



EYES & EARS OF EUROPE REGULATIONS OF THE REGISTERED ASSOCIATION

§ 1 NAME, REGISTERED OFFICE AND FISCAL YEAR

1. The Association is named

Eyes & Ears of Europe -
Association for the Design, Promotion and Marketing of Audiovisual Media

and is entered in the Register of Associations at the Local Court of Cologne.
2. The Association has its registered office in Cologne, Germany.
3. The fiscal year is the calendar year.

§ 2 OBJECTIVES OF THE ASSOCIATION

1. Definition, representation and promotion of European interests related to professions in the fields of the design, promotion and marketing of audiovisual media and in new communications technologies at national and international events in this branch of industry and with associations
2. Exchange of experience and information amongst the members at the events referred to in Par.1 above and also at the Association's own events
3. Promotion of quality consciousness amongst members for their products and working processes
4. Support of creative talent and of advanced vocational training

§ 3 MEMBERSHIP FEES

The costs of the Association shall be covered by membership fees and contributions towards the costs of events and/or publications. Details shall be governed by the Membership Fees Schedule to be adopted by the general assembly of members.

§ 4 MEMBERSHIP

1. Eyes & Ears of Europe shall have active, associate, corporate, supporting and honorary members.
2. Active members are natural persons who work as employees of private or public broadcasting companies, of Internet content providers that act like channels or stations, or as instructors at relevant institutions of training or further education in Europe, who can be allocated to one of the divisions / working groups referred to in Par. 4 below and who can not be assigned any other membership status pursuant to Par. 3 below.

3. Associate members of the Association are natural persons who work on the production of programming, as consultants, with services or other commercial offers pertaining to the design, promotion and marketing of audiovisual media. Associate members have the right to vote. They can be elected as members of the board by the general assembly, insofar they are unanimous nominated by the whole board.

4. The Association shall have the following divisions / working groups:

- Design
- Promotion
- Marketing
- Radio, Audio & Music
- Film
- Internet & Web TV
- Mobile
- Games
- Media Management
- Corporate Communications & PR
- Executive Production & OB
- Concept & Text
- Basic, Further and Continuing Education

The gist of the definition of the divisions shall be elaborated by the whole board and adopted by the general assembly of members. The activities of the working groups shall be developed and implemented by the division representatives / working group heads in consultation with the Chief Executive Officer / CEO, to whom they are obligated to report.

5. Legal entities may join the Association as corporate members insofar as they can be allocated to one of the fields of activities referred to in Par. 2 and 3 above. Corporate members shall be represented in the Association by one employee. Such delegates shall have the right to vote and may be elected to the board insofar as they fulfill the criteria for active membership pursuant to Par. 2 above or according to the regulations in Par. 3 above.

6. Supporting members are natural persons or legal entities who support the objectives of the Association. They do not have the right to vote and can not be elected to the board.

7. If changes in the prerequisites for active membership occur, the continuation of such active membership shall be decided by the board on a case by case basis. If the criteria of Par. 3 above are met, such membership will automatically be continued on the basis of an associate membership.

8. Upon the recommendation of the board, lifetime honorary membership may be conferred by the general assembly of members upon members who have rendered outstanding services to the Association.

§ 5 ACQUISITION OF MEMBERSHIP

1. Applications for membership are to be submitted to the office of the Association in writing.

2. The board, in consultation with the candidates, shall decide on the adoption of new members and their allocation to one of the divisions / working groups.

§ 6 TERMINATION OF MEMBERSHIP

1. Membership shall end upon the decease, withdrawal or expulsion of a member, discontinuation of business activities, dissolution (of legal entities) or loss of the prerequisites pursuant to § 4 Par. 1-8. Any payment obligations incurred prior to the withdrawal taking effect shall remain unaffected by such termination of membership regardless of the reason hereof.
2. Withdrawals are to be announced by means of a registered letter addressed to the board subject to a notice period of at least three (3) months to the end of the fiscal year. The fiscal year corresponds to the calendar year from 1 January to 31 December.
3. The expulsion of a member with immediate effect may be decided by the board for important reasons. Important reasons shall be defined as being in particular but not limited to the failure to fulfill membership obligations pursuant to § 8 Par. 2 and harmful conduct due to the infringement of the interests of the Association, in particular but not limited to infringements of the objectives referred to in § 2 Par. 1-4 in these Regulations.

