



# Statutes



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Partners' contract of 3<sup>rd</sup> August 1966,  
last amended on 4<sup>th</sup> December 2009

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## § 1 General

1. The name of the society shall be "Society for the Voluntary Control of Fair and Exhibition Statistics (FKM)".
2. FKM shall be a partnership under the German Civil Code (Gbr).
3. The registered office of the partnership shall be the location of the partner who provides the chairman of the company.
4. The financial year shall be the calendar year.

## § 2 Purpose of the society

1. The purpose of FKM shall be to encourage transparency in the exhibition business, especially by ensuring clarity and truth of the information published by its partners relating to trade fairs and exhibitions.
2. The partners specify the type and extent of information about visitors, exhibitors and exhibition space which is subject to certification.

The rules for the collecting, auditing and publishing of trade fair and exhibition statistics are laid out in the annex of this partnership contract.

3. The partnership has no commercial purpose.

## § 3 Constituent bodies of the society

The constituent bodies of the society shall be:

- a) the General Meeting
- b) the chairman
- c) the management

## § 4 General Meeting

1. A General Meeting shall be called at least once a year. A General Meeting shall also be called when members having at least a quarter of all votes ask for one.
2. The General Meeting shall elect the chairman as well as the first and second deputy chairman.
3. The chairman shall call General Meetings in writing with an agenda giving ten days' notice if possible. General meetings shall be held in Germany.
4. The chairman of FKM shall chair General Meetings.
5. The General Meeting has a quorum when at least two thirds of all votes are represented.
6. The management shall provide a minute taker.

## § 5 Partners' voting rights

1. Every partner has at least one vote.
2. Otherwise, the number of votes allocated to each partner is governed by their exhibitions which the General Meeting confirms to be subject to certification, and in such a manner that each 20,000 sq. m. of exhibitor stand space or part thereof corresponds to one vote. Events with a stand space of under 2,000 sq. m. are granted half a vote.
3. For the calculation of votes, the votes for each individual exhibition which a partner has staged will be established first. These votes will then constitute the partners' total votes.
4. The partners exercise their voting rights through their company representatives. Sole proprietors exercise their voting rights personally.
5. In the event of inability to attend, a qualified employee of the partner can also exercise the voting right on presentation of a written proxy. The right to give delegated proxies is excluded.
6. Voting by a partner on behalf of another partner also requires a written proxy.

## § 6 Resolutions

1. Partners' resolutions shall be passed at the General Meeting. Apart from this, the chairman can enact resolutions of the membership outside of the General Meeting if two thirds of the votes are in favour.
2. A two thirds majority is necessary for elections and resolutions with the exception of the resolution required under § 15. This is to be calculated from the total number of partners' votes cast.

## § 7 Chairmanship

1. The society shall be represented by the chairman, should he be unable to attend by the first deputy chairman, should he also be unable to attend by the second deputy chairman.
2. The chairman and the deputy chairmen shall be elected for a period of three years by the General Meeting. The period of office ends on the respective 31st December. Reelection is permitted. Natural persons who are legal representatives of the partner shall be eligible for election. If a person's position as legal representative of the partner is terminated, then their office as chairman or deputy chairman is also terminated. The new election which then becomes necessary is valid for the remainder of the current period of office.

3. The chairman and the deputy chairmen must be from different partners.

4. The chairman is bound by resolutions of the partners.

## § 8 Management

1. The management shall be elected by the General Meeting.
2. The election of the management can be revoked by a resolution of the General Meeting. The office entrusted with management duties can resign at the end of three years. Revocation or resignation are valid at the end of six months. In both cases, the management duties will be assumed, from then on and until new elections, by the partner who currently provides the chairman.
3. The costs of the management and for measures over and above normal management action which have been decided by the partners shall be borne by the partners in proportion to their votes.

Guest members pay an annual flat-rate contribution, the level of which is determined by the General Meeting.

## § 9 Working committee

1. The General Meeting shall, at the suggestion of the chairman, appoint an advisory committee which will work with the chairman.

## §10 Partnership applications and resignations

1. Exhibition organisers located in Germany, who register at least one event in Germany as defined by §§ 64 and 65 of the German trade regulations (Gewerbeordnung), are eligible for partnership of FKM.

Exhibition organisers with head offices abroad can join the FKM as a guest partner with a consulting vote, if they register at least one event organised by them. The provisions of the statutes and the rules apply analogously to them insofar as divergent rules are not determined.

