

Bylaws

German Flat Panel Display Forum (DFF e.V.)

§1 Name, Location, Business year

The association carries the name „German Flat Panel Display Forum e.V.“. It is registered in Mannheim, Baden-Württemberg by the registration number, VR 502231. The association is located in Pforzheim. The business year of the association is the calendar year.

§2 Purpose

The purpose of the association „German Flat Panel Display Forum“ (DFF e.V.) is to represent the interests of the display industry, manufacturers, users and research institutes as well as to promote the flat panel display industry and related technologies as such. The main focus of the activity of the DFF is on German and European activities.

§3 Membership

1. As long as they act in business fields as per §2, the members of the association may be natural as well as legal entities.
2. The membership application needs to be made in writing and the board of directors will decide on each case. The acceptance of the applicant or its refusal will be responded to the applicant in writing. In case of a refusal of the application, the applicant may present his objections within a month time to the DFF e.V. board. The next General Assembly of the members will then finally decide about the validity of the objections.
3. The membership in the association ends:
 - a) by death in case of a natural person,
 - b) by liquidation of a legal entity,
 - c) by voluntary cancellation
 - d) by an opening of insolvency,
 - e) by a change of the member activity as per §2
 - f) by exclusion due to other important reasons, like:
 - a member injuring seriously the goals and interests of the association
 - the member contribution being overdue for more than 4 months (despite being reminded 2-times in writing and each time the 4-week settlement term, failed)

The voluntary exit of a member is done by a written cancellation sent to the board of directors. The cancellation must happen within a term of notice of six months towards the end of each calendar year.

In all remaining cases (3a-e) the membership ends on the date of the event, leading to the termination. The board of directors needs to be informed about the causes involved in writing.

In case of an exclusion of a member by the board of directors, the member can place an objection within a month, towards the board of directors. The next General Assembly member meeting will then decide upon the objection. In case of an objection against an exclusion of a member, the rights and duties of this member will be considered to be “not valid” up to the final decision by the General Assembly of the member meeting.

On the day of the final exclusion from the DFF association, the member loses his claims for assistance and support through the association. Paid contributions and allocations are not refunded, however, reasonable or due contributions and allocations are to be paid.

4. The future-minded and technology oriented cooperation within the association could lead to a situation, where sensitive or even secrecy needing information and data are revealed. That's why the DFF advises all its members as well as every participant at DFF meetings to check and carefully select in their own interests all provided information – as DFF meetings cannot be covered by mutual NDAs. This fact will be mentioned in all invitations to meetings and as well as on participant lists.

5. Competition law – guidelines

Every member and every participant to DFF meetings (this includes W1 and W3 participants as well as guests) will be responsible to obey their company specific compliance rules. This will be mentioned in all invitations to meetings and as well as on their participant lists. The DFF may release its own compliance rules, however, these will always be considered less binding than the relevant company specific compliance rules.

§4 Membership Rules

1. To cover of the costs of the association the members have to pay contributions. These contributions are used to support of the association purposes, only.
2. The request for and value of the contributions is documented in a separate contribution form. In the association's foundation year (2014) no contributions were raised.

§5 Bodies

The bodies of the association are

- a) the General Assembly of the members
- b) the Board of Directors

c) the Management

§6 General Assembly

1. The General Assembly of the members consults and decides about all questions of the association, as long as they are not assigned to other bodies. The General Assembly of the members decides in particular about:

- the selection and discharge of the board of directors,
- objections against decisions of the board of directors with regard to the admission and the exclusion of members,
- the contribution rules,
- changes of the association purpose according to §9 paragraph 1,
- the resolution of the association according to §9 paragraph 2 as well as
- changes in §6 of the bylaws

2. The General Assembly of the members takes place:

- a) once per year,
- b) by order of the board of directors,
- c) within four weeks, if at least 1/3 of the member's request for such a meeting, provided the reasons are given to the board of directors in writing.

