



EPoSS

European Technology Platform
on Smart Systems Integration

European Technology Platform on Smart Systems Integration (EPoSS Association)

STATUTES

Updated after decision of the EPoSS General Assembly on October 8th, 2020

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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 takes over its structures and tasks.

§ 1

Name, Registered Office, Accounting Year

- (1) The name of the Association is: *European Technology Platform on Smart Systems Integration*, acronym: EPoSS Association. The Association shall be recorded in the German Register of Associations. Once formally registered, it will have the adjunct *e.V.*
- (2) The Association has its registered office at Steinplatz 1, 10623 Berlin, Germany.
- (3) The accounting year is the calendar year.
- (4) The working language of the Association is English. The Office will translate documents of importance for the German fiscal authorities and Register of Associations into German. Conversely, all relevant documents in German are to be translated into the Association's working language.
- (5) Announcements of the Association shall be published in the German Federal Gazette ("Bundesanzeiger").

§ 2

Purpose of the Association

- (1) The EPoSS Association promotes research, science, technology development and innovation in the field of Smart Systems Technologies with a co-ordinated European approach and cross-border co-operation.
- (2) The Association brings together European private and public organisations in order to create an enduring basis for the promotion of research, science, technology development and innovation.
- (3) The Association supports initiatives that co-ordinate and bundle common efforts in order to set up sustainable structures and to create a European Research Area on Smart Systems Technologies.
- (4) These purposes are pursued through the following measures:
 - (a) stimulation, execution and co-ordination of research activities aimed at formulating 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 Smart Systems Technologies
 - (c) scientific development and updating of a Strategic Research Agenda,
 - (d) publications in form of academic lectures and writings,
 - (e) organisation of scientific debates and series of lectures, and
 - (f) participation in public-private partnerships (Joint Undertakings) with the Commission of the European Communities and member states and associated countries of the European Union in the field of Smart Systems Technologies (as e.g. Joint Technology initiatives and similar initiatives).
- (5) Regardless of the purposes of the Association, each member remains independently responsible for all decisions on their own development and research efforts.

§ 3

Non-profit Status

- (1) The Association is aiming to get its activities recognised as charitable purposes within the meaning of the Chapter "Steuerbegünstigte Zwecke" [tax-privileged purposes] of the German Fiscal Code.
- (2) The Association is non-profit-making and does not primarily pursue its own economic interests.
- (3) The capital of the Association may only be used for statutory purposes. The members receive no material benefits from the Association.
- (4) The members may not receive any share of the Association's assets upon withdrawal from the Association or its dissolution.

- (5) No person may benefit from expenditures that are foreign to the purpose of the corporation or from disproportionately high remuneration.

§ 4 **Rules of Procedure**

- (1) If necessary, the General Assembly will decide whether to set up Rules of Procedures, entrusting their definition to a structural body defined by these Statutes, e.g. the EPoSS Executive Committee (cfr. 14).
- (2) The Association will implement a Code of Conduct, which holds the key principles of the law-abiding and ethical conduct of its members.

§ 5 **Membership**

- (1) Members of EPoSS are natural persons or corporate entities active in the area of Smart Systems Technologies, Microsystems and/or Nanotechnologies or in related application areas. They are able to contribute to planning and implementing research and innovation programmes, to foster partnerships and to mobilise resources.
- (2) EPoSS is open to all public and private legal entities. Members should predominantly be industrial companies. Small and medium-sized enterprises (SMEs) are particularly welcome.
- (3) Membership is geographically limited to organisations from the European Union and from its associated countries. Exceptions require the express consent of the General Assembly while preserving an individual veto.
- (4) An application for admission as a member of the Association must be submitted to the Chairperson in written form. The decision on the application for membership shall be taken by the Board by simple majority.
- (5) Members are requested to contribute to the financing of the Association and the measures pertaining to its purpose, according to the type and size of their respective institution.
- (6) Each member will determine a permanent representative, the delegate and an alternate delegate. The delegate or the alternate shall represent the member in the General Assembly. The delegate or the alternate must be authorised by the member to take actions and make the statements necessary for the execution of membership.
- (7) On a yearly basis, the Board will present an annual activity and financial control report rendering account to the EPoSS members.
- (8) The members participate intensively in the information flow of EPoSS and have the possibility to join the EPoSS working groups at any time. They will receive first-hand information from the sessions of the Working Groups and the Executive Committee.

