

Articles of Association of IVAM e.V.

For reasons of readability, the simultaneous use of the male, female and diverse (m/f/d) language forms are omitted. In the interest of equal treatment, the corresponding terms shall in principle apply to all genders. The shortened language form therefore does not imply any evaluation but is used solely for editorial reasons.

§ 1 Name, Registered Office and Financial Year

1. The Association bears the name "IVAM e.V." and has its registered office in Dortmund. It is entered in the Register of Associations maintained by the Local Court of Dortmund.
2. The financial year corresponds to the calendar year.
3. The Association is non-partisan and non-denominational and is committed to democratic fundamental values.

§ 2 Purpose and Tasks

1. The purpose of the Association is the targeted dissemination of applications of microsystems technology that lead to new products, and the targeted dissemination of applications of new materials as well as other enabling technologies. In doing so, the Association aims to make the scientific findings of these technologies, and in particular findings close to practical application, known to a broad public so that they can serve promising markets with new production methods and products. The Association supports companies - in particular its member companies - in their efforts.
2. The tasks of the Association shall include, in particular, the following activities:
 - Planning, organizing and conducting specialist, qualification and information events, in particular also for small and medium-sized enterprises.
 - Promoting the exchange of ideas and cooperation in the field of microsystems technology, the application of new materials and other enabling technologies through targeted and continuous public relations work and discussion groups.
 - Stimulating and supporting the practical application of scientific findings in cooperation with universities, scientific institutions and other publicly recognized institutions.
 - Cooperation with relevant national and international companies, research and development institutions, and associations.
 - Initiating and supporting national and international product development, production and distribution cooperations in order to accelerate technology transfer and market entry.
 - Implementing technology marketing measures that broaden the fields of application for microsystems technology and the application of new materials and other technologies and open up new markets, especially for small and medium-sized enterprises. In pursuing its purpose, the Association shall take account of the various technologies to be promoted through internal specialist departments.

3. Within the scope of its purpose, the Association fosters networking with other institutions at national and international level.
4. For the purpose of outsourcing certain areas of activity, the Association may establish companies that act in accordance with these Articles of Association. Such undertakings must be kept economically and under company law separate from the Association and may not result in any change to the Association's objectives.
5. The Association does not primarily pursue its own economic interests. The funds of the Association may be used only for purposes consistent with these Articles of Association.

§ 3 Acquisition of Membership

1. The Association has Ordinary Members as well as Junior Members and Probationary Members. The Board shall decide on the application for admission and on the classification of the applicant into the respective category of membership. All members are subject to an explicit duty of confidentiality with regard to internal matters of the Association. There is no entitlement to admission. Admission to the Association shall be effected upon written application to the management acknowledging these Articles of Association. The Board shall decide on the application for admission. Further details shall be governed by the Membership Regulations.
2. All members are subject to an explicit duty of confidentiality with regard to internal matters of the Association. As a matter of principle, cooperation among Board members and among members shall be based on the core principles of good governance. Members and IVAM staff undertake not to create any occasion for conduct in violation of antitrust law in any Association activities.
3. Ordinary membership may be acquired by legal entities and natural persons who support the purpose of the Association and deal with issues in the fields of technology promoted by the Association within the meaning of § 2. Ordinary Members have the right to vote and stand for election in the Members' Meeting.
 - a) Probationary Members shall meet the same requirements as Ordinary Members. Probationary membership lasts six months. At the end of the probationary period, the member shall decide whether to convert to ordinary membership; upon a positive decision, such conversion shall take place automatically. Probationary Members have no voting rights and are not eligible for election in the Members' Meeting.
 - b) Junior Members are natural persons who deal with issues within the meaning of § 2 and are enrolled at an educational institution or under 30 years of age. Junior Members have no voting rights and are not eligible for election in the Members' Meeting. They may attend in an advisory capacity.
 - c) Honorary Members and Honorary Chairs are natural persons who have rendered outstanding services to the Association. Upon proposal by the Board, they may be appointed as such by the Members' Meeting and are exempt from the obligation to pay membership fees.
4. All members are entitled to participate in the facilities, services and benefits of the Association and have a claim to advice and support in all matters falling within the Association's field of activity. All members are bound by the resolutions duly adopted by the Association's bodies

