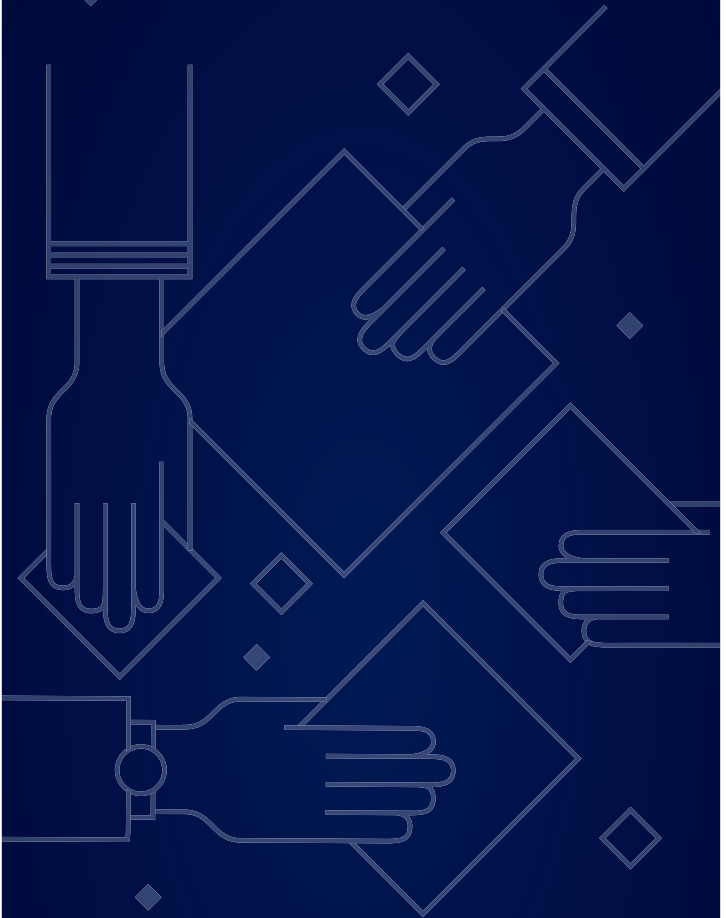


GERMAN
INFORMATICS SOCIETY



BYLAWS OF THE GERMAN INFORMATICS SOCIETY

Gesellschaft für Informatik e.V. (GI)

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In case of doubt, the German version shall apply.

PREAMBLE

Informatics affects every area of our lives, our society and our environment – it is supposed to serve people and the common good. People working in informatics therefore have a special responsibility for their actions. This is the guiding principle under which the German Informatics Society (GI) brings people together who feel an affinity with informatics. It connects science, industry, education and politics in all the issues which affect informatics, its applications and impacts on people, society and the environment. These also include the underlying technologies, the application of informatics and the impact of digitalisation. As a specialist society, GI supports the interests of the men and women who work in informatics and promotes women working in informatics with the aim of achieving real equality.

This Constitution was approved by the members on 4 December 2020 and entered in the Register of Associations on 3 March 2021. The last entry was made on 29 June 2006, and the one previous on 15 December 1995. These took into account amendments dated 19 December 1999, 13 December 2002 and 30 June 2006.

1 NAME, REGISTERED OFFICE, FISCAL YEAR

The Society has the name Gesellschaft für Informatik e.V., hereinafter abbreviated as GI. GI has its registered office in Bonn. The fiscal year is the calendar year.

2 PURPOSE AND TASKS OF THE SOCIETY

2.1 The purpose of GI is to promote informatics in research and teaching and its applications as well as education and training in this area. It is a non-profit-making organisation and does not primarily pursue its own economic purposes, but exclusively and directly pursues charitable and non-profit aims within the meaning of the Chapter 'Tax-Privileged Purposes' in the Fiscal Code of Germany (AO, Abgabenordnung).