- (9) The members will meet once a year in the EPoSS Association's General Assembly, which will be carried out in conjunction with the Annual Conference of the EPoSS Association. Alternatively, the General Assembly can take place as a virtual meeting. The members must be informed in due time prior to the date of the General Assembly. During the virtual General Assembly, members can also vote per email.
- (10) Members are not liable for the consequences arising from decisions of the Association's management, but the Association is liable with its assets.

§ 6

Termination of Membership

- (1) Membership ends by:
 - a) dissolution of the member
 - b) withdrawal from the Association
 - c) expulsion of a member
 - d) dissolution of the EPoSS Association
- (2) Withdrawal must be declared to the Chairperson in writing. A member can withdraw at the end of the calendar year, having given a minimum of three months' notice.
- (3) Expulsion is possible in the event of heavy infringements on interests of other members or in case of acting against the objectives of the Association. A member can also be expelled for failing to fulfil the responsibilities assigned to it, despite of a written request stating a deadline, or for failing to fulfil its financial obligations within six months of the receipt of a written reminder.
- (4) Expulsion must be approved by a decision of the General Assembly. Before a decision is made, the member must be given the opportunity to comment and to provide a written statement relating to the occurrence.
- (5) Members who withdraw or are excluded from the Association must cover their financial obligations and must discharge all responsibilities for projects and activities not completed.

§ 7

Finances

- (1) The Association mainly finances its activities with:
 - (a) membership fees to be paid by members
 - (b) contributions by the European Commission for statutory purposes
 - (c) contributions by members for purposes helping to fulfil the Association's objectives
 - (d) other revenues
- (2) The amount and due date of fees will be determined by the General Assembly in a dues schedule.
- (3) By decision of the General Assembly, additional contributions for the execution of the Association's purposes can be requested independently of the yearly membership fee.

- (a) The Members each pay an annual Variable Contribution in relation to their benefits from their participation in the JU ECSEL according to the following provisions:
- (i) The Variable Contribution payable per Member in each financial year shall be a percentage of the maximum possible funding for JU projects received by the Member and its subsidiaries in the relevant financial year. This percentage is to be established by the General Assembly for each financial year. The initial percentage shall be 3.3%. The maximum percentage is 3.3%.
 - (ii) In case the grant agreement contains information with respect to the maximum possible funding from ECSEL that is different from the corresponding information in the ECSEL Public Authorities Board (PAB) decision, then the information in the grant agreement will be leading in determining the Variable Contribution for the Member involved. The Variable Contribution shall be charged per financial year and is payable on the dates as to be set by the Board or General Assembly. The amount of the Variable Contribution, once invoiced, shall be regarded as not disputed, if the Member does not dispute the amount in writing within five months from the date of the relevant invoice, without prejudice, however, to article 2.2 (a) (iv).
 - (iii) Members are free to effect payments in advance for a financial year.
 - (iv) Upon request of a Member, as soon as reasonably possible after the finalisation of a JU Project, on the basis of information from the JU and the national funding authorities, provided by the Member concerned, EPoSS shall compute the difference between the actual Variable Contribution due by each Member and Associate and the advances paid by the Member in respect of the JU Project. EPoSS will notify each Member and Associate in writing whether the difference is more than 10 %. If the advances paid by a member in respect of a JU Project are more than 10% less than the actual Variable Contribution that is due, such Member shall pay the difference to EPoSS within 60 days after receipt of such notification. If the advances paid by a Member in respect of the relevant project are more than 10% over the actual Variable Contribution that is due, EPoSS shall pay such difference to such Member within 60 days of dispatch of such notification.
 - (v) The Variable Contribution, including the advances and instalments, if any, may be invoiced by and paid to one of the other JU Associations or even a third party, if so agreed upon between EPoSS and the other JU Associations and/or the third party. If so agreed upon, EPoSS shall notify in writing the JU project participants involved thereof in a timely manner, and any such payment by such JU participants will discharge the JU project participants from their obligation under this clause. That other JU Association or third party will transfer the Variable Contribution to EPoSS upon payment by the JU project participant.
- (b) A JU project can consist of activities that do not fall exclusively within the technology field of EPoSS, but also within that of the other two JU associations. The field of technology of AENEAS is Micro and Nanoelectronics; the field of technology of Artemis-IA is Embedded and Cyber Physical Systems. If a JU project relates to more than only the technology field of EPoSS, upon request from EPoSS, the Member(s) involved in such JU Project shall procure that the proposal for such JU Project contains a breakdown of the percentages of the total cost to be made per JU project participant per field of technology of each JU Association to be addressed in such project. The breakdown may be reviewed by an expert on behalf of the three JU Associations.
- (c) Each Member reports in writing to EPoSS,

