

Statutes
of the Research Association for Radio Applications
(Forschungsgemeinschaft Funk e.V.)

**(January 28, 1999; last modification on September 12, 2001 –
Amtsgericht/district court)**

Preamble

- Radio services provide enhanced possibilities of communication for all groups of our society hence being an increasingly important factor of qualitative and quantitative growth of the European economies and their integration.
- Radio services are a rapidly developing highly innovative segment of the telecommunications market characterised by steadily growing demand.
- In the public, there is an increasing need for informations on the technical and biological effects of radio.

§ 1 Objectives of the Association

- (1) The Research Association for Radio Applications (hereinafter referred to as 'the Association') in its objectives exclusively and directly is aimed at public benefit in the sense of the paragraph on 'Tax Relief Purposes' of the German Tax Law ('Steuerbegünstigte Zwecke', Deutsche Abgabenordnung). The purpose of the Association is to promote research on the technical and biological impact of radio services and to disseminate information on research results by conducting an active public relations work. In particular, the Association
- initiates and promotes scientific studies on the impact of high-frequency fields on humans and the environment,

- participates in all relevant bodies issuing draft proposals for national and European regulations and recommendations aimed at the protection of humans and the environment,
 - disseminates information to the public on the issue of electromagnetic environmental compatibility thus contributing to a more objective debate
 - promotes the exchange of informations among its members on EMC
- (2) The Association is a non-profit organisation.
- (3) Available fundings shall only be used for projects being in accordance with the objectives addressed in these Statutes. Members may not obtain assets or, in their capacity as members, any other part of the Association's resources. There must be no benefits from expenditure being unrelated to the purposes of the Association, or disproportionately high payment.
- (4) The work of member representatives being part of the Association's bodies is honorary. Each decision on Statutes amendments affecting the non-profit status shall be submitted to the responsible tax office prior to notification with the Registration Court.

§ 2 Name, Headquarters and Financial Year

- (1) The name of the Association is "Forschungsgemeinschaft Funk eingetragener Verein (e.V.)" [*Research Association for Radio Applications (registered association)*] according to German law.
- (2) The Association's offices are located in Bonn.
- (3) The financial year is the calendar year.

§ 3 Membership

- (1) Eligible for full membership shall be legal entities, authorities and institutions being ready to actively support the objectives formulated in the Statutes and being part of one of the following groups:
 - a) network operators,
 - b) broadcasting and mobile service providers and their associations,
 - c) industries involved in manufacturing or applications of radio devices and accessories and their associations, and
 - d) national and international public administrations, organisations and authorities concerned with issues corresponding with the objectives of the Association.
- (2) Associate members may be national and international societies that can be expected to promote the objectives of the Association on account of their knowledge, their experience or their role in the area of radio communications.
- (3) Founding members of the Association as a rule shall be full members according to §3 (1).
- (4) Application for membership shall be submitted in writing to the Management Board (hereinafter referred to as 'the Board').

The Board shall decide on the application by a two thirds majority. If the application is turned down (explanations must be included), the applicant may lodge a complaint addressed to the Board within a period of one month after receiving notice. The next ordinary Member Assembly shall decide on the appeal. The applicant shall have to prove that he/she meets the criteria for belonging to one of the member groups.
- (5) Membership shall end
 - a) when the legal entities or associations cease to exist,

- b) by resignation which must be submitted in writing to the Board at least 15 months before the end of the calendar year when the resignation shall be effective
 - c) by formal exclusion requested by the Board and decided upon by the Member Assembly with a two thirds majority of the voting members. Prior to the formal decision of the Member Assembly the member in question has the right to state its case by written or oral statement. In the event of exclusion, already paid fees and other expenses shall not be refunded,
 - d) by exclusion effected by the Board after a member did not pay fees for at least one year, despite reminders.
- (6) The Board can make a request to the Member Assembly for exclusion of a certain member if
- a) the member in question has seriously violated the Association's aims or interests, or is repeatedly doing so,
 - b) the situation set out above in (5) d) is given, notwithstanding the decision made there
 - c) the member suspends his payments or goes into receivership.
- (7) Decision on exclusion may only be challenged by written complaint to the Board within a period of 2 months after notification. The Member Assembly shall decide on the appeal.
- (8) Persons of particular merit may be declared honorary members upon proposal of the Member Assembly. Honorary members shall be made exempt from paying fees and shall be entitled to profit for free from the Association's services.
- (9) Each member shall submit a written designation of its representative to the Board who will participate in Member Assembly and look after its rights as well as perform its duties within the Association.

