

Articles of Association

Verein DATEurope

European Industry Association for Digital Assistive Technology

1. Name and legal domicile

DATEurope – European Industry Association for Digital Assistive Technology has been established as association (Verein) as defined in Art. 60 et seq. ZGB (Swiss Civil Code) with legal domicile in Steinhausen. The association has no political or religious affiliation.

2. Intent and purpose

The association's intent and purpose is to increase awareness, sustainability, growth and innovation of digital assistive technologies as well as networking of all market suppliers and stakeholders primarily in Europe. The association has no commercial purposes and is a non-profit organisation. The governing bodies will work in an honorary capacity.

3. Financial means

In order to pursue the association's purpose, it has the following financial means at its disposition:

- membership fees
- event revenues
- subsidies
- donations and grants of all kinds

Membership fees are fixed annually by the general members' meeting.

The accounting year shall extend from 1 January through 31 December.

4. Membership

Natural persons and legal entities supporting the association's purpose may be members.

There are active and associated members.

Active members with voting rights are natural persons and legal entities who use the association's services and facilities and who are either commercial operators or national trade associations.

Associated members have no voting rights. These may be natural persons or legal entities supporting the association ideationally and financially.

Membership applications must be addressed to the board of directors, which will also decide on admission.

5. Termination of membership

Membership shall terminate

- for natural persons by resignation, debarment or death.
- for legal entities by resignation, debarment or dissolving the legal entity.

6. Resignation and debarment

Resigning an association membership may be done effective the end of the accounting year, i.e. 31 December of each year. The letter of resignation must be posted to the board of directors at least three months prior to the end of the accounting year. Full membership fee must be paid for started years.

Members may at any time be debarred from the association for the following reasons:

- violation of the articles of association
- acting in contravention of association purposes
- non-payment of membership fees

The board of directors will submit to the general members' meeting any substantiated motions for debarment of one or multiple members. The general members' meeting will pass resolution on debarment with a simple majority.

In the event of debarment, the member shall not be entitled to refund of membership fees; this shall apply also to started accounting years.

If a member fails to pay due membership fees in spite of reminders, the member may be automatically debarred by the board of directors.

7. Governing bodies

The association's governing bodies:

- a) general members' meeting
- b) board of directors
- c) auditing function

8. General members' meeting

The general members' meeting is the association's supreme governing body. Ordinary general members' meeting will be staged annually no later than six months after expiration of the accounting years i.e. prior to 30 June.

Written invitations to general members' meetings will be sent to members no later than 20 days in advance; the list of agenda items will be enclosed. Invitations transmitted in digital form (e.g. e-mail, etc.) are valid.

Applications for the attention of general members' meeting must be posted to the board of directors in writing no later than 10 days prior to the meeting.

The board of directors or a quorum of 1/5 of all members may at all times request calling of an extraordinary general members' meeting; the purpose must be stated. The meeting must be held no later than six weeks after receipt of the request.

The general members' meeting is the association's supreme governing body. It has the following inalienable duties and competencies:

- a) Approval of the minutes of the most recent general members' meeting
- b) Approval of the board of directors's annual report
- c) Accepting the audit report and approval of the annual financial statement
- d) Formal approval of board of directors's actions
- e) Election of the president and the other board of directors members as well as the controller function
- f) Determining the membership fees
- g) Approval of the annual budget
- h) Passing resolution on activities programme and/or annual programme
- i) Passing resolution on motions by the board of directors and the members
- j) Modifying the articles of association
- k) Passing resolution on debarment of members.
- l) Passing resolution on dissolution of the association and appropriation of the liquidation proceeds.

Each duly convened general members' meeting forms a quorum if at least 25% of members and two board of directors' members or 50% of members attend.

Members pass a resolution with a simple majority. If the vote is tied, the chairperson has the tiebreaking vote.

Modifying the articles of association requires approval by a 2/3 majority of eligible voters.

As a minimum requirement, decision minutes will be kept to record the passed resolutions.

9. The board of directors

The board of directors shall be composed of between five and seven persons.

The tenure shall be three years. Re-election shall be admissible once.

The board of directors is competent for managing ongoing operations and the association's external representation. The board of directors will issue regulations and may install work groups/specialist teams. To achieve the association's purpose, the board of directors may employ or hire individuals against adequate remuneration.

The board of directors's other competencies and duties

The board of directors is endowed with all competencies which are not assigned to other governing bodies by law or in accordance with these statutes.

The following areas of responsibility are represented in the board of directors:

- a) Presidium (Co-Presidium possible)
- b) Vice-Presidium (no Vice-Presidium if there is a Co-Presidium)
- c) Finance
- d) Secretary

Cumulation of positions is admissible.

The board of directors constitutes itself with the exception of the Presidium and/or Co-Presidium.

The board of directors will convene whenever required for operational reasons. Each board of directors member may request a meeting to be called and shall state the reasons for such calling.

Unless a board of directors member requests oral deliberation, passing resolutions by way of circulation (also in digital form e.g. e-mail) is admissible.

The board of directors will principally work in an honorary capacity, it is however entitled to refund of incurred expenses in accordance with expenses schedule.

10. Auditing function

The general members' meeting will appoint two natural-person auditors or a legal entity to audit the business ledgers and to conduct a random verification at least once a year.

The auditors will render a report and proposals to the board of directors for the attention of general members' meeting.

The tenure shall be three years. Re-election shall be admissible only for legal entities; natural persons may not be re-elected.

11. Signatory powers

Board of directors members will sign with two joint signatures.

12. Liability

The association shall be liable for debts solely with its association assets. Any personal liability of members is excluded.

13. Dissolution of association

Ordinary or extraordinary general members' meetings may pass resolution on dissolving the association. A majority of 2/3 of votes cast by attending members is required.

In the event of association dissolution, the association's assets will be transferred to a tax-exempt organisation pursuing identical or similar purposes. The association's assets may not be distributed among members.

14. Entry into force

These articles of association were adopted at the foundation meeting on 23 October 2020 and entered into force at such date.

Steinhausen, 23 October 2020