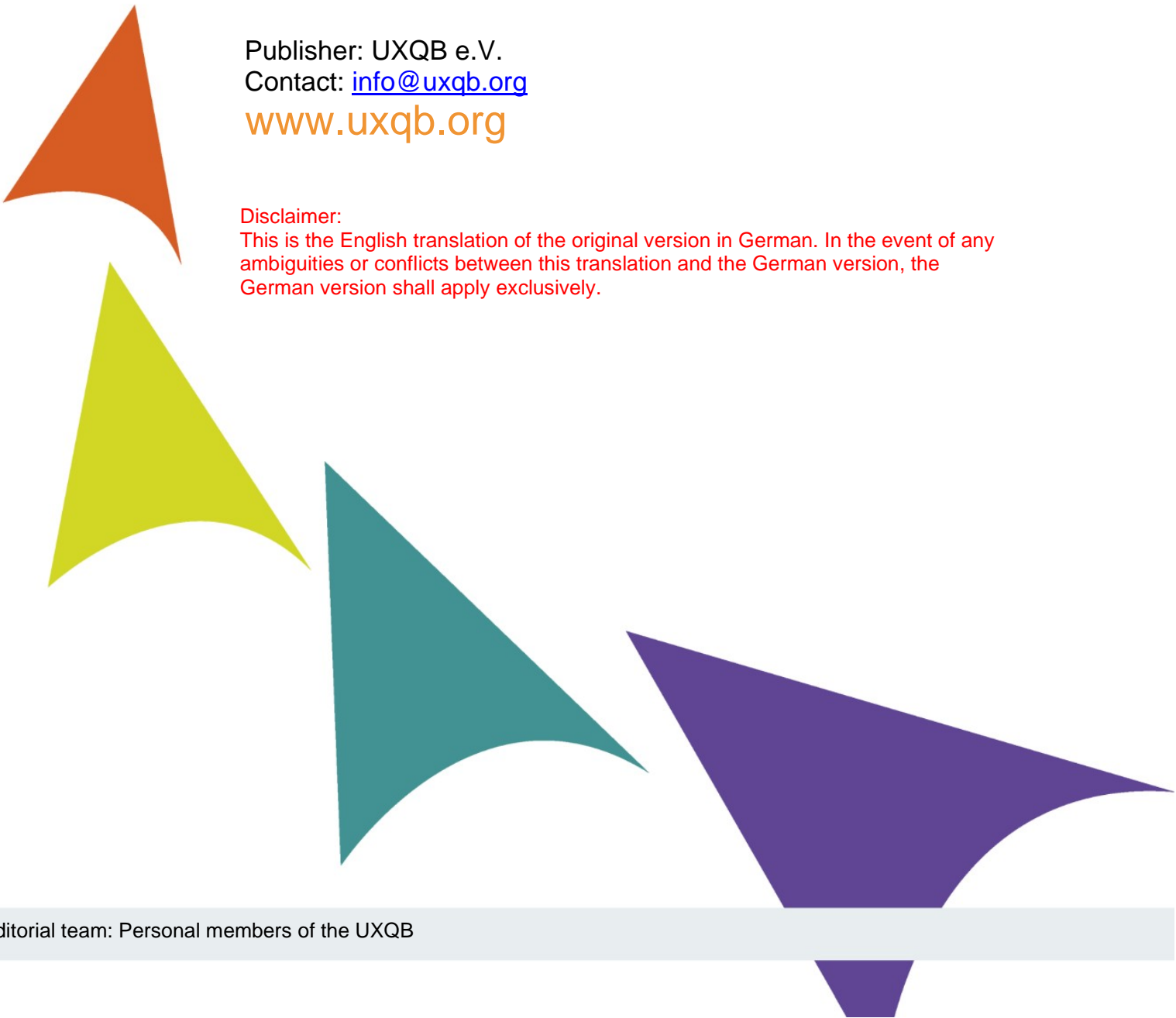




Constitution of the UXQB

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Disclaimer:

This is the English translation of the original version in German. In the event of any ambiguities or conflicts between this translation and the German version, the German version shall apply exclusively.

