

Association "European HD Radio Alliance" (EHDRA)

with location in CH-8044 Zürich (Switzerland)

1. Name and location

The "European HD Radio Alliance" (EHDRA) is formed as an association pursuant to Art. 60 ff. ZGB with its offices located in CH-8044 Zürich.

2. Purpose

"The European HD Radio Alliance" (EHDRA) promotes and supports the introduction of HD Radio technology in Europe. For this purpose the "European HD Radio Alliance" (EHDRA) develops guidelines for uniform standards, supports technical evaluations and demonstrations of HD Radio technology and promotes awareness of HD Radio technology among radio stations, regulatory authorities, industry, the public and other interested parties.

The day-to-day operations of the "European HD Radio Alliance" (EHDRA) will be governed by the "Organization Regulation."

3. Means

For the pursuit of the association's purpose, the "European HD Radio Alliance" (EHDRA) will assess an annual membership fee for each class of membership. Such classification and membership fees will be established by the general assembly.

4. Membership

Active member will have the right to vote in the affairs of the "European HD Radio Alliance" (EHDRA). Active members can be individuals as well as institutions, federations, regulatory authorities and other bodies, who have an interest in the realization of the goals of the "European HD Radio Alliance" (EHDRA).

Passive member will not have the right to vote. Passive member can be individuals who support the goals of the "European HD Radio Alliance" (EHDRA) and do not want to be an active member.

Requests for membership have to be addressed to the Chairman of the "European HD Radio Alliance" (EHDRA); the Executive Committee will make any admission determination by simple majority.

5. Term of membership

The membership expires

- with individuals by withdrawal, exclusion or death
- with legal entities by withdrawal, exclusion or dissolution

6. Withdrawal and exclusion

A withdrawal from the "European HD Radio Alliance" (EHDRA) is possible at any time on end of a calendar year. The notice of withdrawal must be addressed in writing to the Chairman.

A member can be excluded at any time without advanced notice from the "European HD Radio Alliance" (EHDRA). The executive committee is empowered to make any exclusion decision by simple majority. Any exclusion decision may be appealed to the general assembly.

7. Components of the association

The association shall be composed of:

- a) the EHDRA General Assembly
- b) the EHDRA Executive Committee
- c) the EHDRA Auditors Committee

8. The EHDRA General Assembly

The highest component of the "European HD Radio Alliance" (EHDRA) is the General Assembly. At least one meeting of the General Assembly must take place annually.

Formal notice of any meeting of the General Assembly must be sent to members in writing as least twenty (20) days prior to the meeting.

The General Assembly has the following mandatory tasks:

- a) Election and/or dismissal of members of the Executive Committee as well as the Auditors
- b) Appointment and change of the statutes
- c) Acceptance of the bookkeeping and the Auditor report
- d) Approval of the annual budget
- e) Appointment of the membership dues
- f) Treatment of the exclusion appeals

At the General Assembly each active member is entitled to a single vote; the adoption of resolutions takes place with simple majority. Passive members are invited to the General Assembly, but are not entitled to vote.

9. The EHDRA Executive Committee

The Executive Committee consists of at least five persons, i.e. the Chairman, the Vice Chairman, the General Secretary, the General Manager and the Treasurer.

The Chairman and the members of the Executive Committee are elected for two years and can be re-elected by EHDRA General Assembly each two years for another period of charge

The Executive Committee, usually the Chairman, represents the "European HD Radio Alliance" (EHDRA) toward the public and all stakeholders. The Executive Committee leads the current business.

For the processing of certain projects the Executive Committee can appoint „Sub Committees“, whose function and competence are determined in a separate organization regulation.

10. The EHDRA Auditors Committee

The General Assembly selects annually two auditors, who control the bookkeeping of the "European HD Radio Alliance" (EHDRA); the auditors will seek annually General Assembly acceptance or refusal of the annual account.

11. Signature

The signature of two persons, in general of the Chairman as well as an additional member of the Executive Committee is required to bind the "European HD Radio Alliance" (EHDRA). The authorization to sign must be recorded in the "Organization Regulation".

12. Liability

For all debts of the "European HD Radio Alliance" (EHDRA) only the property of the association is responsible. A personal liability of the members is impossible.

13. Amendment of the by-laws

These bylaws can be amended only by the General Assembly of the "European HD Radio Association" (EHDRA), if at least two thirds of the present members agree to the proposed amendment. Amendments of the bylaws must be presented to the General Assembly in writing along with the notice of the meeting.

14. Dissolution

The dissolution of the "European HD Radio Alliance" (EHDRA) can be decided with qualified majority, if two thirds of all members participate at the General Assembly.

If less than two thirds of all members participate in the General Assembly, a second General Assembly is to be held within a monthly. At this General Assembly the "European HD Radio Alliance" (EHDRA) can be dissolved with simple majority, if less than two thirds of the members are present.

In the case of a dissolution of the "European HD Radio Alliance" (EHDRA) any remaining funds shall be distributed to an institution, which pursues the same or a similar purpose.

15. The entry into force

These statutes were accepted at the founders' meeting from 15 November 2007 and with this date come into force.

Luzern, October 04, 2007;

Revised Amsterdam, December 11, 2007

European HD Radio Alliance

The Chairman:

Jürg Bachmann

The Treasurer:

Perry Priestley