

Statute of the Association "Labs Network Industrie 4.0 e.V." – Current Version

§ 1 Name and Main Office of the Association, Fiscal Year

1. The name of the association is: "Labs Network Industrie 4.0 e.V. It is to be entered in the register of associations, after which it shall bear the addition "e.V." for registered associations.
2. The main office of the association is located in Berlin.
3. The fiscal year is the calendar year.

§ 2 Purpose of the Association

1. The purpose of the entity is to promote education by leading a broad scientific and socio-political discourse on the implementation of Industry 4.0 and concomitantly informing the general public on issues regarding digitalization and Industry 4.0 as a significant focal point of further technological development of Germany as a business location. One of the core themes in that process is consolidating scientific insights for the general public and preparing these insights for the actual implementation of digitalization in the German economy, especially in small and medium-sized enterprises (SMEs).
2. Among other things, the insights, which are mostly available on a local basis, shall be consolidated by networking so-called experimental platforms ("test fields"). Interested parties – especially entrepreneurs and enterprises, as well as public and private research institutes – can therefore explore the usage of digital innovations in the wake of what is referred to as the 4. industrial revolution in a pre-competitive context. The goal is to make it easier for participating interested parties to begin addressing the topic Industry 4.0 in a practical manner through a pre-competitive exchange of knowledge about the performance capabilities of individual test fields and combinations of test fields, as well as to provide the general public with additional knowledge through informational events and publications. The purpose of the statute shall be realized in particular through the organization and provision of offers for using these experimental platforms, specifically:
 - Generally accessible initial information about all offers concerning test fields for interested parties via the association's website
 - Selection and documentation of existing test fields and their field of competence
 - Information from interested parties during the selection of test fields and during the conception of test scenarios and programs
 - Exchange of information among all parties involved
 - Exchange of experiences among the members of the association
 - Carrying out conferences for discussing research results and continuing education events for interested parties
 - Prompt publication of results and trends
 - Provision of information to support standardization processes and prompt inclusion of the results in standardization processes
 - Information about collaboration with similar test field activities at the national and international level and in the scope of the specifications stated in the section "Steuerbegünstigte Zwecke" [Tax-Deductible Purposes] of the AO [revenue code].
 - Development of recommended actions in politics for additional support measures or political framework conditions based on insights from practice

3. The association directly pursues only non-profit purposes as stated in the section "Steuerbegünstigte Zwecke" of the AO. The association itself is charitable and does not pursue its own financial benefit first and foremost. Funds/income (revenue) of the association must be used only for the purposes defined in the statute. Members must not receive any share in proceeds, nor may they receive any contributions from the association's funds.
4. No person may benefit from contributions that do not pertain to the association's purpose or from disproportionately high remuneration.

§ 3 Membership

1. The association consists of the founding members, further additional members, and supporting members. The founding members are full members.
2. Every natural or legal person or partnership with legal capacity that supports the association's tasks by facilitating their implementation can become a full member. Membership rights are unalienable and non-transferable.
3. Natural or legal persons or partnerships with legal capacities that support the purposes of the association by contributing money or non-cash benefits may be affiliated as supporting members with an advisory capacity. They have no right to vote.
4. Full membership, as well as supporting membership, can be acquired by submitting a written application for admission to the board. The board reaches a decision concerning the application for admission and is not obligated to provide reasons for rejection. The board informs the other members about new members at the end of each quarter.

§ 4 Member Rights and Obligations

1. The members are entitled to take part in all of the projects and events the association organizes and to use the association's facilities and offers within the scope of the purpose of the association.
2. In addition to the above, full members have the right to file motions with the board and the general assembly.
3. The members undertake to support the association and its purpose – in public as well – in a proper fashion and to acknowledge and comply with the statutes and membership fee regulations.

§ 5 Termination of Membership

1. Membership shall be terminated when a member leaves, is expelled, or disbanded.
2. Members may leave by submitting a written declaration to the board. They may leave only at the end of a calendar year and in compliance with a period of notice of one month.
3. Expulsion may take place only with good reason. Good reason includes the following, in particular: behavior that is detrimental to the association's goals, serious violation of the obligations listed in this statute, or outstanding dues for at least one year. The board shall reach all decisions regarding expulsion. Before being subject to expulsion, the member must be given an opportunity to make a statement. The member may appeal to the general assembly regarding the decision. This appeal must be filed in writing with the board within one month after receipt of the statement of rejection. The time when the board of the association receives the appeal shall be decisive concerning compliance with this period. The general assembly shall reach a decision regarding the matter.