Preamble

- (1) The International Usability and User Experience Qualification Board is an international consortium of usability and user experience experts. It is intended to be comprised of experts from industry, consultancy and training organisations, science and other organisations and associations.
- (2) The “Certified Professional for Usability and User Experience” model is an international standard for training and further education of experts in the areas of Usability and User Experience. The model defines training levels that build on each other, where each level is defined by its associated individual syllabus. Each level is completed with an examination on the contents of the syllabus of this level and its learning objectives. The model also includes regulations for designating recognised training companies, framework guidelines governing the final examinations and exam question banks.
- (3) The International Usability and User Experience Qualification Board (UXQB) is charged with the (further) development and maintenance of the “Certified Professional for Usability and User Experience” model.

§ 1 Name and location of registered office

- (1) The name of the association is “UXQB - International Usability and User Experience Qualification Board” (hereafter abbreviated to “UXQB”).
- (2) The location of the registered office of UXQB is Cologne, Germany.
- (3) The association is registered in the Register of Associations of Cologne local court.
- (4) The financial year is the calendar year.

§ 2 Purpose of the UXQB

- (1) The purpose of the UXQB is the institutionalisation of the development and maintenance of a globally recognised certification system for individuals in the areas of Usability and User Experience. The certification system should be created and further developed with the active participation of experts.
- (2) The purpose stated in the constitution is to be realised, in particular through the following measures:
 1. The (further) development and maintenance of the “Certified Professional for Usability and User Experience” model and the assurance of its professional quality,
 2. The creation, maintenance, approval and publication of the syllabuses for all levels of the model;
 3. The creation, maintenance and approval of the examination questions for all levels of the model;
 4. The support of the model’s examination system by
 - a. the creation and maintenance of the certification and examination regulations,
 - b. recognition of certification bodies,
 5. Collaboration with professional associations / interest groups in the area of Usability and User Experience.
- (3) The UXQB neither conducts training nor certification examinations, it does not issue certificates for its certification programmes.

§ 3 Membership

The membership of the UXQB is comprised of:

1. personal members,
2. institutional members,
3. supporting members.

§ 4 Personal membership

- (1) In principle, any natural person can become a personal member of the UXQB who is professionally competent and willing to sign the current version of the confidentiality agreement provided by the UXQB concerning the technical information and (if applicable) further explanations and documents accessible by virtue of membership, and who has actively participated in at least one working group of the UXQB e.V. continuously for at least two years (i.e. active participation in the reviews within the working group by providing comments). Personal members enjoy full membership rights, in particular voting rights in the general assembly of the UXQB.
- (2) The UXQB should comprise a maximum of 12 personal members who are suitable to ensure efficient professional work. The acceptance of new personal members is based on the following criteria:
 1. The professional qualifications of the person, whereby National Experts (cf. § 5) are to be considered for acceptance in preference to external working group members,
 2. The current number of personal members of the UXQB, whereby a company is not permitted to be represented by more than one person in the UXQB.
- (3) Personal members of the UXQB may be training providers, work as trainers on behalf of recognised training providers and conduct examinations on behalf of recognised certification bodies.

§ 5 Institutional membership

Any national professional association or interest group for Usability and User Experience professionals can become an institutional member (hereafter also referred to as a “Member Organisation”) if it is willing to support and promote the objectives of the UXQB, and if it enters into a contractual relationship with the UXQB for recognition of the model “Certified Professional for Usability and User Experience”. The Member Organisations can in each case put forward a maximum of 3 National Experts who contribute to the working groups of the UXQB.

§ 6 Supporting membership

Any natural or legal person or other association of individuals who is willing to support and promote the objectives of the UXQB can become a supporting member of the UXQB.

