

**By-laws of the
"Association of Professional Wireless Production Technologies e. V."
(APWPT)
as adopted on September 22, 2008**

§ 1 Name, Seat, Fiscal Year

1. The name of the association is "Association of Professional Wireless Production Technologies e. V." .
2. The association's seat is Baiersdorf (Bavaria) in the Federal Republic of Germany.
3. The fiscal year commences on September 1st and ends on August 31st of each calendar year.
4. The association is entered into the register of associations.

§ 2 Objective and Tasks of the Association

1. The association promotes on an international level the efficient and demand-driven provision and use of production frequencies for professional event productions as well as safeguarding such production frequencies for the users in the long run.
2. The association provides a user-platform, which shall serve as an international forum for the users of professional wireless event productions, particularly for the coordination of the needs of such users to the outside.
3. In order to achieve this objective, the association shall particularly make suggestions and issue statements directed towards politics, legislators as well as standardisation bodies and endorse a general exchange of information between producers, users and other interested parties.
4. The association's objective shall be reached in particular by:
 - Political activity in favour of its members on a national, European and international level;
 - Looking after the members' interests towards the public, bodies of the legislator and the executive authorities as well as institutions and organisations which counsel these bodies (in regard to legal, technical and/or economic issues);
 - Informing the public and integrating the association in the political decision making process;
 - Taking up the embedded activities of national groups by motivation, assistance and provision of information through them;
 - Participating in the development of guidelines, standards and laws, which impact the association's objective on a national, European and international level;
 - Share knowledge between the members in regard to the association's objective;
 - Overarching coordination of the work for standards by important standardisation organisations (e.g. CENELEC, ETSI, GRSC), also by joining such organisations as a direct or an indirect member;

- Establish a presence in standardisation organisations and decision-making structures (*e.g.*, ECC, EC, FCC, ITU, WRC); also by joining such organisations through direct or indirect membership, if possible.
5. The association aims for an active ETSI full membership as well as for sending delegates to further international committees.
 6. The association may join other national or international associations with similar objectives by becoming a member.
 7. The financial means of the association may only be used for statutory objectives as well as for its reasonable organisation and operating expenses of the association.

§ 3 Membership

1. Members of the association are:
 - Regular members ("members"),
 - Supporting members or
 - Honorary members.
2. All domestic or foreign individuals of full age as well as partnerships and legal entities that feel committed to the association's objectives may join the association as members.
3. Admittance as a member must be applied for in writing. The executive committee will decide on the application using its own free discretion. It is under no duty to inform the applicant of its reasons. The decision can be reached by sessions of the executive committee or in a circulation procedure.
4. An applicant rejected by the executive committee can lodge an appeal to the next regular general meeting. The executive committee will inform the members about rejected applications at the general meeting. The general meeting may, with a majority of two-thirds of all cast votes, decide that the applicant be admitted. The executive committee is in such cases entitled to give a statement before the vote.
5. The general meeting may, upon a suggestion of the executive committee, appoint distinguished experts and other persons having outstandingly promoted the association's objectives as honorary members.
6. Supporting members have only limited rights and obligations in accordance with these articles of association.
7. The membership will cease by withdrawal, exemption or deletion from the list of members, furthermore by death or liquidation of a legal entity and deletion from the commercial register. In the event of the opening of an insolvency proceeding, the affected member may keep the membership for the duration of the insolvency proceeding subject to the consent of the executive committee.
8. The membership may be terminated by registered mail with three months notice prior to the end of each fiscal year (August 31st of each year). The termination must be submitted to a member of the executive committee. Fees will not be reimbursed.
9. Partnerships and legal entities must add an evidence for the authorisation to represent the partnership or legal entity to the termination declaration.

10. Members may be excluded from the association for good cause with immediate effect by a decision of the executive committee which must be adopted by at least a three-fourths majority. Good cause shall include, but not be limited to:

- Damaging of the association's interests;
- Non-payment of membership fees and charges levied in spite of two reminders; an exclusion due to non-payment may not be decided before the end of a two month period, counted from the day of sending out the second reminder, provided that the exclusion has been announced in this reminder. The decision of the executive committee on the exclusion must be presented to the affected member.

Before passing a resolution on an exclusion due to damaging the association's interests, the executive committee must provide the affected member an opportunity for an oral or written statement. The executive committee must give reasons for its decision and send it to the member. The member can lodge an appeal against the decision at the general meeting. Within one month counted from the receipt of the notification the member may request in writing from the executive committee that the members decide on the exclusion in the next general meeting. In the event of an appeal, the membership will remain in effect until the decision of the general meeting. The affected member may not participate in the resolution on its exclusion.

