

**Articles of Association  
of the  
IREB – International Requirements Engineering Board e. V.**

<b>Version</b>	<b>Date</b>	<b>Remark</b>
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## Preamble

- (1) IREB - International Requirements Engineering Board e. V. was initially founded as an association of Requirements Engineering experts with the aim of developing and promoting the Certified Professional for Requirements Engineering (CPRE) certification program. Meanwhile, IREB has extended its scope beyond Requirements Engineering, encompassing also related fields such as shaping digital systems and solutions.
- (2) IREB develops, maintains and promotes high-quality, internationally standardized certification programs in its scope of activity.
- (3) The certification programs provided by IREB aim at initial and continuing education as well as training of professionals. The programs define competence levels building upon each other. The certificates on each level are defined by syllabi with well-defined educational objectives and associated examination questions or by explicit examination requirements. IREB's certification programs adhere to the ISO/IEC 17024 standard.
- (4) IREB acts as a not-for-profit organization, investing its revenues into fostering and developing its mission. IREB does not pay any profit shares to its members.
- (5) The members of IREB are experts or specialists in at least one of the fields where IREB is active or in certification of professionals. They own a proven track record as professionals in industry, academia, consultancies or professional training.
- (6) In all their activities, IREB members and bodies act in compliance with the IREB Code of Ethics.

## § 1 Name, Registered Office, Business Year

- (1) The association bears the name of "IREB - International Requirements Engineering Board (IREB) e. V." (hereinafter referred to as "IREB"). The association may act under its full name or the name IREB. It is entered in the Register of Associations at the local court of Karlsruhe with the file number VR 3641.
- (2) The registered office of IREB shall be in Karlsruhe.
- (3) Its business year shall be the calendar year.

## § 2 Purpose of the IREB; Utilization of Funds

- (1) Purpose of the IREB shall be the promotion of education and learning in the area of vocational training and continuing training and education. The purpose of the Articles of Associations shall be realized in particular by means of the following measures:
  - (a) Developing, maintaining, establishing and assuring the quality of certification programs in the fields in which IREB is active in.

This is done in particular by:

    - Preparation, updating, release and publication of the syllabi for all levels of the programs;
    - Preparation, updating and release of examination questions and homework for all levels of the programs.
  - (b) Support of the examination system and also, if necessary, of the accreditation system for the certification programs by
    - Preparation and updating of certification rules and also of the accreditation guidelines, if necessary,
    - Provision of examiners, if necessary, for the professional part of the accreditation applications,
    - Designation of certification bodies and of the accreditation bodies as well, if necessary.
  - (c) Committee work

- Collaboration with national and international professional associations and standardization committees.
- (d) (Further) development of training materials, which support the specialists in the field of IREB's certification programs with regard to training, research and practice, in particular:
- Syllabi;
  - Examination questions and regulations;
  - Material accompanying the courses;
  - Books;
  - Glossaries.
- (2) Funds of the IREB may only be used for purposes in accordance with the Articles of Association. Members shall only receive benefits from IREB funds if this has been explicitly provided for by these Articles of Association or by resolution of the general meeting.

### **§ 3 Membership**

Members of the IREB shall comprise

- Full members;
- Associate members;
- Honorary members.

### **§ 4 Full Members**

- (1) Full member of the IREB may be any natural person of age, who is professionally competent in one of IREB's fields of activity and who actively collaborates in IREB's work.
- (2) Prerequisites for full membership in the IREB shall be:
- (a) Submission of at least two written references issued by full or honorary IREB members whose membership exists for at least two years;
  - (b) Signature of the non-disclosure and transfer of use rights agreement specified by the IREB concerning any possible copyrights or, respectively, special information acquired within the scope of the membership.
- (3) Full members shall have all rights of an association member within the meaning of civil-law provisions, in particular the voting right in the general meeting.

### **§ 5 Associate Members**

- (1) Associate member may be any natural person of age who is professionally competent in one of IREB's fields of activity and actively supports the IREB's work. Section (§) 4 paragraph 2, letter b) shall apply correspondingly.
- (2) Associate members shall have no voting right in the general meeting; however, they shall have a right to attend and to speak.

