

**Articles of Association medianet berlinbrandenburg e. V.
as amended on the 9th of April, 2014**

§ 1

Name, office

1. The name of the Association is “medianet berlinbrandenburg e. V.“
2. It is registered in the register of associations.
3. The Association’s office is in Berlin.

§ 2

Purpose, task, targets

1. Purpose of the Association is the coordination and strengthening of the media and creative industry of the area Berlin-Bandenbug. The purpose of these Articles of Association is especially implemented via the interconnection of companies within this branch, their contractors and the utilising economy with each other as well as persons and institutions of politics, economy, education, science and research. Symposiums, presentations, information and contact events as well as seminars serve this purpose.
2. Moreover, it is the purpose of this Association to stimulate the interest of companies and entrepreneurs in settling or expanding their activities in Berlin and Brandenburg and thus, to create more jobs within this area. Hereby, the Association supports the local institutions of site management and site marketing.
3. A special focal point is the promotion of young companies and founders within this region.
4. The Association may, in collaboration with members or third parties, organise educational and further educational programmes, in which the Association’s members may take part.
5. The Association may join national as well as international organisations, which pursue the same or similar targets.
6. The Association is entitled to conduct all businesses directly or indirectly beneficial for achieving the Association’s purpose. It is especially entitled to establish companies or to participate in those.

§ 3

Members

1. The Association consists of Full Members and Honorary Members as well as Supporting Members (hereinafter “Members”).
2. Full Members and Honorary Members of the Association can either be natural persons or legal entities supporting its targets. Supporting Members can only be natural persons.
3. The Association is autonomous regarding the admission of its Members. In case of rejecting an application, it is not obliged to inform the applicant of its reasons.
4. Membership may be applied for by means of written form. The application is sent to the applicant by post on his/her request or can be downloaded via the Association’s website. Membership is effective with the date of receipt of the written approval of the membership.
5. The Board of Directors decides on the admission of Members. By resolution of the General Meeting, Honorary Membership may be awarded to persons who performed great services regarding the Association’s purpose. Honorary Members own all rights of Full Members, insofar as not stated otherwise within the Articles of Association. Honorary Members are exempt from payment of contributions.
6. Insofar as the Member is a legal entity, the Member is to name the Board of Directors a person as well as representative of this person who exercises the membership rights against the Association.

§ 4

Supporting Members

1. Supporting Members can only be natural persons. They are not Full Members of the Association.
2. The Supporting Members are entitled to participate in the General Meeting.
3. Moreover, Supporting Members do not have further membership rights, especially not the right to vote.
4. Supporting Members are entitled to use the services designated by the Board of Directors. This includes among others participation in selected events and the use of certain benefits reserved for Members.

§ 5

Termination of membership

1. Membership ends by exclusion for exceptional reason, deletion from membership list, resignation from the Association or death and, in case of legal entities, liquidation, respectively. The resignation is to be declared in written form to the Board of Directors until the 30th of September of each year and becomes effective at the end of the respective year. The Association's claims for payments of contributions mature before the resignation remain unaffected by the resignation. In case of resignation during a financial year, there is no entitlement to refund of the proportionate annual membership fee.
2. Insofar as a full membership is to be transformed into a supporting membership, the notice period stated in Paragraph 1, resignation from the Association, is to be observed.
3. A Member may be deleted from the membership list by resolution of the Board of Directors, if the Member is in arrears regarding the membership fees despite two written reminders. Deletion in case of arrears may only be decided on if one month has passed after the respective Member received the second reminder and the deletion has been announced beforehand. Deletion becomes effective immediately after resolution by the Board of Directors. The Member has to be informed in written form on the resolution of the Board of Directors regarding the deletion.
4. A Member may be excluded from the Association by the resolution of the Board of Directors in case of behaviour damaging to the Association or for any other good reason. The Member should be given the opportunity to comment on the alleged circumstances before the Board of Directors passes the resolution. For this purpose, the Member is set a reasonable period of time. The Member is to be notified regarding the decision of the resolution of the Board of Directors to exclude the Member by means of registered letter including the reasons. The Member may appeal to the Supervisory Board against the exclusion within four weeks after receiving the notification regarding the exclusion. The appeal is to be made in written form to the Supervisory Board, which immediately informs the Board of Directors regarding this matter. The Chairman of the Supervisory Board is to convene an Extraordinary Meeting of the Supervisory Board within one month after filing the appeal at due date, and the Extraordinary Meeting finally decides on the exclusion of the Member.

