

# **Statutes of the „ECPE EUROPEAN CENTER FOR POWER ELECTRONICS e.V.“**

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## **§ 1**

### **Name and Headquarters of the Association**

- (1) The Association is called „ECPE European Center for Power Electronics“ and shall be registered with the Associations‘ Register. After its registration it shall bear the appendix „e.V.“(i. e. „registered Association“).
- (2) The seat of the Association shall be Nuremberg, Germany.
- (3) The business year of the Association shall be the calendar year.

## **§ 2**

### **Object of the Association**

- (1) The object of the Association is the promotion of education, innovation, science, research and technology transfer in the area of Power Electronics in Europe.
- (2) The object of the Association shall be realized through the following measures:
  - a) Representation of the importance of Power Electronics to the public and continuing representation of the interests of Power Electronics,
  - b) Organization of conferences and training,
  - c) Promotion of publications in the area of Power Electronics,
  - d) Promotion of R & D projects in the area of Power Electronics,
  - e) Motivating undergraduates to study university courses relating to Power Electronics by creating a positive impression to the public,
  - f) Granting of scholarships.

### **§ 3**

#### **Acquisition of Membership**

- (1) Every individual, Association and legal person supporting the objects of the Association may become a member.
- (2) The application for admission to the Association shall be made in writing. Decisions concerning admission shall be made by the Board. Upon admission, the member shall comply with these statutes. Appeals against rejection may be filed one month before the next General Meeting. The decision of the General Meeting shall be final.
- (3) An honorary membership is conferred by the General Meeting upon proposal of the Board. Honorary Members of the Association have no voting rights, and are not required to pay the membership fees. Honorary Members are not entitled to assume a function representing the association.

### **§ 4**

#### **Termination of Membership**

- (1) Membership expires for individuals upon death, for legal persons upon the loss of legal capacity, for Associations upon their termination. It expires furthermore upon declaration of withdrawal, exclusion or deletion of membership. No claims against the Association arise upon termination of membership.
- (2) Members are entitled to withdraw from the Association. Written notice of withdrawal shall be issued vis-à-vis the Board upon six months' notice before the end of any business year. To comply with the notice period, the notice of withdrawal shall reach a member of the Board within the appropriate time. Withdrawal is not possible until the end of the business year which ends one year after the admission of the member.
- (3) Exclusion is only possible on a showing of good cause. Good cause exists where the member grossly violates the interests of the Association. The Board shall determine the exclusion with a  $\frac{3}{4}$  majority of all members present. The Board shall inform the member in writing at least 2 weeks in advance. A written comment of the member shall be read out at the meeting deciding on the exclusion. The exclusion of the member takes effect immediately upon the decision. The exclusion shall be announced to the member in writing without delay.
- (4) Membership may be deleted if the member fails to pay the membership fee and if he does not fully pay the fee after a written reminder within 2 months after dispatch of the reminder. The reminder shall be sent per registered mail to the last known address of the member. The reminder shall contain a reference to the forthcoming deletion of membership. The reminder shall take effect

notwithstanding that it cannot be delivered. The deletion shall be issued by decision of the Board.

## **§ 5 Members' Rights and Duties**

- (1) Members are obliged to support the objects and interests of the Association and to comply with these statutes.
- (2) Members have the right to participate in, and to file motions at the General Meeting.
- (3) Members, except for Honorary Members, pay an annual membership fee, whereas small and medium sized enterprises (SMEs) and associations may pay reduced membership fees. The amount of the fees and its amendment is determined by the General Meeting upon proposal of the Board. The membership fee shall be paid per annum in advance. Specific details to the rights and duties of the members shall be determined by the Board.

The criteria for a small and medium sized enterprise (SME) are defined according to the valid definition from the European Commission. The General Meeting decides on details of the SME definition. The SME status is verified annually.

- (4) The voting rights in the General Meeting are determined as follows:

Member with full membership fee:	3 votes
Member with reduced membership fee for SMEs:	1 vote
Member with reduced membership fee for associations:	no vote
Honorary Member without membership fee:	no vote

## **§ 6 Organs of the Association**

The Association shall have the following organs:

- (1) Board according to § 26 German Civil Code (BGB);
- (2) Steering Committee;
- (3) General Meeting.

**§ 7**  
**Board**

- (1) The Board which is constituted according to § 26 BGB and elected by the General Meeting, shall consist of the President, two Vice Presidents, the Treasurer, the Secretary and up to seven additional members.
- (2) Each member of the Board may represent the Association together with another member of the Board.
- (3) The Board is responsible for all matters of the Association to the extent they are not assigned to another body in these statutes. In particular, it is responsible for:
  - a) Admission of new members
  - b) Exclusion of members on a showing of good cause
  - c) Preparation and convening of General Meetings
  - d) Execution of decisions of the General Meeting
  - e) Preparation of the budget, cash management and book-keeping, preparation of the annual report and of the budget estimate
  - f) Securing of allocation of funds within the scope of the existing assets of the Association and according to the purpose of the Association
  - g) Proposal with regard to the amount of the membership fee
  - h) Establishment of working and project groups
  - i) The Board may delegate the management to one or several people and to establish a principal office

**§ 8**  
**Election and Term of the Board**

- (1) The members of the Board shall be elected by the General Meeting for a term of 2 (two) years. Reelection is possible. The members of the Board shall remain in office until the election of the new Board.
- (2) Each member of the Board shall be elected separately. Even people, who are not a members of the Association may be elected.