- within one month after the start of each JU Project the maximum possible funding for such Member and its associated companies in such JU Project, and
- before 31st January of each financial year, the audited in-kind contribution of such Member and of its associated companies in the previous financial year according to (i) the usual cost accounting practices of the Member concerned, or (ii) to the applicable accounting standards of the country where the Member concerned or any of its affiliated companies is established, or (iii) to the applicable international accounting standards/international financial reporting standards, applicable to such Member or to any of its affiliated companies.
- In case such reporting on maximum possible funding or in-kind contribution is not received by EPoSS, or not in a timely manner, EPoSS will use the information from the relevant PAB decision and grant agreement to determine the Variable Contribution, which, however, will have no effect on the reporting obligations of the Members as set out herein.

(d) Survival of Obligations:

The Obligations

(i) to pay Variable Contribution,

(ii) to report in accordance with §7(3)(c) the maximum possible funding and the in-kind contribution in respect of JU projects (for which a Member, or any of its associated companies, has entered into a project agreement during the period in which it was a Member), as the case may be, shall survive the termination of such membership, as if the Member of Associate in respect of which such membership has terminated would still be Member.

§ 8

Bodies of the Association

Bodies of the Association are:

- (1) the Board
- (2) the General Assembly
- (3) the Executive Committee
- (4) the Office

§ 9

Board

- (1) According to §26 BGB [German Civil Code], the Board consists of a Chairperson and a first and second Vice-Chairperson. By decision of the founding members (at the constitutional meeting of the Association) or the General Assembly, the Board can be extended to up to 16 persons including the Chairperson and Vice-Chairperson.
- (2) Only natural persons can be elected as members of the Board.
- (3) The Board should preferably consist of a two-third majority of industry representatives.

- (4) The members of the Board will be elected by the General Assembly for a period of three calendar years by a simple majority of the valid votes cast by ballot. Abstentions are regarded as invalid votes and therefore not as cast votes. The period of office starts at the beginning of the calendar year following the elections. The members of the Board elected during the foundation meeting, will be in office with immediate effect in addition to the above-mentioned period of office.
- (5) Board members can be re-elected several times.
- (6) If the Chairperson withdraws during the term of office, the first Vice Chairperson elect will become the Chairperson. If there is no Chairperson elect, the first Vice-Chairperson will be the Chairperson until the General Assembly elects a new Chairperson. The election of the Chairperson or the Vice-Chairpersons by the General Assembly may also occur by circular resolution if there is a simple majority of members entitled to vote in favour of this procedure.
- (7) If any other member of the Board withdraws during his or her term of office, the General Assembly will elect a new member. The election of a member of the Board by the General Assembly may also occur by circular resolution. In this case a simple majority of all members entitled to vote is sufficient for the resolution.
- (8) If there are serious reasons, the Board as a whole, the Chairperson and individual Vice-Chairpersons can be voted out by the General Assembly with a two-thirds majority of the valid votes cast.
- (9) In and out of court, the Association is legally represented by the Chairperson or by one of the Vice-Chairpersons.
- (10) The Office Director has the status of an observer in the Board, which allows him/her to participate in meetings of the Board but does not grant him the right to vote.
- (11) By decision of the Board, any other member or expert may participate at Board meetings with the status of an observer without the right to vote.
- (12) The Board meets at least twice per year and ad-hoc whenever it appears to be necessary or appropriate. Meetings may be 'real' or 'virtual' as warranted by the occasion.