§ 6

Membership fees

1. The Association is financed mostly by membership fees.
2. Full Members and Supporting Members pay annual fees, the amount and maturity of which are determined by the General Meeting. In justified cases, the Board of Directors may grant deferment or in individual cases, it may waive raising the fees. The annual membership fee is mature at the beginning of the financial year.
3. The Members are not entitled to the Association's assets, also not in case of resignation or the Association's liquidation or dissolution (cf. Section 17(3) Articles of Association).

§ 7

Bodies of the Association

1. Bodies of the Association are the Board of Directors, the Supervisory Board and the General Meeting.
2. A Member of the Board of Directors may not be or become a Member of the Supervisory Board at the same time.
3. The Members of the Bodies are obliged to properly fulfil their functions. The liability of voluntary Members of the Bodies against the Association is limited to intent and gross negligence.

§ 8

Board of Directors

1. The Board of Directors according to Section 26 BGB [German Civil Code] consists of at least the Chairman, the Vice Chairman and an additional Member of the Board of Directors. The Members of the Board of Directors do not need to be Members of the Association.
2. Members of the Board of Directors should be appointed by the Supervisory Board for a term of two years at least. Reappointment is valid.
3. Members of the Board of Directors may be recalled before the end of their term by the Supervisory Board.
4. After expiration of the term, the Members of the Board of Directors remain in office until the successor takes up the duties or, if no successor has been appointed, until the end of the General Meeting taking place after expiration of the term. If Members of the Board of Directors resign prematurely, the remaining Members of the Board of Directors solely constitute the Board of Directors until completion of the Board of Directors. The Supervisory Board must immediately replace resigned Members of the Board of Directors.
5. The Supervisory Board appoints a Chairman as well as a Vice Chairman of the Board of Directors.
6. Members of the Board of Directors are full-time, part-time or voluntary employees. In case of remuneration, the Supervisory Board determines the amount, whereas the Supervisory Board has to decide anew and regularly, after the expiration of the term of the respective Member of the Board of Directors at the latest, on the appropriateness. Relevant considerations need to be documented in the protocol of the meeting of the Supervisory Board.

§ 9

Tasks of the Board of Directors, representation

1. The Board of Directors manages the Association's businesses according to these Articles of Association and based on the resolutions of the General Meeting and the Supervisory Board, insofar as and if the Supervisory Board is entitled to the respective authority according the Articles of Association.

2. It may adopt Rules of Procedure, which may especially govern the assignment of functions between the Members of the Board of Directors. The rules of procedure require the approval of the Supervisory Board.
3. The Board of Directors is responsible for all matters of the Association, insofar as these are not transferred to another Body of the Association by law or the Articles of Association. Special tasks of the Board of Directors are:
 - a) the autonomous management of the Association's in-house administration, acquisition and support of Members including the exertion of rights and obligations against Members according to Sections 3 to 6 of these Articles of Association;
 - b) the management of the office, especially
 - (1) recruitment, dismissal and promotion of employees,
 - (2) closing, termination and renegotiation of contracts of any kind,
 - (3) purchase and sale of office equipment;
 - c) regular reporting to the Supervisory Board;
 - d) the preparation and convocation of the General Meeting as well as preparation of the agenda;
 - e) the implementation of the Association's purposes stated in the Articles of Association, e.g. by
 - (1) organising networking events such as symposiums, lectures, information and contact events as well as seminars,
 - (2) cooperating with national and international associations and organisations serving similar purposes,
 - (3) supporting regional institutions regarding site management and site marketing,
 - (4) organising educational and further educational measures and programmes, respectively, such as lectures, symposiums, seminars and courses, and suchlike;
 - f) the development and maintenance of external contacts, especially with other associations and organisations, but also with sponsors;
 - g) the establishment of a budget plan and an annual report concerning the previous financial year;
 - h) the recommendation of an auditor or auditing company to the Supervisory Board;
 - i) the budget management of individual facilities to be supported according to the Association's purpose, ongoing budget monitoring and supervision of events and measures.
4. With the following businesses, the Board of Directors requires the approval of the Supervisory Board by internal arrangement:
 - a) contracts regarding the purchase, sale or encumbrance of properties,
 - b) closing, termination and renegotiation of continuous obligations (especially employment, rental and leasing contracts) with an annual payment obligation exceeding 30,000.00 Euro or a contractual minimum term of more than three years,
 - c) businesses which are not included in the approved budget plan or which exceed the amounts determined in the budget plan by more than 10,000.00 Euro, whereas the relevant derivation refers to individual transactions as well as to the sum of individual transactions within one financial year,
 - d) taking out and granting loans
 - e) other businesses or measures exceeding the scope of ordinary business proceedings.

