



Articles of Association for the "universal design e.V." Association

Art. 1 Name and Registered Office of Association

1. The name of the Association is “universal design e.V.”
2. “universal design” is listed in the Register of Associations (Vereinsregister).
3. The Association’s registered office is in Hannover, Germany.

Art. 2 Object of Association

The Association is involved with all issues pertaining to universal design in a social as well as economic context. This entails the development of principles and concepts for architecture, products and services as well as the achievement of qualitative goals applicable to universal design.

The Association is guided by the following criteria:

1. Equitable use

Universally designed products, architecture and services need to be accessible to the broadest possible customer spectrum. Naturally there will also be situations requiring individually tailored solutions — these tasks are summed up in the term “assisted living”.

2. Flexible use

Universal design means being able to swiftly adapt to new demand criteria like time, place, availability and qualification.

3. Easy and intuitive use

Products and environments need to stand out for their intuitive operation and ease of use. The focus of design must be on understandability, ease of use and manageability.

4. Error tolerance and safety

Universal design means reliability (time, place, accessibility etc), confidence on the part of the user or resident and safety in every respect. Conscious design in these areas for both the private and public sector is of enormous significance for all challenges involving the demographic shift and beyond, including the socio-political aspects.

The Association’s objectives are:

1. To promote awareness of universal design among the general public, political institutions and corporations
2. To organize a universal design lab which will serve as an institution for public tests to inspire product improvements in line with the principles of universal design
3. To organize workshops, seminars, competitions and other events
4. To advise political institutions and corporations on the development of universal design concepts

5. To issue publications as a basis for discussion and debate
6. To provide a communication forum on an independent plane The association is active at the local, national and international level.

Art. 3 Financial Year

The financial year corresponds to the calendar year.

Art. 4 Membership

1. Any natural person or legal entity may become a member of the Association. The Board of Management shall examine and decide on membership applications, which must be submitted in writing. A simple majority of the Board of Management is sufficient for granting membership. The Association is not required to justify any negative decisions.

2. Membership shall end

- a) Through resignation, which must be declared to the Association in writing. This declaration requires a minimum of three months' advance notice before the end of the financial year, taking effect at the end of the financial year.
- b) By way of expulsion upon a unanimous resolution by the Board of Management.
- c) At the time of a member's death.

Art. 5 Official Bodies

The Association's official bodies are:

1. The General Meeting
2. The Board of Management
3. Executive Management
4. The Auditor

Art. 6 General Meeting

1. The General Meeting is responsible for:

- a) Receiving the annual reports of the Board of Management and the independent auditors
 - b) Electing the Board of Management
 - c) Approving the actions of the Board of Management and Executive Management
 - d) Changing the Articles of Association
 - e) Dissolving the Association
 - f) Using the Association's assets in the event that it should be dissolved
 - g) Using the Association's funds
 - h) Deciding on new activities for the Association
 - i) Setting the annual membership fee
- Electing honorary members

2. A regular General Meeting shall be held annually. All members of the Association shall be invited to attend the General Meeting. The agenda of the regular General Meeting will, in particular, include reports on the preceding financial year, on the Association's financial accounts and on the results of the auditing of accounts.

3. The General Meeting shall be called in writing by the Chairperson of the Board of Management, with a minimum of one week's advance notice and with such notice containing a meeting agenda. The invitation shall be made by standard mail sent to each member's most recent known address. The invitation is considered as having been delivered by the third day after the date of posting.

4. An extraordinary General Meeting may be called by the Chairperson of the Board of Management may call if an important reason exists for doing so. A meeting of this kind must be called if it has been requested in writing, including justification and motivation, by at least one 50 percent of all members. Two day's advance notice is required. In urgent cases, invitations may be transmitted by telephone or fax.

5. General Meetings shall be presided over by the Chairperson of the Board of Management or, in the event that he or she should be prevented from doing so, by another member of the Board of Management appointed by the Chairperson.

6. A General Meeting that has been properly called has a quorum if, in addition to the individual presiding over the Meeting, at least three other members in possession of voting rights are present.

7. Each member has one vote at the General Meeting. Resolutions of the General Meeting shall be passed by way of a simple majority of those members present. In the event of a tie, the deciding vote shall be cast by the individual presiding over the Meeting.

8. Resolutions on amendments to the Articles of Association shall require a three-quarters majority vote by the attending members. Amendments to the Object of the Association can only be made unanimously.

9. All approved resolutions must be recorded in writing and signed by both the individual presiding over the Meeting and the keeper of the minutes. All members shall receive a copy of the minutes of the General Meeting by standard mail.

Art. 7 Board of Management

1. The Association's Board of Management consists of the Chairperson and his or her representative, who may also exercise other duties in the Association. The members of the Board of Management will be elected by the members of the Association for a term of four years. They shall remain in office until new elections take place. Elections may be revoked at the General Meeting for good cause.
2. The Association will be represented in and out of court by the Chairperson of the Board of Management or his/her representative. The Chairperson of the Board of Management shall be permitted to delegate a power of attorney to third persons for individual tasks. Executive Management shall support the Board of Management in running the Association. The Board of Management shall decide on all matters concerning the Association, to the extent that this is not the province of the General Meeting. The Board of Management may elect other individuals needed for administrative tasks and will decide on all of the Association's income and expenditures.
3. The General Meeting may provide the Board of Management with rules of procedure governing the Association's operation.

Art. 8 Executive Management

The Board of Management shall appoint an Executive Management (Managing Director), who will be charged with executing the ongoing tasks of the Association in accordance with the guidelines issued by the Board of Management. Executive Management shall inform the Board of Management on all significant matters affecting the Association. The Managing Director can be a member of the Association in conformance with Art. 7.

Art. 9 Membership Fees

The annual membership fee will be set at the General Meeting in the form of a Schedule of Fees, which is appended to these Articles.

Art. 10 Audit

1. An audit is to be performed annually by an auditor selected by the General Meeting.
2. Either a certified auditing firm or a tax accountant may perform the audit. The results of the audit must be reported at the regular General Meeting.
3. It is permissible, but not necessary, for the Auditor to be a member of the Association.

Art. 11 Dissolution of the Association

1. A resolution to dissolve the Association shall require a three-fourths majority vote of its members, who must be personally present.
2. Upon dissolution or annulment of the Association or in the event that the Association's current object should cease to be applicable, the Association's assets shall go to the members. Resolutions on the future application of such assets may only be acted upon subsequent to receiving the consent of the tax authorities.

Art. 12 Profits, Expenditures, Accounting

1. The Association's funds shall be used according to the decisions of the General Meeting.
2. The Board of Management shall account for the use of the Association's funds. This must be done on the basis of adequate and orderly accounting procedures.

Hannover, July 14, 2006