§ 7 MEMBERSHIP FEES

1. Annual fees shall be levied against the members. The amount and the due date shall be guided by the need for financing to realize the objectives of the Association and shall be fixed by the general assembly of members in a Membership Fees Schedule.
2. Honorary members shall be exempt from having to pay membership fees.

§ 8 RIGHTS AND OBLIGATIONS OF MEMBERS

1. Members shall have the right to participate in general assemblies and division meetings. They shall be regularly informed about the Association's activities.
2. Members shall have the obligation to support the work of the Association and to design their activities so that the Association's ability to work and its reputation are not adversely affected.

§ 9 EXECUTIVE BODIES OF THE ASSOCIATION

The executive bodies of Eyes & Ears of Europe are

- the general assembly of members
- the board

§ 10 GENERAL ASSEMBLY OF MEMBERS

1. The general assembly of members shall meet at least once a year. Moreover, the board must convene a general assembly whenever at least ten percent (10 %) of the members demand such an assembly in writing and cite their reasons.
2. The general assembly of members shall be convened and run by the Chairperson or in his absence by the Vice-Chairperson. The invitation to the regular general assembly shall be sent at least four (4) weeks prior to the date of the meeting and shall contain the agenda.
3. The general assembly shall have powers including but not limited to the following:

- Acceptance of the report on activities
 - Formal approval of the actions of the board and the Chief Executive Officer / CEO, the division representatives / working group heads and of the international corresponding chairs
 - Election of the board with the exception of the Chief Executive Officer / CEO (see § 12)
 - Election of the division representatives / working group heads and of the international corresponding chairs
 - Making decisions on the amount of the membership fees by adopting the Membership Fees Schedule
 - Adopting resolutions on Association policies proposed by the board
4. The general assembly shall have a quorum if the invitation has been sent in compliance with formal and deadline requirements. Resolutions shall be adopted as a matter of principle by simple majority. Abstentions shall be considered votes not cast. If there is a tie, a second ballot will be taken. If this results in a tie once again, the motion shall be considered rejected.
 5. Resolutions on amendments to these Regulations shall require a two-thirds (2/3) majority of the votes cast at the general assembly, whereby more than half of the members of the whole board must be represented. The same shall apply to any modifications of the objectives of the Association.
 6. Every active member and every associate member shall have one vote. If a member is unable to attend a meeting, he or she may be represented by a proxy who is another member of the Association and has a written power of attorney. However, no-body may represent more than one other member at the same time.
 7. A record shall be kept of the general assembly and signed by the person chairing the meeting.

§ 10A GENERAL ASSEMBLY OF MEMBERS FOR THE VIRTUAL SPACE

1. Convening of the General Assembly
Invitation to the General Assembly by eMail is permitted. The invitation shall be sent to the last communicated eMail address. The member is then responsible for ensuring that the eMail address is up to date and accessible.
2. Online General Assembly
A General Assembly by telephone or video conference or via an internet conference room is in principle permissible. The statutory deadlines shall apply to the invitation.

§ 11 BOARD

1. The whole board shall consist of the Chairperson, the Vice-Chairperson, the Treasurer, the Chief Executive Officer / CEO as well as eight (8) further members of the board.
2. The members of the whole board shall have the right to attend all meetings of the Association's roundtables, in particular but not limited to those of the divisions / working groups.
3. The whole board with the exception of the Chief Executive Officer / CEO (see § 12) shall be elected for a term of two (2) years. Re-elections are permitted. Board members shall remain in office after the expiry of their term of office until a new board has been elected. Active

members and in exceptional cases also associate members may be elected to the board (see § 4 Par. 2).

