

## **BiSS Association e.V.**

# **Statutes of Association** The original German text "Satzung" will be the governing version.

As of September 28, 2017

## **§ 1 Name, Registration, Business Year**

1. The name of the Association is "BiSS Association". It is to be entered in the register of associations; after the registration, the name is "BiSS Association e.V."
2. The Association is registered in Bodenheim, Germany.
3. The business year of the Association is the calendar year.

## **§ 2 Aim of the Association**

1. The Association is a specialist professional association (specialist association) according to section 5 para. 1 no. 5 of the German Corporation Tax Act (Körperschaftsteuergesetz – KStG).
2. The aim of the Association is to promote and develop open interfaces (especially the open source BiSS interface) for digital machine communication, in particular in the fields of drive technology, sensor technology, and automation (hereinafter referred to as MSA (Motor, Sensor, Automation)) as well as to represent the members' interests against national and supranational legislatures, authorities and institutions, as well as the collection and articulation of the members' interests in the media and in general public. The aim of the Association is to be pursued in particular by
  - a. supporting the sharing of experience and exchange of ideas among the members in particular through meetings, conferences, and presentations,
  - b. permanent exchange of information on developments in the field of MSA,
  - c. providing an exchange platform for applications and services, documentation, tests and certifications of open interfaces (in particular the BiSS interface),
  - d. providing information to the public on the current technological state, the application and the further development of open interfaces (in particular the BiSS interface).
3. The Association operates internationally and is not-for-profit; it does not primarily pursue self-serving economic purposes. International activities can, where appropriate, be carried out by establishing regional associations in their respective countries.
4. Funds of the Association can only be used for the purposes laid down in the Statutes. The Association can grant (sub) licenses and charge protection fees for services and documents which do not conflict with the character of an open interface. The members do not obtain any general benefits from the funds of the Association. The Association can also acquire licenses or services from members, as long as they serve the Association's purpose. No person can benefit from expenses which are contrary to the Statutes of the Association.

### **§ 3 Acquisition of Membership**

1. The Association has full members (regular members) and associate members.
2. Full members of the Association can be
  - a. Legal entities of private and public law as well as partnerships, universities, technical colleges or scientific institutes,
  - b. Natural persons, insofar as they are not members or bodies or employees of an institution according to lit. a), in particular freelance inventors and freelancers.
3. Associate members support the Association in its idealistic goals and have access to the area accessible to associate members on the website of the Association. Associate members do not have the right to vote in the General Meeting. The Managing Committee can, at its sole discretion, invite associate members mentioned by name as guests to the Annual General Meeting. The Associated Membership will be valid for 12 months after the receipt of payment of the annual fee shown on the website.
4. On the recommendation of the Managing Committee, the General Meeting can designate honorary members for life.
5. The acquisition of membership requires a written application for membership which is to be addressed to the Managing Committee. The application form must refer to the field of MSA.
6. The Managing Committee decides upon applications for membership at its discretion. If an application is rejected, the Managing Committee is not obliged to inform the applicant of the reasons for the rejection.

### **§ 4 Termination of Membership**

1. The membership is terminated in case of dissolution, death, exclusion, removal from the membership list or withdrawal from the Association.
2. The withdrawal has to be submitted in the form of a registered letter addressed to the Managing Committee through the address of the office of the Association. The withdrawal can only be declared effective as of the end of a calendar year, subject to a notice period of three months. The receipt of the notice of termination at the Managing Committee of the Association is decisive for its timeliness.
3. A member can be removed from the membership list by decision of the Managing Committee if he or she is in arrears with membership fees or contributions despite two written reminders. Removal cannot be resolved until two months have passed since dispatching the second reminder, this reminder must also indicate possible removal. The decision by the Managing Committee for removal must be notified to the member.
4. A member can be excluded from the Association by decision of the Managing Committee if he or she culpably and grossly violates the interests of the Association. The Managing Committee must give the member and the existing Administrative Board the opportunity to present his or her case verbally or in writing before the decision is made. The decision of the Managing Committee must be justified in writing and sent to the member. The member can appeal against the decision to the members of the General Meeting. The appeal must be submitted to the Managing

Committee within one month after receipt of the decision. The General Meeting will decide conclusively on the exclusion. In case of minor violations of the Statutes of the Association or decisions of the Managing Committee, the Managing Committee can issue an oral or written warning to the member; the continuation of the complained behavior, despite warning, is a gross violation of the interests of the Association.

5. If a member dies or if a member is dissolved on its own decision, or insolvency proceedings are opened for the assets of a member or rejected for lack of funds, or if a member suspends his or her payments, the membership ends with the occurrence of the corresponding event; the obligation to pay fees for the current business year remains unaffected.

