



# Articles of Association of IVAM e.V.

## § 1 Name, registered office and financial year

1. The association bears the name „IVAM e.V.“
2. The registered offices of the association are in Dortmund.
3. The association is registered in the register of associations in Dortmund.
4. The financial year is the calendar year.

## § 2 Purpose and tasks

1. The purpose of the association is the targeted dissemination of applications of microsystems technology which leads to new products and the specific dissemination of applications of advanced materials as well as other beneficial technologies. In this, the association pursues the aim of bringing the scientific findings and especially those which are close to practice, of these new technologies to the attention of a broader public, so that they can serve promising future markets with new production methods and products. The association supports enterprises - particularly its members – in their efforts.

The following activities in particular are included in the tasks:

- Planning, organization and implementation of specialist-, qualification- and information events, especially for small and medium-sized enterprises.
  - Promotion of an exchange of ideas and cooperation in the microsystems technology sector, the application of advanced materials and other beneficial technologies by means of targeted and continual public relations and discussion groups.
  - Encouragement of and support for the practical application of scientific findings in cooperation with technical colleges, scientific institutions and other officially recognized institutes.
  - Cooperation with relevant national and international enterprises, R&D institutes and associations.
  - Initiation of and support for cooperative ventures for the development of products in order to expedite technology transfer.
  - The implementation of technology marketing measures by means of which the fields of application for microsystems technology and the application of new materials and other technologies can be extended and new markets opened, especially for small to medium-sized companies. Specialized departments of the association support the different advanced technologies.
2. The association can cooperate on a national and international level with other institutes, which are active in the field of technology transfer.
  3. The association does not - as a matter of priority pursue its own commercial ends. Funds of the association may be used only for purposes in accordance with these Articles of Association.
  4. The association can set up companies for the purpose of outsourcing particular working sectors, which become active in the sense of these Articles. Such enterprises are to be kept distinct from the association and may not effect any change in the setting of the aims of the association.



### § 3 Acquisition of membership

1. The association has full and subscribing members, as well as junior and trial members.
  - Full members can be legal entities and natural persons. These are primarily recruited from enterprises who deal with problems concerning the areas which are supported by the association.
  - Trial members meet the same requirements as full members. The trial membership serves to get to know the association before a decision can be made about a full membership. The trial membership must last at least 3 months and can last a maximum of 1 year.
  - Junior Members are recruited from natural persons who deal with problems concerning the areas which are supported by the association. They are matriculated to university, university of applied sciences and arts or equivalent institutes/institutions.
  - Subscribing members can be juristic persons and natural persons who support the purposes of the association as long as no conditions in contravention of the Articles are connected with this.
2. A prerequisite for the acquisition of membership is an application for admission in text form, which is to be addressed to the Board. With this, the individual member obliges himself to promote the aims of the association and to pay the membership fees in accordance with the resolutions of the general meeting.
3. The Board decides about the applications for membership and the classification of the applicant in the membership qualification. An applicant may be rejected in particular if there are reasons in his or her person that make membership personally or factually not advantageous. In their decision, the Board will consider that the association intends promoting the greatest possible expansion of advanced technologies. If necessary, the Board will give the applicant a personal or written hearing.
4. Natural persons who have grant special merit for the association can be named honorary members on the suggestion of the Board and then need not pay fees.

### § 4 Rights and obligations of the members

1. All members are entitled to avail of the facilities, services and benefits of the association and have a right to advice and support in all questions, which fall in the work area of the association. All members are subject to the constitutionally reached resolutions of the organs.
2. Full members enjoy voting rights at the general meeting as well as the active and passive right of election. They are obliged to pay membership fees and admission fees.
3. Junior and trial members have no executive vote but an advisory say in general meetings. They are obliged to pay membership fees.
4. Subscribing members are invited to general meetings and other events of the association and have no executive but an advisory say. They are not obliged to pay membership fees or admission fees.

### § 5 Termination of membership

1. Membership is ended by death, expulsion, deletion from the list of members or withdrawal from the association.
2. Resignation requires a written statement to the Board (via letter post or email). Resignation can only be declared to the end of a financial year, whereby a period of notice of three months must be adhered to. Trial Memberships can be cancelled with one month's notice to the end of the month.



3. A member can be struck from the list of members by a resolution of the Board if despite receipt of two written reminders his membership fees are still in arrears. Deletion may then be decided if after the sending of the second reminder two months have elapsed and warning has been given in this reminder. The deletion will be effectual at the end of the financial year. The member is bounded to pay the membership fees until this date.

