

**Articles of Association of medianet berlinbrandenburg e.V.
as amended on 14 June 2023**

§ 1 Name, registered office

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

§ 2 Purpose, responsibilities, objectives

1. The purpose of the Association is to coordinate and strengthen the media and creative industry in the Berlin-Brandenburg region. The purpose of these Articles of Association is achieved in particular through the networking of companies in this sector, their contractors and the relevant industry with one another as well as with persons and institutions in the fields of politics, business, education, science and research. This is achieved by means of symposiums, presentations, information and networking events, and seminars.
2. The purpose of the Association is also to encourage companies and business owners to locate or expand their activities in Berlin and Brandenburg and thus create more jobs in the region. To this end, the Association supports regional institutions with regard to location management and location marketing.
3. A particular focus is the promotion of young companies and start-ups within the region.
4. The Association may, in collaboration with Members or third parties, organise educational and training programmes, which may be accessed by Members of the Association.
5. The Association may join national and international organisations that pursue the same or similar objectives.
6. The Association shall be entitled to conduct all business activities that contribute directly or indirectly to the fulfilment of its purpose. In particular, it shall be entitled to establish or participate in companies.

§ 3 Members

1. The Association consists of Full Members and Honorary Members (hereinafter collectively referred to as ‘Members’).
2. Full Members and Honorary Members of the Association may be natural persons or legal entities that endorse its objectives.

3. The Association shall be free to decide on the admission of its Members. In the event that the Association rejects an application, it is not obliged to inform the applicant of the reasons for this.
4. Membership may be applied for in writing, in particular by means of the options offered on the Association's website. Membership is effective from the date of receipt of the Association's written acceptance of the membership.
5. Admission of Members shall be decided upon by the Board of Directors. Honorary membership may be conferred by resolution of the General Meeting on persons who have made an especially valuable contribution towards fulfilling the purposes of the Association. Honorary Members shall have all the rights of Full Members, unless stated otherwise in these Articles of Association. Honorary Members are exempt from the payment of membership fees.
6. If a Member is a legal entity, they must nominate to the Board of Directors a person and a representative of that person to exercise their membership rights vis-à-vis the Association.

§ 4 Supporting Members

1. The Association has accepted Supporting Members as Members. These memberships shall remain in force until their termination in accordance with the provisions of these Articles of Association. New Supporting Members shall not be admitted.
2. Supporting Members are not Full Members of the Association. They are entitled to attend the regular General Meeting.
3. Moreover, Supporting Members do not have any further membership rights, especially not the right to vote.
4. Supporting Members are entitled to access the services determined by the Board of Directors. These include attendance at selected events and the use of certain benefits reserved for Members.

§ 5 Termination of membership

1. Membership ends by expulsion for good reason, resignation from the Association, death or, in the case of legal entities, liquidation. Resignation must be tendered in writing to the Board of Directors by 30 September of each year and shall take effect at the end of the year in question. Any claims on the part of the Association for payment of fees due prior to the resignation shall remain unaffected by the resignation. If a Member resigns during the course of a financial year, they shall not be entitled to the reimbursement of the prorated annual membership fee. The right to terminate the membership for cause shall remain unaffected.
2. A Member may be expelled from the Association by resolution of the Board of Directors if they have acted in a manner that is grossly detrimental to the Association or for any other important reason (e.g. non-payment of membership fees). The Member shall be given the opportunity to comment on the alleged circumstances in writing or in person before the Board of Directors passes the resolution. The Member shall be given a reasonable period of time in which to do so, provided that this is acceptable to the Association. The decision of the Board of Directors regarding the expulsion shall be communicated to the Member by means of a registered letter explaining the reasons.

§ 6 Membership fees

1. The Association is financed predominantly by membership fees.
2. Full Members and Supporting Members pay annual fees, the amount and due dates of which are determined by the General Meeting. The General Meeting may adopt a scale of fees which provides the Board of Directors with a framework within which fees may be set and adjusted. In justified cases, the Board of Directors may grant deferment or, in individual cases, waive the collection of fees. The annual membership fee is due at the beginning of the financial year.
3. Each Member shall set up a direct debit authorising the Association to collect statutory membership fees from a bank account in the eurozone.
4. Members have no claim to the Association's assets, including in the event of their resignation or in the event of the liquidation or dissolution of the Association (cf. Section 17(3) of the Articles of Association).