4. The executive board having the right to legally represent the Association in and out of court in accordance with § 26 BGB (German Civil Code) shall consist of the Chairperson, the Vice-Chairperson, the Treasurer and the Chief Executive Officer / CEO. The Association shall be represented by the Chairperson or the Chief Executive Officer / CEO, each acting alone, or by the Vice-Chairperson and the Treasurer acting jointly.
5. The executive board shall be responsible for running the Association, implementing the resolutions adopted by the general assembly and managing the assets of the Association. The executive board is empowered to make the corrections to these Regulations that are mandatorily prescribed by the Registry of Associations, even without complying with the formal procedures provided in these Regulations.
6. The board shall have a quorum at its meetings if the invitation has been issued fourteen (14) days prior to a meeting in compliance with formal and deadline requirements and if at least the Chairperson or Vice-Chairperson or the Treasurer and half of the respective members of the board required attend the meeting.
7. The board shall adopt resolutions by a simple majority. If there is a tie, the Chairperson, or in his absence, the Vice-Chairperson or the Treasurer shall cast the deciding vote.
8. Members leaving the Association shall also resign their membership in the board or in any other body of the Association. The by-election to fill the position of a board member who has resigned shall be held at the next general assembly. The term of office of any such board member elected during a by-election shall end with the ex-piry of the term of office of the other board members.
9. The board and individual board members, with the exception of the Chief Executive Officer / CEO (see § 12), may be removed, if seven (7) members of the whole board submit a written motion to this effect at least six (6) weeks prior to the next general assembly. The proposed removal shall then appear as the first item of business on the agenda which will be sent out within the specified time (see § 10 Par. 2) and a resolution to this effect may be adopted at the general assembly.
10. The Board may decide to appoint someone to perform the respective function temporarily after the departure of a functionary until a successor can be elected.

§ 11B HONORARY CHAIRPERSONS

Long-time merited board members of Eyes & Ears of Europe can be appointed as honorary chairpersons through a decision of the board members of Eyes & Ears of Europe. Resolutions on nominations of honorary chairpersons shall require a two-thirds (2/3) majority of the votes, whereby more than half of the members of the whole board must be represented. Two (2) or more honorary chairpersons will constitute the honorary council of Eyes & Ears of Europe. The honorary chairpersons are to elect the chair of the honorary council of Eyes & Ears of Europe from their ranks.

§ 12 MANAGEMENT

1. The business of the Association shall be transacted by a Chief Executive Officer / CEO. The Chief Executive Officer / CEO shall implement the resolutions of the executive bodies and shall represent the Association within this framework inwardly and outwardly. Moreover, the Chief Executive Officer / CEO shall be the Spokes-person and the Director of Studies of the Eyes & Ears of Europe e.V..

2. The Chief Executive Officer / CEO shall be appointed and dismissed by the elected board members with a two-thirds (2/3) majority and shall receive a suitable remuneration for the tasks performed by him or her.

§ 13 DIVISION REPRESENTATIVES AND WORKING GROUPS

1. To support the work of the Association, the division representatives / working group heads (see § 4 Par. 4), shall develop seminars, workshops, working group meetings and other events promoting the objectives of the Association in consultation with the Chief Executive Officer / CEO. The executive board shall decide on the implementation of these events in accordance with the resolutions pertaining to Association policies.
2. The heads of the working groups shall be elected by the general assembly for a term of office of two (2) years.
3. After the withdrawal or retirement of a division representative / working group head, the board may appoint a qualified member to temporarily assume responsibility for the respective function until a successor is elected by the general assembly. The term of office of any working group head elected at a by-election shall end with the expiry of the term of office of the remaining division representatives.

