



## **STATUTE**

### **Industry Business Network 4.0 e.V.**

#### **§ 1 - Name and registered office of the association**

1. The association is named "Industry Business Network 4.0".
2. The association is to be entered in the register of associations and after its registration the name "e.V." will be added.
3. The headquarters of the association is Bad Wörishofen.
4. The association may become a member of other associations and legal entities.

#### **§ 2 - Purpose of the association**

1. The association aims to develop an implementation guideline for industrial networking of equipment and components based on existing standards related to Industry 4.0.
2. Activities to publicize the use of common networking standards.
3. Networking through committees, working groups and websites of the association.
4. Means of the association may only be used for statutory purposes.
5. The members receive no profit shares and in their capacity as members also no other donations from means of the federation. The members may not receive any shares in the association's assets when they leave or when the association is dissolved or cancelled.
6. No person may be favoured by expenses that are foreign to the purpose of the association or by disproportionately high remuneration.

#### **§ 3 - Membership**

1. The association has regular (active) and supporting (passive) members. They can be natural and legal persons.
2. Companies, institutions and persons who are based in the European Union or in Switzerland and are legally independent can become ordinary members.
3. Companies, institutions and persons who support the objectives of the association can become supporting members.
4. The admission must be requested in writing. The board of directors decides definitively on the admission of an ordinary member. The admission should take place if the applicant agrees to participate actively in the association. Supporting members are admitted if the board of directors does not object to a request for admission within a period of 8 weeks.
5. A membership ends
  - a) with death in the case of natural persons;
  - b) with the loss of legal capacity in the case of legal persons;

- c) by exiting;
  - d) by deletion or exclusion.
6. Resignation is permitted at the end of a calendar year. The resignation must be submitted in writing at least two months in advance. The important reasons based exit is effective immediately.
  7. The deletion of a member may take place if it is in default with the fulfilment of its contribution obligations for a contribution year longer than three months after its expiration and has not repaid its debt despite two reminders. The chairperson or a member of the board appointed by him decides on the cancellation.
  8. A member can be excluded if his behaviour sustainably or seriously violates the interests of the association. About the exclusion decides the board after hearing the person concerned; an in-house appeal does not take place. It suffices the simple majority of the executive board. The application must be substantiated by the applicant. The affected member must have the opportunity to comment on this at the general assembly.
  9. Sponsoring members have no voting rights. By resolution of the general assembly, they may be charged a lesser annual fee than ordinary (active) members.

#### **§ 4 - Honorary members**

1. The executive board can appoint honorary members. They have the rights of the active (ordinary) members. The possibility of exclusion according to §4 above applies accordingly.
2. The general assembly can appoint honorary chairmen. They have the rights of ordinary (active) members and are entitled to attend the meetings of the executive board. They have no voting rights in the executive board. The exclusion clause in §4 above applies mutatis mutandis with the proviso that the decision is to be taken by the general assembly.

#### **§ 5 - Rights and obligations of the members**

1. Each member should promote the purpose of the association and refrain from anything that could damage the reputation of the association. Every full member should participate in the work of the association.
2. The full members are bound by the statute, principles, guidelines and resolutions of the association.
3. Full members are entitled to receive information and advice from the association within the framework of general interest and within the scope of the association's capabilities.
4. The members are obliged to treat all confidential documents and information of the association confidentially and not to pass them on to third parties.

## **§ 6 - Organs of the association**

The organs of the association are:

- a) the general assembly,
- b) the executive board,
- c) the advisory board.

