AMA
Verband für Sensorik + Messtechnik
Linking Innovators

Bylaws

Adopted by Resolution
at the Annual General Meeting
on 20 May 2015

AMA Association for Sensors and Measurement
(AMA Verband für Sensorik und Messtechnik e.V.)

Association registered at the Local Court of Berlin Charlottenburg under VR 29996 B

Headquarter
Sophie-Charlotten-Str. 15 / D-14059 Berlin / Germany

BYLAWS

Version of 20 May 2015

Article 1 Name and Location

The Association's name is „AMA Verband für Sensorik und Messtechnik e.V.“, rendered into English as the “AMA Association for Sensors and Measurement.” Its main office is located in Berlin, Germany, where it is legally registered.

Article 2 Purpose of the Association

(1) The Association is a technically oriented trade association according to Article 5, Paragraph 1, No. 5, KStG (the German Federal Corporate Tax Act). The purpose of the Association is to support the ideal, technical, and economic interests of its members.

(2) The general objectives of the Association are as follows:

a) To advance sensor and measuring technology as a branch of industry as well as its representatives in research, industry, and services in the common interest of all members – sensor and measuring technology in general and sensor-related measuring, control, and testing technology, including all specific components, systems, software, and techniques, in particular;

b) To represent the common interest of suppliers of products and services vis-à-vis national legislative bodies, national governmental authorities, international institutions, and national and international interest associations as well as the media and the public;

c) To establish and maintain relevant statistics;

d) To uphold and advance the exchange of ideas between users, suppliers, and researchers;

e) To collect and to publish information;

f) To take all suitable measures in pursuing the Association's objectives.

(3) The Association will issue an annual statement of accounts at the end of each calendar year.

(4) The Association is a non-profit organization.

Article 3 Membership

(1) Any legal or natural person involved in sensor and measuring technology can become a member.

Natural persons, however, can only become members if they do not to link economic interests with their membership and if they do not belong to actual or potential member institutions.

(2) Applications for membership must be submitted in writing to the Executive Board.

(3) Membership is decided by a majority vote of the Executive Board. The applicant will be informed of the result of the membership decision in writing. The applicant acquires membership with the receipt of the written confirmation.

In case of disapproval by the Executive Board, the next Annual General Meeting decides on the membership of the applicant upon request.

Article 4 Fees and Dues

(1) The members are required to pay the following fees and dues:

a) An admission fee

b) Annual dues to be paid in advance.

(2) Institutes of universities, technical universities and colleges, other comparable scientific organizations, start-up enterprise and personal members are exempt from the admission fee.

Article 5 Termination of Membership

(1) Membership can be terminated to the end of the year by a letter to the Executive Board at least three months before the end of the calendar year.

The termination of membership will be confirmed in writing by the Association.

All claims on the Association expire upon termination of membership.

(2) Violations of the bylaws or the resolutions of the Association can be admonished orally or reprimanded in writing by the Executive Board upon a two-thirds vote.

(3) In case of serious violations, especially those that damage the Association, the Executive Board can exclude the offending member from the Association. However, the member has the right to a hearing.

If a member does not meet the payment obligations despite at least two written monitions, the member can be excluded by the Executive Board without a hearing.

Resolutions to exclude a member require a two-thirds vote of the Executive Board. The member is informed in writing. The member has the right to appeal to the Council of Elders for mediation or to appeal the decision at the next Annual General Meeting, at which a simple majority decides the issue.

(4) The membership is considered as terminated upon exclusion of a member from the Association. Until this time, the member must fully meet all duties and obligations due to the Association.

(5) In special cases, an immediate exclusion of a member by the resolution of the Executive Board with a two-thirds vote, can be obviated, if due to the situation it can be expected that the member will meet his or her obligations to the Association in the future.

In such a case, the membership can be suspended up to a period of one year. The suspended member must continue to pay his or her fees and dues during the time of the suspension.

Article 6 Organs of the Association

Organs of the Association are the Annual General Meeting, the Executive Board, and the Council of Elders.

Article 7 Annual General Meeting

(1) At least one General Meeting must be held every calendar year. The Executive Board calls the meeting and states the agenda by informing the members by written letter sent out at least three weeks before the meeting is to take place.

