



International Association for SAP Partners e.V. (IA4SP)

# Statutes of the International Association for SAP Partners e.V.

From January 2018

## § 1 Purpose and goals of the association

- (1) The International Association for SAP Partners e.V. - hereinafter referred to as IA4SP - provides the organizational framework for the joint representation of the interests of SAP partners and their suppliers and service providers.
- (2) The objective of IA4SP is the coordination of interests and cooperation in partnership between IA4SP members and SAP for the purpose of developing and improving the SAP Partner Ecosystem, in particular:
  - Establishment of a partner network
  - Improvement of planning reliability through coordination with SAP in areas such as sales, marketing, development, consulting, support and training
  - Participation in the further development of the SAP Partner Ecosystem
  - Promoting and supporting new business opportunities for partners and start-ups
- (3) The association is selflessly active; it does not primarily pursue its own economic purposes.
- (4) The association is financially and institutionally independent.
- (5) In order to achieve its goals, the Association may participate in other companies or set up subsidiaries.

## § 2 Seat and financial year of the association

- (1) The IA4SP has the legal form of a registered association and carries the name „International Association for SAP Partners e.V.“
- (2) The seat of the association is Walldorf (Baden).
- (3) The financial year shall be the calendar year.

## § 3 Membership

- (1) Full membership in IA4SP is open to any legally independent company, regardless of the industry, that has SAP Partner status or has designed its business model for SAP or the SAP ecosystem and is willing to promote the goals of IA4SP.
- (2) Associate members of IA4SP can become - independent of the industry - any legally independent company that has aligned its business model to the SAP market and is willing to promote the goals of IA4SP.

Associate members have no voting rights at the general meeting. Otherwise they have the same rights as full members.

- (3) The application for admission must be made in writing via IA4SP application for admission - with the addition of a completed partner master data sheet. Membership begins with the board resolution and the payment of the first membership fee.

- (4) Membership shall be terminated:

- (a) in the case of legal persons and associations of persons, by extinction,
- b) by resignation, which can only be declared in writing to the executive committee at the end of the calendar year with a notice period of 4 weeks,
- (c) by exclusion. The executive committee decides on the exclusion after hearing the person concerned with a simple majority. The member must be informed of the reason for exclusion by registered letter.

A reason for exclusion exists in particular if:

- (i) the conditions for admission have ceased to apply,
- ii) the member violates the aims or interests of the association to a considerable extent

has violated or repeatedly violated them,

- (iii) the member ceases to make payments, becomes bankrupt or is in arrears with contributions for twelve months,

iv) the member has not fulfilled its obligations pursuant to § 4.

The member may appeal against the exclusion decision. The vocation must be submitted to the Executive Board within two months of receipt of the resolution.

The next ordinary general meeting decides finally with simple majority on the exclusion.

## § 4 Rights and duties of the members, finances

(1) Every member has the right to use the facilities of the association and to make use of his support within the scope of the statutory tasks of the association. Every member can submit motions to the board and the general meeting.

(2) Membership obliges each member to actively participate in IA4SP within the framework of the objectives set out in § 1 (2) and to fulfil their financial obligations.

In particular, members undertake to make content available on IA4SP Info media and forums and to update this content at least once a year. Contents are among other things: Product and service offerings of their companies, positioning

(3) The Association incurs costs through the performance of its tasks, which are covered by an annual contribution from the members.

(4) The contributions are due in advance on 31.01. for the current calendar year. The amount of the contribution shall be regulated in the IA4SP Rules of Procedure on the basis of a proposal of the Board and shall be determined at the General Meeting and published in the minutes to be drawn up.

(5) The fee shall also be payable for the entire calendar year if a member resigns during the year, is excluded or only occurs during the financial year.

(6) Contributions shall not be used to pay remuneration to the Executive Board, steering committee or working group spokesperson, with the exception of travel expenses and expenses up to the maximum tax assessment ceiling.

- (7) IA4SP Members are obliged to maintain secrecy, both verbally and in writing, regarding oral and written information they receive at IA4SP events marked as confidential. This obligation to secrecy also applies to information expressed as confidential and to trade and business secrets of SAP and other participating companies presented or marked as confidential, as well as to all documents expressly provided as confidential documents in the IA4SP committees.

The members are obliged not to misuse any of the aforementioned confidential information, documents etc. as well as documents protected by copyright, in particular not to pass them on to third parties outside their company, and to protect them from misuse by their own employees or other third parties. IA4SP members may discuss and exchange all information among themselves in IA4SP bodies.

All obligations apply for an indefinite period of time and continue to apply in the event of a change of employer or withdrawal from IA4SP.

Access to IA4SP meetings may be prohibited for all members and other persons involved who

act in breach of the

above obligations. Members can be excluded because they have thereby violated the interests of the association (§ 3 Abs. (3)).

## § 5 Net income for the year and other association funds

- (1) Any surpluses and other funds of the association may only be used for the statutory purposes. The members do not receive any surplus shares and in their capacity as members also no other allowances from funds of the association.
- (2) No person may be favoured by expenses that are alien to the purposes of the Association or by disproportionately high remuneration.
- (3) Association funds may expressly be used to finance initiatives of the Association or to recruit new members. This is decided by the board (with at least 2 board members).

## § 6 Organs of the Association

are organs of the association:

- a) the general meeting

- b) the Management Board
- (c) the steering group
- (d) the working parties
- (e) the themes

## § 7 General meeting

(1) The ordinary general meeting shall be held annually. The executive committee convenes the general meeting by special written invitation stating the agenda. The invitation shall be sent within three weeks by letter, fax, e-mail or any other electronic means to the last postal address known to the Executive Board or any other electronic means of access of the member's contact named to IA4SP. The period begins with the dispatch of the invitation. The Executive Board determines the agenda. Each member can apply for his addition informally and in writing to the executive committee up to one week before the general meeting at the latest.