5. The Supervisory Board is entitled to adapt the amounts aforementioned in Paragraph 3 according to current circumstances, in order to especially consider inflation. For this purpose, the Supervisory Board is autonomously entitled to issue an amendment of the Articles of Association limited to the amounts according to Paragraph 3. The rights of the General Meeting according to § 14(3) lit f) remain unaffected.
6. The Board of Directors represents the Association in and out of court. It has the position of a legal representative. The Board of Directors acts via two of its Members.
7. Members of the Board of Directors are exempt from the restrictions of § 181 BGB [German Civil Code].

§ 10

Convocation and resolutions of the Board of Directors

1. The Board of Directors passes its resolutions in meetings or by means of written vote. Participating in the meeting via telephone or video conference is valid. Declarations via telefax or e-mail observe the written form. The Board of Directors should convene a meeting once a calendar month at least. The Board of Directors is to be convened if one Member of the Board of Directors demands such, the demand needs to include the desired agenda item.
2. The Chairman or the Vice Chairman invites all Members of the Board of Directors in written form via telefax or e-mail with a notice period of at least one week before the meeting or requests them to take part in a written vote. In urgent cases, the aforementioned notice period may be shorter. There is no need to announce the agenda.
3. The Board of Directors is quorate if at least half of the Members are present at the meeting or participate in a written vote. If the Board of Directors lacks a quorum, the Chairman of the Board of Directors - in case of being prevented, the Vice Chairman - is obliged to convene a second meeting of the Board of Directors within one week, whereas this meeting is quorate without taking into consideration the number of present Members of the Board of Directors or the number participating in the written vote. This has to be referred to in the second invitation.
4. Resolutions are passed by simple majority of present Members or Members participating in the written vote, insofar as not stated otherwise in the Articles of Association. Abstentions are considered to be rejecting votes. In case of a tie, the vote of the Chairman of the Board of Directors - in case of being prevented, the vote of the Vice Chairman - is decisive.
5. Minutes shall be recorded for meetings of the Board of Directors, whereas the minutes are to be signed by the Chairman of the Board of Directors - in case of being prevented, by the Vice Chairman. Resolutions are to be recorded in the wording. All resolutions are to be preserved as long as the Association exists.
6. The Board of Directors may invite experts to its meetings.

§ 11

Supervisory Board

1. The Supervisory Board consists of at least 3 and at most 12 Members. The Members of the Supervisory Board are appointed by the General Meeting for a term of two years. Full Members and the representatives of a Full Member according to § 3(6) Articles of Association, respectively, and Honorary Members may become elected Members of the Supervisory Board.

With termination of the Membership in the Association also the Member's function as a Member of the Supervisory Board ends. Reappointment is valid.

2. The General Meeting may only recall Members of the Supervisory Board before the end of their term for exceptional reason.
3. After expiration of the term, the Members of the Supervisory Board remain in office until the successor takes up the duties or, if no successor has been appointed, until the end of the General Meeting taking place after expiration of the term. If Members of the Supervisory Board resign prematurely, the remaining Members of the Supervisory Board solely constitute the Supervisory Board until completion of the Supervisory Board. The General Meeting must immediately replace resigned Members of the Supervisory Board in case the Supervisory Board would consist of less than three Members without the reappointment. Supplements to the Supervisory Board by the General Meeting during the ongoing term are only valid for the remaining duration of the term of the Supervisory Board.
4. From their Members, the Members of the Supervisory Board appoint a Chairman of the Supervisory Board and a Vice Chairman of the Supervisory Board. Insofar as the Members of the Supervisory Board cannot reach a consensus, the Member with the longest period of time being a Member of a Body of the Association is the Chairman of the Supervisory Board. Insofar as no Member is a senior according to the aforementioned clause, the General Meeting elects the Chairman of the Supervisory Board and the Vice Chairman of the Supervisory Board in this case.
5. Members of the Supervisory Board act in an honorary capacity. However, the Members of the Supervisory Board are entitled to compensation regarding necessary expenses. The Expenses must be proven in writing.