### **§ 6 Honorary Members**

- (1) Honorary member may be any natural person of age who – as a member of IREB or as a personality otherwise – substantially promoted or supported the IREB's work to a particular degree or who acquired outstanding merits in one of IREB's fields of activity. Section (§) 4 paragraph 2, letter b) shall apply correspondingly.
- (2) Honorary members shall have no voting right in the general meeting; however, they shall have a right to attend and to speak.

## **§ 7 Admission of Members; Cooperation**

- (1) Anyone who wants to be admitted as a member of the IREB must make a written application, which includes all the documents required according to Sections (§§) 4 to 6. Furthermore, suitable proof of the applicant's professional qualification shall be enclosed with the application. Moreover, as far as it is suitable for the decision-making process, information shall be submitted about the institution or the company to which the applicant belongs.
- (2) The Council (§ 11) shall review applications for full membership and submit a reasoned recommendation in textual form to the General Meeting about granting or declining full membership to the applicant. The General Meeting (§12) decides on the application with a two-thirds majority, whereby the General Meeting is not bound by the recommendation of the Council. The decisions about full membership applications shall be made at the next regular General Meeting, provided that the application has been received at least 60 days prior to the date of that meeting. The decision will be communicated to the applicant in textual form.
- (3) The Executive Committee (§ 10) shall decide upon an application for admission of associate membership; according to equitable discretion, taking into account the applicant's professional qualification and suitability. The decision about acceptance or rejection of the application for admission shall be made within four weeks as of the receipt of the application for admission and be communicated to the applicant in textual form.
- (4) Upon the Council's proposal, honorary membership shall be bestowed by the general meeting with a two-thirds majority.
- (5) There shall be no legal claim to be granted membership in the IREB.
- (6) Every full and associate member shall always proactively support the IREB's work and, in this respect, regularly render contributions of cooperation (contributing as a member of a body of IREB, scientific research achievements, reviewing work, etc.). On average, 20 hours, which had been authorized by a body of IREB, are expected as the extent of the contribution of cooperation over a period 12 months. IREB may demand of the member to provide written proof of the activities carried out which includes a meaningful breakdown of the activities performed and their duration.

## **§ 8 Beginning, Duration and Termination of Membership**

- (1) Membership shall begin with the receipt of the notification of acceptance of the application for admission by the Council or the Executive Committee.
- (2) Membership shall run for an indefinite period of time.
- (3) Membership shall end
  - due to the death of the member;
  - due to the voluntary withdrawal of the member;
  - due to the exclusion of the member for good cause.
- (4) Voluntary withdrawal shall be stated in textual form. It shall be permitted only as of December 31 of the calendar year subject to a period of notice of three months.
- (5) Exclusion of a member for good cause shall be by resolution of the general meeting. Good cause for the exclusion shall be in particular if
  - (a) the member grossly violated the Articles of Association, the IREB Code of Ethics, the interests and objectives of IREB or of the certification programs offered by IREB, or damaged the IREB in other ways and manners;
  - (b) insolvency proceedings over the member's assets have been instituted or its institution has been applied for; or
  - (c) the member is in arrears with the membership fee payment for more than a year insofar as there is an obligation to pay a membership fee.

Upon a substantiated request in text form by the Executive Committee or by five members, the general meeting shall decide with a two-thirds majority on the exclusion for good cause. The member concerned shall not be entitled to vote in this respect. At least two weeks before the general meeting, the Chair shall send to the member concerned a copy of the request for exclusion with a statement of the reason. Any statement by the member concerned shall be made at the latest in the general meeting. The Chair shall inform the member in text form about the exclusion. The exclusion shall become effective upon receipt of the notification.

## § 9 Organs

IREB organs shall be the

- Executive Committee (§ 10);
- Council (§ 11);
- General Meeting (§ 12);
- Working groups (§ 13).

