

Articles of Association of Deutsche Werbefilmakademie e.V.

Status 3/2025 – Gend-BS/ZL final

§ 1 Name, Registered Office and Legal Form

- (1) The association bears the name “Deutsche Werbefilmakademie e.V.”
- (2) The association has its registered office in Munich and is to be entered in the Register of Associations.

§ 2 Purpose of the Association, Means of the Association

- (1) The purposes of the association are

- a) the promotion of art and professional education, the advancement of emerging talent, and the promotion of significant cultural achievements in the field of advertising film. This purpose is to be achieved in particular through the promotion of the “Deutscher Werbefilmpreis” and through educational and development programmes for emerging producers and directors, in particular seminars and training events in the fields of directing, scriptwriting and production, as well as related fields such as cinematography, post-production, visual arts and photography.
- b) the promotion of the commercial and professional interests of advertising film producers. This includes providing advice and information in individual cases on matters relating to fair competition, in particular by reviewing copyright licence agreements and film production agreements.
- c) the organisation and maintenance of a collecting society of creative producers pursuant to Section 36 (2) of the German Copyright Act (UrhG) for the protection, maintenance and promotion of the professional, economic and copyright interests of creative producers working in Germany in the field of advertising film. In this capacity, the association represents the interests of creative producers in the field of advertising film, in particular
 - aa) vis-à-vis associations of users of works or individual users of works, associations of agencies or individual agencies, associations, television broadcasters and service providers within the meaning of Section 2 of the German Act on the Copyright Liability of Online Content Sharing Service Providers (UrhDAG), both in Germany and abroad, as well as vis-à-vis the legislative and executive authorities;
 - bb) by concluding joint remuneration rules pursuant to Section 36 UrhG to determine the appropriateness of remuneration under Sections 32, 32a and 32c UrhG, to regulate information rights under Sections 32d and 32e UrhG, and through other collective agreements;
 - cc) by asserting claims for injunctive relief pursuant to Section 32d UrhG insofar as the obligation to provide information under Section 32d or Section 32e UrhG is not regulated by an agreement based on joint remuneration rules (Section 36) or a collective agreement;
 - dd) by supporting model proceedings, i.e. proceedings of general significance to the profession of creative producers in the field of advertising film and their interests, in particular in the area of copyright law, including by way of representative actions or litigation in a representative capacity;
 - ee) by advising and informing creative producers on matters relating to copyright and competition law.

§ 2 Purpose of the Association, Means of the Association (continued)

(2) The purposes of the association are achieved in particular through contributions from membership fees, voluntary donations, proceeds from events, as well as the personal involvement and public relations work of the association's members.

(3) The association's funds may only be used for purposes in accordance with these Articles of Association. Members shall receive no share of any surplus and no other benefits. Offices within the association are honorary positions.

(4) No person may be favoured by expenditure unrelated to the purposes of the association or by disproportionately high remuneration.

§ 3 Membership

(1) Membership of the association is open to adults who are natural persons, legal entities or partnerships and who are simultaneously ordinary, full-fee-paying members of the representative professional association of advertising film producers.

At the time these Articles of Association are adopted, this refers to Allianz Deutscher Produzentinnen und Produzenten – Film, Fernsehen und Audiovisuelle Medien e.V. Should its Advertising section be dissolved, this provision shall refer to an appropriate successor organisation in which the majority of advertising film producers are professionally organised.

(2) Membership is acquired by submitting a written application to the Board, which decides on admission.

(3) Membership of the association may be made conditional on payment of a membership fee, the amount of which shall be determined by the General Assembly. The Board shall determine the frequency, due date and method of payment of the membership fee.

§ 4 Members of the Collecting Society of Creative Producers

(1) Only natural persons who are creatively involved in the production of advertising films in the Federal Republic of Germany may be members of the collecting society of creative producers pursuant to § 2 (1) b).

(2) Membership of the collecting society is acquired by submitting a written application to the Board, which decides on admission.

(3) Membership of the collecting society is free of charge.

(4) Membership of the collecting society shall end if the respective member ceases to carry out the creative activity referred to in paragraph 1.

§ 5 Termination of Membership

(1) Membership shall terminate upon death, dissolution of the legal entity, resignation or expulsion from the association.

