Statutes of the
Strategische Partnerschaft Sensorik e.V.

§1 Name, principal office and financial year

(1) The association bears the name "Strategische Partnerschaft Sensorik e.V."
(2) The association's registered office is Regensburg.
(3) The fiscal year shall be the calendar year.

§2 Purpose and tasks of the association

(1) The purpose of the association is to strengthen companies, institutes and scientific institutions active in the field of sensor technology in Bavaria. The association supports the general, non-material, professional, scientific and economic interests of its members as well as their industry-specific interests in sensor technology.

(2) The purpose of the association shall in particular be achieved by:

- The exercise of an active cluster management and the networking of the members within the framework of the association activities
- Planning, construction and operation of a sensor technology user centre in Regensburg to strengthen and expand regional research and development competencies
- Exchange of ideas and experiences between suppliers, users and developers of sensors and sensor systems
- Representation of the specific interests of the association and its members in the field of sensor technology vis-à-vis the legislator, authorities, institutions and national interest groups, as well as vis-à-vis the public and the media
- Planning and implementation of measures to profile and promote the sensor technology location
- Participation in trade fairs and exhibitions
- Expansion of the technological and scientific expertise of the region East Bavaria by networking the relevant actors, coordination and initiation of collaborative projects
- further measures which appear useful for the pursuit of the purpose of the association

(3) An economic business operation is not intended. A profit is not intended. Any profits may only be used for statutory purposes. If an economic activity makes sense or is necessary for the fulfilment of partial tasks of the association, a GmbH can be founded for this purpose.

§3 Membership

(1) Natural and legal persons as well as persons with partial legal capacity (especially partnerships) who support the aims of the association can become members. Political parties and subdivisions thereof shall be excluded. Each member must notify at least one authorised representative.

(2) Membership is possible in the following member classes:

- City of Regensburg
- premium partner
- standard partner
- colleges / universities

(3) Private companies can join the association in the member classes "premium partner" and "standard partner". There are different rights and obligations attached to membership in the two classes. The member class "City of Regensburg" is only open to the City of Regensburg or a subsidiary of the City of Regensburg. Universities, research institutes, associations and societies can join the association in the member class "colleges / universities".

(4) The prerequisite for the acquisition of membership is a written application for membership, which must be addressed to the board of directors.

(5) The board decides on the application for admission with a simple majority. With the written confirmation the applicant acquires the membership. In the event of a negative decision by the board of directors, the next general meeting shall decide on the application for membership at the applicant's request.

§ 4 Contributions and levies

(1) Annual dues for membership vary according to membership class and company status. Further details are regulated in the contribution regulations, which are determined by the general meeting.

(2) The due date of membership fees shall be determined by the general meeting in a membership fee schedule. In the event of extraordinary financial requirements, levies may also be raised in accordance with § 4 No. 4.

(3) The contribution of the City of Regensburg is excluded from the contribution regulations with regard to amount and due date. Here the decision of the city council or the like is decisive, which contains statements about the amount and due date of the contribution. The minimum contribution is 1,000 Euro.

(4) Levies in the sense of § 4 No. 2 of the statutes require a resolution of the general meeting. The assessment amounts for levies require a separate resolution by the general meeting. Levies are voluntary benefits paid by the members.

(5) Premium partners can make use of the consulting services of the association once a year to prepare a project application.

§5 Termination of membership

(1) Membership ends through exclusion, deletion from the membership list, dissolution of the society or withdrawal from the society.

(2) With the termination of the membership all claims against the association expire.

(3) The resignation takes place by a written explanation to the board of directors. Withdrawal can only be declared at the end of a fiscal year, subject to a notice period of 3 months. In the first year of membership, a notice period of 2 year applies.

(4) If a member culpably and grossly violates the interests of the association, it can be excluded from the association by decision of the board of directors. Before a resolution is passed, the board of directors must give the member the opportunity to state his opinion orally or in writing. The decision of the board of directors needs to be justified in written form and sent to the member. The member may appeal the decision to the general meeting. The appeal must be lodged with the board of directors within one month of receipt of the resolution. Within two months after the appeal has been lodged in due time, the executive committee shall convene a general meeting which shall finally decide on the exclusion.

§6 Organs of the association

The organs of the association are

1. board of directors
2. general meeting

In addition, an advisory board and working groups can be set up.

§7 Board of directors

(1) The board of directors of the association in terms of § 26 BGB consists of 7 persons. Member of the board may also be a non-member of the association or a legal entity. In this case, the legal person shall appoint an authorised representative to carry out the duties of the board on behalf of the legal person. One member of the board of directors assumes the position of chairman, one member the position of deputy chairman, one member the position of treasurer, one member the position of secretary.

(2) The association is represented by the chairman or by his deputy, in each case together with another member of the board of directors.

(3) The members of the board of directors are elected by the general meeting for a period of 2 years. Re-election is permitted. The members of the board of directors shall continue to conduct business after the end of the election period if a new election has not yet taken place by the end of the election period. The board of directors elects the chairman, the deputy chairman, the secretary and the treasurer by simple majority.

