

**Constitution**  
**of the**  
**UXQB - International Usability and User Experience**  
**Qualification Board**

(English translation of the currently valid original in German language)

## Revision history

| Version | Date       | Comments   |
|---------|------------|--|
| 1.4     | 12/03/2018 | <ul style="list-style-type: none"> <li>§11 "Steering committee" entirely revised</li> </ul>  |
| 1.3     | 20/01/2015 | <ul style="list-style-type: none"> <li>§9 Para. (6): New version</li> <li>From now on, §12 Para. (6) Point 3 will read: "The steering committee must consent to any work packages which are contracted out for a fee."</li> <li>From now on, §18 Para. (2) Point 4 will read: "The UXQB Financial Regulations govern the details".</li> </ul>  |
| 1.2     | 09/01/2014 | <ul style="list-style-type: none"> <li>From now on, §1 clause (1) reads "The name of the board is "UXQB - International Usability and User Experience Qualification Board" (referred to below by the abbreviation "UXQB").</li> <li>From now on, §11 clause (1) reads "The steering committee consists of the 1st Chairperson, the 2nd Chairperson and two deputies. The first and second chairpersons represent the steering committee according to § 26 of the BGB (German Civil Code). The first and second chairpersons individually represent the UXQB judicially and otherwise. The steering committee is elected by the general assembly</li> <li>. This process is further regulated by the "Voting regulations of the UXQB".</li> <li>§13 clause (1) d) will now read "Selection and deselection of the financial auditor according to §14 Financial auditor".</li> </ul> |
| 1.1     | 12/11/2013 | Change to §13 clause (1) h):<br>"or following a proposal of at least 1/4 of the members ..."   |
| 1.0     | 30/09/2013 | First version at the founding of the board   |

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## Preamble

- (1) The International Usability and User Experience Qualification Board is a union of international experts in the field "Usability and User Experience". It should 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, each building on previous levels, 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 aims and objectives. As part of this model, there are regulations for recognising training companies, guidelines for holding the final examinations and official lists of exam questions.
- (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".

## § 1 Name and location

- (1) The name of the board is "UXQB - International Usability and User Experience Qualification Board" (referred to below by the abbreviation "UXQB").
- (2) The UXQB is located in Cologne, Germany.
- (3) The board is to be registered in the Register of Associations of the local court of Cologne. After registration, the board's name will contain the suffix "e.V." ("Eingetragener Verein", i.e. "registered association").
- (4) The financial year is the calendar year.

## § 2 Aim of the UXQB

The aim of the UXQB is the institutionalisation of the development and maintenance of a certification system for people in the area of usability and user experience which is recognised worldwide. The certification system should be created and further developed with the active participation of national and international experts.

The aim as stated in the constitution is to be realised, in particular, by the following measures:

1. The (further) development and maintenance of the "Certified Professional for Usability and User Experience" model and the securing of its professional quality;
2. The creation, maintenance, approval and publication of the syllabuses for all levels in 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
  - the creation and maintenance of the certification and examination regulations,
  - recognition of certification bodies;
5. Cooperation with national and international occupational or other organisations in the area of Usability and User Experience

The UXQB itself will neither carry out trainings and examinations nor issue certifications for the certification programs it develops.

### § 3 Membership

The membership of the UXQB is comprised of:

- personal members
- institutional members
- supporting members
- honorary members

### § 4 Personal membership

- (1) Any natural person can become a personal member of the UXQB who is professionally competent; and is ready to sign the non-disclosure agreement provided by the UXQB concerning the technical information gained by being a member, and to actively take part in the work of the UXQB.
- (2) The acceptance of new personal members is based on the following criteria:
  1. The professional qualifications of the person;
  2. The agreement of the institution or company to which the person belongs (university, association, commercial enterprise, etc.);
  3. Consent of the individual institutional members (cf. § 5) of the prospective member;
  4. The current number of personal members of the UXQB, whereby an institution or company should not be represented by more than one person in the UXQB.
- (3) To induct a person as a personal member, the application must be received as well as both the non-disclosure agreement provided by the UXQB and signed by the prospective member, and the declaration that the person wants to become an active member of the UXQB. Further documentation showing the professional qualifications of the applicant should be attached to the application. The personal member should be ready to undertake tasks for the UXQB according to § 12. When such a task is undertaken, the UXQB may demand the signing of relevant statements of commitment, non-disclosure agreements and other documents.
- (4) Personal members of the UXQB may be training providers, represent recognised training providers as trainers, and carry out exams on behalf of recognised certification centres.