2.2 To achieve the aims set out in the Preamble and the purposes mentioned in 2.2, the functions performed by GI include in particular

- contributing to the shaping and definition of the development of informatics and influencing its progress,
- contributing to the shaping and definition of the relevant education and training structures and influencing their progress,
- contributing to the preparation of relevant political planning and legislation,
- bringing in the expertise of GI members in industry and society,
- educating the public about informatics issues and their impacts.
- examining the social implications of informatics and its applications and participating in the discourse about them,
- supporting people working in informatics in their professional and specialist work,
- promoting the next generation

2.3 The measures adopted to fulfil its tasks include

- creation and promotion of appropriate groupings to enable technical and content-based collaboration by members,
- organising conferences, seminars, lectures and associated exhibitions,
- publishing and promotion of technical publications,
- giving public recommendations and statements on informatics
- holding informatics competitions and awarding technical prizes,
- contributing to the development of standards and their validation,
- working with other relevant organisations in Germany and internationally,
- continuing discourse on fundamental questions and drawing up corresponding guidelines.

2.4 GI and its members are committed to upholding freedom, tolerance, integrity and dignity, as well as working for equality of opportunity and gender equality in informatics.

As orientation and as a contribution to the social debate, the Ethical Guidelines are drawn up and constantly updated in an ongoing discourse. They are made available to all by being published.

2.5 GI funds may be used only for purposes in accordance with this Constitution. The members do not receive any grants or donations from GI funds. Nobody may gain any advantage from expenditures which are alien to the purpose of GI or from disproportionately high remunerations.



3 MEMBERSHIP

3.1 GI has

- 3.1.1 ordinary members. These are natural persons who work in informatics or students on informatics courses or who otherwise have an interest in informatics.
- 3.1.2 corporate members. These are institutions, enterprises, associations and comparable organisations. Corporate members each authorise a person by power of attorney to represent them within GI to exercise their membership rights and as their contact person for legal purposes.
- 3.1.3 associate members. These are natural persons who wish to be involved only in the work of a special interest group (SIG), a regional group or a working group (WG) pursuant to Para. 10 without being an ordinary member of GI and members of associated organisations pursuant to 10.2.

- 3.1.4 honorary members. These are personalities who have rendered exceptional services for the promotion of informatics or for GI and who are nominated by the council with more than half of its members who are eligible to vote voting in favour with no more than two votes against.
- 3.2** Membership begins upon receipt by the GI offices of a declaration of membership from the person or entity becoming a member. The condition of membership is preparedness to support the aims of GI.
- 3.3** Membership is for at least the year of joining and the following calendar year. For natural persons it ends upon death and for corporate members it ends upon their dissolution. Membership also ends
- 3.3.1 by resignation. This is only permissible per the end of any calendar year and must be declared to the GI offices in text form by no later than 30 November of a year if it is to apply for the following year.
- 3.3.2 by expiry. Membership expires if a member is in arrears by more than one annual subscription and, despite reminder in text form, has not rendered payment of the unpaid amount within six weeks of the date of the reminder.
- 3.3.3 by exclusion for good cause. The board may decide to exclude a member after conducting a hearing, in particular if the member is in breach of this Constitution. The exclusion of an honorary member requires a unanimous vote by the board. The exclusion of an associate member is finally decided upon by the managing

body (Leitungsgremium) of the grouping (see Para. 10) responsible with more than half of the votes of its members.

3.4 Members' voting rights

- 3.4.1 Ordinary and corporate members and honorary members have an active right to vote for the board, the council and groupings. Associate members have an active right to vote only in the grouping in which they are members. For all elections in GI, members have as many votes as there are positions to be filled. If a member is simultaneously the authorised person of a corporate member, this member may exercise their personal voting right as well as and independently of their voting right as an authorised person.
- 3.4.2 Ordinary members have a passive right to vote. If a member of the management team is elected, the paid full-time office is suspended for the period of the elected office.
- 3.4.3 Cumulation of votes is not possible.
- 3.4.4 Elections may be carried out by postal voting. Elections carried out by postal voting are equivalent to comparable secure electronic voting procedures.
- 3.4.5 Details of elections and ballots are defined in the Rules for Elections and Ballots.

