

This is an English translation of version 2.0 of the Articles of Association of the PMI Germany Chapter e.V. dated October 15, 2025, generated with the support of a LLM system. In case of ambiguity or contradiction, the German version shall always take precedence.

Articles of Association of the Association PMI Germany Chapter e.V.

§ 1 – Name, Headquarter, Business Year

1. The name of the association is "PMI Germany Chapter e.V.". It is registered in the register of associations of the Amtsgericht Berlin-Charlottenburg under the number VR 37708.
2. The registered seat of the association is Berlin.
3. The business year is the calendar year.

§ 2 – Purpose of the Association

1. The purpose of the association is to promote, encourage, and disseminate the methods and practices of project management across all sectors of society. The objectives of the association are to advance professionalism in project management and to provide a forum for the discussion, exploration, and exchange of issues, solutions, applications, and ideas in the field of project management.
2. The association does not primarily pursue any commercial purposes.
3. The association's funds may only be used for purposes consistent with these Articles of Association. Members shall not receive any payments from the funds of the association, except for the reimbursement of actual expenses incurred in the operation of the association in accordance with its statutes.
4. No person may be favored by expenditures that are unrelated to the association's purpose.

§ 3 – General Provisions Regarding these Articles

For reasons of linguistic simplicity – and for this reason only – these Articles use the conventional masculine form when referring to persons. This form shall be understood as gender-neutral and does not imply any discrimination against other genders.

§ 4 – Membership

1. Membership in the association is open to any natural person who is interested in supporting the purpose of the association.

2. Membership in the association requires membership in the Project Management Institute Inc., Pennsylvania, USA (hereinafter referred to as "PMI"), as well as the regular payment of the membership fee for the association.
3. A person becomes a member of the association by joining PMI or renewing their PMI membership and, in doing so, being assigned by PMI to the PMI Germany Chapter or explicitly selecting it.
4. The association recognizes the following two categories of membership:
 - a) Regular Membership
Regular membership is open to any PMI member.
 - b) Student Membership
Student membership requires the recognition of "Student Membership" status by PMI.
5. Membership in the association ends:
 - upon termination of membership in PMI;
 - when the member changes to another chapter when renewing their PMI membership and declares this change using the corresponding function in the settings on the PMI platform,
 - by expulsion for good cause, in particular for conduct detrimental to the association. A member may be expelled after being given an opportunity to be heard, by a three-fourths majority of the votes of the Executive Board. The decision regarding expulsion shall be provided in writing and delivered to the member by registered mail. The expelled member may appeal this decision to the next General Meeting within one month after receipt of the notification.

§ 5 – Membership Fees

1. The membership fee is determined by the General Meeting.
2. The membership fee is collected by PMI together with the PMI membership fee via PMI and subsequently transferred to the association.
3. If a member leaves the association, membership fees already paid will not be refunded.

§ 6 – Organs of the Association

The organs of the association are the Executive Board and the General Meeting.

§ 7 – Executive Board

1. The association's Executive Board consists of at least five and at most 15 persons, with the General Meeting determining the exact number of board members. Only members of the association may belong to the Executive Board.

2. Each member of the Executive Board is individually authorized to represent the association.
3. The Executive Board is responsible for managing the association. It is responsible for all matters that are not assigned to another body of the association by the Articles of Association.

§ 8 – Election and Term of Office of the Executive Board

1. The members of the Executive Board are elected by the General Meeting for a term of three years, unless the General Meeting determines a different term of office in individual cases. Re-election is permitted. The members of the Executive Board remain in office after the end of their term until the next election.
2. Termination of membership in the association automatically terminates the office as a member of the Executive Board.
3. A member of the Executive Board may resign at any time by submitting a written declaration of resignation. Each resignation shall take effect on the date specified in the declaration of resignation or, if no date is specified, on the date of acceptance of the declaration of resignation.
4. If a member of the Board of Directors resigns prematurely, for whatever reason, the next ordinary General Meeting must elect a new member of the Board to replace the resigning member for the remainder of his or her term of office. The Executive Board may appoint a temporary replacement member until that time.
5. In order to carry out the ongoing tasks in connection with the realization of the association's purpose, the Executive Board may set up an office, which shall be managed by a managing director to be appointed by the association. The exact scope of responsibilities of the office shall be determined by the Executive Board.

