

# Articles of Association of the bdla (Federation of German Landscape Architects)

## § 1 Name, registered office, fiscal year

1. The association is called the "Bund Deutscher Landschaftsarchitekten bdla" (Federation of German Landscape Architects), hereinafter "bdla".
2. The registered office of the bdla is in Berlin and is entered in the register of associations in the District Court of Berlin-Charlottenburg. It maintains a national headquarters at its registered address.
3. The fiscal year is the calendar year.

## § 2 Purpose

1. The bdla is a voluntary union of architects in the field of landscape architecture (hereinafter "landscape architects") as well as persons with a qualification in the field of landscape architecture from a university or technical college, insofar as they work in Germany or are German nationals, in accordance with these articles of association and the rules of membership adopted.
2. The bdla represents the professional and commercial interests of its members.
3. The bdla does not pursue any religious, party-political or commercial goals of its own.

## § 3 Tasks

1. The bdla pursues the following tasks in particular:
  - a) administration of the professional interests of landscape architects in relation to the public, politics, administration, economy, culture and other professional organisations;
  - b) representing the professional interests of landscape architects;
  - c) regularly informing members of important and current professional matters;
  - d) participating in the professional training and continued development of landscape architects, the promotion of science and technology;
  - e) representing the profession of German landscape architects in national and international organisations, particularly in the European Foundation for Landscape Architecture (EFLA) and the International Federation of Landscape Architects (IFLA);
  - f) monitoring compliance by its members with professional standards;
  - g) assumption and assignment of activities relating to the profession, as long as these do not fall within the scope of activities of landscape architects.
2. The institutions of the bdla can decide to administer additional tasks.
3. The bdla can also participate in other organisations and societies in order to fulfil its tasks.

## § 4 Membership

1. The bdla is an elective association. There is no right to membership.
2. Membership may be purchased or conferred depending on the rules of membership as
  - a) ordinary member,
  - b) associate member,
  - c) corresponding member,
  - d) honorary member.
3. Those entitled to use the professional title "landscape architect" are accepted as ordinary members.
4. The following may be accepted as associate members:
  - a) Persons who have completed studies in the field of landscape architecture, but who are not entitled to use the professional titles set out at paragraph 3.
  - b) Members of other professional disciplines who are predominantly active in the area of landscape architecture, as long as they recognise and comply with the articles of association and professional standards of the bdla.

Associate members have the same rights and duties as ordinary members, unless otherwise provided for in these articles of association, the rules of membership and the rules of contribution.
5. The executive committee may nominate as corresponding members such persons who, without fulfilling the requirements for ordinary or associate membership, actively support the goals of the bdla. They have the rights and duties of ordinary members with the exception of voting rights and active and passive election rights, unless otherwise provided for in these articles of association, the rules of membership and the rules of contribution.
6. Honorary membership may be conferred by the advisory board at the request of a regional association or the executive committee on those persons who have rendered outstanding services to the bdla or the interests of landscape architects. They are equal to ordinary members, but are not obliged to contribute.
7. Acceptance of a member is in accordance with the rules of membership of the bdla, which form part of these articles of association.
8. Membership ends on the death, resignation or expulsion of the member. Resignation may only be tendered to the end of the calendar year; the declaration must be in writing addressed to the national headquarters and must be received there by September 30th of the current calendar year at the latest. The expulsion of a member is governed by the rules of membership.
9. Regional associations may, at their own discretion, accept as guest students students and graduates in the field of landscape architecture who wish to become members of bdla, as specified in more detail in the rules of membership.

## **§ 5 Regional associations**

1. The members of one federal state form a regional association; members from several federal states can join together to form a regional association.
2. Membership of a regional association is acquired upon acceptance to the bdla; each member belongs to the regional association to which the application for acceptance is to be addressed in accordance with the rules of membership. The rules of membership set out further details in this regard. Termination of membership of the bdla consequently means termination of membership of the regional association.
3. The articles of association of a regional association must not contradict the articles of association of the bdla. The rights and duties of the member with regard to the bdla are unaffected by the provisions of the articles of association of the regional association. Drafting of and amendments to the articles of association of a regional association must be immediately notified to the national headquarters of the bdla.
4. The regional associations can take on their own legal form.
5. In addition to the tasks of the bdla as set out at § 3, each regional association administers to the state-specific needs of members, if necessary in coordination with the institutions of the bdla.
6. Each regional association is entitled on behalf of its members to put forward motions to the institutions of the bdla.
7. Regional associations may decide on additional contributions for their members.
8. The minutes of general meetings of the regional associations must be forwarded immediately and without request to the national headquarters.