The organiser shall be whoever is organisationally and financially responsible for the event in question, i.e. who is responsible for preparing and holding the event and who bears the entrepreneurial risk.

2. Each partnership application must be approved by a resolution of the partners. Any rejection of an application may follow without reasons being given.
3. Any partner can resign with one year's notice on any 31<sup>st</sup> December, by registered letter to the chairman. If the resigning partner provides the chairman, then the letter of resignation shall be sent to the first deputy chairman. The partnership of the resigning partner expires at the end of the resignation period. The partnership continues to exist with the remaining partners.

## § 11 Partners' duties

1. The partners pledge themselves to truth and clarity of information about their trade fairs and exhibitions.
2. The partners of FKM must register trade fairs and exhibitions which they organise in the Federal Republic of Germany for regular certification by FKM if the events have a trade visitors' share of more than 50% and more than 4.000 sq.m net space incl. special shows and more than 2.000 visitors. On registration, The registration must follow no later than before the third recurrence of the event. For all other exhibitions certification is voluntary.

The classification of these events as trade fairs and exhibitions under §§ 64 and 65 of the German trade regulations must be certified.

3. New partners must register all their events which have to be certified no later than one year after acceptance of their membership, in so far as these events have already taken place at least twice.
4. Should an event registered for certification by the FKM move from one FKM partner to another, the partner who is taking it over must register the event. Should a non-registered event be transferred to an FKM partner, the event must be registered by him before the third running of the event at the latest.
5. Trade fairs and exhibitions which accompany congresses will, fundamentally, be dealt with like other events. Trade fairs and exhibitions to which only congress participants are admitted are exempt from compulsory registration.

6. The partners pledge themselves to publish only such statistics in respect of visitors, exhibitors and exhibition space as have been compiled according to the rules of FKM.
7. A partner must deregister an event which no longer complies with §§ 64 and 65 of the trade regulations; or which is no longer organised by this partner; or which is no longer auditable.

The deregistration must be presented to the General Meeting which precedes the next exhibition date at the latest.

8. In the case of a partner repeatedly publicising grossly inaccurate information which is subject to FKM certification, or repeating a violation of other substantial partnership duties despite being warned, then the partners can resolve that all partnership rights of the partner concerned shall be suspended, without prejudice to the rule under § 737 BGB (German Civil Code), as though that partner had left the society at the time the resolution was passed.

That partnership can be reinstated through a new resolution passed with two thirds of the votes of the remaining partners, if the partner concerned has ceased his transgression of the rules.

## § 12 Certification office

1. The information provided by partners concerning visitors, exhibitors and exhibition space at registered events which have been confirmed by the General Meeting, is subject to certification by an independent body.

2. The independent body shall be elected by the General Meeting. Only a public accountant or company of public accountants shall be eligible.
3. The election shall be governed by a resolution concerning the extent of certification within specified time periods. Within those terms of reference, the auditor himself shall choose which partners and which exhibitions he will audit.
4. In addition, the certification office must audit further events if asked to do so by a special resolution of the partners.
5. The election of an auditor can be revoked by a resolution of the partners. Such a resolution is only permissible when a new auditor is elected. The revocation becomes valid at the end of the sixth month after the resolution is passed.
6. The certification office's general costs are covered by the partners in proportion to their voting rights. The costs of the individual audits will be covered by the partner being audited. The certification office may collect advance payments. The general costs of the certification office including travel and travel time expenditure for audits in Germany shall be borne by the partners in proportion to their voting rights.

Audit costs, travel and travel time costs which arise in connection with the audit of events abroad shall be borne by the respective partners or guests.

### § 13 Minutes

1. Resolutions of the General Meeting shall be recorded in minutes which are to be signed by the chairman.
2. The partners shall be informed in writing by the chairman of any resolutions which are passed other than at the General Meeting.
3. Minutes and letters of confirmation can only be challenged in writing within four weeks of the date of posting.

### § 14 Disputes

Disputes as to the validity, content and interpretation of these statutes and concerning all rights arising from these statutes and any breach thereof shall be decided by an arbitration tribunal without recourse to litigation. The arbitration rules of the German Committee for Arbitration Tribunals (Deutscher Ausschuss für Schiedsgerichtswesen) in force at the time shall be applied.

### § 15 Winding up the society

A resolution by a simple majority of the votes of all partners with voting rights is sufficient to wind up the society. In the case of equal votes, the partner who provides the chairman shall have the casting vote.



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