



# **Articles of Association of the European Technology Platform on Smart Systems Integration (EPoSS Association)**

**In accordance with the decision of the EPoSS General Assembly on 26<sup>th</sup> April 2024**

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## Preamble

Over the last decades, Europe has developed strong resources in the micro- and nanotechnology sector by private and public initiative and encouraging advancements towards realising a competitive European innovation system have been achieved. Further progress, however, requires a change in paradigm in terms of a) aggregating the heterogeneous industry and research community, b) developing new instruments for interdisciplinary R&D activities and c) new models and formats of policy support for a fast transfer of research into innovative products.

A group of major European industrial companies has decided to co-ordinate their European research and development strategies on Smart Systems integration and technology by establishing the international association 'European Technology Platform on Smart Systems Integration Association' – EPoSS for short – as an association according to German law.

The Association is an industry-driven initiative aiming at identifying R&D needs, innovation and policy requirements related to Smart Systems technologies and integrated micro- and nanosystems. The initiative sees its main mission particularly in defining research and technology priorities for a common European research, technology and innovation policy, in raising more critical mass of resources and in coordinating between different initiatives (with similar intentions and at various administrative levels: European, national, regional, etc.) in order to promote the development of Smart Systems technologies.

The EPoSS Association is based on its predecessor EPoSS, an association without legal capacity, and took over its structures and tasks.

## § 1 Name, registered office, financial year

- (1) The name of the Association is: *European Technology Platform on Smart Systems Integration*, acronym: *EPoSS e.V.* The Association is registered in the Register of Associations in Berlin (Germany).
- (2) The Association has its registered office in Berlin (Germany).
- (3) The financial year shall be the calendar year.
- (4) The working language of the Association is English. Documents relevant to the German tax authorities and the Register of Associations are translated into German by the EPoSS Office. Conversely, relevant documents in German must be translated into the working language of the Association.
- (5) Announcements of the Association shall be published in the Federal Gazette ("Bundesanzeiger")

## § 2 Purpose of the Association

- (1) The purpose of the Association is to promote research, science, technology development and innovation in the field of Smart Systems technologies through a coordinated European approach and transnational cooperation.
- (2) The Association brings together private and public European organisations to create a lasting basis for the promotion of research, science, technology development and innovation.
- (3) The Association supports the coordination and bundling of common efforts to establish sustainable structures and to create a European research area for Smart Systems technologies.
- (4) These purposes are pursued through the following measures:
  - (a) stimulation, implementation and coordination of research activities aiming to formulate research strategies for the promotion of research, science, technology development and innovation in the field of Smart Systems technologies in Europe,

- (b) scientific development and updating of technology development scenarios (roadmaps) in the area of Smart Systems technologies,
  - (c) scientific development and updating of strategic research agendas,
  - (d) publication in the form of scientific lectures and writings,
  - (e) organisation of scientific debates and lecture series, and
  - (f) participation in public-private partnerships (such as Joint Technology Initiatives / Joint Undertakings and similar initiatives) in the field of Smart Systems technologies together with the Commission of the European Union and the Member States as well as Associated States of the European Union.
- (5) Regardless of the purposes of the Association, each member remains independently responsible for all decisions on their own development and research efforts.

### **§ 3 Use of funds**

- (1) Funds of the Association may only be used for the purposes set out in the Articles of Association. The members shall not receive any benefits from the funds of the Association.
- (2) Members may not receive any shares of the Association's assets upon termination of their membership or dissolution of the Association.
- (3) No person may benefit from expenditures that are alien to the purpose of the Association or by disproportionately high remuneration.

### **§ 4 Rules of Procedure**

The Association shall adopt Rules of Procedure.

### **§ 5 Membership**

- (1) EPoSS members are legal entities operating in the field of Smart Systems technologies, microsystems and/or nanotechnologies or related application areas. They are able to contribute to the development and implementation of research and innovation programmes, to foster partnerships and to mobilise resources.
- (2) EPoSS is open to all legal entities. Members should be predominantly industrial companies. Small and medium-sized enterprises (SMEs) are particularly welcome.
- (3) The application for membership in the Association must be submitted in writing to the EPoSS Office. The decision on the application for membership shall be taken by the Board by simple majority.
- (4) Membership is geographically limited to organisations from the European Union and countries associated with the European Union. Exceptions require the express consent of the General Assembly, subject to an individual veto.
- (5) The members contribute to the financing of the Association and its purpose-oriented measures, depending on the type and size of their organisation.
- (6) There are different types of membership with different rights and obligations:
  - (a) Full membership
  - (b) Programme membership
  - (c) Associate membership