§ 7 Bodies of the Association

1. The 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 a member of the Supervisory Board at the same time.
3. The members of the Bodies are obliged to fulfil their functions properly. The liability of honorary members of Bodies vis à vis the Association shall be limited to malicious intent and gross negligence.

§ 8 Board of Directors

1. The Board of Directors, pursuant to Section 26 of the BGB [German Civil Code], consists of at least the Chairperson, the Vice Chairperson and one other member of the Board of Directors. Members of the Board of Directors must be Members of the Association either as individual persons or through their company.
2. Members of the Board of Directors are appointed by the Supervisory Board for a term of at least two years. Reappointment is permissible.
3. Members of the Board of Directors may be dismissed by the Supervisory Board before the end of their term.
4. After the expiry of their term, the members of the Board of Directors shall remain in office until a successor takes over or, if a successor is not appointed, until the end of the General Meeting held after the expiry of the term. If any members of the Board of Directors resign prematurely, the remaining members of the Board of Directors shall constitute the Board of Directors alone until the Board of Directors is complete. The Supervisory Board shall immediately replace members of the Board of Directors who have resigned.
5. The Supervisory Board appoints a Chairperson and a Vice Chairperson of the Board of Directors.
6. The members of the Board of Directors are full-time, part-time or honorary members in accordance with the resolution of the Supervisory Board. Where remuneration is paid, the Supervisory Board shall determine the amount; the Supervisory Board shall reassess the appropriateness of this amount on a regular basis, at the latest upon expiry of the term of the

respective member of the Board of Directors. Relevant considerations shall be recorded in the minutes of the Supervisory Board meeting.

§ 9 Responsibilities of the Board of Directors, representation

1. The Board of Directors shall manage the business activities of the Association in accordance with these Articles of Association and based on the resolutions of the General Meeting and the Supervisory Board, if and to the extent that the Supervisory Board is authorised to do so under these Articles of Association. It may adopt rules of procedure that, in particular, may govern the allocation of responsibilities among the members of the Board of Directors. The rules of procedure shall require the approval of the Supervisory Board.
2. The Board of Directors shall be responsible for all matters of the Association, unless they are assigned by law or the Articles of Association to another Body of the Association. In particular, the responsibilities of the Board of Directors are as follows:
 - a) To independently manage the internal administration of the Association, as well as the recruitment and support of Members, including the exercise of rights and obligations vis à vis Members pursuant to Sections 3 to 6 of these Articles of Association;
 - b) To manage the office, especially
 - (1) the recruitment, dismissal and promotion of employees;
 - (2) the conclusion, termination and renegotiation of contracts of any kind;
 - (3) the purchase and sale of office equipment;
 - c) To report regularly to the Supervisory Board;
 - d) To prepare and convene the General Meeting and draw up the agenda;
 - e) To achieve the purpose of the Association as stated in the Articles of Association, e.g. by
 - (1) organising events such as symposiums, presentations, information and networking events, and seminars;
 - (2) cooperating with national and international associations and organisations that serve similar purposes;
 - (3) supporting regional institutions with regard to location management and location marketing;
 - (4) organising educational and training activities and programmes, such as lectures, symposiums, seminars and courses, etc.;
 - f) To establish and maintain external contacts, particularly with other associations and organisations, but also with sponsors;
 - g) To prepare a budget plan and an annual report for the previous financial year;
 - h) To recommend an auditor or auditing company to the Supervisory Board;
 - i) To manage the budgets of individual institutions requiring support in accordance with the purpose of the Association, monitor the budgets on an ongoing basis and oversee events and activities.
3. For the following business activities, 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) The conclusion, termination and renegotiation of continuing obligations (in particular employment, rental and leasing contracts) requiring an annual payment of more than EUR 30,000 or a contractual

