

# Charter of the CAPI Association

---

## §1 Purpose of the Association

- (1) The purpose of the CAPI Association is to promote the business and professional interests of its members and to represent such interests in dealings with third parties, and in particular by performing the following tasks:
  - a. To promote the open, uniform applications programming interface COMMON ISDN API as a standardized link between ISDN adapters and applications.
  - b. To provide an independent, international forum for manufacturers of ISDN adapters, ISDN applications and PBXs and for users and network operators throughout Europe and the world.
  - c. To pursue the comprehensive establishment and wide market penetration of COMMON ISDN API as a universal, manufacturer-independent standard, and to support members and other interested parties in its implementation and application.
  - d. To promote the technical maintenance and continuing development of COMMON ISDN API, particularly with respect to market demand and the software industry's requirements for an efficient, easy-to-use ISDN API with comprehensive capabilities, flexibility and quality.
  - e. To promote and conduct the public presentation of COMMON ISDN API and to ensure its publication and distribution.
  - f. To represent the members' interests in dealings with governments, authorities, ETSI, ITU and all other relevant institutions, associations and committees.
  - g. To endeavor to put an end to undesirable conditions which could be detrimental to the standing of COMMON ISDN API.
- (2) The Association shall pursue no goals which conflict with anti-trust law, and shall refrain from any and all behavior or activities which might give rise even to suspicions of a cartel. Deviations from these stipulations may be made only through an amendment of this charter by resolution of the general meeting.
- (3) The Association shall not maintain any planned economic activities.

## §2 Name, Seat and Fiscal Year of the Association

- (1) The Association has the legal form of a registered association (an independent legal entity) and bears the name "CAPI Association".
- (2) The seat of the Association is Bad Kreuznach.
- (3) The fiscal year of the association is the same as the calendar year.

### **§3 Membership**

- (1) Natural persons, legal entities and associations thereof with activities in the field of ISDN may become members of the Association.

In addition, persons and associations whose membership can be expected to serve the Association's purposes by virtue of their knowledge, experience, influence or other importance, especially in the field of ISDN, may become members of the association.

- (2) Members of the Association are either "Full Members" or "Members with Observer Status" (cf. §4).
- (3) The application for membership, in which the applicant undertakes to observe the terms of this charter, shall be addressed to the executive board. The general meeting shall decide on admission.
- (4) Membership is terminated by:
  - a. the member's death or dissolution;
  - b. notice of resignation, which may be addressed to the executive board at any time, in which case all dues paid are forfeited;
  - c. formal exclusion, which may be pronounced only by resolution of the general meeting (cf. Paragraph 5);
  - d. exclusion by decision of the executive board, in the case that more than three months' dues are overdue without justification.
- (5) The general meeting may resolve to exclude a member if:
  - a. the member has violated the goals or interests of the Association to a considerable degree, or violates them repeatedly; or
  - b. the member discontinues its payments or becomes bankrupt.

### **§4 Members' Rights and Duties; Dues and Donations**

- (1) The members of the Association shall promote the purpose and standing of the Association to the best of their abilities. To this end, it is their duty to uphold businesslike customs, good manners and fair practices in competition, and to observe the trade practice rules registered with the anti-trust authorities.
- (2) In performing its tasks, the Association incurs costs which are covered by a one-time admission fee and yearly dues paid by the members. Details such as amounts and due dates shall be stipulated in a schedule of dues to be adopted by the general meeting. The general meeting may also provide for variable admission fees and dues.

(3) Extent of Rights Accruing to the Different Forms of Membership

a. Full Members' Rights:

Each Full Member has the right to use the facilities of the Association and to enlist its support within the framework of the Association's tasks as set forth in this charter. Each Full Member may address motions to the Association, the advisory council and the general meeting, and has full rights to vote and to stand for election, as well as the right to have items set on the agenda of any meeting.

b. Rights of Members with Observer Status

Members with Observer Status have the right to attend meetings, and have the right to be heard at meetings insofar as the general meeting does not decide otherwise.

c. All members shall receive all documents (preparatory material and minutes) for all meetings.

(4) The general meeting may levy extraordinary dues or contributions to cover the costs arising from certain projects.

Membership dues shall be set annually by the general meeting for the following year. The executive board shall inform the general meeting of donations in excess of such dues and of the donor's name.

## **§5 Organs of the Association**

(1) The organs of the association are:

a. the general meeting;

b. the executive board;

c. the advisory council, which may be formed of such persons as shall seem appropriate by the general meeting.

(2) The highest organ of the association is the general meeting.

## **§6 The General Meeting**

(1) The ordinary general meeting shall be held at least every year, in the first quarter of the year if possible. The executive board shall convene the general meeting by special invitation in which the agenda shall be announced. The invitation shall be sent to each member at the most recent address of which the executive board has been advised, and must be posted at least three weeks before the meeting. The date of a general meeting may also be set by resolution of the general meeting.