## **§ 7 - General assembly**

1. The general assembly consists of the ordinary members. Legal persons are represented by one owner or managing partner or one member of the management or the management board. If one of the aforementioned persons is prevented, a deputy may be appointed. Alternates must be provided with an appropriate written authorization and be entitled to vote on the agenda.
2. Supporting members as well as honorary members can participate as guests in an advisory capacity at the general assembly. Supporting members have no voting rights in general assemblies.
3. Any duly convened general assembly is quorate.
4. The general assembly decides about:
  - a) the fixing of annual fees for ordinary and supporting members;
  - b) the discharge of the executive board;
  - c) the election of the executive board;
  - d) the exclusion of a member;
  - e) amendments to the statute;
  - f) matters of fundamental importance;
  - g) the other tasks assigned to it in this statute or mandatory by law;
  - h) membership in other societies and associations;
  - i) guidelines.
5. General meetings shall be convened by the executive board. The ordinary general assembly is to be held within ten months of the end of the previous calendar year.
6. The executive board may convene an extraordinary general assembly at any time. It must convene it if a quarter of the members request the draft in writing, stating the purpose and reasons.
7. The general assembly is headed by a board member.
8. The executive board sets the agenda for the general assembly. A decision may only be taken on items not communicated on the agenda and on applications which have not received written notice to the executive board at least ten days before the date of the meeting, unless the meeting is unanimously agreed.

9. Invitations to membership meetings must be submitted in writing, together with the agenda, no later than thirty days in advance. In particular cases that are considered urgent by the board of management, this period may be reduced to ten days. An invitation shall be deemed to have been received by the member if it is addressed to the last address (postal address, fax connection, e-mail address) notified by the member to the association in writing.
10. Every ordinary member has one vote, voice transmissions to other members are excluded. Abstentions and invalid votes shall be considered votes cast.
11. Elections must be made in writing and kept secret.
12. Decisions amending the statute shall require a majority of three quarters of the votes cast.
13. A two-thirds majority of the votes cast is required for the exclusion of a member.
14. The board of management may decide that the general assembly will be held on the internet as an online meeting in a chat room accessible only to members with their legitimation data with a separate access word.

The assembly then takes place in accordance with the principles of the closed user group. The invitation to the online meeting will be sent by e-mail. In addition to the agenda, it also contains the internet address and access data for the online meeting. The members undertake not to pass on this data to third parties who are not members of the association.

The password, which is only valid for the current meeting, will be announced with a separate e-mail immediately prior to the meeting, a maximum of 3 hours prior to the meeting. The correct sending of the e-mail to the last e-mail address of the respective member announced to the executive board is required. Members who do not have an e-mail address will receive the password by post to the last address announced to the executive board. The correct dispatch of the letter is required 2 days prior to the general assembly.

All members are obliged not to make the password accessible to third parties and to keep it under strict control.

Voting takes place via e-mail forms in the closed user group area. The meeting is logged in the form of a computer log file. This must be signed in hard copy and attached to the minutes of the meeting.

## **§ 8 - Executive board**

1. The executive board consists of the chairman and up to six representatives.
2. The members of the executive board are elected by the ordinary general assembly from among the representatives of the full members for a term of three years. They remain in office until the statutory appointment of the next executive board. The term of office in the executive board ends prematurely with the departure as co-worker and / or member of a member institute.
3. Re-election is permitted.
4. In the course of the three-year term of office, if members of the board of management depart from the executive board, a substitute election for the remainder of the term of

office must take place in the ordinary subsequent general assembly. If all members of the board of management leave at the same time, a re-election takes place.

5. The management board carries out the ongoing operations of the working group within the meaning of the objectives and tasks enumerated in § 2.
6. The board of management shall give its own rules of procedure.
7. The executive board may hire a managing director and other employees in full-time or additional. Their tasks and competencies are regulated in detail by an employment contract.
8. The board of directors may appoint committees from among the members. Committees are appointed for specific areas of responsibility. The work of the committees can be limited in time. The committees report to the board and the general assembly. The board decides on the dissolution of committees.
9. The executive board may also pass resolutions in writing, by telephone, by fax, via e-mail or Skype if no member of the management board objects to this procedure.

