

# Articles of Association

Effective 5 June 2018

**§ 1****Name, place, legal capacity and non-profit status, business year**

- (1) The association bears the name "Automotive Simulation Center Stuttgart".  
It is to be entered into the register of associations and will then bear the suffix "registered association".
- (2) The association is registered in Stuttgart.
- (3) The association's intended purpose is exclusively and directly non-profitable in the sense of the section on "Tax-privileged Purposes" of the Fiscal Code.
- (4) The association acts in a selfless manner. It does not primarily pursue its own financial interests.
- (5) Funds belonging to the association may only be spent for statutory purposes. No persons may benefit from spending alien to the purposes of the association or disproportionately high allowances. No benefits must be granted from association funds to members in their capacity as members.
- (6) The association's business year is the calendar year.

**§ 2****Purpose and activities of the association**

- (1) The association pursues the aim of promoting application-oriented research in the field of automotive engineering by the use of information and communication technology. It also supports the accelerated transfer of scientific findings from the field of numerical simulation. For this aim the association will implement research and development projects of their own choice as well as contract research.
- (2) The purpose of the association will be released particularly with regard to the following activities:
  1. Conception and implementation of research projects concerning the development of process-oriented models and numerical simulation methods for the solution of interdisciplinary technical problems, in particular if they make high demands on computing power, either in their own facilities or in cooperation with universities and other research facilities.
  2. Consolidation with industry of all forces actively involved in research aiming at the mutual exchange of current problems, the dissemination of scientific findings on modelling and simulation for industrial application including the methodical support of users as well as the advancement of research in the field of supercomputing and its applications.
  3. Dissemination of scientific findings through publications, implementation of scientific events, and other knowledge transfer projects. The results and proceeds of these activities have to be published promptly.
  4. Promotion of scientific further education in the field of supercomputing and its applications in cooperation with universities.
  5. Procurement and support of publicly funded projects. Acquisition, realization and implementation of the above and the dissemination of scientific findings.

**§ 3****Membership**

- (1) Natural and juristic persons (corporate bodies) as well as associations and societies without legal capacity (consortia) willing to support the purposes of the association can become members.
- (2) Applications for membership have to be in writing and addressed to the chairman. In their application juristic persons and consortia have to name their representative in the association. Future changes to the representation have to be announced. The application will be adjudicated by the board.

**§ 4****Termination of membership**

- (1) Membership ends
  1. upon the death of a member
  2. in case of juristic persons and consortia upon their dissolution
  3. by voluntary retirement
  4. by deletion from the register of members
  5. by expulsion from the association
- (2) Voluntary retirement requires written declaration addressed to the chairman of the board. Voluntary retirement is only permitted towards the end of the calendar year subject to a term of three months or without previous notice at the time of an increase of the membership fee of the retiring member, unless the member agreed to the increase.
- (3) The board can decide to delete a member from the register of members if the member is in arrears with due payments of fixed contributions, fees and shares in costs despite two previous reminders on pain of deletion. The member has to be informed in writing of the discontinuation of his membership by deletion from the register of members.
- (4) A member can be expelled from the association by resolution passed at the membership meeting if he has grossly breached the interests of the association. Prior to decision-making the member must be given the opportunity to justify his actions in person. Possible written statements are to be read out in the membership meeting prior to decision-making.

**§ 5****Membership fees, shares in costs**

- (1) Members are obliged to pay membership fees. For juristic persons and consortia fees can amount to 22,000 €, for natural persons up to 220 € per business year. The respective amount and its due date are fixed in the Contribution Rules determined by the membership meeting.

**§ 6****Bodies of the association**

Bodies of the association are the executive board and the membership meeting.

**§ 7****The executive board**

- (1) The executive board consists of the chairman of the board, the deputy chairman and three additional members. Two board members must be representatives of juristic persons or consortia commercially active in the field of automotive engineering (original equipment manufacturer, suppliers). One member must be the head of a research institution or another scientific institute of the University of Stuttgart. One board member must be representative of a technology provider (Independent Software Vendor, Independent Hardware Vendor) in the field of automotive engineering. One person cannot hold more than one board position in the ASCS.
- (2)
  - a) The members of the Board of Directors are appointed for 2 years; renewals of appointments are admitted. A member of a Board of Directors remains in office until a new member of the Board of Directors has been appointed.
  - b) If a member of the Board of Directors resigns before the end of its term, the Board of Directors can elect and appoint a successor for the resigning member for its remaining term. The Board of Directors can hereby decide that the former position of the resigning member (chairman or vice chairman) will be taken over by another member of the Board of Directors and that for his position a successor will be elected and appointed by the Board of Directors.
- (3) The executive board shall be responsible for the management of the association. It is entitled to authorize individual board members to perform certain types of business dealings.
- (4) The association is represented in and out of court jointly by its chairman and another member of the board.

**§ 8****Decision-making in the executive board**

- (1) The executive board adopts resolutions in meetings called by the chairman. Meetings are called with one week's notice. The calling must include the matters intended for resolution.
- (2) The executive board has a quorum if at least two board members including the chairman or his deputy are present.
- (3) The executive board adopts resolutions by the majority. Abstentions are to be treated as if the member failed to appear at the board meeting, i.e. they are discounted. Resolutions are not adopted in the event of a tie.
- (4) Board resolutions have to be recorded in writing and signed by the person presiding over the meeting.
- (5) Board resolutions can be adopted by circular resolution either in writing or digitally or by telephone if all members of the board give their consent to this method and the matter to be resolved. The decision-making process has to be suitably documented.