§ 7 Admission of new members

- (1) Anyone who wishes to be admitted as a personal or supporting member of the UXQB needs to submit a written application to the executive board. To the extent necessary for the decision-making process, further details and/or documentation regarding the professional qualifications and the institution or company to which the applicant belongs should also be submitted. For a personal membership, the applicant must be willing also to carry out duties for the UXQB.
- (2) The UXQB will determine an application for membership in a meeting in accordance with § 13. The decision is taken with a majority of 2/3 of those personal members with voting rights present.

- (3) Anyone who wishes to be admitted as a personal member needs to contribute to at least one working group of the UXQB continuously for a minimum period of two years before applying (cf. § 4 paragraph 1). This requires providing an active commentary on each review within the respective working group. The person leading the working group will give a statement regarding each application to aid the decision of acceptance.
- (4) For each Member Organisation (cf. § 5 above), only one application by a National Expert can be considered. A National Expert submitting an application will coordinate with the other National Experts within his or her Member Organisation so that only one application is submitted. In addition, a maximum of 2 new personal members will be admitted within a twelve-month period.
- (5) Working group members who are not National Experts but who satisfy the above requirements may also apply for admission as personal members and shall be considered accordingly, provided that these are not opposed by priority applications from National Experts. Paragraph 4 sentences 1 and 2 apply accordingly; paragraph 4 sentence 3 remains unaffected.
- (6) The decision on admission shall also take into account the provision under § 8 paragraph 3 number 4 according to which admission as a personal member shall not be considered if it is foreseeable that the age limit will be reached before the ordinary cessation of membership.
- (7) § 5 applies to the acceptance of institutional members.

§ 8 Duration and termination of membership

- (1) Membership of personal and supporting members starts upon acceptance of the application by the general assembly; for institutional members upon conclusion of a contractual agreement with the UXQB.
- (2) Supporting memberships have no termination date; institutional memberships terminate in accordance with the contractual relationship with the UXQB. Membership of legal entities or other associations of individuals will terminate upon their dissolution.
- (3) Personal membership terminates
 1. upon the death of the member,
 2. upon the voluntary resignation of the member,
 3. upon the exclusion of the member with just cause,
 4. upon the expiry of time in accordance with paragraph 4 below.
- (4) Personal membership ends in principle on 31 December of the third calendar year following the year of admission, but initially - including for present personal members - on 31 December 2024. Personal members can extend their personal membership with the consent of the general assembly for a further three years. This can be repeated if required. To do this, the member must notify the executive board in writing (also by email) that he/she wishes to continue his/her personal membership of the UXQB and that he/she will continue to contribute actively to the UXQB. This notification must be received by the executive board at least three months before the expiry of the personal membership. The executive board will present the notification to the general assembly, which will then determine the extension of the personal membership by a further three years having regard to the active contribution the member has made and that could be expected in future. If at least 25% of all personal members vote for the extension of the personal membership of the member, the personal membership is extended for three years.
- (5) Voluntary resignation can be notified in writing to the executive board of the UXQB at any time.

- (6) An exclusion for just cause takes place via a resolution of the executive board in accordance with § 13. There is just cause for exclusion if the member has grossly breached the constitution or interests and objectives of the UXQB or the “Certified Professional for Usability and User Experience” model. For personal members, this is particularly the case for
1. failure to actively contribute to the UXQB (e.g. repeatedly failing to contribute to a working group),
 2. breach of the confidentiality agreement or other undertakings,
 3. working on an alternative certification model to the “Certified Professional for Usability and User Experience - Model”. This includes working for or employment by organisations, enterprises or similar public or private associations which develop or operate such a certification model.
- (7) Exclusion is decided upon at the general assembly following a motion given with reasons by a member by a majority of 75% of all personal members present. The member concerned has no vote on this decision. The chairperson must send a copy of the exclusion motion to the member concerned with explanation at least two weeks before the general assembly. Any possible statement from the member concerned is to be brought to the knowledge of the UXQB at the latest at the general assembly. The chairperson shall inform the member about the exclusion in writing. The exclusion will become effective upon receipt of the notification.