### **§ 6 Types of membership**

### **§ 6.1 Full membership**

- (1) Full members pay an annual membership fee according to the category of their organisation. If a full member participates in projects within the framework of Joint European Technology Initiatives / Joint Undertakings or similar initiatives, they shall pay in addition a variable contribution, the so called variable fee.  
Information on membership fees and the calculation of the variable fee can be found in the Contribution Rules.
- (2) Full members have the right to attend and vote at the General Assembly. Full members can participate in the Executive Committee and take part in the working groups. They have active and passive voting rights for the Board, the Executive Committee and the leadership of working groups. Delegates are granted reduced fees for participation in events of the Association, such as the Annual Forum.
- (3) Each full member delegates a permanent representative and an alternate to the General Assembly and the Executive Committee. The delegated persons shall represent the member organisation in the bodies. They must be authorised by the member to take actions and make statements necessary for the exercise of membership.
- (4) Members are informed annually – usually at the General Assembly – about the activities and finances of the EPoSS Association.
- (5) The duration of a full membership is unlimited. A member may terminate its membership at the end of the calendar year by giving at least three months' notice. The notice of termination shall be submitted to the EPoSS Office in writing.

### **§ 6.2 Programme membership**

- (1) Programme members do not pay an annual membership fee, but a variable fee proportionate to the funding received from their participation in projects within the framework of Joint European Technology Initiatives / Joint Undertakings or similar initiatives.  
Information on the calculation of the variable fee can be found in the Contribution Rules.
- (2) Programme members have the right to participate in the working groups. They may only attend the General Assembly and the meetings of the Executive Committee by invitation; they do not have voting rights in either case. For participation in events of the Association, such as the Annual Forum, a paid registration is required.
- (3) A programme membership exists for the duration of a programme within the framework of Joint European Technology Initiatives / Joint Undertakings or similar initiatives. Membership ends automatically at the end of the programme.

### **§ 6.3 Associate membership**

- (1) Associations, cluster organisations and similar organisations that are active in the field of Smart Systems technologies and would like to cooperate with EPoSS can become associate members of EPoSS.
- (2) Membership is reciprocal and free of charge.
- (3) Associate membership is based on an agreement between EPoSS and the interested organisation on mutual support, networking and other joint activities. The respective rights and obligations of the partners are set out in a Memorandum of Understanding.
- (4) Unless otherwise agreed in the Memorandum of Understanding,
  - associate members may attend the General Assembly and the meetings of the Executive Committee by invitation only; they shall not have the right to vote in either case,
  - participation in the working groups of the Association is possible after approval by the chairperson of the Board,

- a registration is required for participation in events of the Association, such as the Annual Forum, for which a fee is charged.
- (5) The duration of an associate membership is usually unlimited. Membership may be terminated at any time. Notice of termination shall be given to the EPoSS Office in writing.

## **§ 7 Termination of membership**

- (1) The membership ends by:
- a) dissolution of the member,
  - b) resignation from the Association,
  - c) expulsion of the member.
- (2) Expulsion is possible in the case of serious violations of the objectives and interests of the Association. A member may also be expelled if it fails to fulfil assigned responsibilities despite a written request setting a deadline or if it fails to meet its financial obligations within six months despite a written reminder.
- (3) The expulsion must be approved by a resolution of the General Assembly. Before the decision is taken, the member must be given the opportunity to comment on the matter and to make a written statement.
- (4) Members who resign or are expelled from the Association must meet their financial obligations and must relinquish responsibility for unfinished projects and activities.

## **§ 8 Finances**

- (1) The Association finances its activities in particular through:
- (a) membership fees payable by members,
  - (b) a variable fee paid by members involved in projects under Joint European Technology Initiatives / Joint Undertakings or similar initiatives,
  - (c) grants from the European Commission for statutory purposes,
  - (d) contributions from members for purposes that support the objectives of the Association,
  - (e) other income.
- (2) The rules for financing the Association are laid down in the Rules of Procedure and the Contribution Rules.

## **§ 9 Bodies of the Association**

The bodies of the Association are:

- (1) Board,
- (2) General Assembly,
- (3) Executive Committee.

