

# Statutes

decided in the general meeting on 26.11.1997 in Dusseldorf, amended and supplemented by resolutions of the general meeting on 15.04.1999, 31.01.2002, 27.03.2003, 05.12.2007, 07.05.2009, 25.11.2009, 18.05.2010 and 22.11.2012.

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## § 1 Name, registered office and financial year

(1) The Association shall bear the name "Verband der Anbieter von Telekommunikations- und Mehrwertdiensten e. V." (Association of Providers of Telecommunications and Value-Added Services) (VATM).

(2) The registered office of the Association shall be in Berlin.

(3) The fiscal year shall be the calendar year.

## § 2 Purpose and Aims of the Association

(1) The Association is a voluntary association of service companies from all areas of telecommunications and multimedia that offer network, voice, data and/or value-added services as well as multimedia services for third parties. The purpose of the association is to become active on the national and international level for its members. The association represents the direct interests of its members. In doing so, finding a consensus is always the priority.

(2) The objectives of the Association are:

- a) the creation and safeguarding of fair competitive conditions in telecommunications,
- (b) to promote the economic activities of the members in the fields referred to in paragraph 1,
- (c) to foster the cooperation of its members with other national and international branches of the information and communication industry,
- (d) to promote the liberalisation/deregulation process in the telecommunications market.

## § 3 Tasks of the Association

In order to achieve the objectives described in § 2, the Association shall in particular have the following tasks:

- a) to work out and coordinate the common interests of the "ordinary" members in the areas mentioned,
- (b) to promote the economic activities of the members in the market,

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(c) promoting the exchange of experience and information with regard to development in the above fields,

(d) acting jointly with the public, national and international authorities and legislative bodies, in particular the national regulatory authority, the German and EU competition authorities, EU institutions, associations and other bodies.

## § 4 Membership

(1) Membership is voluntary.

(2) Any provider of telecommunications services and telecommunication-supported services active in Germany may become an ordinary member, as may companies from all areas of telecommunications or multimedia that are directly or indirectly dependent on access to or provision of advance services by network operators. Other legal entities or communities of joint owners which are not telecommunications companies and whose main activities are in the field of telecommunications or related fields of interest may in exceptional cases become ordinary members for a limited period of time. The presidium decides on the existence of an exceptional case and on the duration of the time limit.

(3) An enterprise which is not an enterprise within the meaning of Paragraph 2, Sentence 1, but which controls such an enterprise within the meaning of Section 17 AktG or forms a group with such an enterprise, may become an ordinary member if its primary purpose is to promote the business success of such enterprises.

(4) Natural and legal persons as well as communities of joint owners, which do not fall under the regulation in para. 2 or para. 3 of the Articles of Association but are active in areas of interest related to telecommunications, may become associate members upon application, provided that this promotes the interests of the Association.

(5) Natural persons who are scientifically active in the field of telecommunications or in related fields of interest and companies may be admitted to the Association within the framework of a sponsoring membership. The presidium shall decide on the amount of the membership fee on a case-by-case basis.

(6) Due to Deutsche Telekom AG's special competitive situation, membership of the Association or its affiliated companies is not possible.

(7) The General Meeting may appoint natural persons as honorary members. They shall not pay any membership fee and shall not be entitled to vote. Rights and obligations arising from ordinary membership shall not be affected thereby.

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## § 5 Applications for membership

Applications for membership must be submitted in writing to the Association's office. The presidium decides on the admission on the recommendation of the management. The presidium shall report on the newly admitted members at the following General Assembly. The General Assembly can overrule the vote of the presidium with a 2/3 majority of the votes cast.

## § 6 Rights and duties of the members

(1) All ordinary members have equal rights. Only ordinary members shall have the right to vote and to stand as a candidate and may submit proposals for the election of members of the presidium and substitute members. Each member has one vote. The right to vote and the right to vote are not applicable if the member has not fulfilled his contribution obligations.

(2) The members are entitled to the following rights:

a) to participate in the general meetings and to submit motions there.

b) to demand information, advice and assistance from the Association within the scope of its possibilities in such matters which are within its competence.

(3) The members have the following duties:

a) to support the Association in achieving its goals,

(b) to support as far as possible the decisions taken and to promote their implementation,

(c) to pay the fixed contributions as they fall due. If the member is in arrears with the payment of the dues, the Association shall be entitled, in accordance with the statutory regulations, to claim interest on arrears and, if applicable, damages.

## § 7 Termination of membership

(1) Each member may terminate its membership with a notice period of 3 months to the end of the quarter by registered letter to the office of the association.

(2) Membership shall expire without further ado if the requirements for membership no longer apply, if insolvency proceedings are instituted against the member's assets or if the

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Association is dissolved. In the event of the opening of insolvency proceedings, membership may be maintained for the duration of the insolvency proceedings with the consent of the management.