- minimum term of more than three years;
- c) Business activities that are not included in the approved budget plan or that exceed the amounts determined in the budget plan by more than EUR 10,000, whereby the relevant deviation relates both to individual transactions and to the sum of individual transactions within one financial year;
 - d) The taking out and granting of loans;
 - e) Other businesses activities or measures exceeding the scope of ordinary business proceedings.
4. The Supervisory Board is entitled to adjust the amounts stated above in Paragraph 3 to reflect current circumstances, in particular to take account of inflation. For this purpose, the Supervisory Board is independently entitled to make an amendment to the Articles of Association limited to the amounts pursuant to Paragraph 3. The rights of the General Meeting pursuant to Section 14(3) lit f shall remain unaffected.
 5. The Board of Directors shall represent the Association in and out of court. It has the status of a legal representative. The Board of Directors shall act through two of its members.
 6. Members of the Board of Directors are exempt from the restrictions of Section 181 of the BGB [German Civil Code].

§ 10 Convocation and resolutions of the Board of Directors

1. The Board of Directors shall pass its resolutions in meetings or by written vote. Members are permitted to attend meetings via telephone or video call. Declarations made by email shall be deemed to have been made in writing. The Board of Directors shall convene for a meeting at least once every calendar month. The Board of Directors shall be convened if requested by a member of the Board of Directors; this request must specify the desired agenda item.
2. The Chairperson or Vice Chairperson shall invite all members of the Board of Directors to the meeting in writing or by email with at least one week's notice or request them to vote by post. In urgent cases, the above notice period may be shortened. There is no need to announce the agenda.
3. The Board of Directors is quorate if at least half of its members are present at the meeting or participate in the written vote. If the Board of Directors is not quorate, the Chairperson of the Board of Directors – or, in their absence, the Vice Chairperson – shall be obliged to convene a second meeting of the Board of Directors within one week; this meeting shall be quorate irrespective of how many Board of Directors members are present or participate in the written vote. This must be indicated in the second invitation.
4. Resolutions shall be passed by a simple majority of the members present or participating in the written vote, unless otherwise stated in the Articles of Association. Abstentions shall be counted as negative votes. In the event of a tie, the Chairperson of the Board of Directors – or, in their absence, the Vice Chairperson – shall cast the deciding vote.
5. Minutes shall be taken for meetings of the Board of Directors and signed by the Chairperson of the Board of Directors – or, in their absence, by the Vice Chairperson. Resolutions shall be recorded verbatim. All resolutions shall be kept for 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 three and at most 12 members. Honorary members shall not be taken into account when determining the number of Supervisory Board members. The members of the Supervisory Board are appointed by the General Meeting for a term of at least two years. Full Members or representatives of a Full Member nominated in accordance with Section 3(6) of the Articles of Association, as well as Honorary Members, may be elected as members of the Supervisory Board. Upon termination of membership in the Association, the respective Member's duties as a member of the Supervisory Board shall also end. Reappointment is permissible.
2. The General Meeting may only dismiss members of the Supervisory Board before the end of their term if there is good reason to do so.
3. The General Meeting may appoint and dismiss honorary members of the Supervisory Board; these members have no voting rights on the Supervisory Board, but may participate in the meetings and resolutions of the Supervisory Board in an advisory capacity. Honorary members are not required to be Members of the Association.
4. After the expiry of the term, the members of the Supervisory Board shall remain in office until a successor takes over or, if a successor is not appointed, until the end of the General Meeting held after the expiry of the term. If any members of the Supervisory Board resign prematurely, the remaining members of the Supervisory Board shall constitute the Supervisory Board alone until the Supervisory Board is complete. The General Meeting shall immediately replace members of the Supervisory Board who have resigned if the Supervisory Board would consist of fewer than three members without the appointment of new members. Any additions made to the Supervisory Board by the General Meeting during the current term shall only be permissible for the remaining term of the Supervisory Board.
5. The members of the Supervisory Board shall elect a Chairperson and a Vice Chairperson of the Supervisory Board from among their number. If the members of the Supervisory Board are unable to reach a consensus, the longest-serving member of a Body within the Association shall be the Chairperson of the Supervisory Board. If there are no senior Members as defined in the preceding sentence, the General Meeting shall elect the Chairperson and the Vice Chairperson of the Supervisory Board.
6. The Supervisory Board may appoint one of its honorary members as Honorary Chairperson in recognition of outstanding services. This position is purely representative and has no rights or duties.
7. Members of the Supervisory Board serve in an honorary capacity. However, members of the Supervisory Board shall be entitled to the reimbursement of necessary expenses. These expenses must be proven in writing.

