



Articles of Association of the PACTware Consortium e.V.

§ 1 Name, location and fiscal year

1. The association bears the name "PACTware Consortium e.V." and is entered in the Association Register of Karlsruhe, Germany.
2. The association is located in Pfinztal, Germany.
3. The fiscal year of the association is the calendar year.

§ 2 Purpose of the association

The purpose of the association is to support and manage the international distribution of a manufacturer-independent software for the configuration, calibration and monitoring of automation devices under the name PACTware, as well as to carry out the maintenance and further development of PACTware and to promote the relevant core technologies.

§ 3 Association activities

1. The objective of the articles of association shall be realized in particular through:
 - Maintenance, further development and administration of PACTware, as well as the free distribution of PACTware to association members and the administration of its use by association members.
 - Support of maintenance and further development of the relevant core technologies.
 - Promotion of the exchange of information with all interested parties to support the further development of the FDT specification.
 - Support of projects in connection with PACTware and organizations that support the relevant core technologies
 - Informing the public on the current status of the technology, the application and the further development of PACTware.
2. To further this objective, the association may also establish regional associations and work in cooperation with other promotion societies and professional associations.
3. The association operates without recompense and does not pursue any economic objectives. All officers of the association act in an honorary capacity.
4. Financial resources of the association may only be used for statutory purposes. Members shall not be entitled to any allowances from the funds of the association.
5. Members or third parties shall not benefit from outlays that are alien to the purpose of the corporate body or from excessive remuneration.

§ 4 Membership

1. Any legal person, legal body or natural person may be a member of the association if they support the objectives of the association. These may include the following:
 - Suppliers of automation devices, software and systems,
 - Users and planners,
 - Universities, academies, research institutes and associations.
2. The association consists of members having either "Full Membership" or "OEM Membership".
3. Every member is required to pay a membership fee. OEM members pay a different fee than full members. Details are specified in the Contribution Order to be enacted by the General Assembly.
4. OEM Members are entitled to participate in selected events and work groups. Details are specified in the membership regulations and rules to be enacted by the General Assembly.
5. Full members have access to the PACTware source code. Details are specified in the license agreement concluded between full members and the association.
6. OEM Members are not given access to the PACTware source code, but instead receive an OEM license for PACTware. Details are specified in the OEM License Agreement to be concluded between OEM members and the association.

7. Retired members have principally no claim on the assets, in part or whole, of the association. Regulations regarding exceptions and details shall be specified in the Regulation about the rights of PACTware Members after having left the PACTware Consortium e.V. to be enacted by the General Assembly.
8. Every full member is entitled to vote in General Assembly meetings. Every OEM member is entitled to participate, albeit without the right to vote, in all General Assembly meetings.

§ 5 Admission of a member

1. Membership is granted through admission into the association.
2. Application for admission is carried out by submitting a written application for membership, including the intended membership category (full member or OEM member) and the proof of payment of an admission fee in accordance with the membership fee regulations (see §9).
3. OEM members can apply for full membership at any time (see membership fee regulations).
4. The decision to grant or deny membership shall lie solely with the Executive Board, who shall not be obliged to state reasons.
5. Admission shall be effective upon receipt of a written statement of acceptance.
6. A right to acceptance does not exist.

§ 6 Termination of membership

1. Membership is terminated by withdrawal from the association (§ 7), exclusion (§ 8), cancellation of the membership (§ 9), death or dissolution (§ 10).
2. The details shall be specified in the Regulation about the rights of PACTware Members after having left the PACTware Consortium e.V. to be enacted by the General Assembly.

§ 7 Withdrawal of a member

1. All members shall be entitled to withdraw from the association.
2. Withdrawal is permissible on adherence to a three-month period of notice at the end of the association's fiscal year.
3. Any intent to withdraw must be submitted in writing and sent by registered mail to the Executive Board.

§ 8 Exclusion of a member

1. Membership may also end due to exclusion.
2. Exclusion from the association is permissible for important reasons, in particular if a member has a detrimental effect on the objectives of the association or has in any other way culpably harmed the interests of the association.
3. The decision to exclude members shall lie solely with the Executive Board. The decision shall be accompanied by a written explanation and sent to the excluded member by registered mail.
4. The excluded member shall be entitled to appeal to the General Assembly, who is responsible for the final decision. The appeal must be submitted to the Executive Board by registered mail and must be submitted within one month after receipt of the decision to exclude. The Executive Board must convene a General Assembly meeting within 2 months of receipt of the appeal. The membership rights of the excluded member shall be suspended until the General Assembly makes a decision regarding the appeal.

§ 9 Cancellation of membership

The Executive Board is entitled to cancel membership if a member is in arrears with payment of the annual fee 3 months after the due date specified in the membership fee regulations, and if said member fails to pay the fee in full within 3 months of receiving a written reminder from the Executive Board. The reminder must be sent by registered mail to the last known address of the member. The reminder must explicitly warn of the pending cancellation. The reminder shall also be effective if the letter is returned with notice of non-delivery.

§ 10 Death or dissolution

The death of a member, or the liquidation of a legal entity or institution with legal capacity that was a member, terminates the membership.

§ 11 Membership fee

1. The financial means for the execution of association tasks shall be raised by means of admission fees, annual membership fees or other fees enacted by the General Assembly as well as voluntary contributions.
2. The General Assembly shall specify the admission fees and membership fees via the enacted contribution order.

§ 12 Organs of the association

The following are organs of the association:

1. Executive Board (§ 13 of Articles of Association)
2. General Assembly (§§ 14 - 16 of Articles of Association)

The General Assembly can resolve to create further organs.

