

## ADÜ Nord

Assoziierte Dolmetscher und Übersetzer in Norddeutschland e.V.

### BY-LAWS

#### Art. 1 Name, registered address, legal venue and place of performance

The Association bears the name *ADÜ Nord - Assoziierte Dolmetscher und Übersetzer in Norddeutschland e.V.* [Associate interpreters and translators - North German association] and has its registered address in Hamburg. The Association is registered under the number 69 VR - 5687 in the register of associations maintained by the Amtsgericht [local court of] Hamburg. Disputes shall be heard before the relevant court in Hamburg. The place of performance is Hamburg.

#### Art. 2 Purpose

The mission of the Association is to promote and represent the interests of its members. The Association is a non-profit organisation. For the purpose of representing the relevant professional interests, the Association may become a member of other associations and organisations; the General Assembly shall decide on the acquisition of such memberships.

#### Art. 3 Membership

Regular membership of the Association is open solely to natural persons with no criminal record and who are able to provide evidence of their professional qualifications. Members are admitted by way of an Executive Committee resolution adopted on the basis of the Admission Guidelines as approved by the General Assembly. If requested, an ID card will be issued in respect of the membership. The ID card remains the property of the Association, and it must be returned upon the end of the membership. Admission may take place at any time. Members may only resign from the Association taking effect as of the end of the calendar year. The notice to cancel the membership must be submitted in writing by regular mail or fax, no later than by 31 December. The date of the postmark or the receipt of the facsimile shall be authoritative. If the notice to cancel the membership is not submitted in good time, the full annual membership contribution shall remain payable for the following year. Membership is extinguished upon death. The Executive Committee is entitled to exclude members if the annual membership contribution remains unpaid by the 30 June, despite the issue of a reminder. If a prior conciliation meeting with the Executive Committee has failed to produce an agreement, in accordance with Art. 4 of the By-laws the General Assembly shall, upon a written motion, vote on the exclusion of a member due to a breach of the Code of Professional Ethics or of the rights and obligations of the regular members; the motion to exclude requires a two-thirds majority in order to succeed. Student membership is available to individuals who are currently undertaking a formal course of study in order to obtain a translator/interpreter qualification, and which corresponds to the requirements of the Admission Guidelines adopted by the General Assembly. The person concerned must prove their enrolment in a study programme of this type, through the presentation of a certificate of matriculation or similar document. Student membership is regulated by the Framework Guidelines for Student Memberships.

#### Art. 4 Rights and obligations of regular members

Members are entitled to receive professional advice from the Association and have it represent their professional, business and social interests. However, members shall not accrue any legal entitlements against the Association in this respect. Members are obliged to uphold the reputation of the Association and the profession and to fulfil the duties assigned to them, especially those voluntary activities assumed by them. They acknowledge the By-laws of the Association, and shall apply the Association's Code of Professional Ethics in their professional activities.

#### Art. 5 Membership contributions

The Association collects an admission fee and an annual membership contribution from its members; the General Assembly shall determine the relevant amounts. The contribution year corresponds to the calendar year. The annual membership contribution is due and payable within the first quarter.

#### Art. 6 Executive bodies of the Association

The executive bodies of the Association are the General Assembly and the Executive Committee.

#### Art. 7 Official notices

The Association's official notices are published in a newsletter.

#### **Art. 8 General Assembly**

The ordinary General Assembly shall be convened once a year, and no later than by 30 April for the previous financial year. Assemblies shall always be convened in writing, and shall be accompanied by the details concerning the place, time and agenda. Invitations shall be issued as promptly as possible, but in any case no later than three weeks prior to the assembly of the members. The Executive Committee may also convene an extraordinary

General Assembly at any time. It must convene an assembly if at least 15 percent of members demand that it do so, having stated the purpose of and reasons for the assembly. To this end, the members shall be sent invitations within three months of the submission of the relevant motion together with the agenda, with the minimum and maximum notice periods for convening the assembly being two and three weeks respectively.

Duly convened General Assemblies are quorate provided at least 15 regular members are personally in attendance. If an assembly is not quorate, a new General Assembly must be convened for a subsequent date at least two weeks but not more than three weeks in the future. This new assembly will be quorate irrespective of how many members are in attendance.

Separate rules concerning motions for the General Assembly are set out in the rules of procedure for General Assemblies. Resolutions and elections are adopted and passed with a simple majority of the votes cast for and against. The voting right may only be exercised personally or by way of a proxy. However, the authorized representative member may not be assigned more than three proxies. In the event of a voting tie, the resolution is deemed rejected or the candidate shall be deemed not to have been elected.

Resolutions for the amendment of the By-laws require a three-quarters (3/4) majority of the votes cast for and against. This three-quarters (3/4) majority of the votes cast for and against, likewise applies to any adoption of a resolution concerning the merger of the Association with another interpreters/translators association. The dissolution of the Association requires a three-quarters (3/4) majority of the votes of the regular members of the Association. Motions concerning amendments to the By-laws, merger or dissolution of the Association must be set out in full in the agenda, which is issued in advance of the assembly.

#### **Art. 9 Minutes**

Minutes shall be kept of the matters discussed during General Assemblies. These shall be signed by the chair of the assembly and the minutes secretary, or their deputies. These minutes shall be sent to all members for their approval; an exclusion period of three weeks applies. Silence is deemed to constitute approval. Objections must be documented in writing and submitted to the administrative office by regular mail or fax.