§ 10

Responsibility and decision-making of the Board

- (1) The Board is responsible for the matters with which the EPoSS Association is concerned unless the responsibility for such matters has been entrusted to another body in accordance with the Statutes. The tasks 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 Office as well as of the decisions taken by the General Assembly,

- (d) discussion and endorsement of the budget (incl. the appointment of financial auditors after resolution by the General Assembly),
 - (e) regular review of quality management system and verification of corrective actions.
- (2) The Board is entitled to transfer the execution of tasks or parts of them to the Office and the Executive Committee.
 - (3) Any member of the Board may propose an item for discussion and decision.
 - (4) In general, the Board reaches its decisions during the Board meetings. A meeting will be chaired by the Chairperson or, in his or her absence, by a Vice-Chairperson. The summoning for meetings will be in writing (via letter, email, or fax). The Board meeting must be summoned two weeks in advance unless the Board members agree to a shorter period by simple majority.
 - (5) The Board will attempt to reach decisions by unanimity whenever possible. If consensus cannot be reached, decisions shall be based upon the simple majority of the valid votes cast. Abstentions are regarded as invalid votes. In the event of a tied vote the Chairperson or, in his or her absence, the Vice-Chairperson who is chairing the meeting shall have the casting vote. The resolutions of the Board must be included in the minutes.
 - (6) The Board may come to its decisions by way of written vote (by circular letter, email, or fax). A quorum is given by a minimum two thirds of the Board members present in person or in a virtual meeting. A Board member who is prevented from participating, may send an alternate to the meeting. In this case the alternate has the right to vote. A decision requires the simple majority of the valid votes cast. Abstentions are regarded as invalid votes. The decisions must be recorded in writing by the Office and the members of the Board must be notified immediately about the resolutions.

§ 11

General Assembly

- (1) The General Assembly consists of the delegates appointed by the members of the Association as per § 4. Every delegate has one vote in the General Assembly. A delegate who is prevented from participating may send his or her registered alternate to the General Assembly. In this case the alternate has the right to vote in the General Assembly.
- (2) The following tasks are within the remit of the General Assembly:
 - (a) election of the members of the Board, appointment of the Chairperson and Vice-Chairpersons,
 - (b) removal of the Chairperson, Vice-Chairpersons and other members of the Board and Working Group Chairpersons,
 - (c) adoption of resolutions concerning amendments to the Statutes and the dissolution of the Association,
 - (d) adoption of resolutions concerning the acceptance and exclusion of members,
 - (e) ratification of any proposed fundamental arrangement leading to the imposition of additional duties on the members,
 - (f) fixing the amount and due date of the fees to be paid by members,
 - (g) adoption of the budget,

- (h) approval of the annual report and the statement of account and discharge of responsibilities of the Chairpersons,
- (i) approval of objectives and strategies,
- (j) creation and closure of Working Groups.

§ 12

Summoning and decision-making of the General Assembly

- (1) The General Assembly meets at least once a year. It is summoned via letter or email at least ten weeks in advance. A formal invitation by the Chairperson will be sent to the Members including a draft agenda at least three weeks before the meeting. Intended amendments to the Statutes must be enclosed verbatim in the invitation sent out by the Chairperson in due time prior to the date of the General Assembly.
- (2) The Chairperson will chair the General Assembly or, in the case of his or her absence, a Vice-Chairperson will chair the General Assembly. At the beginning of the meeting, the agenda must be adopted by the delegates.
- (3) The General Assembly will attempt to reach conclusions by unanimity whenever possible. If consensus cannot be reached, decisions will be based upon the simple majority of the valid votes cast. Abstentions are regarded as invalid votes and therefore not as votes cast. In the event of a tied vote, the Chairperson shall have the casting vote.
- (4) The General Assembly may make its decisions by written vote (e.g. by circular letter, email or fax). A decision requires the simple majority of the valid votes cast. A quorum is given with at least half of the votes of members of the Association entitled to vote. Abstentions are regarded as invalid votes. The results shall be recorded in writing and the registered members of the General Assembly shall be notified about the resolutions immediately.
- (5) In principle, it is up to the Chairperson to decide how the votes are taken. The voting must be by written ballot if this is demanded by one third of the present members who are entitled to vote. In case of a virtual General Assembly, the members can also vote via email.
- (6) The decisions of the General Assembly are to be included in the minutes of the meeting. A draft of the minutes is to be circulated to all members within one month after the meeting. If there are no written objections from a member within a period of four weeks, the minutes will be considered to be approved and final. The minutes are to be signed by the Chairperson and the keeper of the minutes. Discussions and minutes of the working session are to be treated confidentially unless agreed otherwise.