- (3) In the event a member of the Board resigns before the end of his term, the General Meeting shall elect a substitute member for the rest of the term of the resigned member.
- (4) Before the end of the 2 years term, a member of the Board may be voted out (withdrawal of the election). The voting out shall be provided by the General Meeting's decision. The voting out does not require any special justification.

## **§ 9**

### **Meetings and decisions of the Board**

- (1) Decisions of the Board shall be taken in meetings, which are called by the President. For regular Meetings of the Board – at least once every quarter – the members shall be invited by the President at least one week in advance. If the President is indisposed, a Vice-President shall invite the members. An agenda shall be circulated to members with the invitation.
- (2) The Board is a quorum if at least half of its members are present. Odd results of the quorum shall be rounded up. At the decision of the Board the majority of the valid votes cast decides; in the event of a tied vote, the vote of the President shall decide. Voting shall be made by a count of hands.
- (3) The Board may take decisions on the basis of written circulars, if all members of the Board accept the subject matter of the decision.

## **§ 10**

### **Steering Committee**

- (1) The Steering Committee shall consist of members elected by the Board. The members shall be elected for two years. They do not have to be members of the Association.
- (2) The Steering Committee shall advise the Board on essential matters of the Association, especially the strategic and operational goals of the project and budget planning for current and new projects. The Steering Committee shall propose subjects and members for the working groups, to be acknowledged by the Board.
- (3) The Steering Committee is a quorum if at least 2/3 of members present. Decisions are taken by a simple majority of members present. For the decisions of the Steering Committee, § 9 is applicable.

**§ 11**  
**General Meeting**

- (1) The General Meeting shall be called by the President at least once a year or if necessary, further upon request of 2 (two) Board Members or upon request of at least a quarter of the members. The convening shall be done in writing with an invitation deadline of 2 (two) weeks and shall include an agenda. The convening is deemed to have been received if sent to the last published address of the member. The agenda shall be set up by the board.
- (2) Each member may ask the President of the Board in writing to add further items to the agenda up to at least 1 (one) week before the day the General Meeting is held. The General Meeting shall decide the outcome of requests for addendums to the agenda, that were filed during the meeting.
- (3) Any member may act for another member in the General Meeting on the basis of a written power of attorney. Each member may only represent one other member.
- (4) The General Meeting constitutes a quorum if at least a third of the total number of the members is present. The quorum is assessed. In the event there is no quorum, the Board shall call a second General Meeting with the same agenda on the same day; this General Meeting need not have a quorum. The Board shall indicate this fact in the convening letter.
- (5) The General Meeting shall be presided over by the President; in the event he is indisposed, the General Meeting shall elect another member of the Board to be president of the meeting. The minute-writer shall be selected by the president of the meeting.
- (6) The minute-writer shall keep the minutes with respect to decisions taken by the General Meeting. The minutes shall be signed by the president of the meeting and the minute-writer. Every member has the right to read the minutes.

**§ 12**  
**Responsibility of the General Meeting**

The General Meeting is exclusively competent for the following matters:

- (1) Acceptance of the Annual Report of the Board, grant or refusal of formal approval of the Board;
- (2) Acceptance of the budget proposal for the following business year;
- (3) Election and voting out of the members of the Board;
- (4) Resolutions on the change of the statutes and on the liquidation of the Association;
- (5) Resolutions upon the objection against the decision to exclude or non-admission of a member;
- (6) Resolutions on the conferment of an Honorary Membership of the Association;
- (7) Election of 2 (two) auditors;
- (8) Decisions concerning the amount of the membership fee.

**§ 13**  
**Elections and Votes**

- (1) The Board shall be elected by the General Meeting. The person who receives the majority of the valid votes cast shall be elected. If no majority is achieved in the first ballot, an immediate second ballot shall be held between the 2 (two) people having the highest number of votes in the first ballot. Should the second ballot lead to a tied vote, lots shall be drawn.
- (2) The mode of voting shall be fixed by the president of the meeting. The voting shall be done in writing if requested by a third of the members present.
- (3) A simple majority of the valid votes cast is needed for decisions of the General Meeting, with the following exceptions:
  - a) Amendments of the statutes require a majority of two thirds of valid votes cast.
  - b) Decisions concerning the Association's liquidation require a majority of three quarters of valid votes cast.
  - c) Voting out of office of a Board Member requires a majority of two thirds of valid votes cast.

**§ 14**  
**Liquidation**

- (1) The Association shall be liquidated by a decision of the General Meeting.
- (2) The liquidation process shall be carried out by the Board.
- (3) The assets of the Association shall belong to the members in equal shares.

**§ 15**  
**Place of Jurisdiction**

The place of jurisdiction of the Association shall be Nuremberg.

**§ 16**  
**Final Statement**

The General Meeting empowers the Board to make amendments of the statutes as far as these amendments are necessary in order to be able to be registered in the Associations' Register.

The statutes were established in the General Meeting dated April 17<sup>th</sup>, 2003.

The amendments of the statutes were decided in the General Meeting dated October 21<sup>st</sup>, 2004 and officially registered on February 2<sup>nd</sup>, 2005 with the number “VR 3679, Fall Nr. 2”.