4 MEMBERSHIP SUBSCRIPTION

- 4.1 Membership subscriptions are set by the council in the Rules on Membership Subscriptions and confirmed by the members' meeting. Confirmation by the members'

meeting is not required if a change in the membership subscriptions is less than the change in the consumer prices index issued by the Federal Statistical Office since the last confirmation of the membership subscriptions by the members' meeting. If the Federal Statistical Office is no longer maintaining a consumer prices index, the prices index that comes closest to the consumer prices index and that is still being maintained will be used instead. In each case, membership subscriptions apply for one calendar year and are calculated in the year of joining with effect from the start of the quarter-year in which membership began. Subscriptions of differing amounts may be levied for the different types of membership. Reduced subscriptions or subscription-free membership for certain groups are permissible. Membership subscriptions for a calendar year are payable in advance; in the year of joining they are due upon acceptance of the member.

- 4.2** With the approval of the board, groupings may levy additional subscriptions which apply for one calendar year at a time regardless of the date of joining. The annual supplementary subscription for associate members must be more than the supplementary subscription for the other GI members who are subject to payment.
- 4.3** The expiry of membership does not cancel the obligation to pay subscriptions which have already fallen due.
- 4.4** Honorary members do not pay subscriptions.

5 THE GOVERNING BODIES OF THE SOCIETY

The governing bodies of GI are

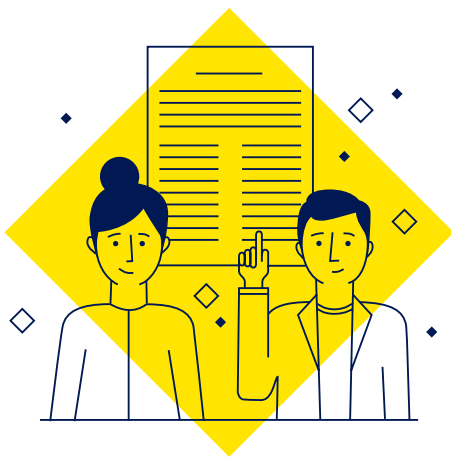
- 5.1** the meeting of the members
- 5.2** the President and board
- 5.3** the council
- 5.4** the management team.

Meetings of the governing bodies are also permissible online if those taking part identify themselves in accordance with the medium and the body involved in line with the technical state of the art, all members are given the opportunity to respond and resolutions are adopted by means of a sufficiently documented and secure procedure.

Between its meetings, a governing body may also adopt resolutions by circular procedure if all its members are given the opportunity to respond; the procedure in writing may be replaced with a sufficiently documented electronic procedure.

6 MEETING OF THE MEMBERS

- 6.1** Once per year the President calls an ordinary general meeting of the members. Its tasks and powers include in particular
 - 6.1.1 acceptance of the report by the board and the audit report for the previous fiscal year;
 - 6.1.2 acceptance of the annual financial statement, discharge of the board, council and management team on the basis of the audit report;
 - 6.1.3 election of the members of the audit committee for the current fiscal year as of the time of the members' meeting;
 - 6.1.4 acceptance of the budget plan for the coming year;

