

FILD – Federation of International Lighting Designers e.V.
Frankfurt am Main

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§ 1 Name, Domicile, Financial year

- 1.1 The Federation bears the name **FILD – Federation of International Lighting Designers**. The name has been registered in the national Register of Associations and carries the suffix e.V.
- 1.2 The Federation is domiciled in Frankfurt am Main.
- 1.3 The financial year of the Federation is the calendar year.

§ 2 Federation purpose and objective

- 2.1 The Federation pursues exclusively the objective of establishing the professional status of lighting design in society in order to promote a sustained positive development of this profession and to safeguard, maintain and promote the professional interests of lighting designers. In doing so, the quality of lighting design in all areas should be promoted in particular.

- 2.2 The term “lighting design” describes the symbiosis of design and technology. It describes the interplay of light and effect as an independent but synchronised design unit.

The lighting designer knows how to realise lighting design projects due to his/her knowledge and understanding of architecture, interior design, landscape architecture, city planning, technical fundamentals and the psychological and physiological aspects of lighting design involved in achieving sustainable project-specific solutions.

By virtue of his/her specialist knowledge and design competence he/she can care for a project through to its completion and can do so in such a manner that the client receives an architecturally integrated, cost-assured, premium quality energetically optimised solution.

The lighting designer is able to accomplish the project trouble-free as the connecting link between architect, technicians and executing contractor. The lighting designer undertakes tasks in the following areas:

- Architecture
- Interior architecture/ design
- Landscape architecture and urban architecture (public space/ city planning)
- Stage Lighting/ Performance/ Media
- Event lighting

- 2.3 In the interests of the lighting culture in the built environment, the Federation promotes the fundamental aim that independent lighting designers are involved throughout the entire planning process and in the execution of the construction.

- 2.4 Moreover in the interests of the lighting design profession, the Federation promotes all measures and areas of activity that contribute to its further development. The federation is committed to open and establish new areas of activity that secures the position of the profession in society.

- 2.5 The Federation is active as a professional association in the meaning of § 5 paragraph 1 no. 5 KStG [*Corporate Tax Act*]. It especially does not undertake any profit-making business operation.

- 2.6 The Federation is altruistic. It does not pursue primarily its own economic interests. The funds of the Federation may only be used for the purposes stipulated in its charter.
- 2.7 The members receive no payments from the funds of the Federation.
- 2.8 No person may benefit from spending contrary to the Federation's purpose or receive disproportionately high remuneration.
- 2.9 Public recognition and protection of the professional designation "**Lighting Designer**" and creation of a fees structure for lighting designers (HOLD) is a declared aim of the Federation.
- 2.10 Inclusion into the fee structures of different counties for architects and engineers such as the HOAI with performance descriptions and fee schedules is a declared aim.
- 2.11 The federation emphatically articulates the professional business concerns of lighting designers and the securing of their existence.
- 2.12 A declared aim is moreover the advocacy and task of merging national associations and uniting them in a European all-embracing association.

§ 3 Membership

- 3.1 The Federation has the following members:
 - 3.1.1 Full members (eligible to vote) can be
 - 3.1.1.1 Persons holding an academic degree as a lighting designer and with provably 3 years of project work under own responsibility;
 - 3.1.1.2 Graduates in other disciplines – these being exclusively in architecture, interior design, design and electrical engineering with relevant professional experience in lighting design and with provably 5 years of project work under own responsibility;
 - 3.1.1.3 Persons certified by an acknowledged institute / institution and with provably 7 years of professional experience in project work under own responsibility;