## **§ 9**

### **Special representative according to § 30 BGB**

The executive board is entitled to appoint a managing director as special representative in charge of current operations in accordance with § 30 of the German Civil Code (BGB).

The duties and responsibilities of the special representative include above all the recruitment of new members, the acquisition and implementation of research projects in the private and public sector, the management of the head office as well as the preparation of and abidance to the business plan.

## **§10**

### **Head office**

- (1) The association shall establish a head office at its official seat to perform its duties and responsibilities. The head office is financed by association funds.
- (2) Head office management is appointed by the executive board. Management shall report to the executive board at regular intervals and transact business in conformity with board instructions.
- (3) Head office shall prepare the board meetings and the membership meetings and be in charge of the keeping of the minutes.

## **§ 11**

### **Membership meeting, meeting management**

- (1) The membership meeting is composed of the association members. Every member has one vote. Juristic persons and consortia exert their membership rights through their representatives nominated to the chairman of the board (§ 3, Para. 2).
- (2) In particular, the duties and responsibilities of the membership meeting are:
  1. Acceptance of the annual report of the executive board
  2. Election of the financial auditor and deputy
  3. Acceptance of the annual financial statement and formal approval of the board's actions
  4. Determination of contribution rules
  5. Appointment and dismissal of the members of the board
  6. Adoption of resolutions concerning amendments to the articles and the dissolution of the association
- (3) The regular membership meeting shall be held once a year. Upon application of two members of the board or if requested by written application to the board under specification of the purpose and reasons by one quarter of the members, or if required in the interests of the association, an extraordinary membership meeting has to be called.
- (4) Membership meetings are closed meetings. Individual guests or the general public can be admitted with the consent of attending members
- (5) The chairman of the executive board or his representative according to the rules governing representation within the board presides over the membership meeting. If no board member is present, the membership meeting will determine a chairman.

**§ 12**  
**Invitation, applications**

- (1) The (chairman of the) board sends out invitations to membership meetings. Invitations to ordinary membership meetings have to be sent to members in writing under specification of the place, time and agenda, including any documentation relevant for decision-making at least four weeks prior, in case of extraordinary membership meetings at least two weeks prior to the meeting, to the address of which the association was informed in writing.
- (2) Every member can make written application to the chairman of the board to add further items to the agenda until one week prior to the day of the meeting at the latest. Members have to be informed of the application without delay.

**§ 13**  
**Decision-making**

- (1) The membership meeting has a quorum irrespective of the number of attending members.
- (2) Resolutions are generally passed with simple majority of attending members. Abstentions are to be treated as if the member failed to appear at the meeting, i.e. they are discounted. If votes are cast in writing, invalid votes will also remain unaccounted for.
- (3) A two-thirds majority is required to dismiss a member of the board, which can occur only for cause and after prior hearing of the board member, and to expel members. Two-thirds majorities are also required to amend the Articles of Association, to change the purpose of the association and to dissolve the association. § 2, Para. 2 and 3 apply here.
- (4) The chairman of the membership meeting determines the voting method. The vote must be in writing if requested by one quarter of attending members entitled to vote. This also applies if a ballot vote is being requested.
- (5) If the appointment of members of the board is preceded by a vote between several applicants, a ballot vote has to be cast if requested by one fifth of attending members. If none of the candidates reach the majority of valid votes, a run-off ballot is required. Elected and to be appointed is the candidate who drew in the majority of the vote. In the event of a tie, voting matters shall be decided by a draw.
- (6) Minutes shall be recorded about decisions made during the membership meeting to be signed by the chairman and the keeper of the minutes. The minutes have to include: Location and time of the meeting, names of the chairman and the keeper of the minutes, number of attending members, the agenda, individual voting records and the voting method. In case of amendments to the articles of association the amended clause has to be stated.

**§ 14**  
**Financial Auditors**

The membership meeting elects a financial auditor and a deputy financial auditor for a period of two years. She / he may not be member of the board. Re-election is permitted.

**§ 15**  
**Dissolution of the association**

The dissolution of the association can only be decided by a membership meeting with the majority of votes determined in § 12 Para. 3. Unless determined otherwise by the membership meeting, the chairman of the board and the member of the board representing him in accordance with the rules of representation in the executive board are appointed liquidators jointly authorized to represent one another. Paragraph 2 applies accordingly in case the association is dissolved for other reasons or has lost its legal capacity.

**§ 16**  
**Entitlement to proceeds/assets**

- (1) Upon the event of the dissolution of the association or loss of tax-privilege the assets of the association will pass to a juristic person organized under public law or another tax-privileged corporate body for the purpose of their use for the advancement of science and research.
- (2) Any resolution to this effect must contain a clause about who should be the beneficiary of the association's assets.

**Final endorsement**

The aforementioned Statutes of Associations have been adopted on the occasion of the founding general meeting dated 07 March 2008 and the amendments on the occasions of the extraordinary general meeting dated 29 October 2009 and the ordinary general meetings dated 03 May 2012, 06 May 2014 and 06 July 2017.

**The German version is the binding version.**