### § 5 Institutional membership

Any national professional association or interest group for usability and user experience professionals can become an institutional member, if it is ready to support and advance the aims of the UXQB, and if it enters into a contractual agreement with the UXQB for recognition of the model "Certified Professional for Usability and User Experience". Institutional members name their representatives to the UXQB at the general assembly; he or she has non-voting, guest status, however he or she does have the right to speak and submit motions.

## **§ 6 Supporting members**

Any natural or legal person or other association of individuals who is ready to support and advance the aims of the UXQB can become a supporting member of the UXQB. Supporting members have a non-voting status in the general assembly; however they do have the right to speak and submit motions.

## **§ 7 Honorary membership**

At the suggestion of the steering committee, the general assembly can award honorary membership for life to deserving members or other persons who have significantly supported or advanced the work of the UXQB. Honorary members have a non-voting guest status at the general assembly; however they do have the right to speak and submit motions.

## **§ 8 Admission of new members**

- (1) Anyone who wishes to become a personal or supporting member of the UXQB needs to submit a written application for admission to the UXQB steering committee. Insofar as it is necessary for decision-making, further details of the institution, or company to which the prospective member belongs should also be submitted. Furthermore, at least one existing member should be named as an advocate in the application.
- (2) The UXQB makes a decision about an application for membership in a meeting in accordance with § 13. The decision is taken with a majority of 2/3 of those members with voting rights present.
- (3) Those who wish to be accepted as personal members need to contribute in at least one working group of the UXQB for six months in advance. The working group convenor will give a statement regarding each application to aid the decision of acceptance.
- (4) § 5 also applies to the acceptance of institutional members.
- (5) § 7 also applies to the acceptance of honorary members.

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## § 9 Duration and end of a membership

- (1) Membership begins with the acceptance of the application by the general assembly; for institutional members with the conclusion of a contractual agreement with UXQB.
- (2) Non-voting memberships and honorary memberships have no termination date; institutional memberships expire according to the contractual relationship with the UXQB.
- (3) Personal membership ends
  - with the death of the member;
  - with the voluntary exit of the member;
  - by exclusion of the member with good cause.
- (4) Personal membership ends in principle on 31/12 of the calendar year following the admission. The personal member must declare to the steering committee in writing (in particular also by email) whether he or she wishes their personal membership in the UXQB to continue, and if he or she will continue to actively contribute.
  - If the member declares that he or she does not wish their membership to continue, then this serves as a resignation according to clause 5 below.
  - If the member declares that he or she does wish their membership to continue, and wants to continue to contribute actively, then their personal membership is extended for a further two years.
  - If the member has made no declaration three months before the end of their personal membership, then the next general assembly will decide whether the membership will be ended or extended, taking into account the contribution the member has made and that which could be expected.
- (5) Voluntary resignation is to be declared to the steering committee of the UXQB in writing. It is only possible on the 31/12 of the year with a notice period of three months.
- (6) An exclusion for good cause takes place via the general assembly according to § 13. There is good cause for exclusion if the member has grossly breached the constitution or interests and aims 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 (for example, repeatedly failing to contribute to a working group);
  2. breach of the non-disclosure agreement.Contribution to a certification model alternative to the "Certified Professional for Usability and User Experience" model. This includes employment or activity for 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 2/3 of those members with voting rights present. The member concerned has no vote in 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 with the receipt of the notification.

## § 10 Organs

The organs of the UXQB are

1. the steering committee,
2. the working groups,
3. the general assembly,
4. the managing director when appointed,
5. the financial auditor when appointed.

## § 11 The steering committee

- (1) The steering committee of the board 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 chairman and another deputy chairman. The members of the steering committee remain in office until a new steering committee is elected.
- (2) The tasks of the steering committee are:
  - a) Management and administration of the board as well as representation of the board to the outside;
  - b) Monitoring the work of the board with regard to the statutory purpose of the board;
  - c) Preparation and convocation of the general assembly, execution of the resolutions of the general assembly;
  - d) Production and control of accounting, the annual financial statements and the annual report.
- (3) The chairman and the deputy chairman are entitled to the judicial and extrajudicial individual representation of the board. Incidentally, the board is basically represented jointly by two members of the steering committee. The general assembly may regulate the division of responsibilities within the steering committee 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 steering committee dependent on a (prior) approval of the general assembly.
- (4) If a member of the steering committee leaves before the expiration of their regular term of office, the steering committee shall immediately appoint a provisional replacement of the retired member until a new steering committee member / successor is elected at the next ordinary general assembly.
- (5) The steering committee is convened by a member of the steering committee. 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.
- (6) Resolutions of the steering committee are passed by a simple majority of the votes cast unless otherwise stipulated by these articles. Abstentions are regarded as votes not cast. In the case of a tie, the concerned resolution must be submitted to the general assembly. A steering committee member is not entitled to vote in matters concerning themselves. 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 board.
- (7) The steering committee members are liable to the board only for intent and gross negligence. In the event of a liability claim by a third party against a member of the steering committee, the steering committee member may demand exemption from liability from the board in case of simple negligence.
- (8) The steering committee is entitled to appoint further personal members to the extended steering committee for the duration of the term of office.
- (9) Members shall, to the best of their ability, assist the steering committee in carrying out its duties.