4. If a member is responsible for greatly harming the interests of the association, he or she can be expelled from the association by a resolution of the Board. Before the resolution is passed, the Board must give the member the opportunity to state his/her case orally or in written form. The resolution of the Board has to be justified in writing and sent to the member who can appeal to the general meeting via the Board within a month of receipt of the resolution. The Board has to call a general meeting within a month of the lodgement of the appeal, which then decides about the expulsion. A majority of over 50% of the voters present is required for this.

5. In the case of termination of membership, there is no right to repayment of fees or payment of a proportionate share of the assets of the association.

## § 6 Organs of the association

The organs of the association are:

- general meeting
- and Board

## § 7 General meeting

1. The general meeting is the highest body of the association. Members and Board members are entitled to participate in the general meeting.

2. A general meeting is to take place at least once in a business year, in the first quarter if possible. The Board calls it with four weeks notice in writing (via letter post or email). This is accompanied by the agenda. The period of notice begins on the day following the sending of the invitation. The Board stipulates the agenda.

3. The general meeting will generally take place in the presence of members at a location determined by the board. However, in derogation of §32 (1) sentence 1 of the German Civil Code (BGB), the Executive Board may decide at its discretion and state in the invitation that members may participate in the general meeting without being physically present (online) at a meeting location and exercise their membership rights by means of electronic communication (for example, by e-mail, online voting software).

4. The Executive Board regulates in the "Election Regulations" suitable technical and organizational measures for the implementation of an online General Meeting, which shall ensure that only members of the Association participate in votes at the General Meeting and exercise their rights. The election regulations shall set out in writing the implementation of the electronic voting procedure. The election regulations shall not form part of the Articles of Association. The board of directors is responsible for issuing, changing and revoking the election regulations and decides on this with a simple majority. The current version of the electoral regulations must be made available to the members of the association before an online general meeting is held.

5. Every full member has one vote.

6. Up to two weeks before a general meeting, every member can apply to the Board in writing (via letter post or email) for an addition to the agenda. The chairperson announces the additions at the beginning of the meeting. Regarding applications for additions to the agenda made during the general meeting, the meeting decides by simple majority of the members present.



**7.** An extraordinary general meeting is called by the Board when it is required in the interests of the association or when at least 20% of the members call on the Board to do so under submission of the purpose and reasons for this. In this case the period for the invitation is reduced to ten days. When issuing the invitation, the reasons for calling the extraordinary general meeting are to be stated.

**8.** It is the task of the president to chair the general meeting or in the event of absence, his/her deputy. The general meeting can choose another chairperson by a simple majority vote of the members.

**9.** The ordinary general meeting is responsible for:

- the election and removal of the Board as well as its discharge
- the acceptance of the annual report and cash statement for the last financial year of the Board and the auditor's report for the expired fiscal year.
- the election of two auditors and their discharge
- the approval of the business report submitted by the Board for the current financial year
- discussion and adoption of a resolution concerning the budget and the amount of the membership fees
- amendments to the Articles and the dissolution of the association
- the election of an Honorary President, respectively the revocation of the Honorary President.

Entitled to vote are full members. The election of the Honorary President requires simple majority. The revocation of the Honorary President requires a majority of 66 % of the attending members.

**10.** Resolutions of the general meeting require a simple majority of the delivered votes; abstentions are not counted. Changes to the Articles including purpose modifications of the association and the discharge of the Board require a majority of at least 75% of the delivered votes.

**11.** The general meeting is quorate when at least 10 % of the members entitled to vote are present.

- Every member who cannot personally attend to a general meeting is allowed to transfer his/her voting rights to another member by written proxy.
- A member is not entitled to vote if the decision-making is about a transaction or the initiation or completion of a legal controversy with the association.

**12.** Whoever receives more than half of the valid votes cast wins an election. If nobody receives more than half of the votes cast, a second ballot is held between the two candidates who received the most votes. Whoever receives the most votes is elected. In the case of a tie, the ballot is repeated.

**13.** Minutes are to be taken concerning the resolutions of the general meeting. These are to be signed by the Board members who are present and a copy is to be sent (via letter post or email) to the members. An objection to the resolutions or the Minutes is only allowed within a month of sending the minutes; otherwise all rights are forfeited due to the expiration of the deadline.

## § 8 The Board

**1.** The Board consists of the following five members:

- the president
- the deputy president
- three further chairpersons

Each of the special departments should be represented by one member of the Board. Only full members of the association can be elected to the Board. The term of office of the Board is three years, it will elongate until the next ordinary general meeting after the three-year period.

A special election to replace a member of the Board who has resigned is possible at an extraordinary general meeting. It refers to the remainder of the regular term of office of the Board.