§ 12

Tasks of the Supervisory Board

1. The Supervisory Board consults, supports and monitors the Executive Management of the Board of Directors. It has to pay special attention to the Board of Directors taking care to achieve the Association's purpose. Annually, it passes the budget plan developed by the Board of Directors and the discharge concerning the Board of Directors via the resolution proposal of the General Meeting. Reviewing of the cash business takes place on an annual basis for the previous financial year by an auditor or auditing company appointed by the Supervisory Board.
2. Moreover, it is the task of the Supervisory Board to develop proposals for projects and measures for implementing the Association's purpose within the annually determined financial framework. Further, the Supervisory Board may undertake the preparation and convocation of the General Meeting as well as the agenda.
3. The Supervisory Board especially decides on
 - a) the appointment of an auditor or auditing company according to Section 12(1.4) Articles of Association;
 - b) the granting of the budget plan developed by the Board of Directors for the forthcoming financial year and the receiving of the annual report;
 - c) the appointment, recall and recruitment of Members of the Board of Directors including remuneration;
 - d) the discharge concerning the Board of Directors via the resolution proposal of the General Meeting;
 - e) the approval of businesses regarding Section 9(3) Articles of Association;

- f) amendments to the Articles of Association according to Section 9(4) of these Articles of Association;
 - g) the approval of the Rules of Procedure of the Board of Directors;
 - h) the appointment against a resolution of the Board of Directors regarding the exclusion of a Member according to Section 5(4) of these Articles of Association.
4. The Supervisory Board may adopt Rules of Procedure.

§ 13

Convocation and resolutions of the Supervisory Board

1. The Supervisory Board passes its resolutions in meetings or by means of written vote, insofar as all Members approve a written voting procedure. Participating in the meeting via telephone or video conference is valid. Declarations via telefax or e-mail observe the written form. The Supervisory Board should convene a meeting once a quarter - at least once every half calendar year. The Supervisory Board is to be convened if the Chairman of the Supervisory Board, one third of the Members of the Supervisory Board or one Member of the Board of Directors demands such, the demand needs to include the desired agenda item.
2. The Chairman or in case of him/her being prevented the Vice Chairman invites all Members of the Supervisory Board in written form via telefax or e-mail with a notice period of at least one week before the meeting or requests them to take part in a written vote. In urgent cases, the aforementioned notice period may be shorter. The agenda must be announced.
3. The Supervisory Board is quorate if at least three of its Members are present at the meeting or participate in a written vote. If the Supervisory Board lacks a quorum, the Chairman of the Supervisory Board - in case of being prevented, the Vice Chairman - is obliged to convene a second meeting of the Supervisory Board with the same agenda within two weeks, whereas this meeting is quorate without taking into consideration the number of present Members of the Supervisory Board or the number participating in the written vote. This has to be referred to in the second invitation.
4. Resolutions are passed by simple majority of votes cast, insofar as not stated otherwise in the Articles of Association. Abstentions are considered to be votes not cast. In case of a tie, the vote of the Chairman of the Supervisory Board - in case of being prevented, the vote of the Vice Chairman - is decisive.
5. Minutes shall be recorded for meetings of the Supervisory Board, whereas the minutes are to be signed by the Chairman of the Supervisory Board - in case of being prevented, by the Vice Chairman. Resolutions are to be recorded in the wording. An attendance list is to be attached to the minutes. All resolutions are to be preserved as long as the Association exists.
6. The Supervisory Board may invite experts to its meetings. The Board of Directors is entitled to participate in the meetings of the Supervisory Board. It can only be excluded in part or in total from the meetings of the Supervisory Board in justified cases by majority vote.