## § 10 Executive Committee

- (1) The Executive Committee shall include the Chair, the deputy, as well as the treasurer. They shall be each elected individually by the general meeting from among its full members. Upon application by a full member, voting shall be by secret ballot. By resolution with a two-thirds majority, the general meeting may enlarge the Executive Committee to a total of up to five persons.
- (2) Members of the Executive Committee may as well be elected by the general meeting from among its associate members, if the Council has previously and namely proposed the associate member to the general meeting as an appropriate candidate for election. Several associate members are allowed in the Executive Committee, but the Chair must mandatorily be a full member. In the event of election as member of the Executive Committee the associate member receives the status of a full member, in particular the unrestricted voting right in the general meeting, for the term of office; this status automatically expires with the termination of office.
- (3) The IREB shall be represented in and out of court jointly by two members of the Executive Committee (collective representation); the Chair shall solely represent the IREB (individual power of representation).
- (4) The Executive Committee shall be elected by the general meeting for the duration of two years. It shall be permissible to re-elect a member of the Executive Committee indefinitely. The Executive Committee shall remain in office until a re-election. Premature dismissal of a member of the Executive Committee may only be effected for good cause and shall require a two-thirds majority of the general meeting. If a member of the Executive Committee withdraws during the term of office, the general meeting shall elect a substitute member for the remainder of the withdrawing member's term of office.
- (5) The Executive Committee shall perform the functions of the association board within the meaning of civil-law provisions; it shall manage the business operations of the IREB and shall attend to all matters of the association, unless they are assigned to another organ by the Articles of Association or by law. In particular, the Executive Committee shall have the following functions:
  - (a) Preparation of the general meeting;
  - (b) Implementation of the resolutions of the general meeting;
  - (c) Operative management of all economic concerns of the association;
  - (d) Exercising shareholder rights in case of legal entities or partnerships in which IREB has an interest;

- (e) Talks with associations, special trade and professional groups and external offices with regard to cooperations and collaboration;
  - (f) Establishing and dissolution of working groups, as well as the installation and dismissal of leaders of working groups;
  - (g) Definition and regulation of collaboration among the organs;
  - (h) Decision regarding the admission of new associate members.
- (6) The Chair shall manage the Executive Committee and shall have the functions and authorities indicated in these Articles of Association.
- (7) The deputy shall represent the Chair if he/she is not available and shall support him/her upon instructions in the completion of tasks; there shall be no individual power of representation (paragraph 3, second half of the sentence).
- (8) The treasurer shall have the following tasks in particular:
- (a) Preparation of a financial report and financial planning; they shall be submitted to the general meeting at the latest at the end of the second quarter of the following year.
  - (b) Preparation of an annual report; this shall be submitted to the general meeting at the latest at the end of the second quarter of the following year.
- (9) The members and the other organs shall make every effort to support the Executive Committee upon its request in the completion of these functions.
- (10) In general, the Executive Committee shall make its decisions in meetings according to the following provisions:
- (a) The Chair shall convene meetings in writing, by telephone, or in electronic form with at least one week's notice. Communication of the agenda shall not be required. Communication of the agenda shall not be required. Meetings may be held as physical gatherings at the same location or as video/telephone conferences; mixed forms shall be permitted.
  - (b) The Executive Committee meeting shall be chaired by the Chair; if he/she is not available, by the deputy.
  - (c) The Executive Committee shall have a quorum if at least two members of the Executive Committee, including the Chair or the Deputy Chair, are present. With regard to the passing of resolutions by the Executive Committee, the simple majority of valid votes cast shall decide. Abstentions shall not be included in the count. The vote by the person chairing the meeting shall decide in the event of a parity of votes.
  - (d) Minutes shall be taken of the resolutions of the Executive Committee, showing the time and place of the meeting, the names of the participants, the content of the resolutions adopted and the result of the voting. The minutes shall be filed and archived in written or electronic form.
  - (e) A resolution of the Executive Committee may also be effected outside a meeting – in writing, by phone (conference call) or by e-mail – if, prior to passing the resolution, all members of the Executive Committee declared to agree to this and had adequate opportunity to make statements; lit. (c) and (d) shall apply accordingly.
  - (f) The Chair may invite IREB members or guests in a consulting function to the meetings.
- (11) The Executive Committee shall be entitled to provide itself with rules of procedure which may also regulate internal proceedings for resolutions in deviation of para 10.

