

Articles
of the Association

Media-Tech e.V.
(Incorporated Association)

§ 1

Name and Registered Office

- (1) The association shall bear the name Media-Tech and shall be entered in the court register of associations; after registration it shall bear the suffix "e.V." (incorporated association).
- (2) The association shall have its registered office in Frankfurt/ Germany.

§ 2

Financial Year

The financial year shall be the calendar year.

§ 3**Object of the Association**

- (1) The object of the association shall be to promote the co-operation between the individual members of the association and to intensify the advantages of existing synergy effects, or those still to be developed, also on an association-spanning basis. Here the association shall, in particular, address the members of the industry for the replication and duplication of media and the manufacturers of such machines. The association shall serve as a community of interests for the entire industrial branch and supply information on markets, technology and standards. The objective is, in particular, to effectuate a joint decision-making of the association members for the purpose of arranging trade fairs and exhibitions, holding conferences for a collective representation of association members and to have such exhibitions and conferences by expert service companies organised.
- (2) The objects of the association shall, in detail, be realised by the following measures:
 - a) Exchange of experience and opinions amongst the association members.
 - b) Joint decision-making of the association members for a collective appearance at trade fairs, exhibitions and conferences.
 - c) Commissioning of expert service companies to organise and execute trade fairs, exhibitions and conferences.
- (3) The funds of the association may only be used for the objects as specified in the articles. The members shall not receive any payment from the association's funds. Nobody may be favoured by outlays that are outside the object of the association or by disproportionately high remuneration. The association shall not primarily pursue economic objects

- (4) In the case of dissolution of the association or the revocation of the legal capacity the assets of the association shall be equally divided amongst the registered members at the time of dissolution or revocation of legal capacity.

§ 4

Membership

- (1) Any natural or juridical person, firm or corporation, who or which, in the broadest sense, belongs to the specified industrial branch in accordance with § 3, can become a member of the association.
- (2) Membership shall be acquired by
- participation in the establishment of the association;
 - written application of the applicant; the decision hereon shall be made by the Board of Directors.
- (3) Membership shall end with
- the death of a member, that is a natural person, or the liquidation of juridical person or firm that is a member;
 - voluntary withdrawal;
 - elimination from the membership list;
 - expulsion from the association.
- (1) The voluntary withdrawal shall be effected in a written declaration to the Board of Directors. The withdrawal shall be admissible with notice of three months given to the end of the financial year. The withdrawal with immediate effect, given good grounds, shall not be affected hereby.

- (2) A member can, upon the decision of the Supervisory Board, be eliminated from the membership list, if he/she, despite two reminders is in arrears of subscriptions or contributions amounting to the annual subscription. The elimination may only be decided three months after the mailing of the second reminder and the if demand has not been met. The member shall be informed of the elimination.
- (3) If a member has, in gross negligence, been in breach of the interests of the association he/she can, by resolution of the Members' Assembly, be expelled from the association. Before the resolution is passed the member shall, within a reasonable period of time, be given the opportunity to justify himself/herself before the Members' Assembly either personally or in writing.

§ 5

Membership Subscriptions

Subscriptions shall be collected from the members. The minimal subscription shall amount to \$1,500 p.a. Details shall be regulated in the subscription system which shall be resolved by the Members' Assembly.

§ 6

Organs of the Association

The organs of the association are

- a) the Board of Directors;
- b) the Supervisory Board;
- c) the Members' Assembly

§ 7**Board of Directors**

- (1) The Board of Directors comprises five members: President, Vice-President, Treasurer, Secretary and PR Manager. Only members of the association (in the case of juridical persons a mandatory delegate / representative) can be elected to the Board of Directors.
- (2) The Board of Directors shall have rules and regulations which shall regulate the procedure for the election of the President and the convening of the Board of Directors.
- (3) The association shall be represented judicially and extra-judicially by two members of the Board of Directors. The Board of Directors can authorise the managing director for business transactions in day-to-day administration.
- (4) The Board of Directors shall be responsible for the management of the association, the execution of resolutions and the administration of the assets of the association.
- (5) Board of Directors' resolutions shall be adopted by a majority of votes. The Board of Directors shall constitute a quorum when at least 60% of the member of the Board of Directors are present. In the case of equality of votes, the President shall decide. The resolutions of the Board of Directors shall be held in the minutes.

