

# **Articles of Association of the Professional Association of Script Supervisors BVSS e.V.**

(10th Edition June 24, 2024)

## **§ 1 Name, Location and Purpose of the Association**

1. The association is named “Berufsverband der Script Supervisor BVSS e.V.” (Professional Association of Script Supervisors BVSS e.V.)
2. The association is based in Berlin.
3. The purpose of the association is
  - a. safeguarding, nurturing and promoting the professional interests of Script Supervisors and Script Trainees working in the Federal Republic of Germany,
  - b. promoting a cohesive and supportive relationship among the members,
  - c. representing the members’ interests to broadcasting and television stations, film funding institutions, the film industry, manufacturers, and distributors in the television, film and AV sectors domestically and internationally, streaming platforms domestically and internationally, collecting societies, trade unions, as well as to the legislative and executive bodies at all political levels (in municipalities, states, at the federal level and within the European Community). This includes negotiating collective bargaining agreements and other contractual agreements,
  - d. advocating for the members on all other fronts, including through association lawsuits, in all matters related to media, labor and social policies, as well as in the extrajudicial-pursuit of professional interests.

## **§ 2 Intention of Entry into the Association Register**

1. The association is intended to be registered in the register of associations.
2. The association may become a member of other organizations or collaborate with them.
3. The fiscal year is the calendar year. Economic operations serving the purpose of the association may be maintained. This is a non profit business operation.

## **§ 3 Admission of Members**

1. Any individual working as a Script Supervisor or Script Trainee actively in the Federal Republic of Germany, Austria or Switzerland, who fulfills the content of the professional job descriptions and the admission criteria for membership in BVSS, can become a member of the association.  
The Board reserves its right to adjudicate membership in cases of specific circumstances, conditions and/or needs.
2. Furthermore, the admission of supporting members, honorary members and extraordinary members is possible (see § 7).
3. Application for membership must be submitted in writing or online via the association’s website. Membership admission is decided by the board; in case of rejection, the decision can be appealed to the general meeting within one month through registered mail.

## § 4 Rights and Duties of Members

1. Members are called upon to promote the purpose and endeavors of the association through active participation and providing information to the board. Members commit among themselves to safeguarding the legitimate interests of the association and its members, as well as adhering to the decisions of the association bodies.
2. Each ordinary member has equal voting rights and the right to submit proposals to the Board and at the general meeting at any time.

## § 5 Membership Contributions

Members are required to pay the contributions/fees and levies set in the general meeting biannually in advance.

Membership contributions are used to cover costs related to pursuing the association's objectives. In special cases, the board may round the contributions up to the nearest full amount. Further details will be separately regulated in the contribution regulations.

## § 6 Termination of Membership

1. Membership ends
  - a. through a written declaration of resignation to the Board with a notice period of three months to the respective quarter's end,
  - b. in case of death,
  - c. through exclusion, which can occur if a member severely acts against the reputation and/or purposes of the association (see § 1 Abs. 3) or if in significant and/or repeated arrears with payments, and despite timely warning with the threat of exclusion does not make any payments (as further detailed in the contribution regulations).  
The Board decides on the exclusion (see § 12 Abs. 6).
2. Upon a member's departure from the association, all potential claims arising from membership cease.

## § 7 Extraordinary, Supporting and Honorary Members

1. Individuals who do not meet the requirements of § 3 Paragraph Abs. 1 can become extraordinary members of the association. Extraordinary members have voting rights.
2. Honorary membership can be awarded by the general meeting upon the board's request. Honorary members have all the rights of ordinary members (including voting rights) and no association fee is charged to them.
3. Natural or legal persons who are neither ordinary nor extraordinary members can become supporting members of the association if they can serve the association. Supporting members do not have voting rights.
4. The application for admission to the association as an extraordinary or supporting member must be made in writing. Formal admission will rest entirely within the judgment of the board.

## **§ 8 Bodies of the Association**

The bodies of the association are the General Assembly and the Board.

## **§ 9 General Assembly**

1. At least one ordinary General Assembly shall take place each year, for which the Board must invite members in writing or electronically, stating the location, time and agenda at least four calendar weeks in advance.  
General Assemblies should ideally take place in a specific location, but alternatively, they can be conducted through video or telephone conferences.
2. Furthermore, General Assemblies shall be convened when the interest of the association requires it or when one-fifth of the members request it from the Board.
3. The agenda may be amended by any member through written request up to two weeks before the start of the General Assembly (request of supplementary assistance).  
Should extenuating circumstances require or prompt an urgent and supplementary request for a change to the agenda in less than the two week period prior to the General Assembly, such amendments can be made during the General Assembly by a majority decision (application of urgency).  
Decisions are made regarding the agenda items.
4. The general assembly is quorate if at least one-fifth of the voting members are present or properly represented, with each attending member being able to represent up to five non-attending members through written proxy.
5. Decisions at the general assembly are made by a simple majority of valid votes. Vote absences will be considered as uncast votes.
6. In the event of the General Assembly being unable to make decisions, the Board must convene a second General Assembly with the same agenda within four weeks. This assembly is then quorate regardless of the number of attending members. This aspect of the assembly is to be specifically emphasized in the invitation to this second General Assembly.
7. The proxy representation of absent members by participants is only possible with written authorization.
8. Amendments to the articles of association require a three-quarter majority of valid votes.  
Amendments to the articles of association are permissible only if announced on the agenda with the invitation.