## **§ 6 Rights and duties of members**

1. Each member is entitled, in accordance with the provisions governing participation and costs,
  - a) to participate in the general events of the bdla and his or her regional association,
  - b) to make use of the facilities and services of the bdla and his or her regional association,
  - c) to receive and make use of regular member information and the publications of the bdla,
  - d) to make use of the services of other organisations, as long as membership of the bdla or the respective regional association permits access to the services of these organisations.
2. Ordinary members are obliged to add the letters "bdla" to the professional title they use in accordance with their state laws and/or academic qualifications. Associate members are entitled to add "im bdla" to their academic qualifications.
3. Every ordinary and associate member is entitled to put forward motions through the national headquarters to the relevant institutions of the bdla as set out in these articles of association.

4. Every member is obliged,
  - a) to promote the goals of the bdla and to provide information to the bdla where it is necessary to achieve these goals,
  - b) to recognise and comply with the professional standards as set out in the rules of membership of the bdla,
  - c) to pay membership contributions in accordance with the provisions of the rules of contribution of the bdla.

## **§ 7 Institutions and bodies**

1. The institutions of the bdla are
  - a) the advisory board,
  - b) the executive committee
2. The following bodies may be appointed by the institution with responsibility for same in accordance with these articles of associations
  - a) Honorary officers to fulfil the ongoing tasks of the bdla for a term of three years
  - b) Committees to solve fundamental tasks,
  - c) Working groups to deal with current issues.
3. All members of the institutions, committees and working groups as well as the honorary officers work on a voluntary basis. They are not subject to any restrictions in taking on work in their professional practice. Travel expenses and out-of-pocket expenses are reimbursed in accordance with the rules on travel expenses of the bdla or in accordance with the decisions of the advisory board. The members of the executive committee and honorary officers receive an allowance the amount of which is decided upon by the advisory board.
4. The term of office of a member of an institution, committee or working group and that of the honorary officers begins with the end of the meeting at which they are elected or appointed, but not before their acceptance. It ends with the beginning of the term of office of the chosen successor or on resignation, voting out or dismissal.
5. Other bodies of the bdla are
  - a) General meeting:  
This takes place at the invitation of the executive committee, if necessary following a decision of the advisory board or at the written request of at least one tenth of the ordinary members of the bdla citing a reason for convening the meeting. The invitation should be sent out at least one month before the date of the general meeting including the programme or agenda in the general member information.
  - b) National headquarters:  
This conducts ongoing affairs under the leadership of the chief executive officer as instructed by the executive committee and on the basis of the decisions of the advisory board.
  - c) Arbitration committee:  
This consists of the bdla's legal advisor and two other members acting as observers and is employed in disputes between the members before the intervention of the ordinary or appeal courts, if this is requested by the members concerned. More detail is set out in the rules of procedure agreed by the executive committee of the bdla.
6. The executive committee can establish other bodies; where the body involves ongoing costs, its establishment requires the agreement of the advisory board.

## § 8 Meetings and resolutions

1. The meetings of the bodies, committees and working groups of the bdla take place by invitation and are led by their chairpersons, unless otherwise provided for in these articles of association. Minutes of each meeting with the most important outcomes of the meeting are to be prepared, which must be signed by an employee of the national headquarters as secretary and the chairperson of the meeting. The chairperson of the meeting can permit bdla members or third parties to take part in the meeting. The outcome of the general meeting and the meeting of the advisory board must be notified to the members of the bdla.
2. Unless otherwise provided for in these articles of association, each member of an institution or body who is entitled to vote has one vote which is non-transferrable. Every properly convened meeting is quorate regardless of the number of members present. Decisions shall be taken by a simple majority of votes cast, unless otherwise required by these articles of association or by mandatory legal regulations. Abstentions and spoiled votes are not considered when counting votes. In the event of a tie, the chairperson of the meeting has the casting vote. Resolutions are adopted by open ballot by means of a show of hands, unless a member of the institution has requested a secret ballot.
3. The election of personnel takes place on principle by secret ballot. The person who receives the greatest number of votes (relative majority) is deemed elected. If the candidates with the most votes are tied, a second ballot shall take place between these candidates.
4. With the agreement and participation of all members of an institution or body, decisions can also be made through the written procedure outside of a meeting. The outcome of the decision must thereafter be notified to the members of the institution or body in writing.

## § 9 Advisory board

1. The advisory board comprises the chairpersons of the regional associations, who may be represented by a member of their regional association, the members of the executive committee and the honorary officers.
2. The chairpersons of the regional associations or their representatives each have one vote on the advisory board as well as additional votes depending on the total number of members in their state organisation (not including guest students):

- up to	15 members	1 vote
- up to	30 members	2 votes
- up to	60 members	3 votes
- up to	90 members	4 votes
- up to	125 members	5 votes
- up to	160 members	6 votes
- up to	200 members	7 votes

Thereafter for every 40 members  
or part thereof 1 vote

The chairpersons of the state organisations or their representatives exercise their voting right as a block on behalf of the members they represent.