## § 11 Council

- (1) The Council shall consist of at least five and at most seven members of the IREB. It shall be elected by the General Meeting for a term of office of four years. It shall be elected by the general meeting for a term of office of four years. Upon request by a full member, voting shall be by secret ballot.
- (2) Before the election, the General Meeting shall decide on the number of Council members for the Council's new term of office. At any time during the current term of office, the General Meeting may extend the Council by further members, whose term of office ends at the end of the current term of office.
- (3) Only full members and associate members of the IREB shall be electable to the Council. Executive Committee members cannot be members of the Council at the same time. Re-election shall be allowed indefinitely.
- (4) The Council shall remain in office until a new election. Premature dismissal of a member of the Council may only be effected for good cause and shall require a two-thirds majority of the general meeting. If a member of the Council withdraws during the term of office, the general meeting shall elect a substitute member for the remainder of the withdrawing member's term of office.
- (5) Only those members of IREB shall be members of the Council who have proven special competence in at least one field of activity of IREB and have acquired an impeccable professional reputation internationally.
- (6) The Council shall have the following functions:
  - (a) Professional consultation of the IREB organs in all matters of the association;
  - (b) Scientific quality assurance of the association's work, professional objectives and monitoring the association's development, elaboration of sustainable and viable visions and concepts for the future of the association's activities;
  - (c) Examination of applications for full membership and submission of a recommendation to the General Meeting;
  - (d) The right of nomination regarding the admission of new honorary members.
- (7) At the beginning of its term of office, the Council shall elect a Chair and a Deputy for the duration of the term.
- (8) In general, the Council shall reach its decisions in meetings which are to take place regularly; the provisions of § 10 paragraphs 10 to 11 shall apply accordingly, subject to the provision that there is a quorum if at least half of the members of the Council are present, among them the Chair or the Deputy. Moreover, Council meetings shall be convened immediately if this is requested by the Chair of the Executive Committee, by 3 members of the Council or 5 members of the IREB.

## § 12 General Meeting

- (1) The general meeting shall be the convention of all members of the IREB. It shall be convened at regular intervals. It shall be responsible for all tasks which are not assigned to the Executive Committee or another organ of the IREB by the Articles of Association or by law. The general meeting shall be exclusively responsible for the following matters:
  - (a) Election and dismissal of the Executive Committee and formal approval of its actions;
  - (b) Election and dismissal of the Council;
  - (c) Admission of full members,
  - (d) Admission of honorary members;
  - (e) Exclusion of members for good cause;
  - (f) Amendment of the Articles of Association;
  - (g) Moving the registered office, changing the purpose, or dissolution of the association;

