

This is a non-official translation  
of the official German version.  
In the event of a lawsuit the German version shall prevail.

**Constitution**

**of the**

**Association for Advancement of international  
Standardization of  
Automation and Measuring Systems (ASAM)**

April 28, 2016

Constitution of the association for advancement  
of international standardization of automation  
and measuring systems (ASAM)

**§ 1**

**Name, head office and business year**

1. The name of the association is:  
  
"Verein zur Förderung der internationalen Standardisierung von Automatisierungs- und Meßsystemen (ASAM)".
2. The association is registered in the Register of Associations and bears the addition "registered".
3. The association's head office is Munich.
4. The association's business year is the calendar year.

**§ 2**

**Objective**

1. The association's objective and function is the advancement of standardization of automation and measuring systems especially by
  - modularization of systems
  - defining interfaces non-dependent on manufacturers
  - creating a general framework for the use of the standard interfaces in as many industries and countries as possible.
  - International spreading of standards
2. The association is authorized to take all steps suitable to promote its objective.

### **§ 3**

## **Membership**

1. Regardless of their legal structure, natural and legal persons, public-law corporations and institutions, public authorities and federations as well as research institutes and universities, who bind themselves to acknowledge the constitution and whose technical interest is connected with automation and measuring technics can be regular members of the association.
2. Special members may join the association as well. The admission may be made subject to special conditions and their rights may be restricted. Conditions of membership are determined by the committee.
3. Admission to membership has to be applied for in writing. The committee decides on admission of regular members; the general meeting decides on admission of special members. The applicant is informed of his admission in writing. The membership begins upon receipt of the notice of admission by the applicant.
4. The membership ends:
  - a) when terminated by a member by means of registered letter, upon six months' notice at the end of a calendar year. In particularly well-founded cases the committee may allow of a termination at a different time and upon a shorter notice.
  - b) by the committee's decision to terminate the membership for good cause. Such a decision requires more than half of the committee's votes. Before the committee takes a decision the member concerned shall be given the chance to express his opinion. Within a month after receipt of the notice of decision the member concerned may lodge a complaint about the decision in writing. On the next general meeting a final decision will be made concerning the complaint. Until this decision is made all rights and obligations concerning the membership are suspended. If the complaint is not granted the membership ends on the day the general meeting takes its decision. If no complaint was made the membership ends at the expiration of the period for complaint.
  - c) in case of natural persons also by death, in case of legal persons also after carrying out a liquidation, as well as at the beginning of an insolvency proceedings.

5. The members have the following rights and obligations:
  - a) The members are entitled to be informed of the association's activities. This does not comprise disclosure of confidential information of third parties. The members are obligated to only make restricted use of confidential documents and information disclosed to them and not to pass these on to third parties. A submittal of confidential documents and information to and a use by affiliated companies is allowed as long as secrecy is maintained by these companies.
  - b) Regular members have the right to file an application with the organs of the association. They alone have the active voting right in accordance with the terms of the constitution.
  - c) Furthermore, each member is entitled to all benefits the association has obtained for their members.
  - d) The members are obligated to support the association in fulfilling its functions according to its constitution. They make contributions according to § 4. An obligation to make special contributions does not exist.

## **§ 4**

### **Membership fees, fund raising, application of funds**

1. The funds necessary to fulfill the association's objective will be raised:
  - a) by membership fees of all kinds,
  - b) by voluntary special contributions and other allocations
  - c) by other receipts
2. The members are obligated to pay the fees determined by the general meeting and specified in the regulation of fees. The contributions may be scaled upon efficiency and participation status of the member and may only in exceptional cases be reduced, suspended or waived.
3. Members who have not paid the fixed membership fees by 1 October of a financial year lose all rights in connection with their membership until complete settlement of all payments due. Nevertheless, the association's claim for the membership fees remains unaffected. For payments overdue the debtor can be charged interest at the

rate of eight points per year from the beginning of the financial year following the contribution year.

After end of the second financial year the board has to initiate exclusion of the member according to § 3 Section 4b in case this member has not paid the membership fee for two financial years without good cause. On exclusion of the member the board has to start to recover the amounts to be owing plus interest at the rate of eight points per year.

4. The members agree that the association shall have the sole right of use in the work-results achieved by members, their employees or other persons authorized by them, in pursual of the association's objectives and especially in the achieved standards.
5. The funds received by the association have to be applied in accordance with the association's functions.
6. Special contributions made on a voluntary basis and other allocations may budgetwise only be considered when already received or firmly agreed.