### **§ 9 - Advisory board**

The board of directors may form an advisory council for their support and call and dismiss its members. The chairman shall decide on the convening of the advisory board. Meetings of the advisory board shall be headed by the first chairman; The members of the board of directors are entitled to participate in the meetings. No more than 10 natural or legal persons shall be appointed to the advisory board.

### **§ 10 - Contributions and fiscal year**

1. The costs of the association are generally covered by admission fees and contributions of the ordinary and supporting members as well as by reimbursement of costs.
2. The basis for the calculation of contributions and the way in which the contribution amount is calculated for ordinary and supporting members is set by the general assembly. Contributions are annual contributions. The members are obligated to pay the fixed membership fees no later than thirty days after invoicing.
3. The financial year of the association is the calendar year.
4. The annual contribution for supporting members is determined by the executive board in each individual case and in coordination with the supporting member.
5. The honorary membership in the association is free of contributions.

### **§ 11 - Use of the trademarks of the association**

1. The association permits its ordinary members to use trademarks, logos and other marks which are available to the association, in particular on their business papers, letterheads, invoices, report books and other printed matter as well as on the website until further notice and otherwise hang them in their business premises.
2. It is the duty of each beneficial owner to notify the executive board of any violations of the protection and right of use of the trademarks, logos and other marks of the association that are known to him.

3. The authority granted to ordinary members to use the trademarks, logos and other marks of the association is valid only for the period of membership in the association. With the end of the membership, further use is inadmissible. There is no entitlement to reimbursement of costs incurred through the use of the trademarks, logos and other characteristics of the association.
4. The granted authority to use the trademarks, logos and other marks of the association may not be transferred to third parties.
5. The beneficial owners shall be liable to the association for compliance with their obligations under this policy on the use of the marks, logos and other marks of the association.

## **§ 12 - Representation and jurisdiction**

The chairman of the executive board is the executive board in the sense of § 26 BGB (Representative Board). The association is represented in and out of court by the chairman of the board. He is entitled to sole representation. Place of jurisdiction is Memmingen.

## **§ 13 - Committees**

1. If necessary, the executive board can form committees from among its members and appoint and recall its members.
2. Committees are not bodies of the association; they have advisory functions and present their work results to the board.
3. The chairman of the committee is a member appointed by the executive board.

## **§ 14 - Voluntary work and reimbursement of expenses**

Association functions, tasks on the advisory board and in the committees are carried out on a voluntary basis. Expenses resulting from the exercise of the tasks of the association and reasonable expenditure must be reimbursed within the budgetary resources provided for this purpose.

## **§ 15 - Protocols**

Attendance lists and protocols are to be kept for all meetings of the association organs, which at least represent the formal course and the decisions of the meetings and are to be signed by the chairman of the meeting and the secretary.

## **§ 16 - Amendment to the statute**

The general assembly may only decide on amendments to the statute if the request for changes in its essential content has been made public by means of the timely invitation. The resolution requires a majority of 3/4 of the valid votes cast.

## **§ 17 - Resolution**

1. Only a general assembly which has been convened for this purpose may decide on the dissolution of the association; the decision requires a majority of 3/4 of the members of the assembly in accordance with the statute. If less than 3/4 of its statutory members

attend the meeting and the required majority is not reached for the dissolution resolution, the assembly may, by a simple majority, decide to seek the written decision of the members who did not attend the meeting. The decision must regulate the procedure to be followed, and in particular, it must set a reasonable time limit before which a vote is possible.

2. If the association is dissolved or if the association's assets are to be liquidated for other reasons, the chairpersons are liquidators in the sense of § 48 BGB, unless other liquidators are appointed in the liquidation resolution.
3. Upon dissolution of the association, the assets of the association fall to the city of Bad Wörishofen, which it has to use directly and exclusively for charitable purposes.

### **§ 18 - Entry into force of the statute and amendments to the statute**

The statute comes into force with its adoption. Until registration in the register of associations, the association exists as an unincorporated association with the proviso that each of its chairpersons is only entitled to represent it to third parties together with another member of the executive board.