§ 6 Initiation Fee, Membership

1. Members are subject to an initiation fee and annual membership fees that may be staggered. Decisions regarding the amount and dates of payment shall be made by the general assembly with a 3/4 majority of full members. Supporting members are released from payment obligations. Additional stipulations regarding this matter are recorded in the membership fee regulations.
2. After leaving the association or if the association is disbanded or dissolved, members shall be reimbursed for neither their dues nor other contributions or deposits.
3. The funds for the purposes of the association shall be levied by means of contributions, voluntary dues, donations, and benefits in kind.

§ 7 Organs

The organs of the association are

- _ The general assembly
- _ The board
- _ The advisory board

§ 8 General Assembly

1. A regular general assembly shall be held in the first quarter of every fiscal year.
2. The board shall undertake to call an extraordinary general assembly if the interests of the association necessitate such or at least 1/5 of the members demand such a meeting in writing and provide reasons.
3. The general assembly is the association's supreme organ. Its duties include the following in particular:
 - a) Appointing and recalling members of the board and members of the supervisory board,
 - b) Accepting reports from the board,
 - c) Determining annual closure,
 - d) Easing the burden of the board and the supervisory board,
 - e) Appointing cash auditors,
 - f) Determining the amount and payment date of membership dues and initiation fees,
 - g) Adopting membership fee regulations,
 - h) Making decisions regarding the principles for reimbursing expenses incurred in the scope of association activity,
 - i) Making decisions regarding changes to the statute, including changes to the purpose of the association,
 - j) Making decisions regarding the dissolution of the association and other tasks resulting from the statute or legislation.
4. The board shall convene the general assembly in compliance with a period of notice of four weeks in writing in a letter, fax, or e-mail which includes the agenda. The period shall begin the day after the invitation letter is sent. The invitation letter shall be considered received by members if it was addressed to the last contact address provided to the association (postal address, fax number, e-mail address).
5. The agenda shall be extended if requested in writing by a member at least one week before the appointed meeting and if, during the assembly, no member present objects to this addition. The addition shall be announced at the beginning of the meeting.

6. Decisions concerning motions regarding appointing and recalling the board or individual members of the board, about changing the statute, and dissolving the association that members did not already receive with the invitation to the general assembly as stated in § 8.4 can be made at the next general assembly at the earliest.

7. A member of the board shall lead the general assembly. A secretary shall be appointed at the beginning of the general assembly.

8. The general assembly shall have a quorum if at least one third of its full members are present or represented through a transfer of voting rights. Should the general assembly not have a quorum, the board shall undertake to convene a second general assembly with the same agenda within eight weeks, and it shall have a quorum regardless of the number of members present. This shall be indicated in the invitation.

9. Every full member has one vote. Supporting members participate in an advisory manner only. Votes shall be open unless forbidden by legal provisions. Votes shall be held by secret ballot if requested by a full member. The right to vote can be exercised only in person or, if personal attendance is not possible, by transfer of the vote to another full member upon submission of a written authorization. Members can be represented by a legal representative, a proxy, or one of their own employees authorized in writing.

10. When votes are taken, the simple majority of votes submitted shall determine the decision. Abstentions and invalid votes shall not be considered. Members may be expelled (§ 6.3, Sentence 4), changes may be made to the statute (§ 9.3 k), and the association may be dissolved (§ 9.3 l) only with a 3/4 majority of those present or if the represented members transfer their right to vote. Changes to the purpose of the statute must be ratified unanimously.

11. A protocol must be produced for decisions made during the general assembly, and it shall be signed by the party in charge of the meeting and the secretary.