- (h) Moving the registered office, changing the purpose, liquidation, sale, or encumbrance of companies or corporate shares in legal entities or partnerships in which IREB has an interest.
  - (i) Determination of the trustee in accordance with paragraph 14.
- (2) General meetings shall take place at least once a year and additionally upon convocation by the Chair or upon motion by at least one-third of the members in text form with an indication of the reason.
  - (3) The Chair shall invite to the general meetings in text form to the email address to be indicated by the member, complying with a notice period of four weeks for the invitation. The time and place as well as the agenda are to be specified with it.
  - (4) Motions for the agenda or draft resolutions to the general meeting shall be submitted by members in text form to the Chair at the latest two weeks before the general meeting. At least one week before the general meeting, the Chair shall notify the members in text form of the motions and draft resolutions. Notification may also be made by publication on a website specified in the invitation.
  - (5) General Meetings shall generally be held as face-to-face meetings and require the physical participation of the members at the place of the meeting. In justified exceptional cases (e.g., travel restrictions due to a pandemic), the Chair is entitled to hold the General Meeting as a virtual meeting.
  - (6) Virtual meetings shall be conducted by means of a suitable video conferencing tool that enables electronic voting by the members present and ensures that only members can participate in the General Meeting.
  - (7) General Meetings which are exclusively concerned with the admission of new ordinary members (§ 7 para. 2 sentence 2) may be held as virtual meetings; para. 6 shall apply accordingly.
  - (8) The Chair is entitled to allow a member to participate in the General Meeting virtually upon application in cases of personal hardship (e.g., illness, local travel restrictions); para. 6 applies accordingly. The application must be received by the Chair in text form before the start of the General Meeting and must include a credible statement of the personal hardship (e.g., a medical certificate). Virtual participants are deemed to be present at the General Meeting with respect to these Articles of Association.
  - (9) The general meeting shall be non-public. Head of the general meeting shall be the Chair. The Chair may invite guests to the General Meeting or for individual items on the agenda, as far as this is suitable. Upon the request of at least two voting members, the General Meeting shall vote at the beginning of the meeting – by a simple majority – on the participation of guests.
  - (10) Only the full members present shall be eligible to vote in the general meeting. The voting right may only be exercised in person; proxy shall not be permitted. Every full member shall have one vote. Associate members and honorary members shall have no voting right; upon their request, the Chair shall grant them any time the right to speak.
  - (11) The general meeting shall have a quorum if at least 50 percent of the full members are present; in case of elections for the Executive Committee as well as the Council, full members who had voted in good time by postal service shall be included in the count with regard to these items on the agenda.

In the event that a quorum according to sentence 1 is not reached, the Chair shall immediately convene a new General Meeting (follow-up meeting) with the same agenda, taking paragraph 3 into account – in the form of a virtual meeting. Paragraph 6 shall apply correspondingly. The Chair shall be entitled to reduce the period of invitation for the follow-up meeting down to two weeks.
  - (12) Resolutions shall be passed with a simple majority by the general meeting, unless these Articles of Association or the law provide for a qualified majority for certain resolutions. Abstentions shall not be included in the count. In case of a parity of votes, the motion shall be rejected. The following resolutions shall require a qualified majority:

- Amendments of the Articles of Association with a two-thirds majority;
- Establishment and amendment of the “Rules for Decision-Making and Elections” with a two-thirds majority;
- Admission of new full members with a two-thirds majority;
- Moving the registered office, changing the purpose, or dissolution of the association with a four-fifths majority;
- Moving the registered office, changing the purpose, liquidation, sale, or encumbrance of companies or corporate shares in legal entities or partnerships in which IREB holds an interest, with a four-fifths majority.

Resolutions shall principally be passed by the general meeting in open balloting, unless these Articles of Association provide for secret balloting (or election) or if the general meeting decides this with a simple majority prior to balloting with regard to the agenda item in question.

- (13) In urgent cases and upon prompting by the Chair, individual resolutions – which shall not have the subject matter of an election or dismissal of members of the Executive Committee or of the Council or the admission of new full members (§ 7 para. 2 second sentence) – may also be passed even outside of General Meetings by email voting or other electronic voting means of the full members. In this case, majorities always relate to the total number of full members of the IREB. The Chair shall take care that all members have the opportunity to comment upon the draft resolutions, using suitable electronic communication means. A period of at least two weeks shall be allowed for voting.
- (14) Full members who cannot participate personally in the general meeting shall be entitled to vote by postal service in case of elections for the Executive Committee as well as for the Council. To ensure the proper conduct of the postal voting procedure, a trustee shall be appointed by the General Meeting, who shall not be a member of the IREB.
- (15) Minutes shall be prepared about the course of the general meeting and its resolutions as well as about the voting of the resolutions passed according to paragraph 13; the minutes shall be signed by the keeper of the minutes and by the person chairing the general meeting. At the latest upon the beginning of the general meeting, the person chairing the general meeting shall appoint the keeper of the minutes. In case of a virtual meeting according to paragraph 6 or individual resolutions according to paragraph 13, the minutes shall be signed by the Chair alone. The minutes shall be sent in text form by email to all members.
- (16) The General Meeting may regulate details of the procedure for passing resolutions and elections in a separate “Rules for Decision-Making and Elections”.