§ 9 Organs

The organs of the UXQB are

1. the executive board,
2. the working groups,
3. the general assembly,
4. the managing director (if selected),
5. the financial auditor (if appointed).

§ 10 The executive board

- (1) The executive board of the association consists of 3 members elected by the general assembly from the ranks of personal members for a term of two years. One of the 3 elected members is elected chairperson and another deputy chairperson. The members of the executive board remain in office until a new executive board is elected.

The responsibilities of the executive board are:

1. Management and administration of the association, as well as external representation of the association,
2. Monitoring the work of the association with regard to the constitutional objectives of the association,
3. Preparation and convocation of the general assembly, execution of the resolutions of the general assembly,
4. Preparation of accounts, the annual financial statements and the annual report.

- (2) All members of the executive board are entitled to represent the association individually in court matters and out-of-court matters. The general assembly may regulate the allocation of responsibilities within the executive board in internal rules of procedure and restrict the individual representation powers for individual transactions or make the effectiveness of individual measures and legal transactions of the executive board dependent on a (prior) approval of the general assembly.
- (3) If a member of the executive board leaves before the expiration of their regular term of office, the executive board shall immediately appoint a provisional replacement of the departing member until a new executive board member / successor is elected at the next ordinary general assembly.
- (4) The executive board is convened by a member of the executive board. The observance of forms and deadlines or the announcement of the agenda is not mandatory for convening a meeting. In particular, a meeting can be convened verbally or by telephone.
- (5) Resolutions of the executive board are passed by a simple majority of the votes cast unless the constitution provides otherwise. Abstentions are regarded as votes not cast. In the case of a tie, the resolution must be submitted to the general assembly. An executive board member is not entitled to vote on matters in which they have an interest and/or which affects them personally. This applies in particular if the passing of a resolution concerns the execution of a legal transaction with them or the initiation or settlement of a legal dispute between them and the association.
- (6) Members shall, at the request of the executive board, assist the executive board in carrying out its duties to the best of their ability.

§ 11 Association regulations

Internal processes of the association can be regulated by association regulations. The association regulations are not part of the constitution. Their issuance, amendment and repeal occurs through the general assembly with a majority of 2/3 of those personal members with voting rights present.

§ 12 Working groups

The UXQB can constitute working groups for the structuring of its work. The composition of the working groups as well as the work undertaken in the working groups will be regulated in a separate association regulation.

§ 13 General assembly

- (1) The general assembly is a meeting of all personal members. The general assembly is responsible for all activities which are not assigned to the executive board or another organ of the UXQB by the constitution or by law. It is solely responsible for the following matters:
 1. The election and removal of the executive board,
 2. The constitution and dissolution of working groups and the election and removal of working group leaders,
 3. Adoption of the business plan provided by the executive board,
 4. The issuance, amendment and repeal of association regulations in accordance with § 11,
 5. The election and removal of the financial auditor in accordance with § 15,
 6. The acceptance and exclusion of members in accordance with § 7 and § 8 paragraphs 6 and 7, as well as decisions regarding applications to extend personal membership in accordance with § 8 paragraph 4,
 7. Determination of the amount of the annual fee for supporting members in accordance with § 18 paragraph 1,