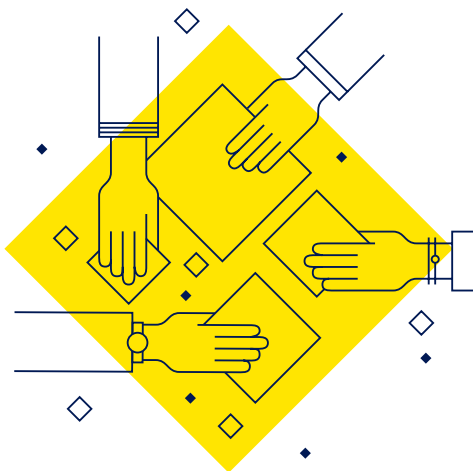


- 6.1.5 confirmation of the membership subscriptions set by the council;
- 6.1.6 additions to the provisional list of candidates for the offices on the council which are to be filled by election and establishment of the final list of candidates for the current year's election;
- 6.1.7 appointment of the committee to determine candidates for the election for the offices on the council to be filled in the coming year;
- 6.1.8 election of the election committee for the current year's election;
- 6.1.9 determination of the time and place of the next ordinary members' meeting but one;
- 6.1.10 Response to applications for amendments of the Constitution,

6.2 The members' meeting adopts its resolutions with a simple majority. If the members' meeting refuses its approval for an application by the board or the council, the board or the council may present the application in

question, with its reasons, to all members for decision by written ballot within six months; the application is deemed to be accepted if the simple majority of the members taking part in the ballot approve it.

- 6.3** Invitations to a members' meeting, together with an announcement of the items on the agenda, are sent by email, posted on the website and announced in the GI in-house publication at least four weeks before the date of the meeting. A members' meeting which has been properly called is always quorate.
- 6.4** An extraordinary general meeting of the members must be called by the President if a GI body demands it or if calling it is requested in text form by 5 % of the members. The meeting of the members must take place within ten weeks of receipt of the request.
- 6.5** Minutes of Decisions with the results of ballots will be taken of the proceedings of each meeting of the members and after being approved by the members' meeting will be signed by the chair of the meeting and the taker of the minutes and announced to the members in the GI in-house publication and on the website.



7 THE PRESIDENT AND THE BOARD

7.1 The President

- 7.1.1 directs GI in agreement with the board,
- 7.1.2 prepares the meetings of the board, the council and the members' meeting, chairs them and ensures the implementation of the resolutions adopted in these meetings; if the President cannot be present, she or he may delegate the chair of meetings to another board member.
- 7.1.3 is elected by the members for a term of office of two years (for details of election see 7.2.5); she or he will remain in office until a successor is elected and can take office,
- 7.1.4 may only be re-elected once for a directly consecutive term,
- 7.1.5 takes on the role of 'Past President' at the end of her or his term of office, undertaking special representative duties on behalf of the board. This role ends automatically when it is assumed by the subsequent President.

7.1.6 If the President leaves office prematurely, the board member elected with the greatest number of votes to the office of Vice President will assume all rights and duties of the President for the current term of office.

7.2 Board

7.2.1 The board pursuant to 7.2 constitutes the board of GI within the meaning of Section 26 of the German Civil Code (BGB, Bürgerliches Gesetzbuch). The board is responsible for all affairs of GI which are not explicitly allocated to other GI bodies under this Constitution.

7.2.2 The board comprises the President, three persons elected by the members to the office of vice president (each given the title of Vice-President) and one or two council members seconded by the council for the two year term of the sitting board.

7.2.3 The President alone or two persons holding the office of Vice President represent GI externally with legally-binding effect.

7.2.4 All members of the board must be ordinary members of GI; they work on an honorary basis and are personally liable only in the event of malicious intent.

7.2.5 The council is entitled to make suggestions for candidacy for President of any of the vice-presidential offices. If only one person stands for election for a position on the board, that person will be elected if they receive more aye votes than nay votes in the election. If two or more persons stand for a board position, the person receiving the most aye votes will be elected.

- 7.2.6 The board convenes for a meeting at least four times during each fiscal year. It is quorate if at the least the President and two other board members are present. In the event of a tied vote, the President has the casting vote.
- 7.2.7 The board issues itself with Rules of Procedure which set out the spheres of responsibility and their allocation to individual members of the board. The Rules of Procedure require confirmation by the council.
- 7.2.8 In exceptional cases, the board may decide to sit without the persons who attend its meetings in an advisory capacity (see Para. 9).
- 7.2.9 The President and the other members of the board may each be dismissed by the council. Dismissal may only take place for good cause. It requires a majority vote by two-thirds of the council members who are eligible to vote. The board member concerned is not eligible to vote in the ballot.
- 7.2.10 If a board member holding one of the offices of Vice President leaves office prematurely, her or his office may remain vacant until the next board election.