## **§ 5 Membership fees**

1. A fee at the admission to the Association is to be paid. Members are also required to pay annual fees. In order to finance special projects, contributions of up to twice the amount of the annual fees can be levied.
2. The membership fee regulations are assessed by members of the Annual General Meeting. The amount and due date of admission fees, annual fees, and contributions are set by the Managing Committee.
3. Honorary members are free from the duty of paying fees and contributions.
4. In appropriate cases, the Managing Committee can waive fees and contributions in part or in full.
5. Scientific institutes of universities and technical colleges and comparable scientific institutions as well as personal members can be exempted from the admission fee by the Managing Committee.

## **§ 6 Bodies of the Association**

1. Bodies of the Association are the Managing Committee and the General Meeting. An Administrative Board can be formed.

## **§ 7 Managing Committee**

1. The Managing Committee of the Association according to section 26 of the German Civil Code (Bürgerliches Gesetzbuch – BGB) consists of the President, the Vice-President, and the Treasurer.
2. The Association is represented judicially and extrajudicially by two members of the Managing Committee.
3. The activities of the Managing Committee are voluntary.

## **§ 8 Responsibilities of the Managing Committee**

1. The Managing Committee is responsible for all affairs of the Association, unless the Statutes have transferred these to another body of the Association. In particular, the Managing Committee has the following responsibilities:
  - a. Preparing for and convening the General Meeting and compiling the agenda;
  - b. Implementing decisions made by the General Meeting;

- c. Preparing the budget, accounting, preparing the annual report, cash management;
  - d. Making decisions about the admission or exclusion of members.
2. For the approval of its actions, the Managing Committee can appoint a Managing Director and establish a branch office.
3. The Managing Committee can form expert committees on clearly defined topical areas also open to non-members. An expert committee is responsible for advising the Managing Committee on specific scientific, technological, and patent matters.

## **§ 9 Election of the Managing Committee and Term of Office**

1. The Managing Committee is elected by the General Meeting for the term of three years, starting from the date of the election. However, it remains in office until a new Managing Committee has been elected. Each member of the Managing Committee will be elected individually; a re-election is permissible. Only regular members or shareholders, bodies or employees of a regular member of the Association can be elected as members of the Managing Committee. Membership in the Managing Committee ends upon termination of membership in the Association or the affiliation with the regular member.
2. If a member of the Managing Committee leaves prematurely, the remaining members of the Managing Committee can then appoint a successor for the residual term of office of the departed member.

## **§ 10 Meetings and Decisions of the Managing Committee**

1. The Managing Committee makes decisions in meetings which are convened by the President, or if he or she is not available, by the Vice-President, in writing, by fax, or by e-mail; the agenda does not need to be announced. The period of notice for convening a meeting either ends with the confirmation of all members of the Managing Committee or is 10 days. The period begins on the day following the date on which the letter of invitation was sent. The Spokesperson of the Administrative Board can participate, but not vote, in the meeting of the Managing Committee; he or she can be represented by the Vice-Spokesperson of the Administrative Board.
2. The Managing Committee has a quorum if at least two of its members are present in person or attend the meeting by telephone. Decisions are made by a majority of the valid votes cast; in case of a tied vote, the President has the casting vote, in his or her absence, this passes to the Vice-President. Admission and removal of members as well as appointing a Managing Director require the consent of the President.
3. The Managing Committee can also make decisions by written correspondence, also by e-mail, if all of its members agree.
4. Minutes kept of the decisions made at the Managing Committee meeting are to be signed by all participants, including those attending by telephone or by e-mail.
5. The Managing Committee can decide on its own rules of procedure by simple majority.

## **§ 11 Administrative Board**

1. The optional Administrative Board consists of a maximum of three members and is elected by the General Meeting for the term of three years starting from the date of

the election. However, it remains in office until a new Administrative Board has been elected. Each member of the Administrative Board will be elected individually; a re-election is permissible. Only regular members or shareholders, bodies or employees of a regular member of the Association can be elected as members of the Administrative Board. Membership in the Administrative Board ends upon termination of membership in the Association or the affiliation to the regular member.

2. If a member of the Administrative Board leaves prematurely, the remaining members of the Administrative Board can then appoint a successor for the residual term of office of the departed member. The first Administrative Board can be elected by the Inaugural Meeting.
3. The Administrative Board appoints a Spokesperson from among its members as its representative to other bodies, as well as a Vice-Spokesman.

## **§ 12 Responsibilities of the Administrative Board**

The Administrative Board is responsible for the following:

- Advising and assisting the Managing Committee in all matters of the Association, in particular in specialist and organized matters.