(2) Resignation shall be declared in writing to the Board. Resignation may only take effect at the end of a calendar year, subject to a notice period of three months to the end of the year. Membership shall also terminate as soon as a member terminates their membership of the professional association defined in § 3 (1). In this case, membership shall automatically terminate at the time the membership of the professional association ends, without any declaration of intent by either the association or the member being required.

§ 5 Termination of Membership (continued)

(3) A member may be expelled from the association by the Board, which must adopt a resolution to this effect, if the member

- a) has failed to pay an annual membership fee – insofar as such a fee has been set – despite written notice granting a period of at least four weeks;
- b) has caused damage to the association or has otherwise seriously violated its interests;
- c) no longer fulfils the requirements pursuant to § 3;
- d) has otherwise given rise to an important reason for expulsion.

Before a decision on expulsion is taken, the member concerned shall be given the opportunity to comment. The expulsion decision must be made in writing, stating the reasons, and sent to the member. The member concerned may appeal the expulsion to the next General Assembly, which shall decide on the final expulsion. Until the General Assembly has reached its decision, the membership rights of the member concerned shall be suspended.

§ 6 Bodies of the Association

The bodies of the association are

- (1) the Board;
- (2) the General Assembly.

§ 7 Board

(1) The Board shall consist of up to three persons. The Board shall appoint a Chair and a Deputy Chair.

(2) The association shall be represented in and out of court by each member of the Board individually.

(3) The Board shall be elected by the General Assembly for a term of five years, calculated from the date of election. The Board shall remain in office until a new Board is elected. If a member of the Board leaves office during the term, the remaining Board members may appoint a replacement member for the remainder of the term of office of the departing member.

(4) The Board is responsible for all matters of the association unless these are assigned to another body of the association by the Articles of Association or mandatory statutory provisions. The Board manages the day-to-day affairs of the association. Its principal duties include:

- a) preparing and implementing development measures that serve the purpose of the association; in particular, organising the “Deutscher Werbefilmpreis” and establishing the criteria for awarding the prize;
- b) preparing the General Assemblies and drawing up their agendas;
- c) convening the General Assembly;

§ 7 Board (continued)

- d) implementing the resolutions of the General Assembly;
- e) informing members about the affairs of the association, in particular by preparing an annual report.

(5) As a general rule, the Board shall adopt its resolutions at Board meetings convened by the Chair or, if the Chair is unable to attend, by the Deputy Chair, in writing, by telephone or by email. Notification of the agenda is not required. A notice period of one week must be observed. The Board shall have a quorum if at least two Board members are present. Resolutions shall be adopted by a majority of the valid votes cast. In the event of a tie, the vote of the person chairing the meeting shall be decisive. A Board resolution may be adopted in writing or by email if all Board members declare their consent to the proposed resolution. Minutes of Board resolutions shall be kept and signed by the person chairing the meeting.

§ 8 General Assembly

(1) The General Assembly is the supreme body of the association. Each member has one vote at the General Assembly. A member may authorise another member of the association to exercise their voting rights. Such authorisation must be granted separately for each General Assembly.

(2) The General Assembly is responsible for the following matters:

- a) receiving and approving the Board's annual report;
- b) granting discharge to the Board;
- c) electing and removing members of the Board;
- d) determining the amount of annual membership fees;

(3) The General Assembly shall be convened by the Chair, the Deputy Chair or a Managing Director. The invitation must be issued in writing at least two weeks before the date of the meeting and must state the agenda. The invitation may be sent by email. The invitation shall be deemed duly given if it is sent by the association's office to the most recent email address provided by the member. The notice period begins on the day following dispatch of the invitation. An extraordinary General Assembly must be convened if one fifth of the members submit a written request to the Board stating the reasons. Where possible, the General Assembly should be held in conjunction with meetings of the professional association.

(4) Up to one week before the date of the General Assembly, each member may submit a written request to the Board to add further matters to the agenda, but not amendments to the Articles of Association. The agenda shall be amended accordingly by the person chairing the General Assembly at the beginning of the meeting. The General Assembly shall decide on requests to supplement the agenda submitted only during the General Assembly. Adoption of such a request requires a majority of three quarters of the valid votes cast.

(5) Any General Assembly duly convened shall have a quorum. Resolutions shall be adopted by a simple majority of the votes cast unless otherwise required by law or these Articles of Association. Abstentions shall be treated as votes not cast. Elections shall be conducted in writing and by secret ballot unless the General Assembly decides on another voting procedure.