8 COUNCIL

8.1 The council comprises

- 8.1.1 the President and the three board members elected by the members to the offices of Vice President,
- 8.1.2 twelve council positions directly filled by election, of which one is a position representing the students and trainees in GI,

- 8.1.3 the spokespersons of the special interest groups and the associated organisations and three ex officio spokespersons of the regional groups,
- 8.1.4 the ex officio spokesperson of the group or sub-group responsible for the subject of women in informatics and by virtue of their office in an advisory capacity
- 8.1.5 the spokespersons of the advisory councils,
- 8.1.6 the person principally responsible for publishing the GI in-house publication,
- 8.1.7 the members of the management team.

The council may decide that further functionaries may attend its meetings as permanent guests.

Council members who are council members by virtue of their office may be represented by their deputies if they are unable to attend.

- 8.2** Upon application by the board, the council may decide to grant representatives of other associations seats or seats and votes in the council.

- 8.3** The term of office of council members chosen by vote begins respectively with the fiscal year following the election and is for a period of three years; they may only be re-elected once for a directly consecutive term. The elections for the council positions to be filled may be arranged in such a way that a proportion of the positions are up for filling by election each year. The Rules for Elections and Ballots pursuant to Para. 13 provide further details. If a council member chosen by election leaves office prematurely or if they are elected as President or as one of the Vice Presidents, their position is filled for the remainder of their term by the member with the next-

highest number of votes in this election. Members under 8.1.3 to 8.1.5 should not belong to the council consecutively for longer than six years.

8.4 The committee set up by the members' meeting to determine candidates (see 6.1.7) requests all bodies pursuant to 5.1 to 5.4 and all members pursuant to 3.1 to propose, by a date to be determined by that committee, candidates for positions on the council which are up for election. A list of proposed candidates will be decided upon by the council and announced to the members' meeting before the election. The election committee (6.1.8) conducts the election. If there are more persons standing for election than there are positions to be filled on the council, those candidates who gain the most votes will be elected. In the event of a draw, the decision will be made by drawing lots.

8.5 The tasks and powers of the council are

- 8.5.1 acceptance of reports by the board
- 8.5.2 adoption of guidelines for the work of GI
- 8.5.3 adoption of GI recommendations and statements which concern the informatics community in a technical, professional and social way
- 8.5.4 adoption of the list of candidates for election as President and for election to one of the posts of Vice President; election of one or two council members seconded to the board for the term of office of the sitting board pursuant to 7.2.2
- 8.5.5 confirmation of the Rules of Procedure for the board, the council and management team and the implementation provisions pursuant to Para. 13

- 8.5.6 setting the membership subscriptions in the procedure provided for in 4.1
- 8.5.7 adoption of the budget plan and deciding on how to utilise unplanned and non-earmarked income
- 8.5.8 nomination of honorary members
- 8.5.9 adoption of resolutions on the bestowal of awards and prizes
- 8.5.10 formation and dissolution of groupings pursuant to Para. 10
- 8.5.11 adoption of resolutions on associations with independent organisations pursuant to 10.2 and on the dissolution of such associations; appointment of members as representatives of GI with the associated organisations
- 8.5.12 adoption of resolutions on the appointment of representatives of other organisations to a seat or a seat and a vote on the council
- 8.5.13 formation and dissolution of legally-independent entities
- 8.5.14 adoption of resolutions on the dissolution of GI or a change of GI's purpose and on any merger with another non-profit organisation
- 8.5.15 adoption of resolutions on the utilisation of the assets of GI upon its dissolution
- 8.5.16 applications for changes to the Constitution or response to such applications by third parties
- 8.5.17 advising the board.