§ 9 Board

1. The board shall consist of up to nine full members as stated in § 26 BGB [German Civil Code]. It shall include one chairperson and at least one representative. The chairperson or a representative and an additional member of the board shall jointly represent the association in court and outside of court. For certain legal transactions in the scope of typical business operation during the execution of the association's tasks as stated in the statute and regarding which the board previously passed a resolution, a member of the board may be granted exclusive power of representation if the board resolves to do so unanimously. Should a member of the board withdraw prematurely, the board shall consist of the remaining members until the withdrawn party is replaced. The board is not exempted from § 181 BGB.

2. Membership in the board is personal in nature. Upon termination of membership in the association or termination of the employment of a member of the board with the member of the association in question, this party's appointment to the board shall terminate as well.

3. The general assembly shall appoint the board for a period of 3 years. Members may be reappointed. Participation in the board is voluntary.

4. The board shall make resolutions with a simple majority unless otherwise stipulated in this statute. The board shall have quorum if at least two members of the board are present. The board shall generally make decisions during board meetings convened and led by the first chairperson or, should they be prevented from doing so, by the second chairperson in writing, by telephone, by telefax, or by e-mail. In all cases, a convocation period of one week must be observed unless all members of the board waive compliance with the convocation period. Board resolutions may be made by written procedure if all members of the board consent.

5. The duties of the board include current affairs of the association, in particular:

- a. Monitoring the affairs of the association,
- b. Preparing, convening, and managing general assemblies, including creating the agenda,
- c. Carrying out the resolutions of the general assembly,
- d. Submitting proposals for the constitution of the advisory board,
- e. Decisions regarding membership,
- f. Annual itemization of the economic plan,
- g. Itemization of the annual closure by March 31 of a given year for the previous fiscal year,
- h. Appointment of the executive board,
- i. Adopting procedural rules for the executive board,

6. The board may create its own procedural rules.

§ 10 Advisory Board

1. The advisory board shall consist of 6 to 12 persons from among the members to be appointed by the general assembly according to the proposal of the board for a duration of 3 years.

2. The board and executive board are to participate in the meetings of the advisory board in an advisory capacity. The chairperson of the board shall convene members for the meetings at least once a year and lead these meetings.

3. The advisory board shall help coordinate the work performed by the association together with the board.

4. Participation in the advisory board is on a voluntary basis.

5. The advisory board shall have a quorum if at least half of its members are present. It shall make resolutions with a simple majority of the votes submitted.

6. The advisory board may create its own procedural rules.

§ 11 Executive Board

1. The chairperson of the board may engage a full-time or part-time executive director and a representative. The engagement of this person and premature termination of this engagement shall be approved unanimously by the board.

2. The executive board shall manage the association's current affairs responsibly and according to the statute, as well as the resolutions made by the general assembly and the board.

3. The rights and obligations of the executive board shall be defined in the executive management regulations to be resolved by the board and approved by the general assembly with a simple majority.

§ 12 Cash Audit

1. The general assembly shall appoint a cash auditor from among the full members for the duration of one year.
2. This person must not be a member of the board.
3. This person may be reappointed.

§ 13 Dissolution of the Association

1. Upon the dissolution of the association or upon the cessation of its current purpose – if its non-profit purpose is negated as a result – the association's assets shall revert to the Stifterverband der deutschen Wissenschaft [Donors' association for the promotion of humanities and sciences in Germany], which must use them directly and exclusively for non-profit purposes in research and teaching.
2. The current chair and their representative shall be appointed as liquidators if the general assembly does not make a resolution stating otherwise.

§ 14 Miscellaneous

1. The board shall immediately inform the revenue authorities in the event of changes or supplements to the statute, additional provisions or the repeal of provisions, the dissolution of the association or transfer of the association to another entity, and the transfer of the association's assets in their entirety should this concern tax benefits.
2. A declaration of clearance shall be obtained from the responsible revenue authority prior to the distribution or transfer of the association's assets.

§ 15 Announcement Sheet of the Association

According to the law or statute, necessary announcements regarding the association shall be published in the Bundesanzeiger [Federal Gazette].

§ 16 Antitrust Compliance

The association and its members expressly consent to comply with antitrust regulations.

§ 17 Severability Clause

1. Should individual provisions of this statute prove to be or become legally invalid, this shall not impact the validity of the remaining provisions.
2. The general assembly shall enact a legally valid provision to replace the legally invalid one, and the new provision shall fulfill the purpose of the original provision to the greatest extent legally permissible.