

## Articles of Association “iPM intelligent Project Management”

domiciled in Allschwil, Basel-Land, Switzerland

### 1. Name and Domicile

There exists an Association (Verein) under the name of „iPM intelligent Project Management” with the initials “iPM” in the sense of Articles 60 to 79 of the Swiss Civil Code (ZGB):

- a) This Association is an independent legal entity with legal capacity.
- b) It is governed by Swiss law.
- c) Its duration is unlimited.
- d) The Association is domiciled in Allschwil, BL, Switzerland.
- e) The official language of the Association is English.

### 2. Purpose

The Association exists for the purpose of

- a) Supporting and improving the project management competence of individuals and companies on an international basis (e.g. through promoting and supporting Goal Directed Project Management GDPM)
- b) Providing services for certification, learning and supporting project management (e.g. for GDPM)
- c) Publishing books and papers and providing tools for better and more intelligent project management

iPM can also become member of other organizations to strengthen the impact and have more sustainable effect.

### 3. Membership

All natural and legal persons with an interest in improving project management capabilities can become active members with voting rights. Active members actively engage in the field of project management.

Membership requests are to be directed to the president; the board will decide whether to approve the request or not.

We distinguish the following member categories with different member fees, which will be defined by the General Assembly:

- a) Honorary members (no vote at General Assembly)
- b) Individual members
- c) Legal members (Company members)
- d) Passive members (no vote at General Assembly), e.g. Sponsors

### 4. Association Funds

In order to achieve its purpose, the Association will freely dispose of the membership fees that are determined annually through the board.

Other sources for funding are

- a) Donations of any kind
- b) Fees and commissions from certifications and licenses (e.g. from publications and tools)
- c) Any other fees and commissions generated by members of the Association

- d) Fees through any kind of sponsorship
- e) Selling of any products related to the Association's purpose

The yearly fees are being defined and adjusted by the Board.

## 5. Termination of Membership

Membership is terminated through

- a) Withdrawal, expulsion or death of natural persons
- b) Withdrawal, expulsion or dissolution of legal persons

## 6. Withdrawal and Expulsion

Withdrawal from the Association is possible at any time by end of the following month. The withdrawal request must be sent via registered letter or a confirmed email directed to the president at least 4 weeks ahead of the Ordinary General Assembly. Already paid membership fees remain with the Association.

A member can be expelled from the Association at any time without the necessity to state reasons. The board will decide on the expulsion. This decision is final.

An Association Founding member can only be expelled when he evidently damaged the reputation of the Association or behaved unlawfully.

## 7. Bodies of the Association

The Association bodies are:

- a) the General Assembly
- b) the Board
- c) the Auditor (optional, depends on number of FTEs and turnover)

## 8. The General Assembly

The General Assembly is the supreme body of the Association. An ordinary General Assembly takes place annually by end of June at the latest.

The members are invited to the General Assembly two weeks ahead of time in by email, with a list of agenda items enclosed. Any request from members have to be submitted to the board 10 days before the General Assembly.

Members may attend meetings in person or by telephone / video conference call. The General Assembly is being led by the president or another member of the board.

The General Assembly has the following irrevocable obligations:

- a) Election or dismissal of the board members and auditors
- b) Determination of and changes to the Articles of Association
- c) Approval of the annual report and the audit report
- d) Deciding on the annual budget

Each member has one vote at the General Assembly; decisions are approved through a simple majority. Votes are not transferable to another member or a third person.

## 9. The Board

The board comprises two people, the founders of the Association, namely

- Rolf Tschaeppler, President, Treasurer

- Kristoffer V Grude, Vice President, Secretary

The board members represent the Association to the outside and conducts all current business.

- a) Board members have sole signatory power to represent the Association (Einzelunterschrift).
- b) Board members have the right of an adequate yearly compensation.
- c) The board has competence to decide on financial commitment up to CHF 10'000.- per year
- d) Accumulation of offices is allowed and the tenure of office (Amtsdauer) for member of the board is two years.
- e) Board members are re-electable.

## 10. The Auditor

If the legal requirement for an Auditor are not met this position is optional. The General Assembly elects one Auditor who checks the bookkeeping and conduct spot controls at least once a year. Auditors are elected for two years and are re-electable.

## 11. Liability

The debts of the Association only extend to the Association's own funds. Personal liability of members is excluded.

## 12. Change of Articles of Association

The existing Articles of Association can be changed if at least two third of present members agree to the changes.

## 13. Dissolution of the Association

The dissolution of the Association can be decided on by simple majority, as long as two thirds of all members are present at the General Assembly.

If less than two thirds of all members take part in the General Assembly, a second meeting is to be held within a month. During this meeting, the Association can be dissolved by a simple majority agreement even if fewer than three fourths of all members are present.

In case of dissolution of the Association, the use of its available funds will be decided by the General Assembly.

## 14. Entry into Force

The founding members have adopted the present Articles of Association by way of correspondence. The present Articles of Association have entered into force today.

Allschwil, June 10<sup>th</sup>, 2016

President:

Vice President:

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Rolf Tschaeppler

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Kristoffer V Grude