The executive board shall set the agenda. Each member with voting rights may petition to have individual items set on the agenda until the agenda is mailed.

- (2) The executive board shall call an extraordinary general meeting as necessary in the interests of the Association, or upon written petition of at least twenty percent of the Full Members.
- (3) The general meeting manages the Association's affairs to the extent that these are not assigned by this charter to another organ. In particular, the general meeting shall decide on:
- a. the appointment, discharge and removal of executive board members;
  - b. the appointment and dismissal of advisory council members;
  - c. the budget for each coming fiscal year;
  - d. the schedule of dues;
  - e. the admission and exclusion of members;
  - f. the dissolution of the Association and the disposal of its property;
  - g. the adoption, amendment and suspension of technical standards maintained by the CAPI Association in the framework of the Association's purpose.

The general meeting may establish working groups to carry out these and other tasks (cf. §10). Such working groups shall be accountable to the general meeting.

- (4) Each Full Member has exactly one vote in the general meeting. Votes may be cast by proxy. Proxies shall present written authorization to the chair of the general meeting or to the executive board before the meeting begins.

The general meeting may conduct business if it was properly convened and at least half of the voting members are present. If the quorum is not reached, the general meeting shall be reconvened in accordance with the stipulated provisions for convening the general meeting. The reconvened meeting may then conduct business even if fewer members are present. Resolutions are passed by a proportion of at least 80% of the voting members present.

- (5) The general meeting may resolve to take a vote in writing on motions pending.

In this case, the call for a vote and any accompanying documents and the motion or motions to be voted on shall be sent to all voting members in a proper and timely manner as stipulated for the invitation to the general meeting, and the time within which votes must be cast shall be specified. This time shall be not less than three weeks. Votes must be received by the executive board by the due date to be considered cast within the specified time. A motion is rejected if more than 20% of the voting members vote against it; otherwise it is adopted.

- (6) Minutes are to be taken of the general meeting and of votes taken in writing, and shall be signed by the person taking the minutes. The minutes shall be made available to the members in suitable form within six weeks after the meeting; objections to the minutes may be raised not later than one month after this time.

## **§7 Language of the Association**

- (1) Meetings will be conducted in German. English shall be used upon petition of one voting member present. All documents shall be written exclusively in English.

## **§8 The Executive Board**

- (1) The executive board shall comprise the Chair and two additional members.
- (2) The members of the executive board shall be elected by the general meeting for a term of two years. Re-election is permitted. Elected executive board members may be recalled by the general meeting at any time. The term of office of each executive board member ends when the member's successor is instated. If an executive board member leaves office prematurely, the advisory council may appoint a successor.
- (3) The executive board conducts the association's business. Its scope of authority includes all matters not assigned by this charter to the general meeting or the advisory council. The Association is represented by the Chair or by another member of the executive board in the case that the Chair is indisposed.
- (4) The executive board may entrust a natural person with the management of day-to-day business. This shall be done by written contract stipulating the tasks, authority, remuneration and contract period. The Director thus appointed is bound by the instructions of the executive board, and may be a member of the executive board.
- (5) The executive board makes its decisions by resolution in executive board meetings. Minutes are to be taken of such meetings. Executive board meetings shall be convened and the agenda announced with one week's notice. Two members of the executive board constitute a quorum. Resolutions are passed by a simple majority of votes of the executive board members present.
- (6) The individual members of the executive board are authorized legal representatives of the Association. They shall be guided in all their actions by the goals of the Association, and in particular shall observe the charter and resolutions of the general meeting, the advisory council and the executive board. The executive board is required to give an accounting of its activities upon request by the general meeting.

## **§9 The Advisory Council**

- (1) The advisory council is composed of persons who represent the various areas of interest of the Association. The members of the advisory council shall elect a Chair and Vice-Chair among themselves. Elections and the exercise of offices shall be governed by the rules stipulated for the executive committee (§8) as applicable.
- (2) The primary task of the advisory council is to advise the executive board in all of the Association's affairs. Between general meetings, the advisory council also represents the interests of the members in dealings with the executive board. The executive board shall invite the members of the advisory council to its meetings and announce the agenda with at least one week's notice.

**§10 Working Groups**

- (1) The general meeting or the executive board may resolve to form or dissolve working groups. Working groups shall fulfill the tasks assigned them upon their creation. All members are entitled to participate in working groups. The working group may also decide by simple majority to permit the participation of non-members or to create subordinate working groups as appropriate for the fulfillment of the assigned tasks. The working group is required to give an accounting of its activities upon request by the general meeting or the executive board.

**§11 Dissolution**

- (1) The Association may be dissolved only by the general meeting. A three-fourths majority of all voting members of the Association is required to dissolve the Association.
- (2) The dissolution of the Association is governed by the provisions of the German Civil Code. The general meeting shall provide for the disposal of the Association's remaining property.