### **§ 9.1 Board**

- (1) The Board shall be responsible for matters concerning the EPoSS Association, unless responsibility for such matters has been delegated to another body in accordance with the Statutes (Articles of Association, Rules of Procedure).
- The duties of the Board include the following:
- (a) governance of the EPoSS Association,
  - (b) identification of objectives and development of strategies,
  - (c) supervision of the activities of the Executive Committee and the EPoSS Office and of the decisions taken by the General Assembly,

- (d) discussion and confirmation of the budget, determination of the amount of the membership fees and the variable contribution,
  - (e) proposal of auditors,
  - (f) establishment and closure of working groups,
  - (g) regular audit of the quality management system and verification of corrective actions
  - (h) proposal of Honorary Board members.
- (2) The Board is entitled to delegate the execution of tasks or parts thereof to the EPoSS Office and the Executive Committee.
  - (3) The Board, authorised to represent the Association in accordance with § 26 BGB (German Civil Code), shall consist of the Chairperson and the first and second Vice-Chairpersons, each of whom shall have sole power of representation.
  - (4) The Board may be extended to up to 16 persons, including the Chairperson and the two Vice-Chairpersons. Two thirds of the Board shall preferably consist of industry representatives.
  - (5) The Board is composed of representatives of the full members. Only full members may therefore nominate persons for election. Election to the Board shall be by personal vote. Multiple re-election is possible.
  - (6) The members of the Board shall be elected by a simple majority of the valid votes cast by the General Assembly for a term of office of three calendar years. A quorum shall exist when one quarter of the voting members have taken part in the vote. Abstentions shall be counted as invalid votes and as not cast. The respective term of office begins with the calendar year following the election.
  - (7) If the Chairperson resigns during a term of office, the first Vice-Chairperson shall become Chairperson until the General Assembly elects a new Chairperson.  
If another elected member of the Board resigns during a term of office, a successor may be proposed by the represented member organisation. By means of co-option the successor is confirmed by the Board with a simple majority and takes over the representation on the Board for the duration until the next General Assembly.  
If an elected Board member's organisation terminates its membership in the EPoSS Association, the vacant seat on the Board may be filled.  
All changes in the composition of the Board shall be confirmed by the General Assembly. The by-election of a member of the Board shall be carried out by the General Assembly in accordance with § 9.2 (6 and 7) of the Articles of Association and may also be carried out by written procedure.
  - (8) For serious reasons, the entire Board, the Chairperson and individual Vice-Chairpersons may be voted out of office by the General Assembly by a two-thirds majority of the valid votes cast.
  - (9) The Association shall be legally represented in and out of court by the Chairperson or one of the Vice-Chairpersons.
  - (10) The functioning of the Board is regulated in the Rules of Procedure.

## **§ 9.2 General Assembly**

- (1) Each full member has one seat in the General Assembly. The General Assembly shall be composed of the nominated delegates of the full members. Each delegate shall have one vote in the General Assembly. A delegate may send a proxy to the General Assembly if he/she is unable to attend. In this case the proxy shall exercise the right to vote at the General Assembly.
- (2) The following tasks fall under the responsibility of the General Assembly:
  - (a) election of the members of the Board and the auditors, appointment of the Chairperson and the Vice-Chairpersons,
  - (b) removal from office of the Chairperson, Vice-Chairpersons and other members of the Board,

- (c) adoption of resolutions concerning amendments to the Statutes and the dissolution of the Association,
  - (d) adoption of resolutions on the extraordinary admission and expulsion of members in accordance with § 5 (4) and § 7 (3) of the Articles of Association,
  - (e) ratification of any proposed fundamental regulation that lead to additional obligations for members,
  - (f) adoption of the budget,
  - (g) approval of the annual report and the accounts and discharge of the Chairperson and the Vice-Chairpersons,
  - (h) approval on objectives and strategies.
- (3) The General Assembly meets at least once a year, usually as an in-person meeting in conjunction with the EPoSS Annual Forum. Alternatively, the General Assembly may meet virtually or as a hybrid event.
- (4) Members shall be informed in writing of the convening of the General Assembly at least ten weeks in advance. A formal invitation from the Chair, including a draft agenda, shall be sent at least three weeks before the meeting. Intended amendments to the Statutes must be included verbatim in the convening invitation from the Chair in good time before the General Assembly.
- (5) The Chairperson shall preside at the General Assembly or, in his/her absence, a Vice-Chairperson shall preside at the General Assembly. At the beginning of the meeting, the agenda shall be adopted by the delegates.
- (6) In general, the General Assembly takes decisions during General Assembly meetings. A quorum shall exist when one quarter of the voting members attend the meeting or have delegated their vote. A voting member who is prevented from attending may send a proxy from his/her own organisation to the meeting or delegate his/her vote to a member of the Board or the Office Director. In this case, the proxy shall have the right to vote.
- (7) If necessary, the General Assembly may take its decisions by way of a written procedure. A quorum shall exist when one quarter of the voting members have taken part in the vote. A voting member who is prevented from voting may appoint a proxy from his/her own organisation or delegate his/her vote to a member of the Board or the Office Director. In this case, the proxy shall have the right to vote. The results shall be recorded in writing by the EPoSS Office and the members shall be notified immediately of the decisions taken.
- (8) The General Assembly shall, as far as possible, try to reach decisions unanimously. If consensus cannot be reached, decisions shall be taken by a simple majority of the valid votes cast. Abstentions shall be counted as invalid votes and as not cast. In the event of a tie, the Chairperson shall have the casting vote.
- (9) In principle, elections shall take place by written ballot. For all other decisions, the Chairperson may propose how the vote shall be taken. Voting must be by written ballot if one third of the members entitled to vote request it.
- (10) The decisions of the General Assembly must be recorded in the minutes of the meeting. Draft minutes shall be sent to all members within one month of the meeting. If no written objections are received from the members within four weeks, the minutes shall be deemed approved and legally binding. The minutes shall be signed by the Chairperson and the person taking the minutes. Discussions and minutes shall be treated confidentially unless otherwise agreed.