## **§ 5 Organs**

The organs of the association are:

- a) The general meeting
- b) The committee

## **§ 6 General Meeting**

1. The regular general meeting takes place at least once a year, during the first half of the year if possible.

2. The committee is entitled to call a special general meeting when deemed necessary. It has to do so on written request of at least two-thirds of its members or at least one quarter of the membership.
3. Due to the international orientation of the association the general meeting may take place in other countries than the association`s registered office.
4. The committee calls the general meeting at least four weeks prior to the meeting by circular letter giving the agenda and the place and time of the meeting and by attaching appropriate material for the members to prepare themselves.
5. Tasks of the general meeting are above all:
  - a) Election and dismissal of the committee and the auditor
  - b) Acceptance of the annual report as well as the report of the auditor of the financial statement for the preceding business year
  - c) Formal approval of the committee's action
  - d) Approval of the association's annual budget and the long-term planning of the business activities
  - e) Taking decision on general guidelines regarding the association work
  - f) Taking decision on the regulation of fees
  - g) Taking decision on amendments of the constitution
  - h) Taking decision on dissolution of the association
  - i) Taking decision on admission of special members
  - j) Taking decision on expulsion of members and complaints against the expulsion in accordance with § 3, paragraph 4, sub-para. b).
6. The general meeting is competent to make decisions regardless of the number of members present. Decisions of the general meeting are taken by simple majority, unless otherwise provided in this constitution. 100 DM each of the annual fees

according to the regulation of fees grant one vote. In the event of an equality of votes an application is considered as rejected.

Transfer of votes to other members by proxy is permissible.

7. The chairman presides over the general meeting. In his absence a member authorized by him takes the chair. In the event of absence of all members of the committee the general meeting elects a chairman for this general meeting from among itself.
8. Minutes shall be taken of each general meeting. These minutes shall be signed by the respective chairman and a copy shall be made accessible to each member.

### **§ 6a**

#### **Virtual general assemblies and general assemblies with online access**

1. Instead of the general assembly the Board of Directors can invite to a virtual general assembly. The assembly shall consist of the members with voting rights.
2. The virtual general assembly takes place according to the following provisions.
  - The invitation for virtual general assemblies will be issued via email by the committee, 4 weeks in advance containing the preliminary agenda of the event. The invitation will be sent to the members' last mentioned email address. To members which do not have an email account the invitation will be sent via certified mail. Members may request to add agenda items within two weeks after receiving the invitation. In urgent cases the committee may fix an agenda without the possibility to add points by members. Motions on the agenda received late will not be considered. Hereof, the committee may deviate to this rule if the member has sufficiently justified the delay or if other reasons especially concerning procedural economy, justify the inclusion to the agenda. The committee - decides on admission after exercising its mandatory discretion.
  - The duration of the virtual general assembly is set by the committee and will be announced in the invitation.

- The virtual general assembly takes place on the webpage of the association in a special area within the member area. Members may access this space using their identification data and a special password;
  - Each virtual general assembly will have a unique password which will be announced to each member via email 24 hours before the beginning of the members meeting at the latest. Sending the email to the members' last-mentioned email address shall be sufficient. To members which do not have an email account the password will be sent via postal service to the last-mentioned address of the member. Sending the letter one week before the beginning of the virtual general assembly shall be sufficient. All members are obligated to keep their authorization data and password strictly secret and will not make them available to any third person.
  - The right to speak will be exercised by discussion contributions in the member area of the association's webpage.
  - For the exercise of the voting and election rights the association will create a (second) special area in the member's area. The access data will be brought to the attention of the members according to the above described proceedings.
  - The virtual general assembly shall be deemed duly quorate regardless of the number of members represented. Unless otherwise provided by these statutes, the virtual general assembly passes resolutions by a simple majority vote of the members attending online or duly represented.
  - Minutes from each virtual general assembly must be taken.
  - Other conditions of the virtual general assembly are governed by the general rules for general assemblies. Members may pass their voting and election rights to other members. This request has to be brought to the attention of the committee in written form or by email.
  - A virtual general assembly regarding the dissolution of the association is not admissible.
3. The committee may determine to supplement general assembly (§ 6 of this statutes) by the opportunity to participate in online according to this provision. Participation, election and voting rights will be exercised according to section 2 of this provision. Other conditions of such a general assembly with online access are governed by the general rules of general assemblies. Members may be represented in the exercise of their electoral and voting rights by another member. This has to be brought to the attention of the committee in written form or by email.