(2) The Annual General Meeting has the following tasks:

a) Election of the Executive Board (every two years);

b) Confirmation of the election of the Chairperson of the Science Board (every two years);

c) Election of the new members of the Council of Elders (whenever required);

d) If the Association employs a General Manager according to Article 8.8 of these bylaws, the Executive Board can suggest to the Annual General Meeting to elect this person for the period of her or his employment to Executive Board as an Assessor;

e) Confirmation of the election of the Chairperson of the Council of Elders (every four years);

f) Acceptance and approval of the annual report of the Executive Board and the Treasurer's report. The Treasurer's report and confirmation of a certified public accountant must be made available to the Annual General Meeting;

g) To formally release the Executive Board for the previous calendar year;

h) To amend the bylaws;

i) To determine the annual dues and the initiation fee in conjunction with the written budget of the treasurer;

j) To found or liquidate companies held or shared by the Association or to resolve to change the shares in such companies.

(3) The resolutions passed by the Annual General Meeting must be put in writing and be signed by the Chairperson of the Executive Board and the Secretary.

(4) The Executive Board or the Council of Elders can call an extraordinary general meeting. Such a meeting must be called if a two-thirds vote of all members demands its convention in a written application.

Article 8 Executive Board

(1) The Executive Board is comprised of the Chairperson, the Vice-Chairperson, the Secretary, the Treasurer, the Chairperson of the Science Board as Assessor, the Chairperson of the AMA Conferences as Assessor and possibly the General Manager of the Association as Assessor.

(2) The members of the Executive Board – with the exception of the General Manager as Assessor according to Article 7.2 – are elected for a period of two years. Re-election is allowed. The Chairperson of the Science Board is elected by the Science Board and confirmed by the Annual General Meeting.

Employees or partners of held or shared companies cannot be elected or delegated to the Executive Board or to other Association functions or as General Manager.

The members of the Executive Board continue with the performance of their duties after the period of their election if a new election has not taken place during this period.

(3) The overall management of the Association rests with the Executive Board. A majority vote is sufficient for its resolutions, unless otherwise stipulated by statutes or these bylaws. In the event of a tie of votes, voting must be repeated. If the new vote again results in a tie, the Chairperson of the Executive Board decides.

(4) The Executive Board represents the Association in and out of court. Two members of the Executive Board are required to jointly represent the Association.

(5) Board meetings are called by the chairperson by at least two members of the Executive Board, or in exceptional cases by the Council of Elders (see Article 9.2b).

(6) The Executive Board is quorate, when all members have been invited and a simple majority is present. The invitation can be in writing, by telephone, or fax. The agenda must be stated.

The resolutions of the Executive Board can also be taken by telephone or in writing by a circulation procedure. In such cases as well, a simple majority of votes is sufficient for a resolution if all members of the Executive Board have participated in the vote.

(7) The Executive Board determines its own rules of procedure. The rules of procedure must be approved by the next Annual General Meeting.

(8) The Executive Board is permitted to employ a General Manager and to establish an administrative office. The employment of a General Manager is decided by a three-fourths vote of the Executive Board.

(9) The Executive Board is also permitted to call upon the services of an Advisory Board. The Advisory Board has a consulting function, but no voting rights.

The Advisory Board is composed of one executive manager from each of the AMA held or shared companies, and the chairs of the Association committees.

In addition, chief executive members of events organized by AMA held or shared companies may also be appointed (in particular of the SENSOR+TEST trade fair).

(10) The work of the Executive Board and all other functions is honorary and unsalaried.

Only expenses can be reimbursed that have verifiably resulted from activities performed for the Association. The details are regulated by resolution of the Executive Board.

Article 9 Council of Elders

(1) The Council of Elders has the following tasks:

a) To support and supervise the activities of all organs and committees of the Association;

b) To carry out the election of the Executive Board and the Science Board;

c) To perform representative tasks on behalf of the Executive Board;

d) To comment on drafts of the bylaws;

e) To mediate in case of differences of opinion.

