

Articles of the prostep ivip Association

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Effective from 2012 on.

Note: This translation is for information purposes only

Membership and all contractual arrangements between the Association and its members shall be based solely on the German text of the Articles of Association.

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§ 1 Name, Registered Office, Financial Year

1. The Association bears the name
prostep ivip Association
2. The Association has its registered office in Darmstadt and is entered as an Association in the register of societies of the Darmstadt District Court.
3. The financial year is the calendar year.

§ 2 Object

1. The object and duty of the Association is to advance and support IT-aided product creation processes for the product life cycle in the manufacturing industry, in particular to introduce, disseminate, apply and further develop standards for the uniform structure of product creation processes at a national and international level.

The duty includes the following activities:

- a) to advance and support the continuous cooperation of users, system vendors and research institutions in the area of product creation with the aim of developing harmonized concepts, methods and software modules,
 - b) to advance and support international standards for IT-aided product creation, in particular for product data models and process models,
 - c) to facilitate the integration of software systems for product creation based on recognized product data and communication standards,
 - d) to support the user when establishing and implementing/utilizing all intra- and inter-company processes during product creation and product life cycle,
 - e) to promote young member companies (see § 5, 7ff.),
 - f) to disseminate the results stemming from the activities of the Association, as well as to inform members regularly about
 - the status of relevant standardization activities,
 - the current development of products based on these standards,
 - the quality and scope of products and services based on these standards,
 - g) to carry out, advance and support both scientific work and the exchange of ideas in the field of IT-aided product creation with persons, companies, associations, authorities and departments of all kinds,
 - h) to initiate group projects and projects funded by third parties,
 - i) support education within the objectives of the Association.
2. Further, the Association is authorized to take all measures consistent with advancing and supporting the objective of the Association.

§ 3 Membership

1. The following persons may belong to the Association as ordinary members regardless of their legal form:
 - a) System users (member group 1),
 - b) System vendors and software houses (member group 2),

- c) Other legal persons, incorporated or unincorporated public corporations and institutions, authorities and associations, and in particular research institutes and universities whose professional interest is connected with IT-aided product creation (member group 3),
 - d) Honorary members.
2. To make it easier for new, innovative companies to join the prostep ivip Association, a special “PLM Start-up” membership is available. This special membership is converted into a regular, member group 2 membership after a period of four years.
Companies which satisfy the following requirements can apply for special “PLM Start-Up” membership. These are companies that
 - a) offer IT-related services and/or products
 - b) were founded less than four years ago
 - c) are not already members of the prostep ivip Association

§ 4 Commencement and Termination of Membership

1. Application for admission to the Association must be made in writing. The Board decides on admissions.
2. Membership commences at the first (1st) day of the month in which the admission is granted (resolution by the Board). The decision on membership is communicated to the applicant in writing.
3. Membership terminates
 - a) following written notice from a full member at the end of the current financial year; notice must reach the Board of the Association by registered letter at least three months before the end of the financial year,
 - b) following written notice from a “PLM Start-up” member at the end of the fourth calendar year following admission at the earliest; notice must reach the Board of the Association by registered letter at least three months before the end of the financial year,
 - c) through a resolution of the Board for good reason. Such a resolution requires a majority of two thirds of the votes of the Board. Prior to any resolution being passed by the Board, the member in question is to be given an opportunity to state his position. The relevant member may object in writing to the resolution within one month of his receiving notification of the resolution. The next General Assembly of Members will then decide definitively on the objection. The rights and obligations deriving from membership lapse until a decision is reached on the objection. If the objection is not granted, membership terminates on the day of the decision by the General Assembly of Members; if no objection is made, membership terminates upon expiry of the period for entering an objection to the Board's decision.
4. After a period of four years, the special “PLM Start-up” membership is converted into a regular, member group 2 membership.