The member classes each have the right to propose the following number of board members:

member class	number of board proposals
premium partner	3
standard partner	2
college /university	1
City of Regensburg	1

If the member classes do not exercise this right, proposals for election may be made by any member.

(4) The board of directors shall be responsible for the overall management of the business. Unless otherwise prescribed by law or the articles of association, the latter shall decide by simple majority. In the event of a tie, the chairman shall have the casting vote.

(5) Board meetings shall be convened by the chairman alone or by at least 2 members of the board. The board of directors has a quorum if all members are invited and at least a simple majority of the members of the board of directors is present.

Resolutions of the board of directors may also be passed by telephone or in written circulation. Simple majority is sufficient, provided that all members of the board of directors took part in the vote.

(6) The board of directors is responsible for all affairs of the association, as far as they are not transferred by law or these statutes to another organ of the association. In particular, it shall carry out the following tasks:

a) advice and decision on all important and fundamental questions about the work of the association and the management
b) preparation and convening of the general meeting as well as conducting the agenda
c) execution of the resolutions of the general meeting
d) preparation of a budget and of an annual report for submission to the general meeting
e) appointment of a managing director
f) adoption of rules of procedure
g) resolution on the admission of members
h) hiring and dismission of employees

In the event of forming a GmbH, the association's board of directors or its authorized representative shall assume the role of the supervisory board of the GmbH in personal union; the chairman of the supervisory board shall be the chairman of the board of directors.

(7) The activities of the board of directors and all other functionaries are honorary and do not involve any remuneration. Expenses can be reimbursed, which were caused by the activity for the association. Guidelines for the reimbursement of expenses are issued by the board of directors.

§8 General meeting

(1) The general meeting shall be convened by the board of directors at least once a financial year with a notice period of four weeks with the announcement of the agenda items. The notice period starts one day after sending the invitation to the last known address of the association. The invitation must be made in writing by simple letter stating the agenda. Subsequent changes or additions to the agenda items as well as motions by members must be announced in writing to the board of directors at least two weeks before the beginning of the general meeting. The board will then immediately inform the members of these changes, additions and motions.

Further general meetings shall be convened by the board of directors as required or upon written request to the board of directors by at least one third of the members, stating purpose and reasons.

(2) The following tasks are reserved for the general meeting:

a) acceptance and approval of the written annual report of the of the board of directors and the financial statements as well as the auditing of the accounts
b) discharge of the board of directors including the treasurer
c) election of the members of the board of directors
d) decision making on the budget
e) decision on the appeal against the expulsion of a member
f) passing resolutions on amendments to the articles of association, the rules of contributions and other requests
g) resolution on the dissolution of the association
h) appointment of two auditors who may not be members of the board of directors

(3) The general meeting has a quorum regardless of the number of members present.

§9 Resolutions and elections

(1) Resolutions are passed by a majority of the votes cast. Abstentions and invalid votes shall be deemed not to have been cast and shall not be counted. A tie vote means rejection.

(2) Voting shall take place by means of voting cards or hand signals. A secret ballot shall be held if requested by a member entitled to vote.

3) Resolutions on amendments to the articles of association require a majority of three quarters of the votes cast. An intended amendment of the statutes is to be announced in the invitation to a general meeting.

4) Elections are held by voting cards or by show of hands. A secret ballot shall be held if requested by a member entitled to vote. Any natural or legal person of full age may be elected. A person nominated for election must inform the meeting of his willingness to take office in person or in writing before the election. After the declaration of readiness, the proposed candidate is considered to be the candidate.

5) For the election of the Management Board, the majority of the votes cast in accordance with §9 No.1 shall be required. If this majority is not reached in the first and second ballot, the relative majority decides in a further ballot.

6) The election of the auditors takes place in one ballot.

7) Block dialling is generally permitted.

(8) Minutes shall be taken of the resolutions of the general meeting, which shall be signed by the secretary and the chairman of the meeting. The minutes may be inspected by any member.

§10 Advisory board

(1) An advisory board can be set up to support the association. This can be consulted by the board of directors for advice on scientific, technological and strategic issues.

(2) Representatives of the members as well as persons who are not members of the association and do not represent any members of the association can be appointed to the advisory board.

(3) The composition of the advisory Board shall be determined by the board of directors and may be submitted to the general meeting for a vote at the request of at least one third of the members.

§11 Working groups

(1) Working groups may be formed by the board of directors to fulfil special tasks of the association and to support the board of directors.

(2) The tasks, membership and working methods of the working groups shall be governed by the rules of procedure of the board of directors.

§12 Dissolution of the association

(1) The dissolution of the association can only be decided in a general meeting with a majority of at least three quarters of the valid votes cast.

(2) Unless the general meeting decides otherwise, the chairman and his deputy shall be jointly authorized liquidators.

(3) The assets existing after completion of the liquidation shall pass to the members, who shall use them directly and exclusively for charitable purposes.

(4) The above provisions shall also apply if the association is dissolved for any other reason or loses its legality.

Regensburg, June 2017