



## **Statutes of the association “PayComm e. V.”**

(In case of differences between the German and English versions or  
in other cases of doubt, the German version applies.)  
resolved on February 19, 2003, changed on March 11, 2009,  
revised on November 26, 2020

### **§ 1 Name and domicile**

- (1) The association bears the name PayComm e. V.
- (2) The association is registered with the number VR 1991 in the register of associations of the district court Offenbach am Main.
- (3) The association is domiciled in 63128 Dietzenbach.
- (4) The business year is the calendar year.

### **§ 2 Purpose of the association**

- (1) The purpose of the association is to promote education about means of payment in Germany and Europe
  - a) establishment of an informal network for forming opinions and exchanging information;
  - b) organization of training courses, lectures, conferences and similar events;
  - c) provision of data, information and training documents;
  - d) operation of a knowledge database;for anyone who is interested in means of payment, their products, components, procedures and processes.
- (2) The association is selflessly active; it does not primarily pursue its own economic purposes.
- (3) Funds of the association may only be used for purposes in harmony with these statutes. The members receive no payments from association funds.
- (4) No person may benefit from expenditure foreign to the purpose of the corporation or from disproportionately high remuneration.
- (5) The association offices are honorary positions; a full-time managing director or head office manager and auxiliary staff for office, bookkeeping, organization etc. can be appointed by the Board if the workload incurred exceeds the reasonable scope of honorary activity; § 2 section (3) must be observed.
- (6) A religious or party-political activity of the association is excluded.
- (7) The association pursues its purpose on the basis of voluntary membership and the free and equitable collaboration of its members.

### **§ 3 Membership**

- (1) Any natural or legal person, but also any jointly owned company and any non-registered association, that is committed to the goals of the association set out in the statutes and actively or passively promotes them can become a member.
- (2) The Board decides on the admission after application in text form. In the case of minors, the application for membership must be submitted by the legal representative. There is no entitlement to admission.
- (3) The members have to pay an admission fee upon admission to the association and membership contribution for membership. The amount and due date of the admission fee and the membership contribution is determined by the General Meeting in the form of a contribution and fee regulation.

- (4) The association members have the same access to the facilities and offers of the association, partly for a fee, which is announced by the Board before they are used or set out in the contribution and fee regulation.
- (5) Membership ends
  - a) with the death of the member; in the case of a legal person, jointly owned company and non-registered association through their expiry or dissolution;
  - b) by termination, which can only be declared in writing three months before the end of the respective calendar year, but no later than September 30th of each year;
  - c) by exclusion, if the behavior of the member represents a culpable and gross violation of the interests of the association or damage to the reputation of the association through a majority decision of the Board; the excluded member is entitled to appeal against the exclusion at the next General Meeting, which will make the final decision; until then the membership is suspended;
  - d) by deletion due to non-payment of membership fees over a period of two months after an unsuccessful reminder under threat of deletion by majority decision of the Board;
  - e) by transferring the assets of a member by way of universal succession to a third party at the end of the calendar year in which the universal succession took place.
- (6) When leaving the association, a member has no claim to the association's assets.
- (7) Eligible to vote at General Meetings are members of legal age and one in writing authorized representative of a legal person, a jointly owned company and a non-registered association that are members.
- (8) Every person entitled to vote has one vote at General Meetings. Another person entitled to vote, or a member of the Board can be authorized in writing to exercise voting rights. The authorization is to be given separately for each General Meeting and is valid until the end of the meeting. An authorized representative may not represent more than four foreign votes.

#### **§ 4 Organs of the association**

- (1) The organs of the association are:
  - a) the General Meeting;
  - b) the Board.
- (2) The Board consists of:
  - a) Chairman or Chairwoman;
  - b) Vice Chairman or Vice Chairwoman;
  - c) Treasurer;
  - d) Secretary.
- (3) The Board is elected by the General Meeting for two calendar years. However, the Board remains in position until the new Board is elected. Re-election is permitted.

## **§ 5 General Meeting**

- (1) The General Meeting consists of the participating voters according to § 3 section (7) as well as the participating Board members. In addition, the Board can invite guests to the General Meeting.
- (2) An ordinary General Meeting is to be held once a year. In addition, an extraordinary General Meeting must be called if the interests of the association so require or if at least one third of the members entitled to vote request it in writing, stating the purpose and reasons.
- (3) The General Meeting is responsible in particular:
  - a) receipt of the annual report on the past business year;
  - b) approval of the financial report for the past business year;
  - c) approval of the budget for the next business year;
  - d) determination of the due date and amount of membership contribution, admission fee, other fees by adopting the contribution and fee regulation, as well as other possible allocations;
  - e) discharge of the Board;
  - f) appointment and dismissal of Board members;
  - g) approval of the order of business of the Board;
  - h) changes to the statutes;
  - i) dissolution of the association.
- (4) The General Meeting can occur
  - a) as a real face-to-face event;
  - b) as a virtual event using an online process for dialing into a chat room, ensuring that only authorized persons have access;
  - c) as a combination of § 5 section (4) sub-item a) and b).
- (5) The Board convenes the General Meeting by special invitation in text form, stating the agenda. The invitation must be posted or sent by email at least four weeks before the meeting. The invitation is deemed to have been delivered when it has been sent to the last address given to the association in text form, regardless of whether by post or email.
- (6) In the case of a virtual General Meeting according to § 5 section (4) sub-item b) or a combination according to § 5 section (4) sub-item c), the personalized access to the chat room must be requested in writing at least one week before the General Meeting. Details are regulated and explained in the invitation. The access data will be sent by email after the application has been checked. These access data may not be passed on by the recipient or made accessible to third parties.
- (7) Meeting leader is, with the exception of the agenda item Board elections, the Chairman or Chairwoman and, if he / she is prevented, a Board member proposed by the Board. If this is not present or for the item Board elections on the agenda, a meeting leader will be elected by the General Meeting. If the Secretary is not present, a minute taker will be elected by the General Meeting.