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§ 4 Termination of Membership

1. Membership ends upon cessation of the enterprise, death, expulsion, removal from the list of members or withdrawal from the Association.
2. Withdrawal shall be effected by declaration in text form to the Board. Withdrawal may only be declared effective at the end of a financial year, subject to a notice period of 3 months. Probationary memberships may be terminated with one month's notice to the end of a month.
3. A member may be removed from the list of members by resolution of the Board if, despite two written reminders, the member is in arrears with payment of membership fees. The member remains obliged to pay membership fees up to that date.
4. If a member culpably violates the interests of the Association in a gross manner, the member may be expelled from the Association by resolution of the Board. Before the resolution is passed, the Board must give the member an opportunity to make an oral or written statement. The Board's resolution must be stated in writing with reasons and served on the member. The member may then appeal the resolution to the Members' Meeting within one month of receipt by filing the appeal with the Board. Within one month of timely filing of the appeal, the Board must convene a Members' Meeting, which shall decide conclusively on the expulsion.
5. In the event of termination of membership, there shall be no entitlement to repayment of contributions or to payment of a pro rata share of the Association's assets.

§ 5 Financing of the Association

1. The financing of the Association's purposes shall be effected in particular through the levying of membership fees, admission fees, other income from business operations and returns on asset management.
2. The Members' Meeting shall determine the amount of membership fees. Further details shall be governed by the Membership Regulations.

§ 6 Bodies of the Association

The bodies of the Association are the Members' Meeting and the Board.

§ 7 Members' Meeting

1. The Members' Meeting is the highest body of the Association.
2. An ordinary Members' Meeting shall be held at least once in each financial year, preferably in the first half of the year. It shall be convened by the Board with a notice period of 4 weeks in text form and shall include the agenda. The notice period begins on the day following the dispatch of the invitation. The agenda shall be determined by the Board.
3. The Members' Meeting shall generally be held in person. A Members' Meeting in digital form shall also be permissible. In the invitation to a digital meeting, it must be indicated how members can exercise their rights by means of electronic communication. The Board shall

decide on the form in which the Members' Meeting is held. Further details shall be governed by the Membership Regulations.

4. Each member may submit motions in text form to supplement the agenda to the Board no later than two weeks before a Members' Meeting. The chair of the meeting shall announce the supplements at the beginning of the meeting.
5. An extraordinary Members' Meeting shall be convened by the Board if the interests of the Association require it or if at least 20% of the members request this from the Board, stating the purpose and the reasons.
6. The Members' Meeting shall be chaired by the Chair; in the event of the Chair's inability to act, by the Deputy Chair.
7. The Members' Meeting shall in particular be responsible for:
 - a) the election and removal of the Board and the discharge of its members
 - b) the receipt of the Board's annual business and cash report and the auditors' report
 - c) the election of two auditors
 - d) the approval of the budget plan submitted by the Board for the current financial year
 - e) the determination of the amount of membership fees and admission fees
 - f) amendments to the Articles of Association and dissolution of the Association
 - g) the election of an Honorary Chair
 - h) the adoption of Association regulations.
8. The Members' Meeting shall constitute a quorum regardless of the number of members present. Resolutions shall be adopted by simple majority of the votes cast. Amendments to the Articles of Association may only be adopted by a three-quarters majority of the votes cast.
9. In votes, each Ordinary Member has one vote. Legal entities shall appoint a designated representative. Members who are not present may be represented by another member on the basis of a written power of attorney. One proxy vote per member is permitted. A member has no voting right if the resolution concerns the performance of a legal transaction with that member or the initiation or settlement of legal proceedings between that member and the Association.
10. Minutes shall be taken of the meeting and signed by the chair of the meeting and the minute-taker. They shall be sent to the members in due course. Any challenge to the resolutions or the minutes is only admissible within one month of dispatch of the minutes; after expiry of this period, all rights are forfeited solely by lapse of time.