8.6 For special tasks, the council may establish council task forces for one fiscal year at a time. The task undertaken by a council task force may be extended by one further year at a time. If the spokesperson of a council task force is not a member of the council, she or he will belong to the council in an advisory

capacity for the duration of her or his role as spokesperson.

8.7 The President convenes an ordinary meeting of the council at least twice during each fiscal year. The first of these meetings must be held close to the beginning of the fiscal year. Upon application by one-third of its members who are eligible to vote or by the management team, the President must convene an extraordinary meeting. The invitations to a meeting must be accompanied by the agenda for the meeting.

8.8 The council is quorate if the invitations to the meeting have been sent in text form at least four weeks before the start of the meeting. Resolutions of the council are adopted by a simple majority of votes cast. Resolutions on matters covered by 8.5.1 to 8.5.7 above each require the votes of more than half of the members of the council who are eligible to vote.

The council may delegate decisions, especially those involving deadlines, to the board. Decisions concerning individual groupings must be made in consultation between the grouping's managing body and the council or, if the decision in question concerns matters involving a deadline, the board.

8.9 The members of the council must be ordinary members of GI and work on an honorary basis.

8.10 In exceptional cases, the council may decide to meet without those of its members who sit in an advisory capacity and without its guests.

9 MANAGEMENT AND EXTERNAL PRESENTATION

- 9.1** The board appoints, with the votes of more than half of its members eligible to vote, one or more persons, as proposed by the President, to form a management team. The initial appointment of a member of the management team may be limited to no less than three and no more than six years. The mandate of a member of the management team ends upon expiry of her or his contract, by resignation or, upon request by the President, by dismissal by the board, with the votes of more than half of its members eligible to vote. Before any dismissal, the board must give the member of the management team concerned a hearing.
- 9.2** The management team conducts the business of the board in its own responsibility in accordance with the board's decisions. It is not a decision-making or policy-forming institution of GI; it supports the board, the council and the members' meeting in the matters concerning the Society. It implements the decisions of the other GI governing bodies and manages the assets of GI on behalf of the board. Decisions by the board in matters involving assets and the GI budget require the approval of the management team. The council may, upon request by the board, replace any lack of approval with a vote by more than half of its members who are eligible to vote.
- 9.3** The members of the management team may attend the meetings of the governing bodies and the managing bodies of the groupings and their sub-groupings in an advisory capacity.
- 9.4** The members of the management team must be ordinary members of GI. Each member of the management team is personally liable

only in cases of malicious intent and gross negligence. Members of the management team may receive remuneration for their work.

- 9.5** In the ongoing business involved in managing the Society, in particular implementing the board's decisions, the management team, in addition to the board, represents the Society alone with legal effect. Each member of the management team may act alone as a special representative in accordance with Section 30 of the German Civil Code. Her or his power of representation covers all legal transactions which are normally associated with the area of business assigned to her or him. These include without being limited to managing bank accounts, letting properties, conference administration, leasing contracts, funding applications and decisions on donations and grants. Details and competencies are set out in the Rules of Procedure for the Management Team, which are established by the board and confirmed by the council.

10 GROUPINGS OF THE SOCIETY

- 10.1** The following groupings may be established to look after and deepen the technical work in sub-areas of informatics, including its practical use and application, regional support for members and representing technical and professional interests:

- 10.1.1 technical committees,
- 10.1.2 regional groups,
- 10.1.3 advisory councils.

Technical committees are normally subdivided into special interest groups. If required, several special interest groups

working on adjacent technical matters may, with the consent of the council, form an expert committee to organise common activities or deal with cross-disciplinary topics. In addition, members may link up to form technical and regional working groups.