3. The ordinary meeting of the advisory board takes place once a year. Upon a decision of the executive committee or at the request of at least a quarter of the votes represented in the advisory board, an extraordinary advisory board meeting may be convened.
4. The invitation to the meeting of the advisory board should be sent in writing to the members of the advisory board no later than eight weeks in advance of the meeting; date as per postmark. Motions to amend the agenda must be received at national headquarters no later than six weeks in advance of the meeting; it will immediately inform the president of the timely receipt of motions. Motions to amend the agenda received later can only be permitted with the agreement of all members of the advisory board present at the meeting.
5. The tasks of the advisory board are
  - a) Resolutions on the annual budget,
  - b) Resolutions on the level of member contributions,
  - c) Election and voting out of the board of directors as well as the discharge of the board of directors and the national executive,
  - d) Election and voting out of the honorary officers, the members of the committees and their chairpersons as well as the auditor,
  - e) Resolutions and discussion on the basis of the annual reports of the president, the national executive, the chairpersons of the regional associations, the honorary officers, the chairpersons of the committees and working groups as well as the auditor,
  - f) Decisions on fundamental professional and expert issues,
  - g) Amendments to the articles of association with a ¾-majority of the votes,
  - h) Adoption and amendment of the rules of membership, the rules of contribution and the rules on travel expenses,
  - i) Nomination of honorary members of the bdla and its institutions.
  - j) Decision on the dissolution of the bdla in accordance with §11.

## § 10 Executive committee

1. The executive committee consists of the president, one or two vice-presidents and the treasurer (board of directors within the meaning of the law on associations) as well as up to three executive observers.
2. The term of office for the members of the board of directors is three years; two re-elections are possible. The possibility of election or nomination to another office in the board of directors is not affected. Only ordinary members of the bdla may be elected.
3. The executive observers are nominated by the president for no more than the term of his or her office. They are available to the president for the administration of specific tasks.

4. The president represents the bdla both in its dealings with third parties and in court. The president convenes and chairs the meetings of the executive committee and the other institutions of the bdla, he or she has a seat at and a vote in the general meetings of the regional associations. The president instructs national headquarters in relation to ongoing matters and selects the observers on the arbitration committee in the event of a dispute between members of the bdla. If the president is indisposed, the vice-presidents represent him in order of their length in office, followed by the treasurer. The indisposition does not need to be certified.
5. The tasks of the executive committee are
  - a) fulfilment of the tasks of the bdla based on the articles of association, the approved budget plan and the decisions of the other institutions of the bdla, where these are not responsible themselves,
  - b) the preparation of meetings of the other institutions of the bdla including the acceptance of motions,
  - c) the support and monitoring of the work of the national headquarters in dealing with ongoing matters and the issuing of internal rules for the national executive, to the extent necessary,
  - d) the engagement and dismissal of the chief executive officer and the staff of the national headquarters,
  - e) the formation of working groups and the nomination of their chairpersons,
  - f) the examination and implementation of the results of the activities of committees, working groups and honorary officers, unless other institutions of the bdla are responsible for same,
  - g) the appointment of the legal advisor,
  - h) the preparation of the budget,
  - i) decisions on urgent matters and on the use of unplanned financial resources, where necessary, up to a total level of 10,000.00 euro per financial year,
  - j) the exercise of the right to sanction members and regional associations of the bdla for breach of the articles of association or the rules of membership,
  - k) decisions on objections based on the rules of membership,
  - l) the nomination of corresponding members of the bdla,

- m) the presentation of the German Landscape Architecture Award and the nomination of the jury responsible for the decision on the award of the prize,
- n) the implementation of formal amendments to the articles of association which – without changing the substance of the articles – are required to recognise and record the articles of association or amendments thereto adopted by the responsible institutions.

6. Decisions of the institutions of the bdla which do not agree with the applicable budget may not be implemented against the opposition of the treasurer (power of veto).

#### **§ 11 Dissolution of the bdla, change of the association purpose**

1. The advisory board shall decide on the dissolution of the bdla at the written request of at least one third of the ordinary members to the executive committee, which shall immediately forward the request to the members of the advisory board. The decision on the resolution requires a three-quarter majority of the votes of all members of the advisory board.
2. Upon dissolution of the bdla, outstanding business shall be dealt with by the executive committee. A liquidator may be appointed. Use of the assets shall be decided on in a general meeting by simple majority.
3. The provisions of paragraph 1 apply equally to resolutions on amending the purpose of the association.

#### **§ 12 Entry into force**

The preceding articles of association were adopted by the advisory board of the bdla on the basis of the previous edition dated March 14th 2008 at its meeting of April 9th 2011. They come into force, along with any amendments which may become necessary for their entry, on the day of their entry into the register of associations and from this day on replace the previously applicable articles of association.