§ 8**Tenure of Office of the Board of Directors**

- (1) The Board of Directors shall be elected by the Members' Assembly for a period of three years, effective as of the day of election. The Board of Directors shall remain in office until new elections. The tenure of office of the individual members of the Board of Directors is limited to a maximum of six years.

- (2) Every member of the Board of Directors shall be elected individually. Only members of the association, i.e. natural persons or authorised delegates of juridical persons can be elected. Should a member of the Board of Directors retire during the tenure of office the Members' Assembly must, at the next convention, elect a replacement member for the remaining tenure of office of the retired member.

§ 9

Management

The Board of Directors can appoint one or more Managing Directors, who shall support the Board of Directors in the management of the association and the execution of resolutions. The remuneration for the management shall be effected from the members' subscriptions and/or the association's assets.

§ 10

Supervisory Board

- (1) The Supervisory Board of the association shall comprise ten members. The members of the Supervisory Board shall be delegated in accordance with § 10 (2). The members shall remain in the Supervisory Board for two years, with effect as of the day of delegation. Members of the Board of Directors cannot simultaneously be members of the Supervisory Board.
- (2) The ten members to be delegated to the Supervisory Board by the members of the association shall be specified as follows. The association members who had the ten largest (m²) stands at the trade fair, Media-Tech Expo, in the year before the appointment of the Supervisory Board may delegate one member to the Supervisory Board. The delegation of the members of the Supervisory Board shall be valid for two years. The Members' Assembly can, by resolution, nominate up to 10 industrial sectors and/or geographical regions, on the understanding that the entitlement of this nomination right lies with the exhibitor,

who, with regard to these industrial sectors or geographical regions, in accordance with the aforementioned regulation, had the largest trade fair stand.

- (3) The Supervisory Board shall, together with the Board of Directors, have world-wide power to issue guidelines for the association as far as trade fair activities are concerned. The current guideline is as follows: a large trade fair alternating between Europe and the USA and a conference alternating between Europe and the USA, and also the contractual integration of trade fairs in India and China and other regions.
- (4) The Supervisory Board meetings, which shall be attended by the Board of Directors of the association and the Managing Director(s), shall be convened by the President, or in the case of his being prevented, by the Vice-President giving four weeks written notice and a notification of the agenda. Meetings shall be held at a maximum of twice a year on the occasion of the large Media-Tech Trade Fair / Conference.
- (5) Within the scope of the Supervisory Board meetings the members of the Board of Directors shall not only have right of access, but also right of discussion and voting power. All members of the Board of Directors shall be informed of the Supervisory Board meetings.
- (6) The Supervisory Board meetings shall be led by the president, or in the case of his being prevented, by the vice-president of the association; should he also be prevented from participating then the oldest member of the Supervisory Board present shall lead the meeting.
- (7) The Supervisory Board forms its opinion by passing resolutions. Resolutions are passed by a majority of the valid votes cast.
- (8) Should a member of the Supervisory Board retire prematurely, a replacement member shall be appointed. The replacement member shall be delegated by

the association member who also appointed the retired member of the Supervisory Board.

- (9) All resolutions shall be entered into the minute book.

§ 11

Members' Assembly

- (1) In the Members' Assembly every member shall have, in principle, one vote.
- (2) The Members' Assembly is responsible for the following:
 - a) Election and dismissal of the members of the Board of Directors;
 - b) Passing of resolutions on modifications to the articles of association and the dissolution of the association.
 - c) Passing of resolutions on the subscription system;
 - c) Receipt of the Board of Directors' annual report and formal approval of the Board of Directors.
 - d) Appointment of two auditors for the annual audit.
- (3) The Members' Assembly can pass resolutions in all matters within the sphere of responsibility of the Board of Directors and the Supervisory Board.