Groupings are not legally independent entities. The council decides upon the establishment of technical committees in accordance with 10.1.1 and advisory councils in accordance with 10.1.3. The establishment of special interest groups is decided upon by the relevant technical committees. The establishment of regional groups in accordance with 10.1.2 and working groups requires the approval of the board member who is responsible for them under the Rules of Procedure for the Board (see 13.5) upon informal request.

Groupings have managing bodies to which ordinary members are elected and to which experts may be appointed in addition. The term of office of elected members of managing bodies is three years.

The formation, closing down, tasks, organisational structure, rights and duties of the respective managing bodies are provided for in detail in the Rules of Procedure for GI Groupings (see 13.2) and are binding for all groupings. For elections and ballots, the Rules for Elections and Ballots (see 13.1) are binding. For joint groupings with other societies, individual arrangements may be agreed with the approval of the council.

- 10.2** The GI council may accept an organisation active in a technically-related field as an associated organisation if its managing body accepts a member seconded by the board and

the council as GI representative with a seat and a vote.

The provisions of 10.1 are not applicable to associated organisations. The members of associated organisations are associate members of GI. The chairperson of an associated organisation becomes a member of the GI council with a seat and a vote upon the start of the association.

11 AMENDMENT OF THE CONSTITUTION

Applications for amendments to the Constitution must be addressed in text form to the council or may be put forward by the council itself. The council places any applications for amendments to the Constitution that it has received or put forward on the agenda for the next ordinary meeting of the members and may attach its own opinion. The members' meeting may concur in an opinion or vote in a deviating way. Applications for amendments to the Constitution together with the reasons for them will be put to the members, if applicable together with the votes by the council and the members' meeting, for a written ballot. An application for amendment is accepted if it is approved by two-thirds of the voting members, but at least 5 % of the members of GI in total.

Competing applications for amendment with the same content will be put to the members side by side for a vote. If more than one application gains the required majority, a subsequent run-off vote between the two applications will decide the matter, the one gaining the most votes being approved. Detailed arrangements are set out in the Rules for Elections and Ballots (see 13.1).

Applications from among the membership for amendments to the Constitution must be signed by at least one hundred ordinary or corporate members and be received by the council at least four months before the date of a members' meeting. Applications that have been put forward may be amended by the council or the members' meeting if the applicants agree.

Amendments to the Constitution which are necessary due to conditions imposed by the fiscal authorities affecting the non-profit status of GI or due to conditions imposed by the register court may be decided upon with final effect by the council alone as long as such amendments do not concern the purpose of the association or the involvement of the members in its decisions and policy-making.

12 DISSOLUTION, CHANGE OF PURPOSE

12.1 A written decision by the council passed by the votes of three-quarters of its members is required to dissolve GI or change its purpose or amend this paragraph. This decision must be confirmed in a written ballot by more than three-quarters of the voting members, but at least 10 % of the members of GI.

12.2 If GI is dissolved or suspended or if its purpose as hitherto pursued ceases to be pursued, its assets fall to a body established under public law or to a body specially recognised as having tax-privileged status, such body being determined by the council, for use for charitable, non-profit purposes for the promotion of science and research.

12.3 Decisions on how the assets of GI are to be used if it is dissolved or suspended or its purpose as hitherto pursued ceases to be

pursued may not be implemented until the responsible tax office has given its approval.

13 IMPLEMENTATION PROVISIONS

This Constitution may be supplemented with implementation provisions which are not in themselves part of the Constitution. The implementation provisions include at least

- 13.1** the Rules for Elections and Ballots
- 13.2** the Rules of Procedure for GI Groupings
- 13.3** the Rules of Procedure for the Management Team
- 13.4** the Rules of Procedure for the Council
- 13.5** the Rules of Procedure for the Board
- 13.6** the Rules on Membership Subscriptions

The implementation provisions are adopted by the council with the votes of more than half of its members who are eligible to vote and are binding for all governing bodies, groupings and sub-groupings of GI.

For information on your rights and on data privacy at GI please go to <https://gi.de/datenschutz/>.

CONTACT

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