- 3.1.1.4 Graduates of state-acknowledged educational establishments with an emphasis in technology or design (for example the HTL in Austria, the TU Ilmenau, etc.) and with provably 5 years of professional experience of project work under own responsibility.
- 3.1.2 Student members (not eligible to vote) can be persons in academic education as named in § 3.1.1. After completing their studies, these persons remain members for 3 years and thereafter can apply for full membership.
- 3.1.3 Lecturers / higher education teachers (not eligible to vote) who are actively teaching in the subjects lighting design, light planning, lighting or control engineering at a state higher education institution / college / academy can be corresponding members.
- 3.1.4 The Executive Board can propose that the General Assembly confers honorary membership on exceptional specialists or persons who have rendered particular services in the interests of the Federation's purposes.
- 3.1.5 Sustaining members (not eligible to vote) from industry, commerce and science are cooperation partners that promote the profession of the independent lighting designers and support them in their existence and in the execution of their profession, protect them from harm and acknowledge their independence. They can also jointly develop promotional and educational programmes, coordinate further education measures, support workshops and actively participate in public campaigns supporting the profession in order to make the profession of lighting design more widely known.
- 3.2 Only natural persons are eligible to be full members.
- 3.3 Application for membership must be submitted to the Executive Board in written form pursuant to § 126 b BGB [*German Civil Code*].
- 3.4 The Executive Board decides at its own due discretion whether to grant membership and notifies its decision to the applicant in text form pursuant to § 126 b BGB. The Executive Board is not obligated to inform the applicant of the reasons for refusing the application.
- 3.5 With the application, the applicant acknowledges the charter in the event that he or she is accepted as a member. There is no entitlement of admission as a member.
- 3.6 Membership begins with the decision to admit the applicant as a member.

§ 4 Rights and duties of members

- 4.1 The members are obligated to support the goals and interests of the Federation and to observe the resolutions and decrees of the Federation's governing bodies.
- 4.2 The members obligate themselves to observe strict independence and absolute neutrality with regard to the industry and its trading and distribution organisations.

Members who trade and distribute luminaries, luminary parts and lighting equipment are obligated to organisationally segregate their lighting design activities for the customers from such business activities and to invoice them separately.

This regulation does not apply for sustaining members.

- 4.3 The members are entitled to use the Federation's institutions and take part in its events.

§ 5 Termination of membership

- 5.1 Membership ends in case of death, withdrawal, deletion from the list of members or exclusion from the Federation.
- 5.2 Withdrawal must be declared to the Executive Board at least in writing pursuant to § 126 b BGB. Withdrawal requires six months' notice to the end of any calendar year. The Executive Board must have received the withdrawal declaration in good time for the due notice period to be observed.
- 5.3 A member can be excluded from the Federation for good cause. Severe offence against the Code of Ethics pursuant to § 9.6.6 is invariably good cause.
- 5.4 On application by the Executive Board, the General Assembly can decide to exclude a member with a majority of three quarters of the attending members. The Executive Board must notify this motion to the member in question in writing pursuant to § 126 b BGB at least two weeks in advance of the meeting.

The affected member must be accorded the opportunity to issue a position statement. The General Assembly must be appropriately informed of this position statement in the event that it is received by the Executive Board in writing pursuant to § 126 b BGB no later than three days before the General Assembly meeting.

- 5.5 Exclusion of the member becomes effective on the resolution being taken. The Executive Board must promptly notify the exclusion to the member if the excluded member was absent when the resolution was passed.

- 5.6 Membership can be cancelled if the member is in arrears with at least one year's membership fee and does not pay the outstanding amount in full within six months reckoned as from posting of a reminder in writing pursuant to § 126 b BGB. The reminder must be sent to the member's last known address. The reminder must also indicate the pending possibility of membership cancellation. The reminder is also deemed as effective even if it is returned as undeliverable. Membership is cancelled by decision of the Executive Board and is not notified to the member in question.

§ 6 Membership fees

- 6.1 An annual membership fee is to be paid.
- 6.2 The fee amount is decided by the General Assembly. The General Assembly can stipulate different fees for different groups of members or can exempt member groups from the fee. Honorary members are invariably exempted from the obligation to pay membership fees.
- 6.3 The General Assembly can decide to levy an admission fee.
- 6.4 The annual fee is payable in advance and must be paid in full for the time of admission to the Federation.
- 6.5 The Executive Board can defer or wholly or partially waive fees.
- 6.6 Members are obligated to pay extraordinary fees in the form of allocations if this is necessary in order to accomplish special ventures compatible with the Federation's purpose. This allocation requires a resolution by the General Assembly with a 75% majority of attending votes.