(2) An extraordinary general meeting shall be convened if the interests of the Association so require or if at least 20% of the members entitled to vote request this in writing to the Executive Board.

(3) The General Assembly shall order the affairs of the Association, unless they are assigned to another organ in these Statutes. In particular, it shall decide on:

- a) the appointment, discharge and dismissal of members of the Management Board,
- (b) the budget for the future financial year,
- c) the contribution regulations (§ 4 para. 3 of the statutes),
- (d) the annual appointment of two cash auditors
- e) the receipt of the cash audit report,
- f) the dissolution of the Association and the use of its assets.

(4) Each full member has one vote in the general meeting. The general meeting has a quorum regardless of the number of members present if it has been duly convened. Decisions are taken by a majority of the members present and entitled to vote.

(5) Minutes shall be taken of the proceedings of the General Meeting and shall be signed by the minute-taker. These minutes shall be made available to the members in an appropriate form within six

weeks of the meeting. Objections to these minutes may only be raised within one month of that date.

## § 8 Management Board

- (1) The tasks of the executive committee are within the scope of the objectives of the association:
  - (a) the definition of the structure of IA4SP,
  - (b) the definition of cooperation with SAP,
  - (c) the definition of cooperation with DSAG,
  - (d) the admission of new members.
- (2) The tasks of the executive committee are divided into departments. The definition shall be laid down in the Rules of Procedure.
- (3) The Executive Board shall consist of the Chairman, his Deputy and up to five other Executive Board members. All must be association members or their organschaftliche representatives.
- (4) The board members are elected by the general meeting for a period of 2 years. The election of the individual board members takes place over two consecutive years: in the first year the chairman and two other board members are elected, in the following year the deputy chairman and the other board members are elected. The term of office of a member of the Executive Board ends with the assumption of office by his successor in office. If the office of a board member ends prematurely, the steering committee can appoint a successor until the next general meeting.

In order to achieve the rhythm of the split board election, the chairman, the treasurer and another board member are elected for a period of two years at the first general meeting in 2007, all other board members for a period of one year.
- (5) The executive committee conducts the business of the association. It is responsible for all business that has not been assigned to the general meeting or the steering committee in accordance with the statutes. Legal representation vis-à-vis third parties is carried out by the Chairman or his Deputy as well as by one further member of the Board of Managing Directors in each case.
- (6) The Executive Board shall decide by resolution at Executive Board meetings at which it shall meet at least twice a year and for which minutes shall be drawn up. The invitation shall be issued by the chairman, or by his deputy if he is unable to attend,

with a notice period of one week, stating the agenda. The presence of three members of the Executive Board is sufficient for the quorum of the Executive Board. In the event of a tie, the Chairman shall have the casting vote, and in the event of the Chairman being prevented from attending, the Deputy Chairman shall have the casting vote. Further details shall be governed by rules of procedure to be adopted by the Executive Board, which shall at least govern:

- The allocation of responsibilities among the members of the Board of Managing Directors
- Assignment of tasks to other IA4SP bodies
- Cooperation IA4SP Governing Board/other bodies

## § 9 Special representative pursuant to § 30 BGB (German Civil Code)

- (1) In addition to the Executive Board, special representatives may be appointed for certain business transactions, e.g. for finance and controlling, personnel management, communication with SAP and other user groups, marketing/annual congress, PR coordination and event management. These business circles may be delegated in whole or in part to a special representative.
- (2) The power of representation of the special representative shall extend to all legal transactions normally entailed by the sphere of business assigned to him. The special representative is bound by instructions in the internal relationship with the Executive Board, and can act independently externally.
- (3) The appointment and dismissal of a special representative shall be carried out by the Executive Board in accordance with § 8 para. 5. When appointing a special representative, the Executive Board shall determine in detail the scope of business of the special representative, oblige the special representative to comply with a set set of rules of procedure and regulate the conditions of employment law.
- (4) The entry of the special representatives in the register of associations is requested.

## § 10 Steering Committee

- (1) The steering committee consists of the executive committee, the working group spokespersons and their deputies and the topic spokespersons and their deputies.
- (2) If the office of a board member ends prematurely, the steering committee can appoint a successor until the next general meeting.

## § 11 Working groups (AK)

- (1) A working group shall be proposed at the request of a member and shall be set up at the decision of the Executive Committee. It is a permanent institution that serves as an information platform for all members.
- (2) A working group shall elect a spokesperson and a deputy spokesperson for a period of one year.
- (3) The general meeting shall decide on the termination of a working group.

## § 12 Topics (TK)

- (1) A subject area shall be proposed at the request of a member and shall be established by board resolution. It is a temporary institution, which is to last 12-18 months and serves as an information and working platform for all members.
- (2) For the duration of its existence, a topic shall elect a spokesperson and a deputy spokesperson.
- (3) The Executive Board shall decide on the termination of a topic.

## § 13 Dissolution of the IA4SP Association

- (1) The dissolution is only possible in a special general meeting to be convened specifically for this purpose. Dissolution may be decided only by a majority of at least three quarters of the members present and entitled to vote. In exceptional cases, an invitation period of one month is required for this general meeting.
- (2) The dispute shall be settled in accordance with the provisions of the Civil Code. The general meeting decides on the use of the association's assets remaining after the dispute. It is to be used for charitable purposes.

## § 14 Amendments to the Articles of Association

Amendments to the statutes can only be decided by the general meeting. They shall require a majority of three quarters of the members present and entitled to vote. The invitation to the meeting shall state the paragraphs to be amended.

