



STATUTES OF THE ASSOCIATION ESBS-AUSTRIA

ELECTRONICS AND SOFTWARE BASED
SYSTEMS - AUSTRIA – Association
for the Promotion of Austrian Micro and
Nanoelectronics, Embedded Systems and
Smart Systems Technology

[As of: May 2022]

§ 1 Name, registered office, area of activity

- (1) The Association bears the name
ESBS-Austria
(Electronics and Software Based Systems - Austria) - Association for the
Promotion of Austrian Micro and Nanoelectronics, Embedded Systems and
Smart Systems Technology

(German: Verein zur Förderung der österreichischen Mikro- und Nanoelektronik,
Embedded Systems und Smart Systems Technologie)
and is hereinafter also referred to as “ESBS-Austria”.
- (2) The Association shall have its registered office in Vienna. The activities of the
Association shall extend to the entire territory of the Republic of Austria.

§ 2 Purpose of the Association

- (1) The purpose of the Association ESBS-Austria is to mobilise Austrian R&D-ori-
ented stakeholders in the field of micro and nanoelectronics, embedded
systems and smart systems technology.
- (2) The Association is not profit-oriented. It pursues the promotion of the inter-
ests of the members of the Association.

§ 3 Means to achieve the purpose of the Association

- (1) The purpose of the Association shall be achieved through the non-material
and material means listed in paras 2 and 3.
- (2) The following shall serve as non-material means:
 - (a) Meetings and exchange of experiences of the members;
 - (b) Strategy: Development of a coherent national R&D strategy to improve
the positioning of Austria’s industrial and research sectors in relation to
international R&D initiatives and roadmaps;

- (c) Establishment of a national information hub: Establishment and operation of a national information forum covering relevant national research programmes as well as international initiatives, and providing support in the provision and distribution of information and analysis on research-related issues of the addressed sectors;
 - (d) Establishment of a research, development and innovation network for the development and deployment of future technologies in the fields of micro and nanoelectronics, embedded systems and smart systems technology;
 - (e) Collection and preparation of data and facts of the areas specified in (g);
 - (f) Coordinated networking and commitment to common Austrian interests in European institutions and working groups;
 - (g) Focusing of know-how, competencies and innovations in the fields of micro and nanoelectronics, embedded systems and smart systems technology, representation of common interests;
 - (h) Stimulation of cross-industry collaborations, particularly in the development of new systems, especially through interactive facilitation of projects;
 - (i) Holding of and participation in scientific events as well as in training and development measures.
- (3) The necessary material means shall be raised by:
- (a) Joining fees, membership fees, project fees and funding;
 - (b) Contributions for the permanent facilities of the Association;
 - (c) Proceeds from events, seminars and publications;
 - (d) Income from the management of the Association's own assets and shareholdings;
 - (e) Subsidies, donations and other contributions;
 - (f) One-time acquisition of the association assets of the association ENIAC Austria.

§ 4 Types of membership

- (1) The Association shall be composed of ordinary members and honorary members.
- (2) All natural persons as well as legal entities and all partnerships registered in the commercial register which promote or support research, development or innovations in the fields of micro and nanoelectronics, embedded systems and/or smart systems technology in Austria can be ordinary members of the Association. The respective representative of the member organisation must be named in the application for membership.
- (3) Honorary members of the Association shall be persons who are appointed as honorary members by the General Assembly on the basis of their special services to ESBS-Austria.

§ 5 Acquisition of membership

- (1) Persons wishing to become ordinary members of the Association must apply for membership in writing. The General Assembly shall make the final decision on the admission of new members proposed by the Executive Board. Admission can be refused without giving reasons. The General Assembly may resolve on a statute of admission.
- (2) Honorary membership may be conferred by resolution of the General Assembly exclusively at the request of the Executive Board.