§ 12 Responsibilities of the Supervisory Board

1. The Supervisory Board advises, supports and monitors the management of the Board of Directors. In particular, it ensures that the Board of Directors fulfils the purpose of the Association. Each year, it decides on the budget plan prepared by the Board of Directors and on the proposed resolution for the General Meeting to approve the actions of the Board of Directors. The auditing of cash transactions shall be carried out annually for the preceding financial year by an auditor or auditing company

- appointed by the Supervisory Board.
2. It is also the task of the Supervisory Board to develop proposals for projects and activities that serve the purposes of the Association within a financial framework that is decided upon annually. Furthermore, the Supervisory Board may prepare and convene the General Meeting and draw up the agenda.
 3. In particular, the Supervisory Board shall decide on the following:
 - a) The appointment of an auditor or auditing company pursuant to Section 12 (1.4) of the Articles of Association;
 - b) The approval of the budget plan prepared by the Board of Directors for the forthcoming financial year and the acceptance of the annual report;
 - c) The appointment, dismissal and recruitment of members of the Board of Directors, including remuneration;
 - d) The proposed resolution for the General Meeting to approve the actions of the Board of Directors;
 - e) The approval of business activities pursuant to Section 9(3) of these Articles of Association;
 - f) Amendments to the Articles of Association in accordance with Section 9(4) of these Articles of Association;
 - g) The approval of the rules of procedure of the Board of Directors;
 - h) The delegation of individual powers of representation to one or more members of the Board of Directors as well as exemption from the restrictions of Section 181 of the BGB [German Civil Code];
 - i) Appeals against resolutions of the Board of Directors regarding the expulsion of a Member in accordance with 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 shall pass its resolutions in meetings or by written vote, provided that all members agree to a written voting procedure. Members are permitted to attend meetings via telephone or video call. Declarations made by email shall be deemed to have been made in writing. The Supervisory Board shall convene for a meeting once per quarter – at least once every six months. The Supervisory Board shall be convened if requested by the Chairman of the Supervisory Board, one third of the members of the Supervisory Board or a member of the Board of Directors; this request must specify the desired agenda item.
2. The Chairperson – or, in their absence, the Vice Chairperson – shall invite all members of the Supervisory Board to the meeting in writing or by email with at least one week's notice or request them to vote by post. In urgent cases, the above notice period may be shortened. The agenda must be announced.
3. The Supervisory Board is quorate if at least three of its members – one of whom must be the Chairperson or Vice Chairperson – are present at the meeting or participate in the written vote. If the Supervisory Board is not quorate, the Chairperson of the Supervisory Board – or, in their absence, the Vice Chairperson – shall be obliged to convene a second meeting of the Supervisory Board with the same agenda within two weeks; this meeting shall be quorate irrespective of how many Supervisory Board members are present or participate in the written vote. This must be indicated in the second invitation.

4. Resolutions shall be passed by a simple majority of the votes cast, unless otherwise stated in the Articles of Association. Abstentions shall be counted as votes not cast. In the event of a tie, the Chairperson of the Supervisory Board – or, in their absence, the Vice Chairperson – shall cast the deciding vote.
5. Minutes shall be taken for meetings of the Supervisory Board and signed by the Chairperson of the Supervisory Board – or, in their absence, by the Vice Chairperson. Resolutions shall be recorded verbatim. An attendance list shall be included in the minutes. All resolutions shall be kept for as long as the Association exists.
6. The Supervisory Board may invite experts to its meetings. The Board of Directors is entitled to attend the meetings of the Supervisory Board. It may only be excluded from the meetings in whole or in part in justified cases and by majority resolution of the Supervisory Board.