§ 13 Executive Board

1. The Executive Board (§ 26 BGB) shall be comprised of at least one chairperson, one vice-chairperson, a treasurer and a secretary.
2. The secretary is required to record the minutes of every Executive Board meeting, as well as every General Assembly meeting. In the case of an Executive Board meeting, the minutes shall be distributed in electronic form or sent by post among the Executive Board; in the case of a General Assembly meeting, the minutes shall be distributed electronically among all members of the association.
3. The treasurer shall manage the coffers of the association and duly keep a record of all income and expenditures. Further, after an audit by the selected auditor (§16), the treasurer shall present a statement of accounts to the General Assembly.
4. The members of the Executive Board are elected from among the full members and commissioned for a period of two years through a resolution of the General Assembly. One or more members of the Executive Board can be dismissed or newly elected during the two-year period through a resolution of the General Assembly. The Executive Board shall remain in office until the statutory election of a new Executive Board. Re-election is permissible.
5. The association can maintain a business office for dealing with association matters, the manager of which is appointed by the Executive Board.
6. The chairperson and one other member of the Executive Board, or three members of the Executive Board without the involvement of the chairperson, shall act as judicial and extrajudicial representatives of the association.
7. The Executive Board shall determine its own procedural rules.
8. Each member of the Executive Board has one vote in resolutions by the Executive Board. Resolutions by the Executive Board shall be passed according to majority decision. If the Executive Board is unable to reach a result by voting (parity of votes), the chairperson casts the deciding vote.
9. The Executive Board or an individual member of the Executive Board can be removed from office at any time by a resolution of the General Assembly. In such case, a new Executive Board or a new Executive Board member is to be elected.
10. If a member of the Executive Board withdraws during the period of office, the remaining members of the Executive Board shall be entitled to appoint a substitute member for the period until the next General Assembly meeting. The General Assembly shall then appoint a new member accordingly for the remaining period of office of the Executive Board.
11. The appointed members of the Executive Board shall perform their duties in an honorary capacity.

§ 14 General Assembly

1. The ordinary General Assembly meeting shall be held once during the fiscal year and shall be convened by the chairperson, or the vice-chairperson. Extraordinary General Assembly meetings shall be convened at the wish of the Executive Board or if requested in writing by one-fourth of the members.
2. The ordinary General Assembly meeting shall be convened giving at least four weeks notice, an extraordinary General Assembly meeting giving at least two weeks notice.
3. Invitations to the General Assembly meeting must be submitted in writing and must contain details of the agenda.
4. The period of notice shall commence on the day the invitations are dispatched to the last known addresses of the members.
5. The General Assembly meeting shall be chaired by the chairperson of the Executive Board. If the chairperson is unable to attend, this task shall be performed by the vice chairperson.
6. Members are entitled to provide written authority to a person who can represent them at the General Assembly meeting.
7. The General Assembly is responsible for the following:

- a) Approval of the budget written up by the Executive Board for the next fiscal year; acceptance of the annual report of the Executive Board; discharging the Executive Board.
- b) Resolution on the adoption of the contribution order, the membership rules as well as the Regulation about the rights of PACTware Members after having left the PACTware Consortium e.V..
- c) Election and dismissal of members of the Executive Board.
- d) Resolution on amendments to the Articles of Association and on the dissolution of the association.
- e) Resolution on appeals against an expulsion decision of the Executive Board.

§ 15 Quorum

1. Any duly convened General Assembly meeting shall constitute a quorum, as far as not otherwise specified in the following.
2. If changes are to be made to the Articles of Association or the Executive Board, or a member of the Executive Board is to be relieved of office, the presence of at least half of the members that are entitled to vote is required.
3. A quorum to dissolve the association (§ 41 of German Civil Code) shall require the presence of at least two-thirds of the members that are entitled to vote.
4. If a General Assembly meeting convened in accordance with para. 2 or 3 to decide on changes to the Articles of Association, or the dismissal of the Executive Board or a member of the Executive Board, or the dissolution of the association, fails to muster a quorum, a second General Assembly meeting shall be convened within three months with the same agenda. This second meeting shall be held no earlier than one month after the first meeting. The new General Assembly has a quorum in any case, regardless of the number of full members with voting power present. The invitations to the second meeting shall notify all members of the reduced quorum requirement.

§ 16 Adoption of resolutions

1. The General Assembly shall pass resolutions by simple majority of the votes cast, as far as not otherwise specified in the following.
2. Voting is carried out by a raising of hands. If requested by a minimum of five full members with voting power, voting shall be carried out by secret written ballot.
3. A resolution concerning amendments to the Articles of Association or the dissolution of the association (§ 41 of the German Civil Code) requires a majority of three-quarters of the valid votes cast.

§ 17 Record of General Assembly resolutions

1. The secretary or other person designated by the Executive Board must make a transcript of any resolutions adopted by the General Assembly.
2. The transcript shall be made available to all members of the association in electronic form.

§ 18 Audit

The accounting of the association shall be checked by two auditors who are selected from among the members for the current fiscal year and who may not be members of the Executive Board.

§ 19 Dissolution of the association

1. The association can be dissolved by a resolution of the General Assembly.
2. Liquidation shall be carried out by the Executive Board unless the General Assembly decides otherwise in a resolution on the liquidation.
3. The preceding conditions also apply in the event that the association is dissolved for any other reason or loses its legal capacity.

§ 20 Effective date of the Articles of Association

This revised version of the Articles of Association was resolved at the General Assembly meeting held on 6th March 2013. It shall become effective upon entry into the Association Register at the district court of Karlsruhe, Germany.