§ 5 Rights and Obligations of Members

1. Members are entitled to be kept informed about work carried out by the Association. This does not include the disclosure of business secrets of third parties. Members undertake to keep any confidential documents or information made accessible to them only for their own use and not to pass them on to a third party. Disclosure to and use by associated

- enterprises is permissible insofar as these enterprises for their part guarantee a corresponding protection of confidentiality.
2. Members have the right to submit proposals to the bodies of the Association. Further, in accordance with the provisions of these Articles of Association, they have the right to vote and the right to stand for elections.
 3. In addition, every member is entitled to enjoy all the privileges obtained by the Association for its members.
 4. Members undertake to pay their subscriptions within the framework of the subscription rule. Members can be designated non-contributory members by means of a resolution by the Board.
 5. In addition, members undertake to support the Association within the framework of its Articles of Association in the fulfillment of its duties. There is no obligation to perform any special services.
 6. Members who are legal persons can transfer the assertion of the rights and obligations of membership to natural persons, in particular to employees.
 7. Special "PLM Start-up" members are called upon to submit a contribution to the Product Data Journal.
 8. Special "PLM Start-up" members are called upon to actively participate in at least one working group or current project.
 9. Special "PLM Start-up" members are called upon to submit a annual report of their activities in the ProSTEP iViP Association to the Board.
 10. Special "PLM Start-up" members are offered the opportunity to hold a workshop for Association members with the administrative support of the Association.

§ 6 Subscriptions, Raising of Funds, Use of Funds

1. The funds needed for fulfilling the Association's objectives are raised:
 - a) through membership subscriptions,
 - b) through voluntary additional contributions and other donations,
 - c) through the revenues generated by events and training seminars,
 - d) through third-party funds within the framework of cooperative projects,
 - e) through returns on investments.
3. Funds accruing to the Association must be used in a way commensurate with the purposes of the Association; their use for administrative duties is to be kept to a minimum.
4. The liability to contribution begins with the beginning of the membership according to § 4, 2. If the membership begins during the fiscal year, the subscription has to be paid on a pro rata basis. Full particulars are regulated by a schedule of subscription determined by the General Assembly of Members.

§ 7 Bodies of the Association

The bodies of the Association are:

- a) the General Assembly of Members,
- b) the Board.

§ 8 General Assembly of Members of the Association

1. The ordinary General Assembly of Members takes place annually, wherever possible in the first half of the year. Time and place are determined by the Board chairman.
2. Extraordinary General Assemblies of Members are to be convened:
 - a) upon written request of at least two thirds of the members of the Board,
 - b) upon written request of at least one quarter of all members of the Association.
3. Notification that a General Assembly of Members is to be held is made in writing by the Board, giving details about the time and venue of the assembly, as well as the agenda. The period of notice of an assembly shall be four weeks, calculated from the day notice is sent out. Motions from members which are to be included on the agenda must be presented to the Board at least three weeks prior to an ordinary General Assembly of Members and at least one week prior to an extraordinary General Assembly of Members. The board must make these motions known to the members without delay.
4. The duties of the General Assembly of Members are in particular:
 - a) to elect and remove the Board,
 - b) to receive the annual report and approve the financial statement for the past financial year,
 - c) to discharge the Board,
 - d) to determine the annual planning and longer term planning for the business operations of the Association,
 - e) to decide upon changes in the Articles of Association,
 - f) to decide to dissolve the Association,
 - g) to decide upon the subscription rule,
 - h) to decide upon objections in accordance with § 4, 3, b) of these Articles of Association.
5. The General Assembly of Members constitutes a quorum regardless of the number of members present. Resolutions of the General Assembly of Members are passed by a simple majority of votes cast, unless otherwise stated in these Articles of Association. The number of votes held by a member depends on the member's subscription. Details are clarified within the subscription rule which has to be determined by the General Assembly of Members. Non-contributory members have no vote.