§ 12

Convening the Members' Assembly

- (1) The ordinary Members' Assembly shall take place at least once a year in combination with a trade fair or conference.
- (2) The Members' Assembly shall be convened in writing by the Board of Directors giving four weeks' notice and notification of the agenda. The notice shall begin with the day following the date of the dispatch of the invitation. The invitation shall be considered delivered when it has been sent to the address last given to the association by the member. The agenda shall be determined by the Board of Directors.
- (3) Both the Board of Directors and the managing directors shall participate in the Members' Assembly.

§ 13

Members' Assembly Resolutions

- (1) The Members' Assembly shall be led by the president, or in the case of his being prevented, by another member of the Board of Directors. Should no member of the Board of Directors be present, the assembly shall appoint the head. The keeper of the minutes shall be appointed by the head of the assembly.
- (2) The type of poll shall be specified by the head of the assembly. The poll must be carried out in writing if one third of the present members entitled to vote make such a motion. Every member of the association has one vote.
- (3) The Members' Assembly shall not be public. The head of the assembly can allow guests admission.
- (4) Once the invitation has been made in due form and within the set period, the Members' Assembly shall constitute a quorum with any presence of the members. This shall be drawn to attention in the invitation. The Members'

Assembly shall pass resolutions with a simple majority of the valid votes cast; abstentions shall not be taken into consideration. For modifications to the articles of association a three-quarters majority of the valid votes cast shall be necessary. For the dissolution of the association a 90% presence of the members shall be required. Should this Members' Assembly not constitute a quorum, a Members' Assembly shall be convened anew with two weeks' (minimum) notice and notification of the reason herefor given. The assembly shall then constitute a quorum regardless of the number of members present. The resolution on the dissolution of the association shall be effected with a three quarters majority of the valid votes cast. A modification to the object of the association shall require a unanimous resolution of all members.

- (5) The following shall apply for elections: if, in the first ballot, a candidate does not attain the majority of the votes cast, a second ballot shall be held between the two candidates with the most votes.
- (6) Minutes shall be kept on the resolutions of the Members' Assembly and these shall be signed by the head of the assembly and the keeper of the minutes. The minutes shall contain at least the following details: venue and date/time of the assembly, names of the head of the assembly and the keeper of the minutes, the number of represented votes, the agenda, the individual election results and the type of poll. In the case of modifications to the articles of association the entire wording of the resolution must be recorded.

§ 14

Extraordinary Members' Assembly

The Board of Directors can convene an extraordinary Members' Assembly at any time. Such an assembly must be convened when the interests of the association require it or when it is demanded in writing by one third of all members and stating the object and reasons from the Board of Directors.

§ 15

Dissolution of the Association

- (1) The dissolution of the association can only be resolved in an ordinary Members' Assembly. Insofar as the Members' Assembly does not resolve otherwise, the president and another member of the Board of Directors shall be the joint authorised representative liquidators.
- (2) The aforementioned regulations shall also apply in the case of the association being dissolved for another reason or losing its legal capacity.
- (3) The aforementioned articles of association were drawn up in the constituent assembly of November 9, 2001.

For signatures see overleaf

Aachen, November 9, 2001

Bryan D. Ekus, Tapematic spa,
Milan

Karl-Heinz Schoppe,
EMOULD GmbH, Würselen

Carl Langenskiöld, M2 Engineering AB,
Stockholm

Robert Frei, Convac Technologies
Ltd, Hong Kong

Sam Rajkovich, Comet Automation
Systems Inc., Dayton, Ohio

Roland Lacher, Singulus
Technologies AG, Kahl/ Main

Klaus Weber, Steag HamaTech AG,
Sternenfels

Ton Kroef, ODME B. V.
Eindhoven

*This is to certify that the foregoing translation was done to the best of my knowledge and ability.
Witness my hand and seal Aachen, this 16th day of November 2001*