§ 14 General Meeting

1. The regular General Meeting shall take place once a year during the first half of the year. Within the limits of Section 32a of the BGB [German Civil Code] (or any successor provision), the Board of Directors shall decide on the manner in which the General Meeting shall be conducted. In particular, it is permissible to hold a purely virtual General Meeting.
2. Full Members and Honorary Members are entitled to vote. Each voting Member has one vote. Supporting Members are also entitled to participate. Absent natural persons may only be represented by another Member of the Association with a written power of attorney.
3. The General Meeting shall be responsible for the following matters:
 - a) Determining the membership fee;
 - b) Appointing and dismissing members of the Supervisory Board;
 - c) Approving the actions of the Supervisory Board;
 - d) Approving the actions of the Board of Directors as proposed by the Supervisory Board;
 - e) Accepting the budget plan prepared by the Board of Directors for the current financial year and the annual report for the preceding financial year;
 - f) Passing resolutions on amendments to the Articles of Association and on the liquidation of the Association, as well as on mergers with other associations;
 - g) Granting and revoking honorary memberships.

§ 15 Convocation of the General Meeting

1. The regular General Meeting shall be convened in writing by the Chairperson of the Board of Directors or the Supervisory Board – or, in their absence, by the respective Vice Chairperson – with at least two weeks' notice (by post, email or another form of written correspondence) and with details of the agenda. The notice period shall commence on the day following the dispatch of the invitation. An invitation shall be deemed to have been received by the Member if it is sent to the address most recently provided in writing to the Association by the Member.
2. An extraordinary General Meeting shall be convened by the Chairperson of the Board of Directors or the Supervisory Board if required in the interest of the Association or if requested in writing by at least 10% of Members, stating the reasons and the purpose, to the Chairperson of the Board of Directors.

3. The Bodies responsible for convening the meeting shall coordinate with each other to avoid calling the same meeting twice, failing which the Board of Directors shall decide on the date of the meeting.
4. The agenda is determined by the Board of Directors in consultation with the Supervisory Board. However, each Member and Body of the Association may make a written request for the convening Body of the Association to add items to the agenda no later than one week before the General Meeting. The Chair of the meeting shall announce these additions at the beginning of the General Meeting. Requests for additions to the agenda made at General Meetings shall be decided upon by the General Meeting.

§ 16 Resolutions of the General Meeting

1. The General Meeting shall be chaired by the Chairperson of the Board of Directors. The Chairperson of the Board of Directors may also appoint another person to chair the General Meeting. For elections, the role of Chair may be delegated to an election committee for the duration of the vote and the preceding discussion. The Chair of the Meeting shall appoint a minute-taker.
2. The General Assembly shall pass its resolutions by a simple majority of the votes cast. Amendments to the Articles of Association and a resolution regarding the liquidation of the Association require a majority of three quarters of the votes cast. The purpose of the Association may only be changed with the consent of all voting Members.
3. In elections, a person is elected if they receive more than the half of the valid votes cast. If nobody receives more than half of the valid votes cast, a run-off ballot shall be held between the two candidates who have received the most votes. The person who receives the most votes is then elected. In the event of a tie, the Chair of the Meeting shall draw lots to decide the result of the vote.
4. The votes shall be cast openly and a block vote shall be permitted at the request of the Chair of the Meeting, unless one of the voting members present requests a secret ballot and/or individual voting. The resolutions of the General Meeting shall be recorded in the minutes, which shall then be signed by the Chairperson of the Board of Directors, the Chair of the Meeting and the minute-taker.

§ 17 Liquidation of the Association

1. The liquidation of the Association may only be effected at a General Meeting with a majority of three quarters of the votes cast.
2. Unless otherwise decided by the General Meeting, the Chairperson of the Board of Directors and the Vice Chairperson shall act as jointly authorised liquidators. This also applies if the Association is liquidated for any other reason or loses its legal capacity.
3. If the Association is dissolved or liquidated or if its present purpose ceases to exist, the assets of the Association shall be transferred to a public corporation or to a corporation with similar objectives to those of the Association that is specially recognised as being eligible for tax relief. The recipient shall be determined by the General Meeting at the same time that the resolution is passed regarding the liquidation of the Association (Section 14(3) lit. f)).

§ 18 Financial year

The financial year of the Association is the calendar year.

§ 19 Entry into force

The General Meeting of the Association adopted this new version of the Articles of Association on 14 June 2023. It shall enter into force with immediate effect.