§ 13

Extraordinary General Assembly

The Chairperson must summon an Extraordinary General Assembly if this is in the interest of the Association or if one fifth of the members demand such a meeting in writing stating the purpose and the reasons. § 11 and § 12 of these Statutes also apply to the Extraordinary General Assembly.

Different from § 12 (1), the Extraordinary General Assembly is summoned by the Chairperson of the Association via letter or email at least two weeks in advance, including the agenda.

§ 14

Executive Committee

- (1) The Executive Committee has an initiation and coordination role. Therefore, the Executive Committee will have a key role in assisting the Board, proposing initiatives, preparing decisions and developing operational mechanisms. The Executive Committee constitutes one of the key elements of the EPoSS Association as it puts concepts and strategies into practice. It will therefore be particularly responsible for internal co-ordination and overall day-to-day management and communication. It will work closely together with the Office and other components of the Association in order to ensure the implementation of activities.
- (2) The Executive Committee may be entrusted by the Board to set up the Rules of Procedures.
- (3) The members of the Board shall nominate the members of the Executive Committee. In order to facilitate decision-making, the organisations represented in the Board shall preferably also be represented in the Executive Committee.
- (4) A major issue for the Executive Committee consists of the quality assurance for decisions and documents. Therefore, the Executive Committee shall review the quality and timely preparation of the reports and specific deliverables to be presented to the Board.
- (5) Liaisons should be established with relevant bodies, institutes and networks. Requirements for key strategic studies, needed to support technical and non-technical actions, and/or to respond to emerging political issues, must be identified and specified. The Executive Committee will propose persons who will be responsible for the interaction with other initiatives.
- (6) The Executive Committee will establish a regular exchange on technological key topics and activities with external parties. In order to do so, they will invite representatives of other Associations to their meetings, take part in the meetings of other Associations and inform on upcoming projects.
- (7) The Executive Committee may suggest, initiate and co-ordinate new actions, documents and position papers within the EPoSS Association.
- (8) The Executive Committee will propose structures and activities that make up the EPoSS Association's core purpose, meaning that it will initiate specific steering panels, initiative groups on key topics and suggest working groups.
- (9) The Executive Committee makes suggestions for policy development. Where appropriate, the Executive Committee contributes objectively to policy development by providing advice and representing and reporting on key issues (legislation, fiscal issues, non-fiscal incentives and financing research) that affect the development and innovation potential of Smart Systems.
- (10) The Executive Committee proposes scope and content of the periodic technical reports, the political interface and reports to the public.

- (11) The Executive Committee will be supported by the Office and may entrust the Office with the execution of the decisions.
- (12) Discussions of the Executive Committee are to be treated confidentially. The decisions must be included in the report of the meeting. The draft minutes must be circulated to all members of the Executive Committee and the Board within one month of the meeting.
- (13) The Executive Committee – of which a majority must be from industry – is composed by the founding members, members of the Board, the Working Group leaders and further members.
- (14) In the event that the Executive Committee remains divided on an issue, the decision will then be subject to a simple majority vote, with the Chairperson holding the casting vote in the event of a tied vote. If necessary, the Executive Committee's opinion may be obtained by a written procedure. Documents required for the decision-making process shall be distributed at least one week in advance.
- (15) The members of the Executive Committee will elect the Chairperson of the Executive Committee with simple majority. He/she has no right to legally represent the Association.
- (16) The Executive Committee meets ad-hoc (also in variable configuration) whenever this appears to be necessary or appropriate; but at least four times per year. The meetings can also take place virtually in the form of telephone or video conferences or similar.