§ 14
General Meeting

1. The General Meeting takes place once a year during the first half of the year.
2. Full Members and Honorary Members are entitled to vote. Each Member entitled to vote has one vote. Also Supporting Members are eligible. A representation of absent natural persons may only take place by another Member of the Association with written authority, whereas each Member of the Association may only represent three other Members of the Association.
3. The General Meeting is responsible for the following matters:
 - a) determination of the membership fee;
 - b) appointment and recall of Members of the Supervisory Board;
 - c) discharge of the Supervisory Board;
 - d) discharge of the Board of Directors according to proposal of the Supervisory Board;
 - e) acceptance of the budget plan developed by the Board of Directors for the current financial year and the annual report of the previous financial year;
 - f) passing resolutions regarding the amendment of the Articles of Association and the liquidation of the Association as well as the consolidation with another association;
 - g) granting of and exclusion from honorary membership.

§ 15
Convocation of the General Meeting

1. The General Meeting is convened in written form by the Chairman of the Board of Directors or the Chairman of the Supervisory Board - in case of them being prevented, by their respective Vice Chairman - subject to a notice period of at least two weeks and with a statement of the agenda. The notice period begins with the day following the sending of the invitation. The invitation is considered to have been received by the Member if it has been sent to the address last designated to the Association in written form by the Member.
2. The Bodies responsible for the convocation need to coordinate each other in order to avoid double convocations.
3. The Chairman of the Board of Directors or the Chairman of the Supervisory Board, respectively, must convene an Extraordinary General Meeting if required by the Association's interest or if the convocation is applied for by at least 10% of the Members in written form with stating the reasons and with stating the purpose to the Chairman of the Board of Directors.
4. In coordination with the Supervisory Board, the Board of Directors determines the agenda. However, each Member and the Association's Body may apply to the convening Association's Body for a supplement to the agenda in written form until at least one week before the General Meeting. The chairman of the meeting must announce the supplements at the beginning of the General Meeting. The meeting decides on applications for supplements of the agenda proposed during the General Meeting.

§ 16

Resolutions of the General Meeting

1. The General Meeting is headed by the Chairman of the Board of Directors. The Chairman of the Board of Directors may appoint a Chairman of the Meeting other than himself/herself. In case of voting, the Chair of the Meeting may be transferred to an election committee for the duration of the ballot and the prior discussion. The Chairman of the Meeting appoints a minute taker.
2. The General Meeting passes their resolutions by simple majority of votes cast. Amendments to the Articles of Association and the resolution regarding the Association's liquidation require a majority of three quarters of votes cast. The change of the Association's purpose may only be issued with the approval of all Members entitled to vote.
3. In elections, a person is elected if he/she receives more than the half of valid votes cast. If nobody receives more than the half of valid votes cast, a second ballot takes place between the two candidates having received the most votes. The person then receiving the most votes is considered elected. In case of equal votes, the lot drawn by the Chairman of the Meeting is decisive.
4. Votes are cast openly, insofar as a present Member entitled to vote does not demand a secret ballot. The resolutions of the General Meeting are documented in a protocol, which is to be signed by the Chairman of the Board of Directors, in case of him/her being prevented by the Vice Chairman or any other Member of the Board of Directors and the minute taker.

§ 17

Liquidation of the Association

1. The Association's liquidation may only be decided on in the frame of a General Meeting with a majority of three quarters of votes cast.
2. If not decided otherwise by the General Meeting, the Chairman of the Board of Directors and the Vice Chairman are jointly authorised liquidators. This also applies if the Association is liquidated due to other reasons or if it loses its legal capacity.
3. In case of liquidation or dissolution of the Association or in case of elimination of its purpose, the Association's assets are transferred to a public corporation or a public corporation carrying tax privileges with targets similar to those of the Association. Together with the resolution regarding the Association's liquidation, the general Meeting designates the recipient (Section 14(3) lit.f).

§ 18

Financial year

The Association's financial year is the calendar year.

§ 19

Taking effect

The General Meeting of the Association has passed the resolution regarding the revised version of these Articles of Association as amended on the 9th of April, 2014.