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## § 12 Working groups

- (1) The UXQB can constitute working groups for the structuring of its work. These can be temporary or permanent. Each personal member involves himself or herself in one or more working groups.
- (2) The general assembly decides
  - a) the constitution of working groups (temporarily or permanently) and their dissolution;
  - b) the names of the working groups;
  - c) the tasks of the working groups;
  - d) the convenor of each working group, who must in each case be a personal member of the UXQB.
- (3) The convenor of a temporary working group is appointed for the whole period for which it is set up. For permanent working groups, the period of office is two years. In case of long term incapacity, or resignation of the convenor of a working group, the deputy will take over the working group until the next general assembly in accordance with clause § 12 (4).
- (4) The convenor of a working group names a deputy from among the members, who must also be a personal member.
- (5) The other members and non-members can also participate in a working group, provided that they recognise the constitution and the non-disclosure agreement provided by the UXQB. The convenor of the working group informs the personal members of the participation of such a person. The general assembly can object to the participation of such a person in a working group.
- (6) The convenor of the working group is responsible for ensuring that the working group follows its defined goals and undertakes its defined tasks in the form of work packages. The work packages are carried out either without fee or with fee. The steering committee must consent to work packages with fees to be advertised. The convenor of the working group will regularly report the status of its work to the general assembly and the steering committee.
- (7) Professional approval (for example the approval of exam questions) takes place in the following manner: The convenor of the working group provides the personal members with a copy of the results of the work of the working group it has adopted, and leaves the personal members a period of two weeks after the notification within which they may make comments or vetoes. If a personal member does not respond, this is taken as approval. Insofar as votes take place within working groups, the regulations above apply similarly.



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## § 13 General assembly

- (1) The general assembly is a meeting of all members of the UXQB. It takes place at regular intervals. It is responsible for all activities which are not assigned to the steering committee or another organ of the UXQB by the constitution or the law. In addition, it is exclusively responsible for the following:
  - a) The election and dismissal of the steering committee;
  - b) the constitution and dissolution of working groups and the election and dismissal of their heads;
  - c) adoption of the business plans provided by the steering committee;
  - d) the election and dismissal of the financial auditor according to § 15;
  - e) the acceptance and exclusion of members, in particular honorary members;
  - f) changes to the constitution;
  - g) dissolution of the UXQB.
  - h) General assemblies take place at least once per year and additionally when called by the chairpersons or at the suggestion of at least 1/4 of the membership in written form containing a specification of the reasons.
- (2) The chairperson sends invitations to the general assembly in written form to the email addresses supplied by the members not later than one month before the date of the assembly. The time and place is to be specified in the invitation, as is the agenda.
- (3) 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 guest by a simple majority of members present with voting rights.
- (4) Additions to the agenda, motions or resolutions for the general assembly are to be submitted to the chairperson not later than two weeks before the general assembly in text form. The chairperson has to inform the members at least one week before the general assembly of any additions to the agenda, motions or resolutions. This notification can take place by publication on a website named in the invitation.
- (5) 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 less members, then the general assembly has a quorum when at least half of the members with voting rights are present. If the UXQB has more than ten members, the general assembly has a quorum when at least seven members with voting rights are present. The chairperson authorises supporting, institutional and honorary members the right to speak.
- (6) Decisions are adopted by the general assembly by a simple majority of those present with voting-rights. Abstentions are not counted. Decisions on the acceptance and exclusion of members or changes to the constitution are adopted with a 2/3 majority of those present with voting-rights.
- (7) Membership decisions can also be taken outside of the general assembly at the instigation of the 1<sup>st</sup> chairperson by email vote distributed to all members. Here too, only the personal members have voting rights. In this case, majority is always relative to the total number of personal members of the UXQB, not on those that participate in the vote. The 1<sup>st</sup> chairperson takes care that all members have the opportunity to comment on the subject of the resolution. For this purpose, an internet forum can be set up, whose access data is sent to all members along with the email ballot. A minimum period of two weeks is to be given for the return of votes.
- (8) Minutes are to be kept of the general assembly, its decisions and its votes on resolutions made according to § 13 clause 8, which will be signed by the keeper of the minutes and the chair of the general assembly. The keeper of the minutes is chosen by the chair of the general assembly at the start of the general assembly at the latest.