§ 13A INTERNATIONAL CORRESPONDING CHAIRS

1. Upon a proposal by the executive board, the international corresponding chairs shall be elected by the annual general assembly for a term of office of two (2) years.
2. Their task is to share the current developments in their respective country or region in the areas of design, promotion and marketing of audiovisual media with Eyes & Ears of Europe.
3. This shall be done in consultation with the Chief Executive Officer / CEO, to whom they are obliged to report, in particular, by holding lectures and by hosting Eyes & Ears of Europe events in their respective country or region.
4. Upon the withdrawal or retirement of an international corresponding chair, the board may appoint a qualified member to temporarily assume responsibility for the respective function until a successor is elected by the general assembly. The term of office of any international corresponding chair elected at a by-election shall end with the expiry of the term of office of the remaining functionaries.

§ 13B EUROPEAN COUNCIL FOR THE DESIGN, PROMOTION AND MARKETING OF AUDIOVISUAL MEDIA

1. Eyes & Ears of Europe is the responsible body of the European Council for the Design, Promotion and Marketing of Audiovisual Media. The European Council for the Design, Promotion and Marketing of Audiovisual Media has particularly the task to carry out the final jury of the Eyes & Ears Awards.
2. Members of the European Council for the Design, Promotion and Marketing of Audiovisual Media are the members of the board, the heads of working groups and the international corresponding chairs of Eyes & Ears of Europe.
3. The Chief Executive Officer/CEO of Eyes & Ears of Europe is the secretary-general of the European Council for the Design, Promotion and Marketing of Audiovisual Media.

4. In connection with the ending of one's function as member of the board, head of a working group or international corresponding chair of Eyes & Ears of Europe the membership with the European Council for the Design, Promotion and Marketing of Audiovisual Media ends at the same time.

§ 13C Eyes & Ears Council – Arts and Science Council

1. Eyes & Ears of Europe is the responsible body of the Eyes & Ears Council, the Arts and Science Council of Eyes & Ears of Europe. The Eyes & Ears Council has particularly the aim to give impetus to the further development of basic and further education at universities, universities of applied sciences and academies. The members of the Eyes & Ears Council are members of Eyes & Ears of Europe who are working as professors, lecturers or at similar positions.
2. The chairperson of the Eyes & Ears Council shall be elected for a term of two (2) years by the general assembly in the course of the elections for the board, auditors, head of working groups and International Corresponding Chairs. The Chief Executive Officer/CEO of Eyes & Ears of Europe is the secretary-general of the Eyes & Ears Council.
3. Upon the withdrawal or retirement of the chairperson of the Eyes & Ears Council the board may appoint a qualified member to temporarily assume responsibility for the respective function until a successor is elected by the general assembly. The term of office of the chairperson elected at a by-election shall end with the expiry of the term of office of the remaining council members. Upon the withdrawal of a council member the membership with the Eyes & Ears Council shall end at the same time.

§ 14 AUDIT

The general assembly shall elect two (2) auditors for a period of two (2) years. These auditors shall examine the business records and submit their report at the first general assembly after the expiry of the fiscal year. Accordingly, the audit must be completed prior to the formal approval of the actions of the board. The auditors are not permitted to be members of the board. Re-elections are permitted.

§ 15 DISSOLUTION OF THE ASSOCIATION

1. The Association shall be dissolved if more than half of the members entitled to vote submit a written motion to the board more than six (6) weeks prior to the next general assembly, requesting that dissolution of the Association be put as the first item of business on the agenda which is to be sent within the specified period (see § 10 Par. 2), and the general assembly, with at least a two-thirds (2/3) majority of active members present, adopts a resolution to dissolve the Association. If this majority does not exist, a resolution may be adopted by simple majority to the effect that another general assembly is to be summoned within two (2) weeks, which shall then have a quorum in any case.
2. The resolution of dissolution must indicate who is to be appointed liquidator of the Association.
3. Upon the dissolution of the Association, the general assembly shall adopt a resolution pertaining to the appropriation of the Association's assets.

§ 16 COMMENCEMENT

These Regulations shall come into effect on 19 November 1996.