8. Changes to the constitution in accordance with paragraph 8,
 9. Dissolution of the UXQB in accordance with § 20.
- (2) General assemblies take place at least once per year and additionally when convened by the chairperson or at the written request of at least 1/4 of the membership specifying reasons.
 - (3) The chairperson sends invitations to the general assembly in writing to the email address supplied by the member no later than four weeks before the date of the assembly. The time and venue is to be specified in the invitation, as is the agenda. If there is a motion to amend the constitution, the complete text of the desired amendment(s) to the constitution will be sent together with the invitation.
 - (4) The general assembly is not public. The chairperson can invite guests for individual agenda items. When requested by at least three members, the general assembly will vote on the attendance of the guests by a simple majority of personal members present with voting rights.
 - (5) Additions to the agenda and motions for the general assembly are to be submitted in writing to the chairperson no later than two weeks before the general assembly. The chairperson must inform the members in writing at least one week before the general assembly of any additions to the agenda and motions. This notification can be made by publication on a webpage specified in the invitation.
 - (6) Only those personal members of the UXQB present at the general assembly have voting rights in the general assembly. Voting rights can only be exercised in person. Every personal member has one vote. If the UXQB has ten or fewer members, then the general assembly is quorate when at least half of the members with voting rights are present. If the UXQB has more than ten members, the general assembly is quorate when at least seven members with voting rights are present. The chairperson gives supporting and institutional members the right to speak.
 - (7) If the general assembly is not quorate, the executive board is obliged to convene a second general assembly with the same agenda within 3 weeks and complying with the time limits in paragraph 3. This general assembly will be quorate irrespective of the number of personal members present. The invitation must indicate this. Paragraphs 3 to 5 and the first to third sentences of paragraph 6 apply *mutatis mutandis* to the reconvened general assembly.
 - (8) Decisions are adopted by the general assembly by a simple majority of personal members (cf. § 6) present with voting rights. Decisions on the acceptance and exclusion of members, an extension of personal membership which is generally limited to a term of 3 years, the issuance, amendment and repeal of association regulations, as well as changes to the constitution are adopted with a 2/3 majority of personal members present. Abstentions are regarded as votes not cast. Any majority is only to be calculated on the basis of yes and no votes.
 - (9) Resolutions can also be passed outside of the general assembly at the instigation of the chairperson by email vote distributed to all personal members specifying a reasonable deadline of at least two weeks for the response / return of votes. Votes that are not cast in time and abstentions are not included in the vote.

Any majority is only to be calculated on the basis of the number of yes and no votes cast. The chairperson will ensure that all members have the opportunity to give their views on the motions.

For this purpose, the chairperson can set up an internet forum, login details for which can be sent to all members together with the email vote.
 - (10) Minutes are to be kept of the general assembly, its decisions and its votes on resolutions made according to paragraph 9, which will be signed by the minute taker and the head of the general assembly. The minute taker is chosen by the head of the general assembly at the start of the general assembly at the latest.

- (11) Once a year, a general assembly shall be held as an annual general assembly, to which, in addition to the personal members, the representatives of the institutional members (National Experts) and the supporting members shall also be invited. The annual general assembly shall consist of an administrative section, during which the matters listed in paragraph 1 under items 1 to 9 shall be dealt with, and a technical section.
- (12) Only the personal members with voting rights in accordance with paragraph 6 shall take part in the administrative section of the annual general assembly.
- (13) The personal members, as well as the representatives of the institutional members (National Experts) and the supporting members, shall take part in the technical section of the annual general assembly.

§ 14 Managing director and support staff

- (1) The executive board can appoint one or more managing directors and further support staff on a fixed-term basis (maximum two years). Each managing director must be confirmed by the general assembly or by email ballot prior to their appointment.
- (2) The executive board resolves on the rules of procedure for the general management and support staff, whereby the rules of procedure must also contain rules regarding the granting and scope of a power of attorney to be granted to a managing director and/or the power of representation and business conduct for that managing director. The managing directors are responsible to the executive board and are monitored by the executive board. The managing directors and support staff are subject to instruction by the executive board.
- (3) The managing director(s) are responsible for the ongoing administrative activities of the UXQB. The managing director(s) can be removed by the executive board or by two thirds vote by the general assembly.
- (4) The managing director(s) participate in meetings of the executive board and general assemblies in an advisory capacity insofar as they are not personally affected. The managing director(s) can participate in working group meetings in an advisory capacity.