§ 7 Federation governing bodies

- 7.1 The Federation has the following boards:
- 7.1.1 Executive Board
- 7.1.2 General Assembly

§ 8 Executive Board

- 8.1 The Federation's Executive Board in the meaning of § 26 BGB consists of the President, Vice President, a secretary and the treasurer, as well as one other Executive Board member responsible for public and press relations. Only full members are eligible to be Executive Board members.
- 8.2 The Federation is represented in all its affairs in and outside a court of law by two Executive Board members jointly. If there is only one Executive Board member present, then he /she represents the board alone.
- 8.3 The Executive Board is elected by the General Assembly in secret ballot. Re-election is possible. The members are elected to office for a term of three years. The Executive Board remains in office until new elections are held.
- 8.4 The office of an Executive Board member ends when that member leaves the Federation. The Executive Board chooses a substitute member for the remaining term of a member who leaves before his term in office expires.
- 8.5 One and the same person may not simultaneously hold various Executive Board offices.
- 8.6 The representation powers of the Executive Board toward third parties is restricted such that all Executive Board members must unanimously approve legal transactions with a total value of more than € 2,000.00 in each individual case.
- 8.7 The Executive Board takes its decisions with a simple majority. Resolutions can also be taken outside an Executive Board meeting in a circular procedure in writing. In this case the President asks all other Executive Board members to submit their written declaration on the subject of the proposed resolution within an appropriate period of time.
- 8.8 Resolutions can be passed in circular procedure if at least half the votes cast in written circular procedure are in favour. Votes not arriving in good time or invalid votes are deemed to be abstentions and are not counted for the reckoning of majorities.

§ 9 General Assembly

- 9.1 The General Assembly must be convened:
 - 9.1.1 at least once yearly, if possible within the first three months of the calendar year (Annual General Assembly),
 - 9.1.2 within three months after an Executive Board member has withdrawn,
 - 9.1.3 if at least one quarter of all members demand in writing pursuant to § 126 b BGB that an assembly is convened with statement of purpose and reasons;
 - 9.1.4 if necessary in the interests of the Federation.
- 9.2 The General Assembly is convened by the Executive Board in writing pursuant to § 126 b BGB with advance notice of at least three weeks.

This period is dated as from positing the invitations to the last known address of members.

The invitation to an Assembly meeting must describe the subject on which a resolution is to be taken. Every member can apply to the Executive Board in writing pursuant to § 126 b BGB no later than one week before the General Assembly that further items be taken onto the agenda subsequently. The meeting chairperson must then supplement the agenda accordingly when the meeting begins. The General Assembly shall decide on motions to supplement the agenda that are first proposed in the General Assembly.

- 9.3 The Executive Board must call extraordinary General Assemblies if this is necessary in the interests of the Federation or if one tenth of the full members request this in writing pursuant to § 126 b BGB with statement of purpose and reasons.
- 9.4 The Executive Board must present to the annual General Assembly an annual report and an annual statement of account for the past financial year and the annual planning for the ongoing financial year.
- 9.5 The General Assembly can resolve to form committees as and when necessary and assign tasks to these committees. They are directly subordinate to the Executive Board and fulfil the tasks assigned to them independently. The committees are elected by the full members. The committees should consist of 3 members. The committee members elect a chairperson from among their number.

