

The legally binding version of the  
ASAM Articles of Association is the German version.  
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**Articles of Association**  
  
**of the**  
  
**Association for Advancement of  
International Standardization of  
Automation and Measurement Systems  
(ASAM)**

April 16, 2024

**Articles of Association of the  
Association for Advancement of International Standardization of  
Automation and Measurement Systems (ASAM)**

**§ 1**

**Name, registered office and financial year**

1. The association bears the name  
  
" Verein zur Förderung der internationalen Standardisierung von Automatisierungs- und Messsystemen (ASAM)".
2. The association is entered in the register of associations and bears the addition "e.V."
3. The registered office of the association is Hoehenkirchen-Siegertsbrunn, district of Munich.
4. The financial year of the association is the calendar year.

**§ 2**

**Purpose of the association**

1. The purpose and task of the association is to promote the standardization of automation and measurement systems, in particular through
  - Modularization of systems
  - Definition of manufacturer-independent models, methods, interfaces, and formal languages
  - Creation of a framework for the use of the standards in as many industries and countries as possible
  - Promoting the interoperability of tools within a development process
  - International dissemination of the standards
2. The association is authorized to take all measures that are suitable to promote the purpose of the association.

### **§ 3 Membership**

1. Legal entities, partnerships, sole proprietors, public corporations and institutions, authorities and associations, as well as research institutes and universities, that undertake to recognize the Articles of Association and whose professional interest is related to the purpose of the association may belong to the association as ordinary members – irrespective of their legal form.
2. Extraordinary members may also belong to the Association. Admission may be subject to special conditions; their rights may be restricted. The conditions of membership shall be agreed by the Board of Directors.
3. The application for admission as a member of the association shall be made in writing or in text form with a business letter (by letter, fax or email with a scanned copy of the signed application form). The Board of Directors decides on the admission of ordinary members, while the General Assembly decides on the admission of extraordinary members. The applicant shall be notified of admission in writing. Membership begins upon receipt of the admission decision by the applicant.
4. Duration of membership: Membership shall cover at least one full calendar year.
5. Membership ends
  - a) after termination by a member at the end of a calendar year, subject to six months' notice by business letter (by letter, fax or as a scan of a letter attached to an email). In particularly justified cases, the Board of Directors may permit termination at different time and with shorter notice.
  - b) by resolution of the Board of Directors for good cause. Such a resolution requires more than half of the votes of the Board of Directors. The member concerned must be given the opportunity to comment before the Board of Directors passes a resolution. The member concerned may lodge a written appeal against this resolution within one month of receiving notification of the resolution. The next General Assembly shall then make a final decision on the appeal. The rights and obligations of membership shall be suspended until the decision on the appeal has been made. If the appeal is not upheld, membership ends on the date of the decision of the General Assembly; if no appeal has been lodged, membership shall end on expiry of the deadline for appealing against the decision of the Board of Directors.
  - c) in case of natural persons, also by death, in case of legal entities and partnerships after liquidation and upon commencement of proceedings in accordance with the Insolvency Code.

6. Members have the following rights and obligations:
- a) Members are entitled to information about the work carried out by the association. This does not include the disclosure of third-party business secrets. Members are obliged to use confidential documents and information made available to them only for their own use and not to pass them on to third parties. Disclosure to and use by affiliated companies is permissible, provided these companies ensure appropriate confidentiality.
  - b) Ordinary members have the right to submit motions to the bodies of the association. Only they have the right to vote in accordance with the provisions of the Articles of Association.
  - c) The members are obliged to support the association in the fulfillment of its tasks within the framework of its Articles of Association. They make contributions in accordance with § 4. There is no obligation to make special contributions.

#### **§ 4**

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

- 1. The funds required to fulfill the purpose of the association shall be raised
  - a) through membership fees of all kinds,
  - b) through voluntary special contributions and other benefits,
  - c) through other income.
- 2. The members are obliged to pay the fees which are determined by the General Assembly in the regulation of fees. Fees may be staggered according to the member's performance and participation status and may only be reduced, suspended or waived in exceptional cases by resolution of the Board of Directors.
- 3. Members who have not paid set fees within six months after invoicing, but no later than until August 1 of a financial year, shall lose their membership rights until all fees due plus interest and costs have been paid in full. This shall not affect the association's entitlement to membership fees. From the seventh month after invoicing interest of eight percentage points p.a. may be charged on overdue payments. If a member has not paid the membership fees by November 30 of a financial year, the Board of Directors must immediately initiate the exclusion of the member in accordance with § 3 Section 5b if the member has not provided a justifiable reason for the deferral. Once the member has been excluded, the Board of Directors shall initiate the collection of the outstanding contributions plus interest at a rate of eight percentage points p.a.

4. The members agree that the association shall receive the exclusive right of use and exploitation of the services provided by members, their employees or persons otherwise commissioned by them in the pursuit of the association's purpose - in particular in the context of cooperation in working groups.
5. The funds accruing to the association must be used in accordance with the tasks of the association.