11. The rights derived from the membership (particularly with regard to the association's assets) will cease with the termination of the membership. The ending of the membership does not release the affected member from the fulfilment of already existing obligations towards the association.

§ 4 Membership Fees

1. The members must pay an annual membership fee. The annual fee must be paid in advance for the complete fiscal year. This also applies for the inaugural year. The assessment of the annual fee (including a possible scaling of contributions) will be decided by the general meeting upon suggestion of the executive committee. The details shall be determined by fee rules to be adopted by the general meeting.
2. In the event of a premature ending of the membership, fees will not be reimbursed.
3. Honorary members are exempted from any kind of fees pursuant to these articles.

§ 5 Members' Rights

The members are entitled to

- Take part in the general meetings, file motions and exercise their voting rights;
- To demand information and advise concerning the purpose of the association, which must be given by the association within its possibilities.

§ 6 Bodies of the Association

Bodies of the association are:

- The general meeting of the members ("general meeting"),

- The executive committee as the representing board pursuant to section 26 German Civil Code, and
- The management, if and to the extent appointed.

§ 7 Management

1. In case the association appoints a management, its tasks shall be determined by rules ("Rules of the Management"), which shall be resolved by the executive committee.
2. The managing director shall be appointed by the executive committee by a two-thirds majority. The recall of the management requires unanimous consent of the executive committee. The managing director as a member of the executive committee is excluded from taking part in this resolution; the vote of the managing director as a member of the executive committee is not counted for the adoption of the resolution.
3. The executive committee resolves unanimously on the appointment of a deputy managing director. In addition, the provisions regarding appointment and recall of the managing director apply accordingly.
4. The management is responsible to the executive committee; it must execute the resolutions of the executive committee and the general meeting and has to make appropriate suggestions to the executive committee on how to achieve the association's objectives.
5. The management will be commissioned by a written agreement, which will determine the tasks, authorisation, and salary, as well as the term.

§ 8 Representation

The association is represented by the chairman and another member of the executive committee.

§ 9 Executive Committee and Election of Executive Committee

1. The executive committee consists of at least a chairman and three deputy chairmen and the managing director, if appointed.
2. Only members and other persons nominated by members (*e.g.*, in the event of legal entities being members, their managing directors) can be elected to become members of the executive committee. This does not apply to the managing director as a member of the executive committee.
3. In the event of a member leaving the association, all persons belonging to or having been nominated by this member are automatically recalled from the executive committee or other bodies.
4. The members of the executive committee provide their services without a salary and in person. Acting by way of a proxy is not allowed. The contractual provisions for the managing director as a member of the executive committee remain unaffected.
5. The members of the executive committee shall be elected by the general meeting for a term of three years. They remain in office after the expiry of the term until the election of a new executive committee. In the event that a member of the executive

committee steps down from his office prematurely, the next general meeting will elect a successor for the rest of the term. This provision does not apply to the managing director as a member of the executive committee.

6. The filing of a law suit by the association requires a decision of the general meeting adopted by a two-thirds majority. This does not apply for the juridical collection of outstanding membership fees and for disputes based on employment law, which may be conducted by the management with the executive committee's consent within the usual business operations.
7. In significant administrative matters, which require consent of the general meeting but cannot be delayed until the next convening, the managing director is, within the provisions of the by-laws, entitled to act preliminarily on his own provided that he informs the executive committee immediately in writing and provided that he reports this action in the next general meeting.

§ 10 Authority of the Executive Committee

The executive committee is in charge of all matters of the association, if and so far as these are not assigned to another body of the association by these by-laws. The details, particularly the meetings and the adoption of resolutions, shall be determined by "Rules on the Work of the Executive Committee" to be adopted by the general meeting.

§ 11 General Meeting

1. The general meeting is the highest body of the association.
2. The regular general meeting will be annually summoned by the executive committee and shall take place, if possible, in the third quarter of the fiscal year (March).
3. The executive committee must summon an extraordinary general meeting in the event that
 - The interests of the association require a meeting, or
 - A majority of members representing at least one fifth of all votes require a meeting in writing while stating the reasons for such request.
4. The general meeting is not public.
5. Every member has one vote in the general meeting.
6. Supporting and honorary members do not have voting rights and may particularly not participate in elections.
7. A member may give proxy to another member in writing to exercise its voting right. The proxy must be granted for each general meeting separately. A member may not represent more than two votes of other members. The proxy must be submitted to the executive committee before the beginning of the general meeting.
8. The executive committee determines the venue of the general meeting, in case the last general meeting has not adopted a decision in regard hereto.