(3) The exclusion of a member with immediate effect may be decided by the presidium with a 3/4 majority in the case of good cause. Important reasons are considered to be in particular:

- a) gross or repeated violations of the statutes,
- b) serious violation of the common interests of the members or of the interests of the association,
- c) non-payment of contributions despite two reminders.

(4) The member concerned may appeal against the exclusion within four weeks in writing or by writing to the office of the Association. The decision on the appeal shall be made by the next ordinary general meeting with a 2/3 majority of the votes cast.

(5) Termination of membership does not release the member from the fulfilment of obligations towards the Association which have already arisen. Upon termination, all rights to the Association's assets shall lapse.

## § 8 Bodies of the Association

Bodies of the association are:

- (a) the general meeting,
- (b) the presidium,
- (c) the management.

## § 9 General meeting

- (1) The ordinary general meeting shall meet at least once a year.
- (2) An extraordinary general meeting shall be convened if at least 1/4 of the ordinary members or two members of the presidium demand it.
- (3) The general meeting shall be convened by the managing director by written invitation of the members stating the agenda. For the ordinary general meeting the invitation must be

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sent at least four weeks before the day of the meeting. For the extraordinary general meeting, the invitation must be sent at least eight days before the day of the meeting.

(4) Any ordinary member may submit additions to the agenda and motions to the office in writing no later than one week before the date of the meeting. The office shall immediately forward the amendments to all members. Written and oral motions which have not been announced with the agenda or submitted by a member in due time may only be discussed and voted on if it is requested by more than half of the members present or represented. The agenda can be extended, if 2/3 of the present and/or represented members decide this.

(5) The presidency of the general meeting of the members is incumbent upon the president or another presidium member and can be transferred to the managing director.

(6) The general meeting is entitled to the following powers in particular:

a) Election of the presidium

b) Dismissal of members of the presidium

c) Acceptance of the report of the presidium

d) Discharge of the presidium

e) Decision about the amount of the membership fees by adoption of the fee regulations as well as about special allocations.

f) Adoption of the annual budget and annual accounts of the Association

(g) Decision on the Rules of Procedure of the presidium

h) Resolution on amendments to the statutes of the Association

(7) Insofar as no other majority requirement is provided for in these statutes, resolutions of the General Meeting shall be passed by a simple majority of the votes cast. Abstentions from voting shall be considered as votes not cast for all majority decisions. In the event of a tie, a motion shall be deemed rejected.

(8) Resolutions on amendments to the statutes and rules of procedure are passed by the general meeting with 2/3 of the votes cast. The general meeting has a quorum if at least 2/3 of the votes of all ordinary members are represented or if the same matter could not be decided in the preceding general meeting due to the absence of this quorum, as far as this was pointed out in the convocation.

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(9) Ordinary members may be represented by a legal representative, an authorised signatory, an employee authorised in writing or another member authorised in writing. A member may not represent more than three other members at the same time. In addition, ordinary members may participate in resolutions and elections by casting their votes in writing.

(10) The elections of ordinary members of the presidium and of substitute members of the presidium shall be by secret ballot. In the other matters the chairman of the meeting determines the kind of the vote, if the majority does not require another voting procedure.

(11) Minutes of the general meeting shall be taken and signed by the chairman of the meeting and the secretary elected by the general meeting.

## § 10 Presidium

(1) The presidium is the executive committee in the sense of § 26 BGB (German Civil Code). It consists of a president, a vice-president and at least six and at most eight other members. A substitute member shall also be elected for each member of the presidium.

(2) The presidium must represent the business models existing in the Association in a balanced manner. In particular, the following business models shall be taken into account:

- access providers with a local loop by radio and fixed network,
- access providers without a local loop and resellers,
- international carriers,
- mobile network operators,
- mobile service providers,
- value-added and information service providers and
- other service providers.

(3) The term of office of the members of the presidium shall be two years. Multiple re-elections of members of the presidium are possible.

(4) A prerequisite for the eligibility of the members of the presidium is the exercise of an executive or active activity within the supervisory bodies of one of the ordinary members. The conditions for eligibility are also fulfilled if the function designation of the presidium member

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shows to the outside that a function of equal rank to that of management, in particular with regard to the authority to issue directives in the member's company, is exercised.

(5) The presidium shall submit to the members a proposal for the composition of the future presidium and the substitute members to be elected no later than 14 days before the General Meeting, taking into account the provisions on balance in paragraph 2. The ordinary members may make deviating election proposals for the individual candidates proposed by the presidium up to the General Meeting.

(6) After the election by the General Assembly, the presidium elects the President and Vice-President from among its members for its term of office.

(7) The appointment to the presidency ends with the expiration of the term of office, the dismissal by the general meeting, the resignation of the mandate by written notification to the office or by omission of the eligibility requirement mentioned under paragraph 5. If the appointment of an executive committee member ends, a new executive committee member must be elected in the next ordinary general meeting for the remaining term of office of the executive committee. If there is a period of less than 8 weeks between the end of the term and the date of the next general meeting, the new election must take place in the following general meeting. For the transitional period until the new election by the General Assembly, the elected substitute member shall become a member of the presidium.