### **§ 13 Working Groups**

- (1) For structuring its work, the IREB may set up working groups. They may be established on a temporary basis (e.g., a team for elaborating a new information flyer) or permanently (e.g. the examination questions working group). The members shall participate respectively in one or several working group(s).
- (2) The Executive Committee shall determine
  - (a) the establishment of working groups (temporary or permanent), as well as their dissolution;
  - (b) the names of the working groups;
  - (c) the tasks of the working groups;
  - (d) the respective leader of the working group.
- (3) For temporary working groups, the respective leader of the working group shall be determined for the total time of institution of the working group. For permanent working groups, the term of office shall be two years.

- (4) From among the members of his/her working group, the leader of the working group shall appoint a deputy. In case of permanent unavailability or withdrawal of the leader of the working group, the deputy shall take over the leadership of the working group until the determination of a new leader of the working group by the Executive Committee.
- (5) Non-members of the IREB may also participate in a working group; however, to do so, the non-members shall accept the Articles of Association and the non-disclosure and transfer of use rights agreement specified by the IREB. The leader of the working group shall inform the Executive Committee about the participation of such persons; the Executive Committee may object to this.
- (6) The leader of the working group shall be responsible for the working group pursuing its defined objectives and performing the corresponding assignments. The leader shall regularly report about the status of work to the General Meeting, the Executive Committee, and the Council.
- (7) For decisions taken in working groups, the regulations of § 10 para. 10 shall apply accordingly, subject to the provision that there is a quorum if at least half the members of the working group are present, among them the Chair or the Deputy.
- (8) The Council shall provide technical guidance and approve the results of the work of a working group. The Council shall be entitled to issue a guideline for this purpose, which regulates the procedure for the preparation, quality assurance and release of work products in a binding manner. The Council may call upon external reviewers for the assessment of work products.

#### **§ 14 Collaboration with Other Organizations**

- (1) IREB GmbH  
IREB transfers the operational support of its certification programs to IREB GmbH. IREB is the sole shareholder of IREB GmbH. The Executive Committee exercises the shareholder rights in IREB GmbH according to § 10 para. 5 lit. d.
- (2) Accreditation bodies  
IREB may designate – on its own or via IREB GmbH – one or several external accreditation bodies, which will support the IREB in the accreditation of training companies. Each designated accreditation body shall meet and implement the accreditation rules and processes of the IREB.
- (3) Certification bodies  
IREB may designate – on its own or via IREB GmbH – one or several external certification bodies (examination bodies) and assign to them the operative implementation of the examination system (examination of exam participants). The certification body shall hold the examinations and issue the certificates. Each designated certification body shall meet and implement the certification rules and processes of the IREB.
- (4) Other organizations  
In professional or organizational issues, IREB may collaborate on a national and international level with other organizations competent in the special field, for example, development or mutual alignment of work products or processing of accreditations and certifications

#### **§ 15 Licensing Rights and Other Rights**

The members shall recognize:

- (1) Solely the IREB shall be the carrier and holder of all certification programs developed and established by IREB.
- (2) As far as the work by the IREB or its organs results in copyrights or otherwise protectable rights (licensing rights, trademark rights, patent rights, etc.), the IREB shall be exclusively entitled to them.