#### **§ 9.2.1 Extraordinary General Assembly**

- (1) The Chairperson shall convene an extraordinary General Assembly if the interests of the Association so require or if one fifth of the full members so request in writing, stating the purpose and the reasons. An extraordinary General Assembly may also be convened if the participation quorum of 25 % of the voting members is not reached.



- (2) A formal invitation from the Chair, including the agenda, shall be sent at least two weeks in advance (in deviation from § 9.2 (4) of the Articles of Association). Otherwise, the same regulations apply to an extraordinary General Assembly as to a General Assembly.

### **§ 9.3 Executive Committee**

- (1) The Executive Committee has an initiative and coordination role. Therefore, the Executive Committee plays a key role in assisting the Board by proposing initiatives, preparing resolutions and developing operational procedures. The Executive Committee is a mainstay of the EPoSS Association as it puts concepts and strategies into practice. In this respect, it is particularly responsible for internal coordination as well as for day-to-day management and communication. It works closely with the EPoSS Office and other parts of the Association to ensure the implementation of activities.
- (2) Each full member shall have one seat on the Executive Committee and may send one delegate to the body. The leaders of the working groups are also members of the Executive Committee. In order to facilitate the decision-making process, member organisations represented on the Board shall also send a delegate to the Executive Committee. Two thirds of the Executive Committee should preferably consist of industry representatives.
- (3) The functioning of the Executive Committee is regulated in the Rules of Procedure.

### **§ 10 Working groups**

- (1) Working groups shall be established for specific tasks. The mandate and lifespan of a working group shall be proposed by the Executive Committee and decided by the Board.
- (2) The establishment of and the organisation of a working group shall be coordinated by its Chairperson, who shall report to the Executive Committee and seek advice from it as necessary.
- (3) The Chairs of the working groups are also members of the Executive Committee by virtue of their office.
- (4) Working groups are open to all EPoSS members.
- (5) The working procedures of the working groups are regulated in the Rules of Procedure.

### **§ 11 EPoSS Office**

The Association shall maintain a permanent office. Its duties and functioning are regulated in the Rules of Procedure.

### **§ 12 Honorary Board Members**

- (1) Honorary Board members are natural persons who have rendered outstanding services to the Association and its development in the past – be it through their role on the EPoSS Board or through a special commitment in the context of the Association.
- (2) Honorary Board members are proposed by the Chairperson of the EPoSS Association. A simple majority of the valid votes cast by the Board members is required for an appointment. The number of Honorary Board Members shall be at the discretion of the Board.
- (3) Honorary Board members contribute their knowledge and experience and have an advisory role to the Board.
- (4) The functioning of the Honorary Board is regulated in the Rules of Procedure.

### **§ 13 Amendments to the Statutes**

- (1) The General Assembly may only decide on amendments to the Statutes if at least one quarter of the members entitled to vote participate in the vote or have delegated their vote to a proxy.
- (2) Amendments to the Statutes shall be deemed adopted if at least two thirds of the valid votes cast are in favour of the amendment (two-thirds majority). Abstentions shall be counted as invalid votes and as not cast.
- (3) A decision regarding the change of the purpose of the Association (§ 2 of the Articles of Association) can only be taken by an unanimous decision of all members.

### **§ 14 Dissolution of the Association**

- (1) The General Assembly may only decide on the dissolution of the Association if at least three quarters of the members entitled to vote participate in the vote or have delegated their vote to a proxy. The decision on dissolution can only be taken by the General Assembly with a two-thirds majority of the valid votes cast. Abstentions shall be counted as invalid and as not cast.
- (2) Unless otherwise decided by the General Assembly, the Chairperson or one of the Vice-Chairpersons shall be authorised as liquidator to represent the members.

### **§ 15 Entry into force**

These Rules of Procedure shall enter into force in accordance with the resolution of the General Assembly on 26.04.2024. The rules laid down herein shall replace all previous rules of the Association applicable to the points dealt with, with the exception of the provisions of the current Rules of Procedure and the Contribution Rules.

Berlin, 26<sup>th</sup> April 2024