

Constitution of the RedDot Usergroup e.V.

§1 Name, Registered office of the club

1.1. The club shall be known as the RedDot Usergroup (RDUG) e.V.

1.2. It is located in Oldenburg (Germany) and shall be registered in the Register of Clubs and Societies at the Local Court in Oldenburg.

§2 Aims and objectives of the club

2.1. The club is a non-profit organisation.

2.2. The aims and objectives of the club are exclusively for the public welfare within the context of current German tax provisions; it does not pursue any economic or financial aims for its own good.

2.3. The club promotes the following aims:

- a) the distribution of knowledge of RedDot technology and internet technologies by arranging training courses, seminars, congresses and workshops, in particular in cooperation with universities and polytechnic colleges
- b) the exchange of experience between users of the products marketed by RedDot Solutions and other computer applications
- c) the exchange of information between users of products marketed by RedDot Solutions in the field of information technology
- d) further training and education in the field of information technology through special offers for trainees and students

2.4. The club represents the interests of its members in dealings with RedDot Solutions and advises its members both in terms of consumer protection and consumer advice.

2.5. The club can also become a member of another club and form cooperations with other clubs.

§3 Membership

3.1. The club has ordinary and supporting members.

3.2. Any person or legal entity may become an ordinary member. The General Meeting is entitled to define the conditions under which ordinary membership may be acquired. Ordinary members shall notify the Committee without delay if the preconditions for their membership cease to exist.

3.3. Any person or legal entity can become a supporting member of the club provided the promotion of the club's objectives as defined at §2 can be expected from such a membership.

3.4. Applications for membership of the club shall be submitted to the Committee in writing; the Committee's decision on membership is final. There is no general entitlement to acceptance as a member.

3.5. Membership shall cease under the following conditions:

- a) if the person dies
- b) if a member terminates his/her/its membership with effect from the end of a business year
- c) if the Committee withdraw a member's membership
- d) a supporting member's membership may be terminated by the Committee with effect from the end of the business year by giving three months' notice.

3.6. Suspension

A member may on resolution passed by the Committee be suspended from the club, if he/she/it has violated one or more of the fundamental rules of conduct applying to membership - such as failure to pay contributions for a period exceeding three months - or any of the fundamental interests of the club.

§4 Rights and obligations of members

4.1. Members are entitled to make use of the club's installations and to take part in its events.

4.2. Members undertake to support the aims and objectives of the club.

4.3. Members undertake to provide the financial means for the budget agreed by the General Meeting and by any other resolutions of that Meeting by paying membership fees and/or other contributions.

4.4. Every member is entitled to termination without notice of his/her/its membership if the membership fees are to be changed and/or if other subscriptions are to be raised.

4.5. Legal entities undertake to nominate a representative in writing, who will represent that member entity in all issues relating to the club, and a deputy. Any change in these identities is to be communicated to the Committee in writing.

§5 Appeals procedure

5.1. The member thus affected may appeal to the General Meeting against a decision in accordance with §3.6 or against withdrawal of membership in accordance with §3.5d. If the General Meeting does not reinstate the member or repeal the previous decision by a simple majority of those present, no further right of appeal is permitted. The member's rights shall be suspended until the decision of the General Meeting is published except the right to participate in the next Meeting.

§6 Finances

6.1. The amount of the annual membership fee and the due date for its payment will be decided by a resolution passed by the General Meeting on the basis of a proposal put forward by the Committee.

6.2. The club's financial means shall only be used for purposes which are in compliance with the club's aims and objectives.

6.3. The business year is the same as the calendar year.

6.4. The members do not hold shares in the club's assets.

6.5. The members shall not receive any gifts of money of any kind from the club's assets. Without prejudice to the aforementioned, reimbursements of expenses accrued by members for activities performed on behalf of the club are allowed. No person may benefit from expenditures made from club funds which are not in accordance with the aims of the club or from excessively high remuneration.

§7 Administrative institutions of the club

7.1. The club's administrative institutions are as follows:

- a) the General Meeting
- b) the Managing Committee

§8 General Meeting

8.1. The General Meeting is the highest instance in the club's administration. It is responsible in particular for:

- a) defining the fundamental principles of the work performed by the Management Committee
- b) defining the conditions for membership
- c) selecting the Members of the Managing Committee
- d) receiving the annual report on the Committee's activities
- e) discharging the Committee
- f) electing a treasurer
- g) resolution on the budget for the next business year and setting the annual membership fee and any contributions needed
- h) deciding on appeals in accordance with §5
- i) modifications to the club's constitution
- j) dissolution of the club.