#### **§ 14 Managing director and supporting staff**

The steering committee can engage one or more managing directors and further supporting staff on a temporary basis (maximum two years). Each managing director must be confirmed by the general assembly or by email ballot on an engagement.

The 1<sup>st</sup> chairperson resolves on the rules of procedure for the general management and supporting staff. The managing directors are responsible to the steering committee and are monitored by the steering committee. The managing directors and supporting staff are subject to instruction by the steering committee.

The managing director(s) are responsible for the ongoing administrative activities of the UXQB. The managing director(s) can be dismissed by the steering committee or by a two thirds vote by the general assembly.

The managing director(s) participate in each meeting of the steering committee and general assemblies in an advisory capacity insofar as they are not personally affected. The managing director(s) can participate in assemblies of the working groups in an advisory capacity.

#### **§ 15 Financial auditor**

The general assembly can select one or two financial auditors. Financial auditors can be full members or representatives of supporting members. The period of office is identical to that of the steering committee and the ballot is taken directly after the ballot for the steering committee. The first ballot of the financial auditor takes place following the coming into force of the constitution of UXQB. The financial auditors review the transactions and the annual accounts of the steering committee according to correctness of the contents and arithmetic. The results of this process are conveyed to the general assembly. Financial auditors are active in a voluntary capacity.

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## § 16 Cooperation with other organisations

### (1) Occupational and other organisations for Usability and User Experience professionals

The UXQB strives for a close cooperation with national occupational and other organisations for Usability and User Experience professionals in a spirit of trust on the basis of recognition of the "Certified Professional for Usability and User Experience".

### (2) Training providers

The UXQB can appoint training providers who 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 named must fulfil and apply the UXQB's rules and processes for training providers.

### (3) Certification bodies

The UXQB can appoint one or more certification bodies (examination bodies) and assign to them the operative implementation of the examination procedures (examination of examination candidates). The certification body conducts the examination and issues the certificate. Each certification body named must fulfil and implement the UXQB's certification regulations and processes.

### (4) Other organisations

The UXQB can cooperate with further organisations that are competent in specific professional or organisational subject matters at a national or international level.

## § 17 Licensing and other rights

The members recognise that:

- (1) The body responsible for the "Certified Professional for Usability and User Experience" is solely the UXQB.
- (2) Insofar as copyright or other protectable rights (licensing rights, trademarks, patents etc.) arise from the work of the UXQB, these are exclusively property of the UXQB.
- (3) The results of the work of the UXQB, the general assembly and the working groups are exclusively property of the UXQB. Activities undertaken by members as part of the UXQB are carried out exclusively for the UXQB.
- (4) The UXQB can confer rights of use, for example rights of use for examination questions to named certification bodies.

## § 18 Membership fees, allowances, fees and costs

- (1) The personal, institutional and honorary membership of the UXQB incurs no costs. The supporting members will be charged a contribution. The level of this annual contribution for supporting members and its due date is decided by the general assembly.
- (2) Work done at the UXQB is generally voluntary. Reasonable allowances are possible when it would not be possible to complete the work or when it would not be possible to complete it on time solely based on volunteering. This cannot lead to an employer-employee relationship to members. The details are regulated by the UXQB's Financial Regulations.
- (3) No natural or legal person may benefit from financial expenditures which are not in line with the aims of the UXQB or by disproportionate remuneration.

- (4) Expenses, travel costs and costs of all forms which arise in conjunction with work for the UXQB will be refunded by the UXQB according to the tax regulations valid insofar as the UXQB has sufficient funds available and the steering committee approves the refund.
- (5) The resources of the UXQB may only be used for its statutory purposes. The members have no allowance to the resources of the UXQB over and above that provided for by § 18 as allowances and fees.

### **§ 19 Dissolution**

- (1) The dissolution of the UXQB can only take place via a decision of the general assembly.
- (2) Insofar as the general assembly does not decide otherwise, the members of the steering committee are the liquidators of the board.

Cologne 20/01/2014

President

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Thomas Geis