4. Due to the international orientation of the association the committee may set the time frame for a valid voting at virtual general assemblies or general assemblies with online access to up to 24 hours after the end of the respective assembly. The committee has to announce this practice with the agenda.

## **§ 7 Committee**

1. The committee consists of up to five persons. The members of the committee must be members of the association or colleagues of members of the association.

The individual members of the committee are nominated by members of different membership classes and are elected by the general meeting. The end users of the ASAM-Standards are entitled to nominate three committee members, the system suppliers and software houses together with collaboration partners and other members are entitled to nominate two more committee members.

If members of the same membership class do not avail themselves of their right to nominate, the general meeting may nominate a candidate.

In the event that a nominated candidate is not elected by the general meeting, the members of the respective membership class may nominate a new candidate.

In the event that members of the same membership class are not represented at the time of election, the number of members of the committee is reduced respectively.

If the association has a manager then he participates with deliberative voice in the meetings of the committee and takes the minutes. Otherwise the chairman takes the minutes. Representatives of one or more collaboration partners participate with deliberative voice in the meetings of the committee when invited by the committee.

2. In case a committee member retires prematurely the general meeting may nominate persons in accordance with the rules of the board election to act as substitutes, who without special appointment are regular members of the committee for committee's residual period in office.
3. The committee elects the chairman from among itself.

4. The members of the committee stay in office for two years. § 27 paragraph 2 of the German Civil Code is not affected.
5. The association's legal and general representation in all matters is done jointly by only two members of the committee. Is the committee made up of only one member then he represents the association by himself. The members of the committee are bound by the constitution, the decisions of the general meeting and those of the chairman.
6. The committee makes its decisions by simple majority of votes of its members, unless otherwise provided in this constitution. Each member of the committee has one vote. In the event of equality of votes the chairman has the casting vote. The committee is competent to take decisions when at least half of its members are present.
7. The committee meets regularly at least twice a calendar year. Keeping within a period of two weeks the committee's chairman invites to the meeting by circular letter giving the agenda. The committee's decisions shall be put down in writing, shall be signed by the chairman and shall be shown to members upon request.
8. Tasks of the committee are above all:
  - a) to prepare and comply with the annual budget and the long-term planning,
  - b) to prepare the financial statements and the annual report,
  - c) to decide on admission and expulsion of members,
  - d) to draw up guidelines regarding the performance of the association's functions,
  - e) to authorize the forming of study groups within the association,
  - f) the appropriation of funds within the scope of the approved annual budget,
  - g) calling of the general meeting.
9. The committee will be empowered to make all modifications to the constitution requested by the registration court and the local finance office in order to register the association in the Register of Associations.

10. The committee is authorized to have third parties exercise the functions of the association and may hereto
  - appoint managers
  - conclude agency agreements
  - as well as collaboration agreements.

In this case the committee is obliged to determine precisely and in writing the respective rights and obligations and to inform the general meeting of the substance in the next meeting.

11. The members of the committee act in an honorary capacity. They do not get paid and receive no expense allowances. Only in particularly well-founded exceptional cases, e.g. in case of unreasonable charge, the expenses of a committee member may be reimbursed wholly or in part. High standards shall be applied in this. In each individual case the committee shall decide unanimously and the general meeting shall be adequately informed during the report.

## **§ 8 Management**

1. If the committee appoints a management, then this management exercises the association's functions in accordance with the laws, this constitution, the committee's instructions and the decisions made by the general meeting and the committee.
2. The management is responsible towards the committee to which it reports on a regular basis and whenever major questions come up.
3. The rights and obligations of the management will be individually determined and recorded in the rules of procedure which the committee shall authorize.

## **§ 9**

### **Advisory board**

1. The general meeting may elect an advisory board by simple majority. The members of the advisory board need not be members of the association nor colleagues of members of the association.
2. The advisory board advises the committee in matters of fundamental importance. Its international composition and expert advice conduces to the achievement of the association's objectives.

## **§ 10**

### **Study groups**

1. Subject to the committee's prior approval study groups may be formed which take up association tasks.
2. Study group members need not be members of the association nor colleagues of members of the association.
3. Members are appointed to the study group by the management or the committee respectively.

## **§ 11**

### **Alterations in the constitution and disincorporation**

Alterations in the constitution and in the regulation of fees and alteration in the objective of the association as well as disincorporation may only be decided with a two-thirds majority by the general meeting. The dissolution order does not take effect, unless the general meeting decides by at least a two-thirds majority whom to transfer the association fund to.