8.2. Once a year, there shall be an Annual General Meeting which should be held in conjunction with a congress of general technical interest to members. In addition, it is possible to convene an Extraordinary General Meeting if the Committee or at least 10% of ordinary members so wish by giving two weeks' notice.

8.3. The Annual General Meeting shall be convened by the Committee in writing with at least 4 weeks' notice and this notification shall include the agenda. The notification is deemed to have been made in a timely manner if it is handed to the post office within the period allotted.

8.4. Every ordinary member can insist on inclusion of an issue in the agenda up to one week before the date of the General Meeting.

8.5. The General Meeting is quorate if at least 30% of ordinary members, but at least 15 members, are present or represented. Only ordinary members are entitled to vote; every member has one vote.

8.6. If the General Meeting should be inquorate, a new General Meeting with the same agenda shall be convened within three months by giving at least two weeks' notice which is deemed to be quorate irrespective of the number of voting members present. This point shall be mentioned in the repeat invitation.

8.7. Resolutions by the club require a simple majority unless otherwise laid down in this Constitution. Amendments to this Constitution and the dissolution of the club require a majority of 75% of votes cast.

8.8. Votes are cast in a secret ballot unless the Meeting unanimously agrees otherwise.

8.9. The Committee appoints a Chairperson for the General Meeting.

8.10. Minutes shall be taken of every General Meeting and all its resolutions and signed by the Chairperson of that Meeting and the person taking the minutes.

8.11. Appeals against the resolutions passed by the General Meeting shall be lodged within two months of dispatch of the minutes at the latest.

§9 Managing Committee

9.1. The Committee of the club consists of at least 3 elected people.

9.2. The Committee as an honorary body. The club is represented both in court proceedings and outside the courts by the Chairperson of the Committee or the deputy.

9.3. The members of the Managing Committee are elected for a period of 2 years in accordance with majority voting principles in a single vote and remain in office until the new Committee is elected. Those candidates achieving the highest numbers of votes are deemed to have been elected. If there is a parity of votes, a second ballot shall decide, if this is required. After three repeat votes, the final decision is taken by drawing lots. All members are eligible to be elected as committee members. The elections shall take place under the control of an election manager selected by the General Meeting.

9.3.a Notwithstanding §9.3, the first committee after the founding of the club is elected for a period of one year.

9.4. The General Meeting shall elect the Chairperson and his/her deputy and the treasurer from among their number.

§10 Obligations of the Managing Committee

10.1. The Managing Committee shall approve rules of procedure to define the fields of responsibility of the Committee and the accountabilities of the members of the Committee. The rules of procedure shall be made available to the members.

10.2. The Managing Committee shall manage the club and is responsible for all issues affecting the club.

10.3. The Managing Committee is responsible in particular for the following tasks:

- a) actively promoting the club's aims and objectives
- b) convening the General Meeting
- c) preparing and implementing the resolutions passed by the General Meeting
- d) presenting an activity report annually to the General Meeting
- e) preparing elections
- f) accepting new members
- g) ensuring the club's assets are properly managed and applied
- h) deciding on the type of membership as defined at §3.

§11 Working groups and congresses

11.1. Working groups are officially constituted and dissolved again by a resolution passed by the General Meeting or the Managing Committee.

11.2. The club can host congresses, seminars, talks and related exhibitions and publish publications.

§12 Dissolution

12.1. The club can be dissolved by a resolution of the General Meeting.

12.2. If the club is dissolved or if the aims and objectives hitherto practised cease to exist, the club's assets shall be distributed to the club named "Kindernothilfe e.V.", Düsseldorfer Landstrasse 180, 47249 Duisburg, who shall apply those assets exclusively and directly in the interests of charitable, public-interest or ecclesiastical purposes.

If that organisation should no longer exist or if the charitable, public-interest or ecclesiastical purpose should have ceased to exist, a tax-free charity will be selected whose aims and objectives as contained in its Constitution are closest to the original intention.

The liquidators shall be the Members of the Managing Committee currently in office with the right to represent the club unless the General Meeting decides otherwise.

§13 Disclaimer

13.1. The liability of the club is limited to its assets. As regards the liability of the members, the club's liability does not extend beyond the membership fees and agreed contributions.

13.2. The club is only liable for any damage resulting from its activities if it can be demonstrated that the club acted intentionally or grossly negligently.

13.3. The club is not liable to any of its members for any damage caused by the club, whatever the legal foundation.

§14 Commencement



14.1. This Constitution was passed by the Annual General Meeting on 26 September 2005 and takes effect on passing the resolution.