§ 15

Working Groups

- (1) Working Groups will be established for specific tasks. The Board and the Executive Committee play a special role in initiating the working groups. The mandate of such Working Groups and their lifetime shall be proposed by the Executive Committee and decided by the Board. The composition of a Working Group will be established under the responsibility of its Chairperson, who will report to the Executive Committee and seek its advice where appropriate.
- (2) Chairpersons of Working Groups are Executive Committee members.
- (3) The Working Groups are free to choose their internal structure and processes. However, they must elect a chairperson for interfacing and reporting mechanisms as well as for communicating the Working Group results.
- (4) The activities of the Working Groups may include (but are not limited to):
 - (a) drawing up roadmaps on Smart Systems Technologies in the various application areas
 - (b) developing and supplying input to draw up Strategic Research Agendas in the area of Smart Systems Technologies
 - (c) assessing options for funding instruments, mechanisms and structures under the framework programme including projects proposals
 - (d) addressing issues related to the research infrastructure, including centres of excellence
 - (e) focusing on the various non-technical aspects of innovation, standardisation, intellectual property rights, commercialisation, SME-specific issues and other horizontal aspects

- (f) labour market and human resources issues.
- (5) Regular meetings will be held and, if appropriate, involve members of the other Working Groups to report on specific issues and to set-up R&D projects on specific issues related to common (cross-departmental) problems.

§ 16

Office

- (1) The Office shall facilitate the various processes of the EPoSS Association and provide its management, administration and information and communication functions.
- (2) The Office provides organisational and operational support to the Chairperson, the Vice-Chairpersons, and other members of the Board, the Executive Committee, Panels, Working Groups and the General Assembly. It monitors deadlines, organises meetings, receives and distributes documents, prepares minutes etc.
- (3) It provides an IT support service for the Association and develops and ensures the implementation of a communications strategy based on the Internet and other media. The Office must put into place an efficient information handling system to optimise the operation of the various bodies.
- (4) The Office will organise an annual event that will provide the means to reach out to important stakeholders in the area of Smart Systems Technologies to ensure shared ownership and a common vision. Organised in the format of plenary meetings and parallel workshops, it will allow individual projects to exchange information and results. Virtual events and internet-based collaborative activities may be used to supplement the regular physical events.
- (5) After being proposed by the Executive Committee and approved by the Board, specific tasks of the Office concerning the administration may be delegated to a member of the Association or contracted to a third party.
- (6) The membership fees will finance the Office. Specific services of the Office will be financed by additional contributions of the members.
- (7) The Office shall keep books in terms of §§ 141 et seq. of the German Fiscal Code (Abgabenordnung – AO) (as far as applicable) for each calendar year. Based on the records, a competent person shall have the possibility to review receipts and expenses at any time. Once a year, a financial auditor shall give an expert opinion on the adequate and orderly use of funds. The auditor's opinion shall be submitted to the Board, the General Assembly and the Executive Committee.
- (8) Once a year the Office shall prepare the draft of the budget for the next financial year as the basis for the decisions of the responsible bodies. The Office will forward the draft of the budget to the Chairperson, the Board and the Executive Committee.
- (9) The Office will establish an annual account for the past financial year and submit it to the Board for decision.

- (10) Unless otherwise decided by the General Assembly, the Office activities will be carried out by VDI/VDE-IT, Steinplatz 1, 10623 Berlin – the registered office of the EPoSS Association.

§ 17

Amendments to the Statutes

- (1) The General Assembly may make decisions concerning amendments to the Statutes only if at least two-thirds of the members entitled to vote are present. At least three quarters of the members present must vote in favour of the amendment. A decision to modify the purpose of the Association (§ 2 of these Statutes) can be made only by unanimous decision of all members.

§ 18

Dissolution of the Association

- (1) The General Assembly may decide to dissolve the Association only if at least three quarters of the members entitled to vote are present. The decision on the dissolution of the Association can be made only by the General Assembly, with a two-thirds majority of the valid votes cast. Abstentions are regarded as invalid votes and therefore not as cast votes.
- (2) Unless otherwise decided by the General Assembly, the Chairperson or one of the Vice-Chairpersons is the liquidator authorised to represent the members.
- (3) In the event of the dissolution or annulment of the Association or in the event of the discontinuation of tax-privileged purposes, its assets shall fall to a legal entity under public law or another tax-privileged entity for the purpose of promoting science and technology. The responsible financial authorities shall formally approve the proposed use before resolutions regarding the use are adopted.

Berlin, 08.10.2020