(8) If a member resigns from the Association, all persons belonging to this member shall resign from the presidium and other Association bodies. The same shall apply if a person of the presidium or another Association body no longer belongs to a member.

(9) The Association shall be jointly represented in all judicial and extrajudicial matters by two members of the presidium, one of whom shall be the President or the Vice-President.

(10) An active litigation of the association requires a resolution of the general meeting with a 2/3 majority of the votes. Exceptions are only the judicial collection of outstanding membership fees and labour disputes, which the management can carry out with the consent of the presidium within the framework of general business operations.

(11) The presidium is responsible for the consultation and coordination of the Association's topics. The President - if he is prevented from doing so, the Vice-President - is responsible for representing and communicating the interests of the members to the outside world. A balance of representation is to be ensured. If no consensus can be reached in the presidium, the dissenting vote of at least one member of the presidium for a vital interest of an ordinary member shall be communicated as an exceptional case, together with comments on the consequences of disregarding the member's interests. The presidium regularly informs the

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members about its work. This applies in particular to the Association's public relations work and the current and future focal points of its work.

(12) The members of the presidium shall carry out their work on a voluntary basis without charging expenses to the Association and in person. Substitution is excluded.

(13) The presidium may adopt rules of procedure for itself, which shall be approved by the General Assembly.

## § 11 Management

(1) The Association shall maintain an office for the management of day-to-day business.

(2) The presidium appoints a full-time management which is responsible for the management of the business and which is subordinate to the presidium. An early dismissal of the management requires the unanimous consent of the presidium. The management is appointed for a period of two years. Multiple appointments are permissible.

(3) The managing director is responsible to the executive committee and the general meeting. He shall implement the resolutions of the presidium and the General Assembly and submit suitable measures to the presidium to achieve the Association's objectives. The managing director should participate in all meetings and negotiations of the association. He has the right to participate in meetings of the individual Association bodies.

(4) In important administrative matters, which are to be submitted to the general meeting for decision, but the completion of which cannot be waited for until the convening of such a meeting, the managing director is entitled to act provisionally without explicit authorization. He is obliged to inform the presidium immediately in writing and to report to the following General Assembly.

(5) Further details on the management can be regulated in rules of procedure, which are to be decided by the presidium.

## § 12 Association Work/Working Groups

With the aim of forming a homogeneous opinion within the association, permanent working groups and, if necessary, ad-hoc working groups on current important topics are set up. In principle, all ordinary members are entitled to participate in the meetings of the working groups. In the event of differences of opinion, § 10 para. 11 (dissenting vote) shall apply



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mutatis mutandis to communication with the presidium. The Presidium may decide on more detailed regulations concerning work in the working groups and working groups.

## § 13 Contributions

(1) The amount of the membership fees shall be regulated in a fee schedule to be adopted by the General Assembly. The membership fee regulations and their amendments shall be adopted by the General Assembly on the unanimous proposal of the Presidium with 2/3 of the votes cast. The General Assembly has a quorum if at least 2/3 of the votes of all ordinary members are represented or if a decision on the same change in membership fees could not be made in the previous General Assembly due to a lack of quorum, as far as this was pointed out in the convocation. Contributions can be changed with effect at the earliest for the financial year following the meeting making the decision.

(2) The allocation of special expenses requires a separate agreement in individual cases.

## § 14 Accounting

(1) The management shall keep precise records of the income and expenditure of the Association.

(2) The accounting consists of a balance sheet and a revenue and expenditure report.

(3) The expenses as well as the accounting of the Association shall be audited by two cash auditors to be proposed by the Presidium and confirmed by the General Assembly, who shall report to the General Assembly.

(4) The annual accounts for each financial year shall be submitted to the ordinary General Meeting for approval.

## § 15 Merger and Dissolution

(1) The general meeting shall decide on the merger of the Association with other associations and its dissolution with a 3/4 majority of the votes cast. The general meeting has a quorum if at least 3/4 of the votes of all ordinary members are represented or if the merger or dissolution request could not be decided in the preceding general meeting due to the lack of a quorum, provided that this point was referred to in the invitation to the general meeting.

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(2) The general meeting decides on the use of the association's assets. The association's assets may only be used for tax-privileged purposes within the meaning of § 4 Para. 2 No. 4 of the Non-Profit Status Ordinance. Otherwise the associated members have no claim to participation in the assets of the association.

(3) The President and the Vice-President are liquidators of the Association to be dissolved, unless the General Meeting appoints other liquidators.

## § 16 Miscellaneous

(1) The effectiveness of these statutes shall be governed by German law.

(2) The place of jurisdiction for disputes concerning or arising from these statutes is Berlin.