Votes may be transferred to other members by signed proxy.
6. The Chairman of the Board presides at the General Assembly of Members. If he is indisposed, a member of the Board authorized by him takes over the chair. If all the members of the Board are unable to attend, the members of the general assembly elect the Chairman of this assembly from within their midst.
7. Minutes are to be taken of every General Assembly of Members. These minutes are to be signed by the respective Chairman of the assembly, and copies are to be sent out to members of the Association.

§ 9 Board of the Association

1. The Board comprises four persons who are proposed by the member groups. Member group 1 proposes two candidates for board membership; member groups 2 and 3 each propose one candidate. The names of the candidates are entered in a list upon which a

vote is held. The Board is elected if the list receives at least 50% of the votes cast. If the proposed Board is not elected, an extraordinary General Assembly of Members is to be held within three months for the purpose of holding another vote.

All groups shall make their nominations known to the office no later than one week before the election. If a group does not nominate a candidate, all members shall immediately be requested to nominate one or more candidates for this group. In such a case, candidates may also be nominated during the General Assembly of Members. The candidate with the greatest number of nominations is placed on the list.

2. The Board elects its Chairman from among its number.
3. The term of office of Board members is two years; the Board, however, remains standing at least until a new Board can be elected. §27, subsection 2 of the German Civil Code remains unaffected.
4. The Association is represented in all matters both in and out of court exclusively by the Chairman in conjunction with one other board member. In respect of the Association, board members are bound by the resolutions of both the Board and the General Assembly of Members, as well as by the present Articles of Association.
5. The Board passes its resolutions by a simple majority of the votes of its members, unless otherwise stated in these Articles of Association. Each board member has one vote. In the event of a tied vote, the Chairman has the casting vote.
6. The Board shall meet at regular intervals, but at least once every calendar half-year, with the Board Chairman giving notice in writing of these sessions subject to a term of two weeks and setting forth the agenda.

The Board constitutes a quorum if at least two board members are present. Minutes of the Board's resolutions are to be recorded in writing and signed by the Chairman. Copies of the minutes are to be sent to all members of the Board.

8. The Board conducts the business of the Association within the framework of these Articles of Association and the resolutions of the General Assembly of Members.

The Board is duly authorized to appoint a management team or to have this duty performed by a service provider in the form of a contract for services. These act on behalf of the Board, and are thus no special representatives for the purpose of § 30 BGB.

The duties of the Board include in particular:

- a) to prepare and adhere to both the annual and longer term planning,
 - b) to prepare the annual report and financial statement,
 - c) to decide upon the admission and exclusion of members,
 - d) to prepare guidelines for the execution of the Association's duties,
 - e) to approve the formation of working groups within the Association,
 - f) to allocate funds within the framework of the approved annual planning,
 - g) to convene the General Assembly of Members,
 - h) to monitor the work performed by the head office,
 - i) to decide upon the promotion of the founding of companies pursuant to § 2 subsection 1 e). The Board shall set up guidelines for this purpose, which require the approval of the General Assembly of Members.
9. Board members act in a honorary capacity.

§ 10 Head Office and Branch Offices

The Association has a head office, which is entrusted with the day-to-day running of business. The director of the head office attends meetings in an advisory capacity and, in this function, is accountable to the Board. The director must keep the Board informed of its activities at regular intervals, submit a report if requested by a board member, and work in accordance with the instructions of the Board. The cost of running the head office will be met by Association funds.

In addition to the head office, special work units (branch offices) may be set up as necessary to perform certain duties. These duties shall be coordinated and monitored by the head office.

§ 11 Working Groups

Subject to the prior consent of the Board, working groups may be formed for various Association duties.

§ 12 Changes in the Articles of Association and Dissolution of the Association

Changes in the Articles of Association and amendment of the subscription rule may only be agreed upon by the General Assembly of Members by a majority of two thirds of the votes cast. The dissolution of the Association may only be agreed upon by the General Assembly of Members by a majority of three quarters of the votes cast.