§ 4 Members' Rights and Duties, Fees and Donations

- (1) Members shall promote the objectives and the standing of the Association to the best of their ability including the exchange of information required to meet the purposes of the Association between members. This shall be without prejudice to contrary legal provisions. Where confidential information is exchanged, it may be used in favor of the Association's purposes only. Members shall abstain from asserting their intellectual property rights, in particular patents, applications for a patent or registered designs, against the interest of the Association, insofar as activities of the Association within the purposes set out in §1 are concerned.
- (2) Costs resulting from the work done by the Association shall be covered by an annual membership fee. Details such as the amount, settlement date and consequences of payment on default shall be determined in a Fees Schedule which the Member Assembly shall adopt by a two thirds majority.
- (3) Research and PR projects shall be funded partly by cost splitting in accordance with the Fees Schedule, if funding by donation is not possible. When commissioning such projects, the Association shall arrange complete and charge-free transfer of all intellectual property rights being an issue during project performance.

§ 5 Bodies of the Association

- (1) The bodies of the Association are
 - the Member Assembly, and
 - the Management Board (Board).
- (2) The Board shall be entitled to set up an office to deal with day to day management and to appoint a Managing Director. The rights and duties of this office along with those of its director shall be set out in the Rules of Procedure that shall be issued in agreement with the Member Assembly.

§ 6 Member Assembly

- (1) All members shall be entitled to take part in the Member Assembly. Each full member shall have one vote. A delegation of the voting right shall not be permitted.
The Member Assembly shall decide on
 - a) the appointment of the Board as a whole,
 - b) the Fees Schedule,
 - c) the work plan and budget for the following fiscal year submitted by the Board
 - d) the approval of annual financial statements,
 - e) the dismissal of the Board,
 - f) the adoption of amendments to the Statutes and disbanding the Association,
 - g) other issues addressed in these Statutes.
- (2) The Member Assembly shall be presided over by the Chair of the Board or his/her deputy. The quorum is reached when the meeting was duly convened and at least half of the voting members are present. When there is no quorum, a further Member Assembly acting on the same agenda shall be convened within one month; there, the quorum is reached irrespective of the number of members present.
- (3) Except when otherwise provided, the Member Assembly shall take its decisions with a simple majority of valid votes cast.
To amend to the Statutes, a three fourths majority of valid votes cast shall be necessary; to amend to the purposes of the Association, a four fifths majority of all members is required.
- (4) The Member Assembly shall decide on the use of fundings in accordance with the Board's budget proposals. Responsibility for funds administration shall lie with the Board.
- (5) A Member Assembly shall be held at least once a year and shall be convened in writing by the office after consultation with the Board taking place at least four weeks beforehand. The four-week term shall begin on the day following the date of despatch. An extraordinary assembly shall be convened when at least one third of all members submits a justified written request to the Board

to this effect. The invitation shall include an agenda. Minutes of the meeting shall be kept.

- (6) All motions to an ordinary Member Assembly shall be submitted in writing to the Board at the latest 4 weeks prior to the date of the meeting. Motions not included on the agenda can only be voted on in case of urgent issues when two thirds of the full members present support the motion confirming its urgency.

§ 7 Management Board

- (1) The Board shall compose of 8 members
- 3 representatives from the industries' member group
 - 3 representatives from the network operators' group,
 - 1 representative from the service providers' group and
 - 1 representative from the group of public administrations, organisations and authorities.

