

Statutes

of the
International Council on Badges and Credentials e.V. (ICoBC)

April 2020

§ 1 Name, location, registration, financial year	2
§ 2 Purpose	2
§ 3 Non-profit status	2
§ 4 Membership	3
§ 5 Contributions, association assets	3
§ 6 Entities of the association	3
§ 7 Executive Committee	4
§ 8 General Assembly of the Members	4
§ 9 Board of Directors	5
§ 10 Dissolution of the association	6

§ 1 Name, location, registration, financial year

- A. The association has the name "International Council on Badges and Credentials e.V." abbreviated "ICoBC".
- B. It is headquartered in Berlin.
- C. It is entered in the register of associations at the Amtsgericht Berlin-Charlottenburg.
- D. The business year is the calendar year.

§ 2 Purpose

- A. The non-profit-making purpose of the association is the promotion of global exchange, cooperation and development for the recognition of informal, non-formal and formal learning with badges and credentials:
 - i. To ensure a systemic (holistic) view of badges and credentials for individuals, organisations and societies.
 - ii. To promote the formation of an inclusive network of interested actors under the principle of diversity.
 - iii. Demonstrate understanding of current global developments in the field of badges and credentials and their local adaptation by means of examples.
 - iv. Provide support for innovative projects from inception to realisation. This can take place on a scientific, political or application-specific level.
- B. In order to realise the purpose of the statutes, the association develops a methodological, technological and organisational infrastructure which is administered by the Secretariat and maintained by the members. Working groups can be formed under the umbrella of the association focused on specific initiatives as well as regional scope.

§ 3 Non-profit status

- A. The association pursues exclusively and directly charitable purposes within the meaning of the section "tax-privileged purposes" of the German Tax Code.
- B. The association is non-profit in its nature. It does not primarily pursue its own economic purposes.
- C. Funds of the association may only be used for the purposes set out in the statutes. The members do not receive any allowances from funds of the association, unless used for the exclusive purpose of the association.
- D. No person may be favoured by expenses that are outside of the purpose of the association or by disproportionately high remuneration.

§ 4 Membership

- A. Any natural and legal person who supports the purpose of the association and agrees to the statutes can become a member of the association.
- B. The Executive Committee or a representative which is appointed by the Executive Committee decides on the application for admission to the association. This decision must be documented and provided access to the members of the association on request.
- C. Membership ends by resignation, death or exclusion.
- D. Withdrawal from the Association is possible at the end of the current calendar year by written declaration to the Secretariat. A declaration of withdrawal must be submitted by 30.11. of the current calendar year.
- E. Should a member fail to pay the membership fee three months after the due date, this shall be deemed to be withdrawal from the Association.
- F. Exclusion can only take place for an important reason. Important reasons are:
 - I. a serious violation of the goals and interests of the association
 - II. outstanding membership fees for at least three months that have not been paid despite reminders
- G. The Executive Committee decides on the exclusion.
- H. Upon proposal of the Executive Committee, the general meeting may appoint persons who have rendered outstanding services to the association as honorary members.

§ 5 Contributions, association assets

- A. The members decide on the amount and due date of the membership fee for natural and legal persons with a majority vote within the General Assembly of the Members.
- B. The association can also acquire property within the scope of its purpose, but the members are not entitled to shares in the association's assets.

§ 6 Entities of the association

- A. Entities of the association are the General Assembly of members, the Executive Committee and the Board of Directors.

§ 7 Executive Committee

- A. The Executive Committee consists of at least three and maximum 7 members (president and vice-presidents) of the association and carries out its activities on an honorary basis. The members of the Executive Committee may be employed.
- B. The Executive Committee represents the association in and out of court. The representation is carried out by two members of the Executive Committee together.
- C. Activities in the service of the association can be remunerated within the framework of §3 No. 26a of the Income Tax Act (honorary lump sum) which is decided upon by the General Assembly of the Members.
- D. The term of office of the Executive Committee is four years. Re-election is permissible. In the case of the president, only one further term of office is possible. The Executive Committee remains in office until a new Executive Committee is elected. If a member of the Executive Committee resigns prematurely, a by-election can be held at a general meeting. Until then the Executive Committee consists of the remaining members.
- E. The Executive Committee is responsible for the management of the current business of the association. It has the following tasks:
 - I. Supervision of the execution of the decisions of the general meeting,
 - II. personnel management and
 - III. the renting of business premises.
- F. The Executive Committee passes its resolutions by simple majority of votes. In case of a draw, the Board of Directors has to decide. Decisions by the Executive Committee have to be recorded and signed by the president or vice-president. Board of Directors decisions are to be recorded in writing and signed by the General Secretary of the Board meeting.
- G. Meetings of the Executive Committee take place at least 3 times annually. The president sends out invitations at least 3 weeks prior to the meeting by email. Meetings of the Executive Committee have a quorum with at least the majority of members of the Executive Committee present.