§ 8 General Assembly (continued)

(6) Minutes shall be prepared for each General Assembly and signed by the person chairing the meeting and the person taking the minutes.

§ 9 Assembly of Members of the Collecting Society of Creative Producers

(1) Each member of the collecting society has one vote at the Assembly of Members. Another member of the collecting society may be authorised to exercise the voting right. Such authorisation must be granted separately for each Assembly.

(2) The Assembly of Members of the collecting society is responsible for deciding on the establishment and content of joint remuneration rules pursuant to Section 36 UrhG to determine the appropriateness of remuneration under Sections 32, 32a and 32c UrhG, to regulate information rights under Sections 32d and 32e UrhG, and through other collective agreements. Decisions of the Assembly of Members in the area of representation of authors shall be binding.

(3) The Assembly shall be convened by the Chair, the Deputy Chair or a Managing Director. The invitation must be issued in writing at least two weeks before the date of the meeting and must state the agenda. The invitation may be sent by email. The invitation shall be deemed duly given if it is sent by the association's office to the most recent email address provided by the members of the collecting society. The notice period begins on the day following dispatch of the invitation. An extraordinary Assembly must be convened if one fifth of the members of the collecting society submit a written request to the Board stating the reasons.

(4) Up to one week before the date of the Assembly, each member of the collecting society may submit a written request to the Board to add further matters to the agenda. The agenda shall be amended accordingly by the person chairing the Assembly at the beginning of the meeting. The Assembly shall decide on requests to supplement the agenda submitted only during the Assembly. Adoption of such a request requires a majority of three quarters of the valid votes cast.

(5) Any Assembly duly convened shall have a quorum. Resolutions shall be adopted by a simple majority of the votes cast unless otherwise required by law or these Articles of Association. Abstentions shall be treated as votes not cast.

(6) Resolutions of the Assembly pursuant to § 9 (5) may also be adopted by written circulation via email by a simple majority of the votes cast. For this purpose, the subject of the resolution shall be sent to the members at their most recently known email addresses, together with a deadline for comments. Written votes must be received by the Board by email within the response period; the majority shall be determined on the basis of the votes cast. Abstentions shall be treated as votes not cast.

(7) Minutes shall be prepared for each Assembly and signed by the person chairing the meeting and the person taking the minutes.

§ 10 Management

The Board may appoint a Managing Director to handle organisational tasks and may establish an office.

§ 11 Honorary Members, Supporting Members

- (1) The association may appoint honorary members and supporting members.
- (2) Honorary members may be natural persons who have made a name for themselves through their work in the field of advertising film. The Board shall decide on the appointment.
- (3) Supporting members may be natural persons, legal entities or partnerships that provide material or non-material support to the association and its purposes. Supporting members shall be appointed by resolution of the Board.
- (4) Honorary members shall be appointed for an indefinite period. In exceptional cases, the provisions of § 5 shall apply to the termination of honorary membership.
- (5) The Board may terminate supporting membership at any time if the member concerned ceases to provide support. § 5 shall apply accordingly.
- (6) Honorary and supporting members may terminate their membership themselves by resignation.
- (7) Neither honorary membership nor supporting membership entails any rights or obligations.

§ 12 Financial Year

The financial year is the calendar year.

§ 13 Amendments to the Articles of Association, Devolution of Assets upon Dissolution

- (1) Any proposed amendment to the Articles of Association must be announced as an agenda item in the invitation to the General Assembly. The dissolution of the association may only be decided at a General Assembly convened specifically with this item on the agenda. Resolutions concerning amendments to the Articles of Association or the dissolution of the association require a majority of three quarters of the valid votes cast.
- (2) Every amendment to the Articles of Association must be notified to the competent tax office by submitting the amended Articles of Association. Amendments or additions to the Articles of Association required by the competent registry authority or the tax office shall be implemented by the Board and do not require a resolution by the General Assembly. They must be communicated to the members no later than with the invitation to the next General Assembly.
- (3) In the event of dissolution of the association or cessation of its purpose, the association's assets shall pass to Deutsche Filmakademie e.V. (VR 22950, Local Court of Berlin-Charlottenburg). The beneficiary shall use the assets transferred to it directly and exclusively for purposes corresponding to those of the association.