the association.
8. and decides on the formation and dissolution of committees.

The Presidium shall not be bound by any unauthorised action of members of the Presidium.

§ 13 Management

1. The full-time management consists of up to two persons who are appointed and dismissed by the Presidium.
2. The members of the Executive Board shall conduct the day-to-day business of the Association independently within the framework of the Statutes and Regulations and on the basis of the resolutions of the General Assembly and the Presidium.
3. The members of the Executive Board shall work for the Association on a full-time basis and for remuneration. This shall be determined by the Presidium and contractually agreed.



§ 14 Ambassadors

1. The Association may appoint ambassadors. The ambassadors shall be appointed by the Presidium.
2. The ambassadors represent the association and its interests in partner organisations and promote dialogue with them. In their function, they support the Presidium in its substantive work.
3. The ambassadors may be invited to the meetings of the Presidium if necessary, but have no voting rights.

§ 15 Honorary Council

1. The Honorary Council consists of a chairperson and three assessors. One member of the Honorary Council shall be qualified to hold judicial office. The members of the Honorary Council may neither belong to the Presidium nor be chairpersons of expert groups, focus groups or departments. They shall be elected by the General Assembly for a period of five years. They must be eligible in accordance with the provisions of § 8 or have previously held a prominent office at Association level for a period of more than five years. If a member of the Honorary Council resigns during the election period, the Honorary Council shall supplement itself by resolution until the end of the election period.
2. The Honorary Council is responsible for:
 - a. Deciding on challenges to elections and resolutions of the General Assembly;
 - b. The decision on appeals against expulsion from the Association;
 - c. To review the legality of the conduct of the office of the Presidium elected by the General Assembly at the request of a member and to make appropriate recommendations to the Presidium or the General Assembly;
 - d. To make recommendations to the General Assembly concerning the honouring of members of the Association or members of its bodies. In this respect, the Council of Honour shall have the right to submit a motion at the General Assembly.
3. The Honorary Council shall report on its activities during the last election period at the General Assembly.

D. BODIES OF THE ASSOCIATION

§ 16 General provisions

1. In order to promote the purpose of the Association and to implement the tasks of the Association, the Association may establish, amend or close bodies and other organisational subdivisions by decision of the Presidium.
2. The description of tasks, procedures and working conditions shall be defined in a committee regulation issued by the Presidium in accordance with § 16. These rules shall be published on the website of the Association and shall be recognised by each member through its participation.
3. Committees and other organisational subdivisions serve to deal in depth with specific issues in the interest of the members. The functions of the Executive Board and the Presidium remain unaffected.
4. Every full member is entitled to suggest the formation of further bodies to the Presidium.



E. SPECIAL PROVISIONS

§ 17 Execution of the Articles of Association

The Presidium shall, if necessary, adopt implementing regulations for the Statutes of the Association.

§ 18 Non-contradictory bylaws

The statutes of the bodies subordinate to the Association shall not contradict the provisions of these Statutes.

§ 19 Condition recommendations

The General Assembly may adopt condition recommendations on the proposal of the Presidium.

§ 20 Memberships of the Association

The Federation may be a member of other organisations.

F. DISSOLUTION OF THE ASSOCIATION

§ 21 Dissolution of the Association

The dissolution of the Association can only be decided in an extraordinary General Assembly convened for this purpose at least four weeks in advance with a majority of three quarters of the valid votes cast. This General Assembly shall at the same time decide on the use of the Association's assets, which shall be used exclusively for non-profit purposes. The liquidators shall be the members of the Presidium elected by the General Assembly. The General Assembly may appoint other liquidators.

Status: 27 April 2023