(2) The Council of Elders has the following rights:

a) To participate without voting rights in all meetings (the voting rights are limited to the ballot as regular members of the Association, e.g. at Annual General Meetings or at meetings in committees);

b) To call meetings of the Executive Board or extraordinary Annual General Meetings to comply with tasks required by the bylaws;

c) To represent the Executive Board in case of incapacity, with the stipulation that the capacity be restored as soon as possible.

(3) The Council of Elders comprises the following members:

a) Upon nomination by the Council of Elders, candidates, who have rendered outstanding service to the Association, can be voted into the Council of Elders by the Annual General Meeting. The election is for life.

b) The members of the Council of Elders elect their chairperson for a period of four years. They may also elect a vice-chairperson. Re-election is permitted.

The Annual General Meeting confirms the election of the chairperson.

c) The Council of Elders determines its own agenda.

d) The Council of Elders passes resolutions with a simple majority. In the event of a tie of votes, voting must be repeated. If the new vote again results in a tie, the Chairperson of the Council of Elders decides.

Article 10 Science Board

(1) A Science Board can be established out of the circle of academic members. This committee can be consulted by the Executive Board on scientific or technological matters.

(2) The members of the Science Board elect a chairperson for a period of two years. They may also elect one or more vice-chairperson. Re-election is permitted.

The election of the chairperson must be confirmed by the Annual General Meeting. The Chairperson of the Science Board is a member of the Executive Board as Assessor according to Article 8.1 of these bylaws.

(3) The members of the Science Board determine their own agenda and working topics according to these bylaws.

(4) If the members of the Science Board cannot arrive at a resolution by majority vote, this must be reported to the Executive Board, which can then decide the issue or call a General Meeting for this purpose.

Article 11 Other Technical Committees

(1) Technical committees can be established out of the circle of Association members. These are to be confirmed by the Annual General Meeting.

(2) The members of a technical committee elect its chairperson for a period of two years. They may also elect one or more vice-chairperson. Re-election is permitted. The chairpersons are members of the Advisory Board according Article 8.9 of these bylaws.

(3) The members of the technical committees determine their own agenda and working topics according to these bylaws.

(4) If the members of a technical committee cannot arrive at a resolution by majority vote, this must be reported to the Executive Board, which can then decide the issue or call a General Meeting for this purpose.

Article 12 Voting

(1) All resolutions are passed by a simple majority vote of the present members, unless stipulated otherwise by statutes or these bylaws.

(2) Legal persons can only be represented by a single natural person with voting rights. It is not permissible to transfer voting rights from one member to another.

(3) Voting takes place by secret ballot whenever persons or member entities are involved.

If the issue to be voted on does not affect persons or member entities, voting takes place by open ballot.

Article 13 Amendments to these Bylaws

Motions to amend these bylaws can be made by the Executive Board, the Council of Elders or by at least one-third of the members. The motion carries if at least two-thirds of the members present agree.

Article 14 Dissolution of the Association

(1) The Association may only be dissolved by a resolution passed by three-fourth of the present members of an Annual General Meeting. Such a resolution is only possible if the following conditions apply:

a) At least one-half of the members have requested the dissolution in writing, the members of the Association have been duly invited in writing to an extraordinary General Meeting to be held within six weeks in advance; and

b) At least two-thirds of all members of the Association are present at this General Meeting.

(2) If less than two-thirds of all members are present, a further extraordinary General Meeting is to be held with the same agenda within four weeks in advance in writing. This meeting can then pass a resolution with a simple majority.

(3) If this General Meeting does not decide otherwise, the Chairperson of the Executive Board and the Chairperson of the Council of Elders jointly become the liquidators.

(4) Remaining assets are to be donated to a charity as the liquidators suggest.

Article 15 Jurisdiction

Courts of law at the office location of the Association have jurisdiction to resolve disputes between the Association and its members.

Article 16 Date of Foundation

The founding date of the Association has been determined to be the 1st of January, 1981.

We, the undersigned, confirm that these bylaws are complete and correct as per Article 71, Paragraph 1, Clause 4, of the BGB (the German Civil Code).

Berlin, the 20st of August, 2015

Peter Krause
Vice-Chairman of the Executive Board

Dr. Thomas Simmons
General Manager