## **§ 13 Meetings and Decisions of the Administrative Board**

1. The Administrative Board makes decisions in meetings which are convened by the Spokesperson, or if he or she is not available, by the Vice-Spokesperson, in writing, by fax, or by e-mail; the agenda does not need to be announced. The period of notice for convening a meeting either ends with the confirmation of all members of the Administrative Board or is 10 days. The period begins on the day following the date on which the letter of invitation was sent. At least one meeting of an existing Administrative Board is scheduled in each calendar year. The President of the Managing Committee can participate, but not vote, in the meetings of the Administrative Board; he or she can be represented by the Vice-President.
2. The Administrative Board has a quorum if all or at least two of its members are present in person or attend the meeting by telephone. Decisions are made by a majority of the valid votes cast; in case of a tied vote, the Spokesperson has the casting vote, in his or her absence, this passes to the Vice-Spokesperson.
3. The Administrative Board can also make decisions by written correspondence, also by e-mail, if all of its members agree.
4. The Administrative Board can decide on its own rules of procedure by simple majority.

## **§ 14 General Meeting**

1. Each regular member has the right to vote in the General Meeting with one vote. Each member can appoint up to three representatives for the General Meeting, thereof one representative with voting rights. In order to exercise the right to vote, another member can be authorized in writing. The authorization must be given separately for each General Meeting; exercising a total of more than two voting rights is inadmissible.
2. The General Meeting is responsible for the following matters:
  - a. Approving the budget established by the Managing Committee for the

- upcoming business year; acceptance of the annual report of the Managing Committee; approval of the actions of the Managing Committee;
- b. Electing a maximum of two cash auditors;
  - c. Setting the admission fees, membership fees, and contributions (clause 5);
  - d. Electing and dismissing members of the Managing Committee and of the Administrative Board;
  - e. Making decisions on amendments to the Statutes and dissolution of the Association;
  - f. Making decisions on the appeal against an exclusion decision of the Managing Committee;
  - g. Designating honorary members.

## **§ 15 Convening the General Meeting**

1. The Annual General Meeting is held once a year. It is convened by the Managing Committee in writing, by fax, or by e-mail, giving notice of two weeks in writing, stating the items on the agenda. The period of notice begins on the day following the date on which the letter of invitation was sent. The letter of invitation is regarded as having been received by the member if it is sent to the address last notified to the Association in writing by the member. The agenda is set by the Managing Committee. The General Meeting can also be convened by publication on the website of the Association in the Internet or by e-mail; the period of notice is also two weeks beginning on the day following the date of the publication or transmission of the e-mail.
2. Any member can apply to the Managing Committee in writing for an amendment to the agenda not later than one week before a General Meeting, for which admission the President, or in his or her absence, the Vice-President of the Managing Committee will decide. The Chairperson of the meeting will announce the amendment at the start of the General Meeting. The members of the meeting decide on requests for amendments to the agenda made in General Meetings.

## **§ 16 Extraordinary General Meeting**

1. An Extraordinary General Meeting will be convened by the Managing Committee if required by the interests of the Association or if a third of the members apply the Managing Committee for this in writing stating the purpose and reasons.

## **§ 17 Decision-making by the General Meeting**

1. The General Meeting is chaired by the President, if he or she is not present, by the Vice-President or the Treasurer. If no member of the Managing Committee is present, the Meeting elects a chairperson. In case of elections, the leadership of the meeting during the election process and the proceeding discussions can be executed either by the President of the Administrative Board or a representative or another regular member appointed by the General Meeting. The Chairperson of the meeting will appoint a Secretary.
2. The Chairperson of the meeting determines the nature of voting. Votes must be cast in writing if this is requested by a third of the members present who are eligible to vote.

3. The General Meeting is generally quorate, provided that it has been convened in accordance with the rules and regulations of the Statutes. If no quorum is constituted or in case of justifiable doubt of being in quorum, the Managing Committee is obliged to convene a second General Meeting of the same agenda within three weeks; this then constitutes, in any event, a quorum. This must be stated in the invitation. Clause 15 applies to the convening of the meeting.
4. The General Meeting makes decisions by a simple majority of the valid votes cast; abstentions are regarded as invalid votes. An amendment to the Statutes, however, requires a majority of two thirds of the valid votes cast, the dissolution of the Association requires a majority of three quarters. An amendment to the purpose of the Association can only be decided by a majority of three quarters of all voting members.
5. In the case of elections, the person who receives more than a half of the valid votes is elected. If no one has received more than a half of the valid votes cast, a second election is held between the two candidates who received the most votes. The person who then received most of the votes is considered elected. In case of a tied vote, the election is decided by lot to be drawn by the Chairperson of the meeting.
6. Minutes will be kept of decisions made by the General Meeting, to be signed by the Secretary and the Chairperson of the meeting.

## **§ 18 Dissolution of the Association**

1. The dissolution of the Association can only be resolved in a General Meeting with a majority of three quarters of the valid votes cast (clause 18.4).
2. Unless resolved otherwise by the General Meeting, the President and the Vice-President are the liquidators with joint powers of representation.

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