



By-Laws
MTM ASSOCIATION e. V.

BY – LAWS

MTM ASSOCIATION e. V.

§ 1

Name and Registered Office

1. The Association bears the name "MTM ASSOCIATION e. V."
It has been entered into the Association Register.
2. The Association enters into business transactions with the further addition „Standards & Research“.
3. The Association has its registered office in Hamburg.

§ 2

Purpose of the Association

1. The purpose of the Association is
 - a) to promote research and science, and
 - b) to promote public and vocational training.
2. The statutory purpose is achieved mainly by
 - a) supporting work and time management (IE and Office Engineering),
 - b) spreading MTM (Methods-Time Measurement), a worldwide standardized process language, through creating a global network of partners and through participation in international meetings and conferences, and supporting its consistent and correct application in practice;
 - c) carrying through and supporting research and development work in the field of work and time management all over the world, in favor of the consistent advancement of MTM (for example by cooperating with universities and participating in international research projects), and making the results of this research and development work available to the public;
 - d) maintaining and assisting the exchange of experiences and opinions related to MTM research and development work, and the application of MTM in the field of work and time management;
 - e) providing worldwide information and training for further vocational training (**even** e-learning), as well as, granting application authorizations and instructor licenses, based on defined training and examination regulations;
 - f) maintaining an exchange of experiences and opinions with MTM associations and MTM

network partner and support for the international dissemination of MTM.

§ 3

Non-Profit Status

1. The activities of the Association, based in Hamburg, are solely and directly for purposes that are tax exempt pursuant to the relevant section of the revenue code.
2. The Association is a non-profit organization; it is not primarily in the business of making money.
3. The Association's assets must be used only for the purposes defined in its statutes. Members are not granted benefits out of the Association's assets.
4. No person must be advantaged by expenses extraneous to the defined purposes of the Association, or by inadequate remuneration.
5. In the case of the liquidation or dissolution of the Association, or the discontinuation of its tax-privileged status, the Association's assets will fall to the benefit of a corporate body under public law, or another tax-privileged body for the purpose of
 - a) the promotion of research and science, and
 - b) the promotion of public and vocational training.

§ 4

Membership

1. Types of Membership

Any domestic or foreign natural person, any domestic or foreign legal person, private or public, or any corporate entity may become a member of the Association. The following types of membership exist:

- a) Companies
- b) Corporations and authorities
- c) Individual members
- d) Honorary members

2. Beginning of Membership

Applications must be addressed in written to the Association's executive office. The Association's board will decide on the admission to the Association. If admission is denied, no statement of reasons is required.

A person who has rendered outstanding services to MTM ASSOCIATION e. V. may be awarded honorary membership by the Association's board.

3. Termination of Membership

Membership may be terminated by:

- a) Voluntary resignation to be declared in written and sent by registered mail to the Association's executive office, with three months' notice to the end of the business year
- b) The death of a natural person, the termination of an artificial person
- c) Exclusion from the Association

4. Exclusion from the Association

After hearing the member, the board can make the decision, supported by at least 3/4 of all votes, to exclude the member from the Association for a compelling reason, in particular if

- a) the member deliberately infringes the purposes of the Association, or refuses to observe decisions achieved according to the rules by the organs of the Association,
- b) the member is behind with the payment of the membership fee, despite two written notifications, and / or
- c) bankruptcy proceedings have been instituted against the member, or have been dismissed for lack of assets;

§ 5

Membership Fees

Membership fees are to be paid annually. They are due at the beginning of the relevant business year. The amount of fee and the maturity will be submitted by the board and decided upon by the general meeting.