- (3) The IREB shall be exclusively entitled to the results of the work by the IREB and its organs. Any performances and contributions of work by the members within the scope of the IREB shall be rendered exclusively for it.
- (4) The IREB shall be comprehensively enabled to utilize the work results or parts thereof in an unchanged or changed form, in any legally possible way within the scope of the purpose of the association (§ 2) and according to the rules of the IREB.
- (5) To this end, the members shall gratuitously assign to the IREB – exclusively, irrevocably and unlimited in terms of time, space and contents – any and all rights in their work results to which they are possibly entitled and which are assignable. This grant of rights shall include in particular:
  - (a) The right to use the work results or parts thereof in any manner and ways, inter alia, duplicate them, propagate them, present them, publicly report about them and make them accessible to the general public;
  - (b) the right to process work results or parts thereof, change them, combine them with other works or integrate them therein, or otherwise re-design them and utilize the results created thereby in the same manner as the original versions; as well as
  - (c) the right to assign to third parties corresponding rights in the work results or parts thereof and in rights or parts thereof established according to paragraph 2.
- (6) The IREB shall be exclusively entitled to earnings from the utilization of work results or parts thereof.
- (7) As far as the participation of the members is required to legally protect any protectable work results, the members shall support the IREB to the required extent.

## **§ 16 Membership Contributions, Expense Allowance, Fees and Costs**

- (1) The general meeting shall determine the imposition of an annual fee for members as well as its due date. In case of a decision by the general meeting to impose a membership fee, the Executive Committee shall be authorized to annually establish anew the amount of the fee; in this respect, different amounts of fees may be established for the different memberships; honorary members shall always be exempt from any membership fee.
- (2) Collaboration in the IREB shall be principally effected on an honorary basis. By resolution, the general meeting may provide for the payment of a reasonable amount of an expense allowance for Executive Committee members, for Council members, or for members who contribute or had contributed activities to a special extent.
- (3) The Executive Committee may, on a case-by-case basis, grant appropriate compensation for members of a working group who have completed or are completing important tasks involving a considerable amount of work.
- (4) No member may benefit by expenses, which are alien to the purpose of the IREB or by disproportionately high allowances.
- (5) Expenses and travel costs, which are connected with the collaboration in the IREB shall be reimbursed by the IREB within the scope of the applicable tax regulations if the IREB has an adequate amount of funds available for it. Other expenditures (office material, etc.) shall not be reimbursed. The Executive Committee shall be entitled to issue regulations on travel costs and expenses.

## **§ 17 Dissolution; Liquidators**

Dissolution of the IREB may only be decided in a general meeting with the majority of votes specified in § 12 paragraph 12. Unless the general meeting decides otherwise, the Chair and the deputy shall act as liquidators with joint authorization of representation. These provisions shall apply analogously if the association is dissolved for another reason or otherwise loses its legal capacity.

## **§ 18 Opposition Deadlines and Time Limits for Legal Actions**

- (1) Members shall be obligated to immediately object in the general meeting, for the record or the minutes, to any defects in the resolution which exist in their opinion; at the latest, however, one week after receipt of the minutes in text form via email to the Executive Committee (opposition); otherwise it shall be forfeited.
- (2) A declaratory action seeking the nullification of a resolution by the general meeting shall be brought before the competent court within one month after receipt of the minutes; otherwise, it shall be forfeited.

## **§ 19 Secondary Provisions**

- (1) German law shall apply. The association's languages shall be German and English. As far as an English translation has been enclosed for a document in German language, this shall only be done for the purpose of understanding; the wording of the German version shall apply.
- (2) For any correspondence, declarations of intent, communications, etc. between the IREB, its organs and members, it shall be basically sufficient if this is effected in text form by email unless these Articles of Association or the law explicitly prescribe another form. An email shall be considered received if it is retrievably saved in the recipient's mailbox. The email address indicated in the application for admission shall be considered the valid receiving unit of a member until the member notifies the IREB of a new email address.
- (3) Amendments or supplements of the Articles of Association which are required for legal reasons by the Registry Court may be implemented by the Executive Committee and do not require any passing of a resolution by the general meeting. Such amendments or supplements shall be advised to the members at the latest together with the invitation to the next general meeting.
- (4) These Articles of Association may be supplemented by implementing provisions (rules of procedure, rules for decision-making and elections, process manuals, regulations on travel costs and expenses, code of ethics, etc.), which are not a part of the Articles of Association but are binding for the duration of their scope.