§ 8 General Assembly of the Members

- A. The General Assembly of Members is the highest decision-making body of the association. It must be convened annually; in addition, an extraordinary General Meeting can be convened at the request of $\frac{1}{5}$ of the members. Resolutions are passed by a simple majority of the members present. The meeting is called by the Executive Committee with a notice period of 4 weeks. The invitation is sent by email. The items on the agenda are sent out with the invitation. The General Meeting may be held via video conferencing. Authentication is done via name and voice. A vote in written form takes place via video conference meeting chat via Yes/No as well as comments. For example, the general meeting decides on:
 - I. the tasks and fields of activity of the association which are relevant to its purpose,
 - II. the election, re-election and discharge of the Executive Committee,

- III. the annual budget to be submitted by the Executive Committee,
 - IV. the contributions to be collected,
 - V. the amendments to the Articles of Association and the dissolution of the association.
- B. In order to pass a resolution on the discharge of the Executive Committee, the annual accounts and the annual report must be submitted to the General Assembly at least 3 weeks prior to the General Assembly.
 - C. Motions concerning the deselection of the Executive Committee, the amendment of the Statutes including the amendment of the purpose of the Association and the dissolution of the Association, which have not already been received by the members with the invitation to the General Meeting, can only be resolved at the next General Meeting.
 - D. The General Assembly appoints 2 comptrollers which are neither part of the Executive Committee nor a group which has been setup by the Executive Committee, nor employees of the association. They review the annual accounts as well as the annual report and present it to the General Assembly.
 - E. Each member (including an organisation) has one vote. Unless otherwise specified, the simple majority of the votes cast is decisive in voting. In the event of a tie, a motion is deemed to be rejected. Dismissal of the executive committee and amendments to the statutes can only be decided by a two-thirds majority of the members present. A transfer of the voting power is permissible, but it is limited to the transfer to members.
 - F. Minutes are to be taken of the resolutions of the General Assembly of Members, which are to be signed by the keeper of the minutes and the Executive Committee. The signature can be done electronically.

§ 9 Board of Directors

- A. The Board of Directors is elected by the General Assembly.
- B. The Board of Directors consists of at least 5 members of the association and carries out its activities on an honorary basis. The members of the Board of Directors may be employed.
- C. Activities in the service of the association can be remunerated within the framework of §3 No. 26a of the Income Tax Act (honorary lump sum).
- D. The term of office of the Board of Directors is four years. Re-election is permissible. The Board of Directors remains in office until a new Board of Directors is elected. If a member of the Board of Directors resigns prematurely, a by-election can be held at a general meeting. Until then the Board of Directors consists of the remaining members.
- E. The Board of Directors is responsible for overseeing the current business of the association. It has the following tasks:
 - I. Suggesting strategies and guidelines for the association,
 - II. Advising on the execution of the decisions of the general assembly,
 - III. Representing their region in the meetings of the Board of Directors ,
 - IV. Possibility to overseeing the launch of new committees within the association,

- V. And familiarizing themselves with members' activities in their region.
- F. The Board of Directors can represent the association regionally e.g. at events.
- G. The Board of Directors passes its strategic advice to the Executive Committee by simple majority of votes. Votes can be done also asynchronously via email. In the event of a tie, the Executive Committee shall decide. Board of Directors decisions are to be recorded in writing and signed by the secretary of the Board meeting.
- H. The Board of Director can vote individual Board Members out of the Board with a $\frac{2}{3}$ agreement. The decision has to be documented.

§ 10 Dissolution of the association

1. The dissolution of the association can only be decided at a general meeting convened specifically for this purpose with a three-quarters majority of the association members present.
2. In the event of dissolution or annulment of the Association or if tax-privileged purposes cease to apply, the assets of the Association shall be transferred to a non-profit institution under public law or another tax-privileged corporation for use in promoting the Association's purpose.
3. In the event of dissolution of the Association, resolutions on the use of the assets require the approval of the tax office.