§ 6

Organs of the Association

Organs of the Association are:

1. General Meeting (§ 7 of these by-laws)
2. Board (§ 8 of these by-laws)
3. Management (§ 9 of these by-laws)

§ 7

General Meeting

1. General meetings are convened by the board, or by the management on behalf of the board.
2. Ordinary general meetings are held at regular intervals once a year.
3. Extraordinary general meetings may be convened on decision of the board or based on a written request supported by at least 1/5 of all members.
4. Ordinary or extraordinary general meetings may be conducted as events where people are present, remotely on the Internet or by way of a written vote. According to this, in a departure from Section 32 Paragraph 1 Sentence 1 of the German Civil Code, the board may enable Association members to do the following:
 - a) Take part in the general meeting without being present at the site and exercising members rights by means of electronic communications or
 - b) Casting their votes in writing before the general meeting is held without taking part in the general meeting. There is no need for any minimum number of votes cast.
5. In a departure from Section 32 Paragraph 2 of the German Civil Code, a decision taken without a meeting of members shall be valid if all the members were involved and at least half of the members had cast their votes in text form before the date set by the Association and the decision was taken with the necessary majority. Mixed forms of different types of meeting are allowed when holding the general meeting.
6. Invitations, together with the agenda, to the general meetings must be issued at least four weeks prior to the meeting. The deadline starts with the day when the invitations are taken to the post office. The day of the meeting is not included in this deadline. It is also permissible to issue an invitation in electronic form and text form. The deadline starts when the invitation is sent.
7. If members wish to add to the agenda of the general meeting, they must hand in their written request to the board no later than two weeks prior to the meeting. All other members must be informed about these requests no later than one week prior to the meeting. The general meeting will decide whether the requests will be added to the agenda.
8. The general meeting exercises the rights to which it is entitled by law and these by-laws. In particular it is responsible for the
 - a) election of the board members,
 - b) receipt and approval of the cash report for the preceding business year,
 - c) receipt and approval of the financial statement on the preceding business year,
 - d) discharge of the board for the preceding business year,
 - e) receipt of the financial statement for the current business year,
 - f) approval of the budget for the coming business year,

- g) election of the auditor of annual accounts,
- h) discharge and election of the comptrollers,
- i) fixation of the amount and maturity of the annual fees,
- j) modification(s) to the by-laws, and the
- k) liquidation or dissolution of the Association and the future use of the Association's assets in this case.

9. The chairperson of the board or one of the two deputies or the special representative shall chair the general meeting.

10. Minutes are taken to record the course of the meeting. They are signed by the respective chairperson and the respective keeper of the minutes.

They should minimum contain: venue, day and time of the meeting, names of the chairperson and the keeper of the minutes, number of participating members, statement on the duly convocation of the meeting, agenda, results of the individual votes, and voting procedure. In the case of changes to the by-laws the exact wording shall be stated.

11. Every member has one basic vote. Apart from the basic vote, company members have additional votes according to their number of employees:

More than	200 employees	1 additional vote
More than	400 employees	2 additional votes
More than	700 employees	3 additional votes
More than	1.000 employees	4 additional votes
More than	3.000 employees	5 additional votes
More than	5.000 employees	6 additional votes
More than	10.000 employees	7 additional votes

The number of additional votes is based on the average number of employees of the previous year and is re-determined annually by the board.

12. All decisions made by the general meeting are ordinary resolutions. Abstentions from voting are not considered. Decisions on changes in the by-laws require a majority of 3/4 of the votes cast. A modification of the purpose or the liquidation of the Association requires a majority of 3/4 of the total number of member votes.

13. Vote by proxy is admissible. The power of representation must be proven by a letter of attorney.

§ 8

The Board

1. Pursuant to these by-laws, the board consists of a minimum of five and a maximum of nine board members. The board members should represent member companies from various branches of economy and industry that are using the MTM method.

2. The board is elected for a period of three years. So-called block election is permissible. The board remains in office until the election of a new board. Re-election is permissible. With the termination of membership of the member company represented by a board member, the time in office of this board member also ends.

On resignation of a board member during her or his period of office, the board will elect an alternate member for the remaining time of office of the resigned member.

3. The board elects the chairman and two deputies from among its members.

4. The board in the sense of § 26 BGB consists only of the chairman and his two deputies and represents the association judicially and extrajudicially. Each of these board members is individually authorized to represent the association and is to be entered in the register of associations.