3. The invitation for the General Assembly of the members must occur in written form according to §126 B Civil Code. The members who have deposited an email address to the board of directors, will get the invitation by means of electronic mail. The invitation is to be sent out at least 3 weeks before the meeting day. To proof an appropriate invitation, i.e. the in-time sending of the invitation to the addresses, which were announced lastly to the association, is sufficient. An agenda needs to be added to the invitation. Requests for the changes in the bylaws, which are the responsibility of the General Assembly of the members according to §6 figure 1, must be part of the sent out agenda.

4. The General Assembly of the members is called up and conducted by the chairman of the board of directors. In case this is not possible, then this will be done by the acting chairperson. Should this be prevented as well, then another member of the board of directors will step in and conduct the meeting.

5. In the General Assembly of the members every member has one vote. A member can be represented by another member by written authorization . In such cases the right of representation is limited to 2 member votes for the meeting, only.

6. The General Assembly of the members shall make its resolutions by the majority of the votes cast. In case of elections, the person with the highest scores will be chosen. In case of equality of votes, a final election between those candidates, who have received the same vote number, will be conducted. The General Assembly of the members, with a valid invitation scheme, has a quorum without taking into consideration the number of the members being at the meeting.

If the majority of the General Assembly members request a special voting procedure, then the conductor of the meeting will decide about the voting system for this particular meeting.

7. The board of directors – if it deems to be suitable to him – may decide to conduct a resolution in writing. Also then, paragraph 4 is valid accordingly.

8. Elections and resolutions made by the General Assembly of the members shall be summarized in a report and signed by the person conducting the General Assembly of the members.

§7 Board

1. The board of directors conducts the business of the association and decides about all upcoming issues of the association, including changes of bylaws, as far as they do not require the General Assembly of the members nor are required by legal regulations. The board decides on the admission as well as the exclusion of members.

2. The board of directors makes decisions by a majority vote of its members; 2/3 majority is necessary for bylaw changes.

3. The board of directors of the association consists of one chairperson, one acting chairperson as well as up to eight (8) other members. Under the conditions called up in paragraph 8, an honorary chairperson can be chosen, in addition.

4. The board of directors of the association - for the purposes of §26 Civil Code – consists of the chairperson of the board of directors, the acting chairperson and the treasurer. The chairperson of the board of directors is representing the association judicially and extrajudicial alone. The acting chairperson of the board of directors and the treasurers may represent the association together.

5. The membership within the board of directors is done on an honorary base.

6. The members of the board of directors are chosen by the General Assembly of the members for a period of two years. They will remain in place until a new election will be conducted.

7. The board of directors elects amongst themselves the chairperson as well as the acting chairperson for a period of 2 years. They will remain in place until a new election will be conducted.

8. After the end of an assignment as chairperson, he can be elected by the board of directors by simple majority of the votes and for a period of five years to be the honorary chairperson. This election is only possible, if no other person already holds this position.

The honorary chairperson owns equal rights and duties like the remaining members of the board of directors.

§8 Management

For the execution of the all operational matters due for the association, a management team is hired by the board of directors. This team has to work together with the board of directors in the closest agreement possible and needs to obey the boards instructions.

§9 Change of bylaws, Dissolution, Liquidator

1. Changes in the association's purpose can be decided by the General Assembly of the members by a 2/3 majorities of the valid votes.
2. The dissolution of the association can be decided by the General Assembly of the members by a 2/3 majorities of the valid votes. Nevertheless, the resolution is excluded by voting in writing in this case.
3. The beneficiary owners are determined by resolution during the last meeting of the members.
4. Provided that in case of a dissolution the General Assembly of the members doesn't decide anything else, the chairperson and the acting chairperson, together, are entitled to be the liquidators. This is also valid in case the association gets dissolved for another reasons, or loses its legal capabilities.

§10 Coming into effect

The above bylaws were established in the foundation meeting on September 25, 2014 in Pforzheim, Baden-Württemberg, Germany.

The last change occurred with a resolution at the General Assembly of the members from June 21st, 2017.

Pforzheim, 21/06/2017



Karlheinz Blankenbach
Chairman

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Note:

This is a translation of the German Original of the DFF e.V. bylaws.
In case of conflict the German Version of the bylaws prevails.