When a member simultaneously represents an authority and a network operator, it shall be classified as being part of the network operators' group. Members of the Board shall be appointed by the Member Assembly for a two-year term by simple majority based upon nominations by the individual member groups. The Board holding office shall remain in function until election. Appointment of the individual Board members is renewable. Each Board member shall have a deputy appointed in the same way. Board members withdrawing early from their position are to be replaced by their deputy until a by-election is held during the next Member Assembly. The successor is nominated by the member group of the withdrawn Board member.

- (2) The Board shall be in charge of the Association's administration. It shall be responsible for all matters not allocated to the Member Assembly by these Statutes. In particular, it shall be responsible for devising the work schedule and the financial planning and for supervising the office and the director of the office.

If the approved budget is exceeded by more than DM 150,000 annually, the consent of the Member Assembly shall be required.

- (3) The Board shall make its decisions during Board meetings which shall be held at least four times a year and for which minutes shall be kept. The invitation, along with the agenda, shall be sent by the Chair or, if he is prevented from doing so, by his/her deputy, at the latest three weeks beforehand. The presence of 5 Board members/deputies shall suffice to reach the quorum. When a vote is taken, the issue shall be decided by the majority of votes of the Board members present; in case of a tie, the Chair or in case of his/her absence the deputy shall have a casting vote.
- (4) The Board shall elect a Chair and a deputy from among its members. As statutory representatives they shall constitute the Board according to §26 of the BGB [*German Civil Code*]. They shall represent the Association also in legal proceedings.
- (5) The Chair of the Board and his/her deputy shall be elected for a one-year term. Tenure of office may not exceed tenure of office as a Board member according to §7 (1). Reelection is permissible. Election shall require a simple majority of all Board members. Dismissal shall require a two thirds majority of all Board members.
- (6) Deputies are invited to participate in Board meetings. They are entitled to speak freely and make motions as well as to vote when the Board member is absent.

§ 8 Working Groups

- (1) The Board shall create special ad-hoc working groups to carry out projects within specified project descriptions and within given deadlines, and may invite external experts for providing additional input.
- (2) The heads of these working groups shall be nominated by the members of the working groups and be appointed by the Board. They shall be responsible for carrying out the tasks assigned to their particular group and shall submit their findings to the Board.

§ 9 Dissolution

- (1) Disbanding of the Association may only be determined by the Member Assembly with a majority of four fifths of all voting members present.
- (2) In case of disbanding or leaving tax relief purposes behind, the Association's assets – minus all liabilities - shall go to a public corporation or another tax-relieved corporation promoting scientific purposes.

§ 10 Accountancy

- (1) Accurate accounts of the Association's income and expenditure shall be prepared.
- (2) Accounts shall comprise a balance sheet, a report on income and expenditure as well as a statement of property, of assets and liabilities.
- (3) The Association's accounts shall be controlled by two cash and accountancy auditors elected from among Member Assembly who shall present a report to the Member Assembly on their findings. The auditors should be qualified by education or by corresponding professional experience and/or they should be professional advisors/consultants.
- (4) The annual financial statement shall be submitted to the annual Member Assembly for approval.

§ 11 Arbitral Tribunal

- (1) As taking legal action shall be abstained from, an arbitral tribunal constituted as follows shall settle all disputes between the Association and its members (with the exception of disputes concerning fees):

Each party shall determine one arbitrator. If one party fails to nominate an arbitrator on demand of the other party within two weeks, this other party may request that the President of Cologne Higher Regional Court to appoint an arbitrator. The two arbitrators shall attempt resolution of the dispute. In case they do not succeed, they shall elect an umpire. If they fail again, on petition of

the two arbitrators the President of Cologne Higher Regional Court shall nominate an umpire.

If an arbitrator or an umpire nominated by the President of the Higher Regional Court is unavailable or withdraws, the initial procedures for appointing an arbitrator/umpire shall apply accordingly.

- (2) These Statutes shall be without prejudice to the right to apply, in urgent cases, to the district court for legal protection.
- (3) The rules of arbitration of the Deutscher Ausschuß für Schiedsgerichtswesen (*German Arbitration Committee*) shall be applied.