5. The board is responsible for all matters concerning the association, unless the matter has been assigned to another organ of the association, either by law or the association's by-laws. In particular, the board oversees:

a) Running the association in line with its by-laws. In this, the board will be supported by the Examination Board and other committees to be initiated by the board as required. The board shall issue rules of procedure for the activities by the committees of MTM ASSOCIATION e. V.,

b) Establishing and controlling the budget.

6. The board meets at least twice a year.

7. The meetings of the board are called either by the chairman or by one of his deputies or by the special representative appointed by the board. They shall be chaired by the chairman of the board or one of his deputies.

8. The board constitutes a quorum if at least half of the members of the board of management are present. A member of the board shall be deemed to be present if he or she is physically present or present by remote meeting, is represented by another member of the board or has voted in writing. Each board member has one vote. The resolutions of the board shall be adopted by a simple majority of the votes cast, unless these Articles of Association stipulate otherwise; in the event of a tie, the chairman shall have the casting vote.

9. The board may pass resolutions in a meeting attended by the members of the board, as a remote meeting or with a written vote, also by e-mail or other electronic communications (text form). The provisions of section 8 shall apply accordingly. For the purpose of conducting the board meeting, mixed forms of the various methods of conducting the meeting are also permitted. The transfer of voting rights from one board member to another (by proxy) is also permitted.

10. The board shall adopt rules of procedure, which shall require unanimous approval.

11. The special representative shall be the executive director.
12. The board members work in an honorary capacity. They may be reimbursed for necessary and evidenced expenses. D&O insurance may be taken out for board members, covering pecuniary damage liability, legal protection and casualty insurance.
13. Board members are liable to the association and its members for damages, resulting from the performance of their duties as board members, only in case of intent or gross negligence. Should the board members be held liable by third party for damages resulting from the performance of their duties as board members without intent or gross negligence, they are entitled to reimbursement by the Association for expenses required for their protection, as well as, for indemnification against claims by third party.

§ 9

Management

1. A full-time executive director shall oversee the current business of the Association, including financial operations. In addition to the board members, the executive director shall act as special representative in judicial and extrajudicial affairs, pursuant to § 30 BGB. The appointment of the executive director must be entered in the Association Register.
2. The executive director conducts the operational business according to the guidelines established by the board.
3. The executive director and the special representative shall be appointed or dismissed by a board decision, which has been taken with at least a majority of the votes of the board members who are present; he or she cannot also be a member of the board.

The termination of her or his employment contract, whatever the reason, automatically ends her or his function as representative of the association also. The same applies if she or he resigns.

4. The executive director is responsible and obliged to report to the board on all important activities within the association.
5. The board decides on the remuneration of the executive director. D&O insurance may be taken out for the executive director, covering pecuniary damage liability, legal protection and casualty insurance.

§ 10

Invoicing

1. The Association's billing consists of annual accounts (balance sheet together with a profit and loss account complete with appendix) and an account of the application of funds.
2. The annual accounts and the account of the application of funds must be submitted to a chartered accountant for auditing. The board presents the annual accounts, complete with the audit result and the board's statement, to the ordinary general meeting for approval.
3. The auditors shall perform an accounts and cash audit at least once a year and report the results of their audit in writing to the board and the general meeting.

§ 11

The Business Year

The business year is the calendar year.

§ 12

Taking Effect of the By-Laws

These by-laws take effect on the day of the decision made by the foundation meeting. Amendments to the by-laws will take effect on the day of the decision taken by the general meeting.

Frankfurt/Main, 18 October 1962

By-laws amended by a decision of the general meeting in Frankfurt/Main on 11 December 1964

By-laws amended by a decision of the general meeting in Stuttgart on 23 November 1972.

By-laws amended by a decision of the general meeting in Frankfurt/Main on 15 November 1984

By-laws amended by a decision of the general meeting in Stuttgart on 11 November 1993

By-laws amended by a decision of the general meeting in Stuttgart on 25 October 2012

By-laws amended by a decision of the general meeting in Stuttgart on 25 October 2017

By-laws amended by a decision of the extraordinary general meeting in Heilbronn on 10 May 2019

By-laws amended by a decision of the general meeting in Hamburg on 10 November 2020, approved by the district court Hamburg on 14.04.2021