#### **Art. 10 Tasks performed by the General Assembly**

The General Assembly elects the Executive Committee and adopts resolutions concerning all fundamental matters, especially the annual report and the treasurer's report for the previous financial year, the budget for the current financial year, the discharge of the Executive Committee, membership contributions and admission fees as well as amendments to the By-laws and the dissolution of the Association. It elects a cash auditor and a deputy cash auditor, each for a term of two years. The cash auditors have the right to audit the Association's financial accounts and bookkeeping at any time. They are obliged to report to the General Assembly on their audit of the entire bookkeeping and the Association's financial affairs. In addition, the General Assembly elects the members of the Admissions Committee for a three-year term of office. Members of the Executive Committee are not permitted to sit on the Admissions Committee. Certain resolutions and elections of members can also be voted upon outside of convened General Assemblies with the aid of legally secure, certified online tools such as an electronic voting module, which functions either within or independently of the *ADÜ Nord* website. Further details are provided in Art. 10a.

#### **Art. 10a**

The preparation and performance of online voting is subject to the provisions contained in Art. 8 concerning the convening of General Assemblies, the quorum and the other requirements for effectively adopting resolutions and for taking voting, insofar as the characteristics and technical features of online voting procedures are not contrary to the fulfilment of the rules for the adoption of resolutions by convened General Assemblies.

In the case of online voting procedures, the invitation to the General Assembly is substituted for an invitation communicated electronically in good time by the Executive Committee to those members, who are using the relevant online voting facility. If an online vote is taken in response to a motion from 20% of the members, it is incumbent on the members making the request to submit to the Executive Committee a motion or nomination, which is suitable and formally eligible to be put to a vote. If the members' motion does not fulfil the requisite formal criteria, the Executive Committee will send the members submitting the motion an electronic communication informing them of this fact, together with the reasons. Members have the opportunity to subsequently amend the motion at any time, whereby the applicable time limits must be observed. The Executive Committee is required to make the relevant, formally correct

motion or nomination available for voting, by placing it onto the voting module within a maximum period of four weeks of having received it. Members shall be granted a period of 30 days in which to submit their votes using the online voting facility. Through the aforementioned invitation to participate, members must be promptly notified of the opportunity to take part in the vote.

Resolutions may not be adopted by way of the online voting facility in connection with the following matters:

- Election of members of the Executive Committee,
- Annual report and the treasurer's report,
- Budget,
- Discharge of the Executive Committee,
- Dissolution of *ADÜ Nord*,
- Merger of *ADÜ Nord*,

#### **Art. 11 Executive Committee**

The Executive Committee comprises five members of the Association, these being the Chairperson, the Deputy Chairperson, the Treasurer, the Secretary and the Spokesperson. The Executive Committee is elected by the General Assembly for a term of two years. However, it shall remain in office until such time as a new Executive Committee is elected. In order to ensure continuity at executive management level, the Deputy Chairperson and the Treasurer will be elected in the even-numbered years, with the Chairperson, the Secretary and the Spokesperson elected in the odd-numbered years. Members of the Executive Committee are eligible for re-election.

The Executive Committee is responsible for all association matters not assigned to the General Assembly by way of the By-laws. The members of the Executive Committee allocate the relevant tasks among themselves. The Chairperson and the Deputy Chairperson are each individually entitled to represent the Association both in-court and out-of-court within the definition of Section 26 German Civil Code (*Bürgerliches Gesetzbuch, BGB*). In the event of the unavoidable absence of both Chairpersons, the remaining members of the Executive Committee will ascertain the fact of the absence, and they shall appoint one member of the Executive Committee to the position of Chairperson with powers of representation in accordance with Section 26 BGB. All members of the Executive Committee function in a voluntary capacity. Proven travel costs, expenses within the limits recognised by the fiscal authorities, and other outgoings made in the interests of the Association shall be reimbursed following a resolution adopted by the Executive Committee.

#### **Art. 12 Data protection**

The Association collects, processes and uses its members' personal data with the aid of data processing equipment (IT systems), in order to fulfil the purposes and tasks permitted under its By-laws, such as for the administration of members for example. This particularly concerns the following personal data belonging to members: Name and address, bank account details (in the event of using a direct debit payment collection), telephone numbers, email addresses, date of birth, language combinations and specialist areas.

In connection with the promotion and representation of the interests of its members, together with other events organised in accordance with the By-laws, the Association publishes the personal data and photos of its members in its directory of interpreters and translators (Green List) as well as in its newsletter and on its website. A member may, at any time, notify the Executive Committee of their objection to the publication of individual photos of their person or the publication of personal data in the Green List, the newsletter or on the website. No publication will take place following the receipt of the objection, and the Association will remove any relevant existing photos from its website.

Within the scope of the statutory provisions of the German Federal Data Protection Act, each member is entitled to be informed of the details regarding their personal data which has been stored, the receivers of this data and the purpose of the storage, and they have the right to have their data corrected, deleted or blocked.

The Association is permitted to process or use data over and above the fulfilment of its tasks as defined in the By-laws (for advertising purposes, for example), only insofar as it is obliged to do so for legal reasons, or if it has the consent of the member. The sale of data is prohibited.

#### **Art. 13 Financial year**

The financial year corresponds to the calendar year.

#### **Art. 14 Dissolution of the Association**

In the event of the dissolution of the Association in accordance with Art. 8 of the By-laws, the General Assembly shall decide on the use of any existing Association assets. The provisions contained in Section 4 (2) no's 1 to 4 of the Non-Profit Organisation Regulations (*Gemeinnützigkeitsverordnung*) of 24 December 1953 are an explicit component of these By-laws.

*These By-laws were adopted by the General Assembly on 22 March 1997, and has been in effect since it was certified by the Amtsgericht [local court] Hamburg on 2 July 1997. These By-laws include the Constitutional amendments approved during the continuation of the General Assembly on 10 April 1997, as well as the amendments of 29 March 2003, 5 April 2014 and 23 April 2016 respectively.*