## **§ 5 Bodies**

The bodies of the association are

- a) The General Assembly
- b) The Board of Directors

## **§ 6 General Assembly**

1. The General Assembly shall take place at least once a year, preferably in the first half of the calendar year.
2. The Board of Directors is entitled to convene an extraordinary General Assembly if it deems it necessary. It must do so at the written request of at least three-fifths of the members of the Board of Directors or at least one quarter of all members of the association.
3. Due to the international membership structure of the association, the General Assembly may also be held in other countries than at the association's registered office.
4. The General Assembly shall be convened at least four weeks before the meeting by circular letter from the Board of Directors, stating the agenda, venue and time of the meeting and enclosing suitable documents to prepare the members.
5. The tasks of the General Assembly are in particular:
  - a) Election and dismissal of the Board of Directors and the auditor
  - b) Approval of the annual report and the report on the audit of the annual financial statements for the past financial year
  - c) Exoneration of the Board of Directors

- d) Approval of the annual plan and the long-term plan of the association's business activities
  - e) Resolution on general guidelines for the association's work
  - f) Resolution on the regulation of fees
  - g) Resolution on amendments to the Articles of Association
  - h) Resolution on the dissolution of the association
  - i) Resolution on the admission of extraordinary members
  - j) Resolution on the exclusion of members and appeals against exclusion under §3 Section 5b
6. The General Assembly shall constitute a quorum irrespective of the number of members present. Resolutions of the General Assembly shall be passed by a simple majority of the votes cast, unless otherwise stipulated in these Articles of Association. Votes cast that express abstentions or are invalid are not taken into account when determining the simple majority. Each EUR 100 annual membership fee in accordance with the membership fee regulations grants one vote. In the event of a tie, a motion is deemed to have been rejected.
- Votes may be transferred to other members by written proxy.
7. The chairperson of the Board of Directors chairs the General Assembly. If the chairperson is unable to do so, a member of the Board of Directors authorized by the chairperson shall chair the meeting. If all members of the Board of Directors are unable to attend, the General Assembly shall elect the chairperson of this meeting from among its members.
8. Minutes shall be taken of each General Assembly. These minutes must be signed by the chairperson and made available to the members. Publication on an online platform that is equally accessible to all members (e.g. ASAM website) is sufficient to fulfill this requirement.

**§ 6a**

**Virtual General Assemblies and General Assemblies with online access**

1. A Virtual General Assembly may also be convened instead of the General Assembly. It shall be composed of the members entitled to vote.
2. The Virtual General Assembly takes place under the following conditions:
  - The Board of Directors shall send an invitation to the Virtual General Assembly by email to the last email address provided to the association by the member, stating the provisional agenda, with a notice period of four weeks. Sending the email with activated read confirmation is sufficient for proper invitation. Members may request the inclusion of additional items on the agenda by email within two weeks of the email being sent; in urgent cases, the Board of Directors may set an agenda without giving the opportunity to add further items. Requests received late will not be considered. The Board of Directors may make exceptions to this if the delay is sufficiently excused or other reasons, in particular procedural economy, justify the inclusion of the item. The Board of Directors shall decide at its reasonable discretion.
  - The duration of the virtual General Assembly is determined by the Board of Directors and announced in the invitation.
  - The Virtual General Assembly takes place on an online platform determined by the Board of Directors, to which only to authorized persons have access.
  - The access data valid only for the current meeting will be announced in a separate email at least 24 hours before the start of the meeting. It is sufficient for the email to be duly sent to the last email address of the respective member provided to the association. Changes for technical or organizational reasons may also be sent to the members by email at short notice until immediately before the start of the meeting. All members are obliged not to make their credentials and password accessible to third parties and to keep them strictly confidential.
  - The right to speak is exercised via discussion contributions on the online platform.
  - Virtual voting platforms may be used to exercise voting and election rights at the reasonable discretion of the Board of Directors. The access data for these means will be provided to each member in accordance with the above regulation.
  - The Virtual General Assembly has a quorum regardless of the number of members present. Resolutions shall be passed by a simple majority of the votes cast by the members represented online or by proxy, unless otherwise stipulated in these Articles of Association; abstentions and invalid votes shall not be taken into account when determining the majority of votes cast.
  - Minutes shall be taken of each Virtual General Assembly;
  - The other conditions of the Virtual General Assembly (rules on representation, number of votes, majority requirements) are governed by the general provisions on

the General Assembly. Members may be represented by another member when exercising their voting rights. The other member must submit a power of attorney in writing or by email to the Board of Directors in good time before the election or vote;

- A Virtual General Assembly on the dissolution of the association is not permitted.
3. The Board of Directors may decide to supplement general meetings in accordance with § 6 with the option of virtual participation in accordance with this provision. The participation, speaking and voting rights of members participating virtually are then exercised in accordance with § 6a Section 2. The other conditions of a "mixed" General Assembly (rules on representation, number of votes, majority requirements) are based on the general provisions governing the General Assembly. Members may also be represented by another member at such a meeting when exercising their voting rights. The other member must submit a power of attorney in writing or by email to the Board of Directors in good time before the election or vote.
  4. Due to the international orientation of the association, the Board of Directors may set the time window for effective online voting at Virtual General Assemblies or "mixed" meetings in accordance with § 6a Section 3 to up to 24 hours after the end of the meeting. The Board of Directors must announce this procedure when announcing the agenda.