- (8) Motions for the agenda, including personnel suggestions, must be submitted to the Board in text form at least two weeks before the meeting, with a brief explanation of the reasons. The meeting leader announces the additions to the agenda at the beginning of the General Meeting.
- (9) Every duly convened General Meeting has a quorum regardless of the number of participating voters.
- (10) The resolutions of the General Meeting are passed with a simple majority of the valid votes cast, unless they concern changes to the statutes and the dissolution of the association, for which a  $\frac{3}{4}$  majority of the valid votes cast is necessary. Abstentions are regarded as invalid votes. Votes are cast by raising hands, orally after calling by name, using an online voting procedure, a combination of the procedures mentioned or a similar procedure that allows the result of a vote to be clearly and unambiguously determined. The right to vote results from § 3 section (7) and (8). The result of a vote will be announced orally by the meeting leader immediately after the count, and any objections to the result must be made immediately.
- (11) Minutes are to be drawn up for each General Meeting, which is to be signed by the meeting leader and the minute taker. The minutes are to be kept by the Secretary. A copy of the minutes will be sent to all members by post or email. Any objections must be made in writing to the Board within four weeks of being sent.

## **§ 6 Board**

- (1) As members of the Board can only be appointed:
  - a) members of the association;
  - b) relatives of a legal person, a jointly owned company and a non-registered association that are members.
- (2) The election of the Board positions to be filled according to § 4, section (2) takes place in separate ballots. The person who has received more than half of the valid votes cast is elected. If no one has received more than half of the votes cast, a run-off election will take place between the candidate who received the most and second-most votes. The person who received the most valid votes in the run-off election is then elected. If the number of votes is equal, the lot decides.
- (3) With the termination of membership within the meaning of paragraph (1), the status as a member of the Board ends.
- (4) If a member of the Board leaves prematurely, the Board can appoint a successor for the remaining time in charge.
- (5) The association is represented in and out of court by the Chairman or Chairwoman, the Vice Chairman or Vice Chairwoman and the Treasurer. These form the Board within the meaning of § 26 of the German Civil Code (BGB). Two Board members together form the legal representative.

- (6) If necessary, the Board is called to Board meetings by the Chairman or the Chairwoman, and in the event of being unable to do so by the Vice Chairman or the Vice Chairwoman. As a rule, the invitation must be sent eight days in advance in writing, stating the agenda. The Board has a quorum if all Board members are invited and at least three Board members attend the Board meeting. The Board decides with a simple majority of votes; in the event of a tie, the Chairman or the Chairwoman has the casting vote. The Board can also resolve in text form, for example by email, if all Board members agree to the subject of the resolution.
- (7) A Board meeting can occur
  - a) as a real face-to-face event;
  - b) as a virtual event using an online process for dialing into a chat room, ensuring that only authorized persons have access;
  - c) as a combination of § 6 section (7) sub-item a) and b)
- (8) As a rule, the Chairman or Chairwoman presides over the meeting, if he / she is unable to attend, the Vice Chairman or Vice Chairwoman. The Board conducts the business of the association. The rest is regulated by the order of business of the Board, which is resolved by the General Meeting in accordance with § 5 section (3) sub-item g).

## § 7 Data protection

- (1) **When a member joins**, the association records their data or the responsible contact person. This data includes the full name of the member and contact person, full address, telephone numbers, email address, etc. as requested on the registration form. When participating in the SEPA direct debit procedure, the member's bank details are also collected. These data are collected and electronically stored by the association for the purpose of managing membership based on statutory provisions. On the basis of the direct debit agreement that has been made, the bank details are transmitted to the respective bank for direct debit. These partly personal data are protected from third party knowledge by suitable measures.
- (2) **Other information and information from non-members** are generally only processed internally by the association if they are useful for promoting the association's purpose and if there are no indications that the person concerned has an interest worthy of protection that prevents processing.
- (3) **Passing on member data to association members**  
Membership directories and member data are only made available to members of the Board, the management and the head office.

(4) **Press work and public relations**

The association may inform the daily press and other print or online media about association activities and special events. Such information is also published on the association's website and, if necessary, in social media. The individual member or an individual member representative can object to such a publication to the Board at any time. In the event of an objection, no further publications will be made with regard to the contradicting member or the contradicting member representative. Personal data of the contradicting member or the contradicting member representative will be removed from the association's website.

- (5) **Upon termination of membership**, for whatever reason, the personal data of the former member will be archived. Personal data of the former member, which concern the cash management, will be kept in text form by the association in accordance with the tax regulations for up to ten years from the confirmation of the resignation.

**§ 6 Dissolution**

- (1) The association can only be dissolved by an extraordinary General Meeting convened for this purpose.
- (2) If the association is dissolved, the Chairman or Chairwoman, the Vice Chairman or Vice Chairwoman and the Treasurer shall be appointed as liquidators.
- (3) The dispute takes place according to the provisions of the German Civil Code (BGB).
- (4) If the association is dissolved or if its legal capacity is revoked, after all outstanding debts have been collected and all liabilities have been settled, the association's assets fall to the members of the association who were present at the time of dissolution or the withdrawal of legal capacity. Here, the principle applies that the members should also participate in its distribution in proportion to their contributions to the association's assets.

**§ 7 Coming into effect of the statutes**

- (1) The present resolved version of the statutes was approved at the General Meeting on November 26, 2020.
- (2) The new version of the statutes becomes effective according to § 71 of the German Civil Code (BGB) with entry in the association register.

**Remark on § 7, section (2):**

These statutes were entered in the register of associations on April 26th, 2021.