**2.** The Board carries out the duties stipulated by law and in these Articles and takes care of the business in a proper way. In particular, it has the following duties:

- to prepare and call the general meeting as well as to draw up the agenda
- to represent the association in and out of court
- to implement resolutions passed by the general meeting
- to prepare the budget, and the accounts, and to draw up the annual plan and cash statement.

**3.** The Board reaches its decisions by simple majority in sessions, which are called by the president, or, in the event of absence, by his/her deputy. In the event of a tie, the president has the deciding vote. The Board has a quorum when at least three of its members are present. Two members of the Board acting together represent in court and out of court the association. The Board agrees on a set of procedural rules in which demarcation lines concerning the competence and responsibilities of the Board members are stipulated. The Board can unanimously authorize a member of the Board in individual or particular cases.

**4.** The Board can decide to appoint a full-time executive manager who performs the administrative tasks of the association. The selection of the full-time manager and agreement upon the conditions of his employment is incumbent on the Board. The fulltime manager carries out the day-to-day business of the association according to the guidelines of the Board and the agreements of the contract of employment.

**5.** The activity of the members of the Board is basically honorary. The members of the Board receive only a suitable restitution of the expenditures arising from the performance of their function. As long as no fulltime manager has been appointed, the Board can decide to consign the tasks of the executive management to one of the members of the Board. This executive chairperson will then carry out the day-today business of the association according to the guidelines of the Board and the agreements of the contract of employment. Conclusion, amendments and annulment of the contract of employment with an executive chairperson require a decision of the general meeting. Annulment or termination of the contract with the executive chairperson also results in the dismissal from the Board.

**6.** The Board can appoint advisory boards to advise and support it in its duties. The advisory boards can be invited to sessions of the Board. They have no voting rights in the resolutions of the Board.

**7.** The Board members handle information they have received in confidence from members of the association or those around them also confidentially as regards other members. Passing on this information or commercial or other utilization results only after receiving the written agreement of the member in question. These duties apply likewise to the advisory boards.

**8.** The liability of the Board to the association is limited to cases of culpable behaviour in the event of gross negligence or intention.

## § 9 Auditors

**1.** On the suggestion of the Board, the full members appoint two auditors by an according decision of the general meeting who check the annual closing of accounts and the budget estimate. Either natural persons acting as full members may be elected, but also managing directors, shareholders or employees of full members who are legal and not natural persons.

2. The auditors recommend the discharge or not of the Board to the general meeting on the basis of their audit of the closing of accounts.
3. The auditors are elected for up to two years. Re-election is possible.
4. The auditors are obliged to treat the information they receive confidentially. This applies also with reference to the other members of the association.  
Passing on of information or a commercial or other utilization of the information received is not allowed.

## § 10 Honorary President

1. Entitled to the office of Honorary President are persons who have rendered outstanding services to the association. The vocation of the Honorary President is basically an appointment for life. The appointment can be revoked by resolution of the general meeting.
2. The Honorary President has an advisory capacity. The Honorary President is entitled to participate in board meetings and administer representative functions for the association at the request of the board.
3. The President is entitled to inform the Honorary President about resolutions of the Board.

## § 11 Fees and cost defrayment

1. The association raises revenue by means of payments and fees of its members, payment for services rendered in accordance with its constitution and grants of third parties, in so far as these are not connected with unconstitutional conditions, as well as by donation.
2. Membership fees are due by 31st January every financial year.
3. Every year the amount and progressive rates of the membership fees as well as of other fees, especially the one time admission fee, are stipulated by the general meeting voting by simple majority. If there are no changes they stay legal.

## § 12 Changes in the articles and dissolution of the association

1. Changes to the Articles and changes of the association purpose in the sense of § 33 (1) sentence 2 of the German Civil Code (BGB) can only be decided by the general meeting by a majority of at least 75% of the delivered voices. The proposal of the executive committee regarding the change of Articles has to be included in the invitation and agenda sent. The meeting of the members can decide changes in addition, further changes of the statute, which are discussed in the meeting of the members and placed altogether to the voting.
2. To dissolve the association an extraordinary general meeting called for this purpose is necessary to which all members are invited in writing (via letter post or email). The dissolution of the association can only be decided if at least 50% of all existing members appear personally or by proxy and a majority of at least 75% of the delivered votes vote for the dissolution.
3. Following the resolution to dissolve, the same general meeting has to decide about the use of the assets of the association. The use of the assets is to be connected with the condition to employ these for the purpose of further promotion of so far supported technologies.

## § 13 Saving clause

1. Should individual provisions of these Articles be or become invalid, the validity of the remaining provisions shall in no way be affected.



2. An invalid provision is to be replaced by the valid provision of the general meeting which shall be as close as possible to the sense of the original provision.

**August 25, 2021**