## **§ 7**

### **Board of Directors**

1. The Board of Directors consists of up to five, but at least three persons. The members of the Board must be employed by members of the association. If the employment relationship of a member of the Board of Directors ends during the term of office and this member of the Board of Directors does not take up a new employment relationship with another member of the association within two months, he/she shall leave the Board of Directors at the end of this period.

Ordinary members have the right to nominate candidates for election to the Board of Directors. Nominations are accepted until immediately before the election. The individual members of the Board of Directors are elected by the General Assembly.

The candidates introduce themselves before the election begins.

The up to five candidates who receive the most votes in the election form the Board of Directors. In the event of a tie, which prevents a delimitation of a maximum of five positions to be filled, a run-off election is held ad hoc among the candidates with the same number of votes.

2. In the event of the premature resignation of a member of the Board of Directors, the General Assembly may, within the framework and in accordance with the rules of the election of the Board of Directors, appoint replacements who – without separate election – shall remain full members of the Board of Directors until the end of its term of office.
3. The Board of Directors elects its chairperson from among its members.
4. The term of office of the members of the Board of Directors shall be two years. § 27 Section 2 of the German Civil Code (BGB) remains unaffected.
5. The association shall be represented in and out of court in all matters exclusively by two members of the Board of Directors acting jointly. If the Board of Directors consists of only one member, this member shall represent the association alone. The members of the Board of Directors are bound to the association by these Articles of Association, the resolutions of the General Assembly and those of the Board of Directors.
6. The Board of Directors shall make its decisions by a simple majority of the votes of its members, unless these Articles of Association provide otherwise. Each member of the Board of Directors has one vote. In the event of a tie, the chairperson has the casting vote. The Board has a quorum if at least half of the Board members are present.
7. The Board of Directors shall meet at regular intervals, but at least twice per calendar year, to which the chairperson of the Board of Directors shall issue invitations by circular letter, with two weeks' notice and stating the agenda. The resolutions of the

Board of Directors must be recorded in writing, signed by the chairperson and made available to the members upon request.

8. If the association has a managing director, the managing director shall participate in the Board of Directors meetings in advisory capacity at the request of the Board of Directors and take the minutes of the meeting. If the managing director is absent, the minutes of the meeting shall be taken by the chairperson.
9. The tasks of the Board of Directors include
  - a) preparing and adhering to the annual plan and longer-term planning,
  - b) the preparation of the annual financial statements and the annual report,
  - c) deciding on the admission and exclusion of members
  - d) the establishment of guidelines for carrying out the tasks of the association,
  - e) approving the formation of working groups within the association
  - f) the allocation of funds within the framework of the approved annual plan,
  - g) convening the General Assembly.
10. The Board of Directors is authorized to make such amendments to the Articles of Association as are required by the registration court and the tax office for the registration of the association in the register of associations.
11. The Board of Directors is authorized to transfer the performance of association tasks to third parties and, for this purpose
  - to appoint managing directors,
  - to conclude agency agreements and
  - to conclude cooperation agreements.

In this case, the Board of Directors is obliged to define or agree the respective rights and obligations precisely and in writing and to inform the General Assembly on the main contents at the following meeting.

12. The members of the Board of Directors work on a voluntary basis. They do not receive any remuneration for their Board activities. Expenses incurred in direct connection with the activities of the Board of Directors shall be reimbursed by the association. Strict standards must be applied here and verified in the annual cash audit.

## **§ 8 Management**

1. If a management is appointed by the Board of Directors, it shall perform the tasks of the association in accordance with the law, these Articles of Association, the resolutions of the General Assembly and the Board of Directors and in accordance with the instructions of the Board of Directors.
2. The management is responsible to the Board of Directors and reports to it regularly and on a case-by-case basis in the event of significant issues.
3. The rights and obligations of the management are set out in detail in rules of procedure to be approved by the Board of Directors.

## **§ 9 Working Groups**

1. Working groups may be formed for tasks of the association, subject to the prior approval by the Board of Directors.
2. Working group members shall be regularly recruited from the members of the association. The Board of Directors shall decide on exceptions – either by issuing further regulations or in individual cases.
3. If the association has a managing director, members of the working groups shall be appointed by the managing director in accordance with the instructions of the Board of Directors, otherwise by the Board of Directors itself.

## **§ 11 Amendments to the Articles of Association and dissolution of the association**

Amendments to the Articles of Association, changes to the purpose of the association, changes to the membership fee regulations, and the dissolution of the association can only be resolved by the General Assembly with a majority of two-thirds of the votes cast. The resolution to dissolve the association is only effective if the General Assembly has decided with at least two thirds of the votes cast to whom the association's assets are to be transferred.