## **§ 10 Duties of the General Assembly**

1. The General Assembly is the highest decision-making body of the association. It is responsible for all tasks not explicitly delegated to the Board (§ 12).
2. A protocol must be prepared by the Board Secretary, or in their absence, by a member elected by the assembly and signed by the chairperson.

3. The General Assembly
  - a) reviews the business report of the Board for the past fiscal year, as well as;
  - b) the treasurer's report and the audit report of the auditors and,
  - c) decides on granting the Board discharge of duly approved allocations, as well as
  - d) the amount of contributions to be paid and/or special levies to be raised.
4. Election of the Board and up to 2 auditors, who must not be members of the Board, for a term of 2 years.
5. The General Assembly decides on the agenda items sent with the invitation. Decisions are made by a simple majority, while elections are made by an open vote.  
Should a secret ballot be requested, approval is granted solely by the general assembly.

## **§ 11 Board**

1. The Board consists of the executive Board (§ 26 BGB) and the extended Board.
2. The executive Board consists of:
  - 2 Chairpersons
  - 1 Vice Chairperson

The association is legally and extra-legally represented by two members of the executive Board.

3. The extended Board consists of:
  - Treasurer
  - Board Secretary
  - up to 4 Assessors
4. Board members should ideally come from different locations; furthermore, the Board should be gender-balanced.
5. The term of a Board member is limited to 6 years (maximum of 2 re-elections). After a break of a term (2 years), a re-election to the Board is possible.

## **§ 12 Duties of the Board**

The Board manages the affairs of the association, specifically for the following:

1. Preparation and convening of the General Assembly,
2. implementation of decisions of the General Assembly,
3. bookkeeping,
4. preparation of the annual report,
5. representing the members' interests in wage negotiations and when concluding representation contracts on behalf of the members,
6. decision-making about the admission and exclusion of members,
7. administration of the association's assets (by the treasurer),

8. conducting regular Board meetings (see § 12 Section 14),
9. in urgent cases, the Executive Board is authorized to decide alone. However, it is obliged to present the matter for decision at the next Board meeting,
10. the Board may delegate certain tasks to one or more Board members or other ordinary members through a decision. The results of such delegations must be presented to the Board,
11. Board meetings are to be recorded and shared in a timely manner with absent Board members. The protocols of Board meetings must be made accessible to all members,
12. the Board has the option to appoint a manager to handle ongoing affairs and protect the interests of the association by entering into employment contracts and terminating them if necessary,
13. the Board has the option to establish operational procedures.
14. Board meetings:
  - a. Regular Board meetings are usually held 3 to 4 times a year.
  - b. They are convened by the executive Board at least four weeks in advance or one week in urgent cases, in writing, by phone, or through electronic means.
  - c. The Board is quorate when a simple majority of its members is present. Decisions are made by a simple majority.  
Equality of votes in a decision means rejection.
  - d. Ordinary Board meetings do not necessarily have to be location-specific; they can also be conducted through video or telephone conferences.
  - e. Board decisions can, with a deadline, be made by majority through a circular resolution (in writing and/or electronically) and the proposal must be sent in writing or electronically to all Board members beforehand.  
A circular resolution must be confirmed and put on the agenda of the next Board meeting.
  - f. Representatives among individual Board members through delegation of voting rights are not permissible.

## § 13 Dissolution of the Association

1. The dissolution of the association takes place by decision of the General Assembly with at least three-quarters of the cast votes when more than half of the members are present in person.  
For the General Assembly deciding on the dissolution of the association, the transfer of voting rights by individual members to other members is excluded.  
The invitation to the General Assembly deciding on the dissolution of the association must announce the dissolution of the association as an agenda item.  
In case of the General Assembly being unable to make decisions, the Board is obligated to convene another General Assembly within four weeks, with the same agenda (dissolution of the association). This assembly is then quorate regardless of the number of attending members. This should be particularly highlighted in the invitation to this second General Assembly.
2. Upon dissolution, a decision must be made on the use of the association's assets, which are to be allocated to projects serving the purpose of the association.