§ 6 Termination of membership

- (1) Membership shall end
 - (a) in the case of legal entities, by loss of the legal personality of the member or, in the case of natural persons, by death, voluntary resignation or expulsion;
 - (b) by voluntary resignation, which can only take place at the end of a calendar year and must be notified to the Executive Board at least 3 (three) months in advance by registered letter;
 - (c) by expulsion of a member; this shall require a 2/3 (two thirds) majority in the General Assembly.
- (2) The General Assembly may expel a member if, despite two written reminders, the member is more than three months in arrears with the payment of their financial obligations arising from their relationship to the Association (even only partially). The obligation to pay the amounts due shall remain unaffected by such expulsion. Furthermore, the General Assembly may, by a two-thirds majority, expel a member for gross violation of other membership obligations, for damage to the interests of the Association, or if the member no longer fulfils the prerequisites for membership.
- (3) The termination of membership must be announced in writing to all other members of the Association. The member concerned may object to the termination within 4 (four) weeks if the reason for termination does not actually exist. In this case, the Arbitral Tribunal (§ 18) shall make the final decision.

§ 7 Rights and duties of the members

- (1) All members shall be entitled to participate in the General Assemblies and the events of the Association and to exercise the right to vote in the General Assembly.
- (2) Insofar as a collective trademark is registered for the Association, the members may use it as intended, in particular on their advertising and on their goods or for their services.
- (3) Members shall be obliged to promote the interests of the Association to the best of their ability and to refrain from anything that could harm the reputation or the purpose of the Association. They shall carefully observe the Statutes of the Association and the resolutions of the bodies of the Association.
- (4) Members shall be obliged to pay all membership fees and advertising fees on time in the amount determined by the General Assembly.

§ 8 Bodies of the Association

The bodies of the Association are:

- (a) General Assembly,
- (b) Executive Board,
- (c) Auditors,
- (d) Arbitral Tribunal,

§ 9 General Assembly

- (1) The ordinary General Assembly shall take place once a year.
- (2) An extraordinary General Assembly shall be convened within 2 (two) months:
 - (a) upon resolution of the Executive Board,
 - (b) upon resolution of the ordinary General Assembly,
 - (c) at the written request of at least one tenth of the members or
 - (d) at the request of the Auditors.
- (3) All members shall be invited in writing to both ordinary and extraordinary General Assemblies at least 2 (two) weeks before the scheduled date. The agenda shall be stated when the General Assembly is convened. The Executive Board is responsible for convening the meeting.
- (4) Motions for the General Assembly must be submitted to the Executive Board in writing at least eight (8) days in advance.
- (5) Valid resolutions – with the exception of those on a motion to convene an extraordinary General Assembly – may only be passed on items on the agenda.
- (6) All ordinary members shall be entitled to participate and vote at the General Assembly. Each member shall have one vote. The transfer of voting rights to another member by means of a written proxy is permissible.
- (7) The General Assembly shall have a quorum if 2/3 (two thirds) of all voting members are present. If the General Assembly does not have a quorum at the scheduled time, it shall be held 30 min (thirty minutes) later with the same agenda; the General Assembly shall then have a quorum regardless of the number of those present.
- (8) Elections and resolutions in the General Assembly shall require a simple majority of the valid votes cast, unless these Statutes provide otherwise. Resolutions amending the Statutes of the Association or dissolving the Association shall require a qualified majority of 2/3 (two thirds) of the votes cast.
- (9) Resolutions of the General Assembly may also be passed in writing (by means of circular resolution, including by e-mail) if in each individual case all members with voting rights declare in writing their agreement with the provision to be made or with the vote to be held in writing. In this case, the majority required for a valid resolution shall not be calculated on the basis of the number of votes cast, but on the basis of the total number of votes to which all members with voting rights are entitled.
- (10) The General Assembly shall be chaired by the President or – if the President is unable to attend – by the first Vice-President. If the first Vice-President is also unable to attend, the second Vice-President shall chair the meeting; if

the second Vice-President is also unable to attend, the natural person present who has been a member for the longest time shall chair the meeting.

§ 10 Tasks of the General Assembly

The following tasks shall be reserved for the General Assembly:

- (a) Receipt and approval of the report on activities and final statement of accounts;
- (b) Resolutions on the budget;
- (c) Election and dismissal of the members of the Executive Board, as well as ratification of the actions of the members of the Executive Board;
- (d) Appointment and dismissal of the Auditors;
- (e) Determination of the joining fee and the membership fee for the members;
- (f) Conferment and revocation of honorary memberships;
- (g) Decision on the expulsion of members;
- (h) Resolutions on the amendment of the Statutes and the voluntary dissolution of the Association;
- (i) Discussion and resolution of other matters on the agenda.