§ 8 Board

1. The Board within the meaning of § 26 BGB shall consist of five Ordinary Members of the Association: the Chair, the Deputy Chair, and three additional Board members. The composition should reflect professional diversity. The Association shall be represented jointly by any two Board members.
2. The Board shall be elected by the Members' Meeting for a term of three years. However, it shall remain in office until a new Board is elected. Re-election is permitted. If a member

resigns during the term of office, the Board shall co-opt a member who shall remain in office until a new election. Board office shall also end upon termination of membership in the Association. The Board may only be removed from office for good cause by a three-quarters majority of the members present. The Board may be elected en bloc if the Members' Meeting so resolves by simple majority.

3. The Board shall perform the duties arising under the law and these Articles of Association and conduct the business required for the orderly administration of the Association. In particular, it has the following duties:
 - preparation and convening of the Members' Meeting and preparation of the agenda,
 - judicial and extrajudicial representation of the Association,
 - implementation of the resolutions of the Members' Meeting,
 - preparation of the budget plan, bookkeeping, and preparation of the annual business and cash report.
4. The Board shall take decisions by simple majority in meetings convened by the Chair or, if the Chair is unable to act, by the Deputy Chair. In the event of a tie, the Chair shall have the casting vote. The Board has a quorum if at least three of its members are present. The Association shall be represented in and out of court jointly by any two Board members. The Board shall adopt rules of procedure defining the delimitation of the competences and responsibilities of the Board members. Individual Board members may be separately authorized for individual or specific cases.
5. Offices within the Association and its bodies shall generally be exercised on an honorary basis. If necessary and considering the economic circumstances and budgetary situation, the Board may resolve that offices within the Association and its bodies be remunerated on the basis of a service agreement or against an honorarium.
6. The liability of the Board towards the Association shall be limited to cases of culpable conduct involving gross negligence or intent.

§ 9 Managing Director

To manage the day-to-day business, the Board shall appoint a full-time Managing Director. The Managing Director shall head the office and, in this connection, shall be authorized to represent the Association.

§ 10 Advisory Board

If necessary, the Board may establish an Advisory Board. The Advisory Board shall advise and support the Board in planning and performing its tasks. Consideration should be given to persons who are particularly professionally qualified and who promote the aims of the Association. The Advisory Board has no voting or supervisory rights within the Association.

§ 11 Associated Partners (Supporters)

Natural persons and legal entities that support the aims of the Association may become Associated Partners. They shall receive limited rights to participate in and receive information about the activities of the Association, but no right to participate in the Members' Meeting.

§ 12 Data Protection

To fulfill the purpose of the Association, personal data relating to members are stored, transmitted and modified in the Association's data processing system in compliance with the statutory provisions (including the GDPR and the German Federal Data Protection Act). The data are protected from access by third parties through the necessary technical and organizational measures. Data shall only be disclosed where this is legally mandatory. An internal data protection policy adopted by the Board may specify further details.

§ 13 Auditors

1. Upon proposal of the Board, the Members' Meeting shall appoint two Ordinary Members as auditors for a term of three years. The auditors shall examine the annual accounts, including records of assets and the use of funds, and prepare a report on their findings to be submitted to the Members' Meeting for approval and for the discharge of the Board.
2. The auditors are obliged to treat the information received confidentially. This also applies vis-à-vis the other members of the Association. They are not permitted to pass on the information received or make economic or other use of it.

§ 14 Dissolution of the Association

1. The Association may only be dissolved by resolution of a Members' Meeting convened specifically for that purpose. A corresponding motion must be communicated to all members at least four weeks before the date of the Members' Meeting.
2. For the resolution to be valid, a three-quarters majority of all members is required. The consent of members not present may be given in writing.
3. Following the resolution on dissolution, the same Members' Meeting shall decide on the use of the Association's assets. The use of the Association's assets must be tied to the condition that they be used for the purpose of further promoting the technologies previously promoted.

§ 15 Editorial Amendments to the Articles of Association

If amendments to these Articles of Association become necessary before entry in the Register of Associations as a result of objections by the registry court or the tax authorities, or if other expedient editorial amendments are required, the Board may resolve and/or file such amendments. All amendments must be communicated to the Members' Meeting.