§ 9 – General Meeting

1. The ordinary General Meeting shall be held once a year at a location and on a date to be determined by the Executive Board.
2. An extraordinary General Meeting is either decided by the Executive Board or called upon by 10% of the members. The cut-off date for calculating the number of members shall be the last day of the month preceding the request.
3. Ordinary and extraordinary General Meetings shall be convened by sending an electronic message (e-mail) to all members using the e-mail address deposited by the member with the association for notifications and - if the association maintains a website - by publishing the invitation on the association's website. The agenda set by the Executive Board shall be communicated at the same time. The notice period is two weeks. The members are responsible for ensuring that their e-mail address data deposited with the association is up-to-date.
4. The General Meeting has a quorum regardless of the number of members present.

5. The General Meeting is led by a chairperson elected by the meeting. The chairperson appoints a secretary for the respective General Meeting.
6. By decision of the General Meeting, the agenda set by the Executive Board can be changed and supplemented.
7. The manner of voting shall be determined by the chairperson of the meeting. Each member has one vote.
8. The General Meeting shall decide on the approval of decisions by a majority of the valid votes cast, unless a different majority is required by these statutes or prescribed by law.
9. In the case of a equality of votes, the chairperson of the meeting shall conduct a new ballot. If the second ballot again results in equality of votes, the vote of the chairperson of the meeting shall be the casting vote.
10. The decision taken shall be announced by the chairperson of the meeting.
11. The General Meeting can also be held electronically and elections and decisions can also be made electronically. For this purpose, a suitable technical system must be used.
12. In an election, the person who has received the most of the valid votes cast shall be elected. Abstentions are considered as votes not cast.
13. Decisions shall be recorded by the secretary. The minutes shall contain at least the following statements: Place and time of the meeting, the number of members present, the agenda, the individual voting results and the type of vote. The minutes shall be signed by the secretary and the chairman of the meeting. In the event of amendments to the statutes or the rules of the association, a copy of the amended statutes or rules of the association shall be attached to the minutes. Copies of the minutes shall be made available to each member upon request.

§ 10 – Bylaws of the Association

1. The association can determine further regulations in bylaws of the association under consideration of the agreements existing between the association and PMI. If individual regulations contradict each other, the valid version of the Articles has priority.
2. The General Meeting decides on the revision or amendment of the bylaws with three-quarters of the valid votes cast.
3. The revision or amendment of the bylaws shall come into force after the decision has been taken by the General Meeting.

§ 11 – Dissolution of the Association

The dissolution of the association shall require a resolution of the General Meeting adopted by a three-quarters ($\frac{3}{4}$) majority of the valid votes cast. In the event of dissolution, the net assets of the association shall be transferred to a charitable organization to be determined by the members. If the association merges with another

legal entity and is absorbed by it, the assets of the association shall be transferred to the acquiring entity.

§ 12 – Amendment of the Articles

Any amendment to these Articles shall require a resolution of the General Meeting adopted by a three-quarters ($\frac{3}{4}$) majority of the valid votes cast.

§ 13 – Severability Clause

1. Insofar as one or more provisions of these Articles require registration in the Register of Associations for their validity, the validity of the remaining provisions and of the Articles as a whole shall not be affected by the invalidity or ineffectiveness of such provision. Registration of the Articles shall nevertheless be carried out.
2. In place of any invalid or ineffective provision, a statutory provision that most closely reflects the intent and purpose of the invalid clause shall apply. The wording of such a replacement provision shall be determined by the next ordinary General Meeting.