- 9.6 The General Assembly resolves especially on:
- 9.6.1 ratification of the annual statement of account; for this the General Assembly selects each year two auditors who do not sit on the Executive Board.
 - 9.6.2 discharge of the Executive Board;
 - 9.6.3 election of the Executive Board;
 - 9.6.4 changes to the Charter
 - 9.6.5 stipulating the membership fees;
 - 9.6.6 establishing a Code of Ethics for executing the profession of a lighting designer. The General Assembly can resolve to establish an ethics commission to specify and adapt the Code of Ethics, stipulate number and term in office of commission members, elect the commission members and can also resolve with a majority of three quarters of the attending votes to annul the commission again and/or amend the Code of Ethics.
 - 9.6.7 applications from the Executive Board and members;
 - 9.6.8 appointment of honorary members;
 - 9.6.9 exclusion of members;
 - 9.6.10 dissolution of the Federation.
- 9.7 Under reserve of the regulation in § 9.10, every General Assembly duly convened has a quorum.
- 9.8 The General Assembly is chaired by the President or by the Vice President if the President is hindered. The General Assembly can resolve with a majority of three quarters of the attending votes to appoint another person to conduct the meeting for the duration of the General Assembly.
- 9.9 In the case of elections, the role of the chairperson of the meeting may be assigned during the voting process and the preceding debate from the meeting chair to an electoral committee elected by the General Assembly.
- 9.10 At least two thirds of the votes of all Federation members must be cast for taking a resolution on changing the charter or dissolving the Federation. If the General Assembly does not have the required quorum in this respect, another General Assembly meeting

with the same agenda must be convened within four weeks after the day of the first meeting. This second meeting must be held at the earliest two months prior to and at the latest four months after the original first meeting day.

The new meeting has a quorum irrespective of the number of attending full members. Invitations to such a meeting must draw attention to this simplified quorum regulation.

- 9.11 All members have the right to participate in General Assemblies. Only full members are eligible to vote. The voting right is non-transferable.
- 9.12 Voting is by a show of hands. A secret ballot in writing must be held if this is demanded by at least one third of the attending votes. The issue is decided by a majority of votes cast. Abstentions are counted as invalid votes. A motion is considered as refused if voting is tied.
- 9.13 Whoever is given more than half the valid votes cast in an election is considered elected. If no person has more than half the valid votes cast, then a second ballot takes place between the two candidates who received the most votes. The elected candidate is the one who received the majority of the valid votes cast. In case of a tied vote, the chairperson of the meeting will decide the election by drawing lots.
- 9.14 A majority of nine tenths of the valid votes cast is required to dissolve the Federation and a majority of three quarters of the votes cast is required to change the charter.
- 9.15 Changing the Federation's purpose must be approved by all full members of the Federation. The full members who do not attend must declare their approval in writing.
- 9.16 Decisions taken by the General Assembly shall be documented in the meeting minutes. These minutes must be signed by the meeting chairperson and the minutes-taker. The last meeting chairperson will sign the entire minutes in the event that several chairpersons presided over the meeting. Every member is entitled to inspect the minutes.

§ 10 Advisory Board

- 10.1 The Advisory Board consists of at least 3 and at most 6 full members elected by the General Assembly for a term of 3 years. Re-election is admissible.
- 10.2 The Advisory Board supports the Executive Board in an advisory capacity. It offers its cooperation in affairs of the Federation gratuitously.

§ 11 Regional committees

- 11.1 The General Assembly can resolve to establish Regional committees and specify the closer details of their tasks.
- 11.2 The Regional committees have the task of organising regional events, acquiring members; actively support continual professional development and local educational programs, maintaining contacts to other associations such as chambers of architects, to professionally related institutions, regional public authorities and state government ministries, as well as motivating building supervisory authorities to cooperate with lighting designers.

§ 12 Dissolution of the Federation

- 12.1 The General Assembly may decide to dissolve the Federation. The General Assembly also decides on appropriation of the Federation's assets.
- 12.2 The Executive Board is responsible for liquidation.

Frankfurt am Main, 03.12.2014

Annex: List of founding members

Founding members:

Helmut Angerer

Prof. Susanne Brenninkmeijer

Erwin Döring

Markus Felsch

Uli Jetzt

Prof. Dr. Heinrich Kramer

Michaela Kruse

Rudi W. Neumann-Leimgruber

Ruairí O'Brien

Prof. Michael Schmidt

Beate Schulte

Reinhard Vedder