§ 15 Financial auditor

The general assembly can select one or two financial auditors. Financial auditors can be all members or - in the case of institutional members or supporting legal entities or other associations of individuals - their representatives nominated to the UXQB. The period of office is identical to that of the executive board and the ballot is held directly after the ballot for the executive board. The first ballot takes place following the coming into force of the constitution. The financial auditors review the transactions and the annual accounts of the executive board to verify their content is correct and mathematically accurate. The findings are reported to the general assembly. Financial auditors work in a voluntary capacity.

§ 16 Cooperation with other organisations

- (1) Occupational associations / interest groups for Usability und User Experience professionals

The UXQB strives for a close and trusting cooperation with national occupational associations / interest groups for Usability and User Experience professionals on the basis of recognition of the "Certified Professional for Usability and User Experience" model.

- (2) Training providers

The UXQB can appoint training providers that carry out training and further education of experts in the area of Usability and User Experience on the basis of the syllabuses for all levels of the "Certified Professional for Usability and User Experience" model. Every training provider appointed must fulfil and apply the UXQB's rules and processes for training providers.

- (3) Certification bodies

The UXQB can appoint one or more external certification bodies (examination bodies) and assign to them

the operational implementation of the examination procedures (examination of examination candidates). The certification body conducts the examinations and issues the certificates. Each certification body appointed must fulfil and implement the UXQB's certification rules and processes.

(4) Other organisations

For professional or organisation matters, the UXQB can cooperate with other organisations that are competent in the matter.

§ 17 Licensing and other rights

The members acknowledge that:

- (1) The sole body responsible for the “Certified Professional for Usability and User Experience” model is the UXQB.
- (2) If the work of the UXQB or its organs gives rise to copyright or other protectable rights (licensing rights, trademarks, patents, etc.), these are the exclusive property of the UXQB.
- (3) The results of the work of the UXQB, the general assembly and the working groups are the exclusive property of the UXQB. Work undertaken by members as part of the UXQB is performed exclusively for the UXQB.
- (4) The UXQB can assign usage rights, e.g. usage rights to examination questions to appointed certification bodies.

§ 18 Membership fees, expenses, fees and costs

- (1) Personal and institutional membership of the UXQB is free. A fee will be charged to supporting members. The amount of this annual fee for supporting members and its due date is decided by the general assembly.
- (2) Work done at the UXQB is generally voluntary. Reimbursement of reasonable expenses is possible when it would not be possible to complete the work, or complete the work on time, solely based on volunteering. This cannot create an employer-employee relationship with members. The details are governed by the UXQB's Financial Regulations.
- (3) No natural or legal person may benefit from financial expenditure which is not consistent with the purpose of the UXQB, or from disproportionately high remuneration.
- (4) Expenses, travel costs and all other types of costs incurred in connection with work for the UXQB will be refunded by the UXQB following submission of a (travel) expenses claim in accordance with applicable tax regulations and provided that the UXQB has sufficient funds available, and the executive board approves the refund.
- (5) The resources of the UXQB may only be used for its constitutional purposes. Members receive no payments from the resources of the UXQB beyond those provided for by § 18 as expenses and fees.

§ 19 Limitation of liability

The organs of the association (see § 9) as well as other members of the association involved in the performance of activities for the association shall only be liable to the association for losses arising in the performance of their activities or duties as organs in the case of intent or gross negligence.

If they are obliged to compensate a third party for losses caused in the performance of their activities or duties as organs, they may request the association to release them from their liability. The preceding sentence 2 does not apply if the loss was caused intentionally or by gross negligence.

§ 20 Dissolution

- (1) The dissolution of the association can only take place through a resolution of the general assembly with a majority of 2/3 of those members with voting rights present.
- (2) Provided that the general assembly does not decide otherwise, the members of the executive board are the liquidators of the association.

Cologne, 25 September 2024

The chairperson

Thomas Geis