§ 12 Competency of the General Meeting

The general meeting resolves on:

- The election of the members of the executive committee (with the exemption of the managing director);
- The election of the auditors;
- The discharge of the executive committee and the managing director;
- The budget for the following fiscal year;
- The amount of and manner of collecting the membership fees;
- Honours;
- Amendments of the by-laws and the liquidation of the association;
- Rejected admittance applications and appeals against any denial of admittance by the executive committee;
- Appointment of honorary members based on suggestions of the executive committee;
- Approval of the Rules of the executive committee and/or the management;
- All other issues, which are assigned to the general meeting by law, these by-laws or a resolution of the executive committee.

§ 13 Convening of the General Meeting

1. The executive committee shall summon the general meeting via mail, email or fax with a notice of one month and inform of the agenda as suggested by the executive committee.
2. The period of one month starts on the day following the day of sending the invitation. The invitation shall be deemed received when it is sent to the last address that the member has given in writing to the association.
3. Every member may apply to the executive committee for an amendment of the agenda in writing with a notice two weeks before the date of the general meeting. The chairman of the meeting must announce the amendments at the beginning of the meeting.
4. The general meeting shall resolve on motions to amend the agenda, which are submitted at the general meeting.

§ 14 Decisions of the General Meeting

1. The general meeting shall be chaired by the chairman and in the event of the chairman being unable to do so, by a member of the executive committee alone. In the event of both being hindered, the general meeting will elect a chairman from among the members.
2. The general meeting may decide on amendments of the agenda.

3. Unless otherwise determined by the by-laws, the general meeting will adopt resolutions by a simple majority of the valid votes cast. Abstentions shall be considered as invalid votes.
4. The amendment of the articles requires a majority of two-thirds of the cast valid votes.
5. The general meeting has a quorum if at least one-fourth of all members are present.
6. In the event of an absence of a quorum, the executive committee is obliged to summon a second general meeting with the same agenda within two weeks; this general meeting shall have a quorum irrespective of the amount of members present, which must be pointed out in the invitation.
7. The chairman appoints a person to take the minutes. The resolutions of the general meeting must be recorded in writing, and the minutes must be signed by the keeper of the minutes and a member of the executive committee.
8. Further details shall be determined by "Rules on Voting" to be adopted by the general meeting.

§ 15 Documentation of the General Meeting's Decisions

The decision of the general meeting must, for purpose of evidence, be entered into a record of resolutions and be signed by the chairman of the general meeting. Such entries should state the venue and time of the general meeting as well as each voting result. The minutes of the general meeting shall be enclosed as an attachment.

§ 16 Project Groups / Working Teams

1. The association may setup project groups to further its objectives and the interests of the members related to them.
2. Further details will be determined in the "Rules on the Work with Project Groups" to be adopted by the general meeting.
3. The project groups/working teams shall report to the general meeting on their activities.

§ 17 Accounting and Cash Auditing

1. The management must keep exact accounts of the expenses and revenues of the association. The management may assign this task to a tax advisor/auditor.

The accounting shall consist of a report on revenues and expenditures and a balance sheet. The expenses and the accounting will be audited by two auditors to be elected from among the members, who shall report to the general meeting.

2. The auditors will be elected in the same way as the executive committee. Their term is limited to one year. Re-election is allowed without restrictions.
3. The annual accounts for any fiscal year must be presented to the general meeting for approval.

4. In case a management is not appointed, the executive committee will fulfil the tasks according to this Sect. 17.

§ 18 Liquidation of the Association

1. The liquidation or the merger of the association shall be resolved by a general meeting particularly summoned for this purpose with a three-fourths majority of the present members. The decision shall include the use of the association's assets, which may only be used for a tax-privileged purpose.
2. Unless the general meeting resolves otherwise, the chairman and the deputy chairman are joint liquidators with authority to represent the association.

§ 19 Applicable Law/Place of Jurisdiction

1. These by-laws are subject to German law.
2. The exclusive venue for disputes in regard to these articles shall be Nuremberg.

§ 20 Final Resolution

The aforesaid by-laws were adopted on 22nd September 2008,

Rules on Membership Fees
of the
“Association of Professional Wireless Production Technologies e. V.”
(APWPT)

The general meeting has on 22nd September 2008 in accordance with Sect. 4 of the by-laws of the “Association of Professional Wireless Production Technologies e. V.”, adopted the following membership fees:

1. Membership Fee for Regular Members

The annual membership fee for regular members is EURO 500.00.

2. Membership Fee for Supporting Members

Supporting members contribute to the association’s activities by an annual fee of not less than 100.00 EUR. They are free to contribute a higher amount.