§ 11 Executive Board

- (1) The Executive Board of the Association shall consist of at least 3 (three), maximum 8 (eight) members, namely the President and two Vice-Presidents, preferably the spokespersons for the content of the following areas:
 - Electronic Components and Systems – embedded SW und SW Architectures (previously ARTEMIS)
 - Electronic Components and Systems – Micro and Nanoelectronics (previously ENIAC)
 - Electronic Components and Systems – Systems und System Architectures (previously EPoSS)
 - Electronic Components and Systems – Importance, Visibility and Framework Conditions
 - Electronic Components and Systems – Development of Resources and Networks
- (2) The term of office of the Executive Board shall be 3 (three) years; in any case, it shall last until the election of a new Executive Board. Former members of the Executive Board shall be eligible for re-election.
- (3) The Executive Board shall be convened in writing or orally by the President or – if the President is unable to do so – by one of the Vice-Presidents.
- (4) If the Executive Board consists of two members, it shall have a quorum if both members have been invited and are present (dual control principle). Resolutions must be passed unanimously.
- (5) If the Executive Board consists of more than two members, it shall have a quorum if all its members have been invited and at least 2/3 (two thirds) of them are present. Resolutions shall be passed by a 2/3 (two-thirds) majority

of the votes cast. In the event of a tie, the President shall have the deciding vote.

- (6) Apart from through death or expiry of the term of office, the function of a member of the Executive Board shall also end through dismissal or resignation. The notice of resignation shall be addressed to the Executive Board, or in the event of the resignation of the entire Executive Board, to the General Assembly. The resignation shall become effective only with the election or co-optation of a successor.

§ 12 Tasks of the Executive Board

The Executive Board shall be responsible for the management of the Association. It shall be responsible for all tasks that are not assigned to another body of the Association by the Statutes.

§ 13 Managing Director

The management shall be carried out by the Executive Board of the Association.

The Executive Board may appoint a Managing Director to manage day-to-day business. The scope of their activities shall be determined by the Executive Board.

§ 14 Special obligations of individual members of the Executive Board

- (1) The President – or if the President is unable, one of the Vice-Presidents – shall represent the Association externally towards authorities and third persons. The Executive Board may also grant powers of attorney to third parties for the purpose of making declarations.
- (2) The President shall chair the General Assemblies and the Executive Board meetings.
- (3) The further allocation of functions within the Executive Board shall be subject to the decision of the Executive Board.

§ 16 Auditors

- (1) The General Assembly shall elect two Auditors. The Auditors shall be elected for the same term of office as the Executive Board. Re-election is permissible. Both a natural person and a legal entity (such as an auditing firm) may be appointed as Auditors.
- (2) The Auditors shall be responsible for the accompanying, random monitoring of the conduct of the Association and for the inspection of the final accounts. They shall report to the General Assembly on the results of their audit.

§ 18 Arbitral Tribunal

- (1) In all disputes arising from the relationship to the Association, the Arbitral Tribunal shall decide exclusively.
- (2) The Arbitral Tribunal shall consist of 3 (three) natural persons within the meaning of § 5 of these Statutes. It shall be formed in such a way that each party to the dispute shall nominate a person as arbitrator to the Executive

Board within 14 (fourteen) days. The arbitrators shall elect a chairperson by unanimous vote. In the event of a tie, the decision shall be made by drawing lots.

- (3) The Arbitral Tribunal shall reach its decision by a simple majority of votes after hearing both sides in the presence of all its members. It shall decide to the best of its knowledge and belief. Its decisions shall be final within the Association.

§ 19 Dissolution of the Association

- (1) The voluntary dissolution of the Association can only be decided in an extraordinary General Assembly convened for this purpose and only with a 2/3 (two thirds) majority of the valid votes cast.
- (2) The General Assembly deciding on the dissolution shall also decide on the liquidation of the Association, insofar as the Association is in the possession of assets. In particular, it shall appoint a liquidator and decide to which non-profit organisation the assets of the Association remaining after any liabilities have been covered shall be transferred. These assets shall, insofar as this is possible and permitted, go to an organisation that pursues the same or similar purposes as this Association, otherwise for purposes to be determined by the liquidator.