

**ARTICLES OF ASSOCIATION**

For the association

**INTO-CPS Association**

CVR no: 38914529

## **1. Name**

1.1. The name of the association shall be INTO-CPS Association

## **2. Registered address**

2.1. The registered address of the association shall be the municipality of Aarhus. The postal address of the association shall be c/o Aarhus Universitet, Institut for Ingeniørvidenskab, Finlandsgade 22, DK-8200 Aarhus N, attn: Peter Gorm Larsen.

## **3. Objective**

3.1. The association shall be a non-profit organisation with the overall objective of developing and furthering the development and use of an open collection of computer-based software tools for the development of CPS ("Cyber-Physical Systems"), primarily in an open source software context.

3.2. The objective of the association shall be to grant support and maintenance within the framework of its available resources to an open collection of computer-based software tools for the development of CPS to make them available to the public on the Internet and to coordinate contributions to the software tools for the development of CPS. Furthermore the association is to strengthen the development of activities to the mutual benefit of the members of the association, including to the widest possible extent to arrange for the open collection of software tools to be made available to the members of the association.

3.3. Furthermore it is the objective of the association to support further development, maintenance, ideas and projects which are developed by the members of the association within software for the CPS area. Support can be granted in various ways, including by providing services and allocating funds.

3.4. Furthermore it is the objective of the association to further research and communication of knowledge within the development of CPS software, for example by granting support to and further developing research projects with a potential to develop the open collection of software tools for the development of CPS, including through providing services and allocating funds.

- 3.5. The association shall be financed through membership fees from its members and support/donations from its members and others. The association may enter into and/or accept other terms regarding support/donations to the association. The association will in addition be financed through user and license payments from non-members of the association for their use of the computer-based software belonging to the association.
- 3.6. The association is not to accumulate capital apart from what is necessary for the day-to-day operation of the association. The association must every year spend surplus capital according to the objectives of the association.

#### **4. Members**

- 4.1. Businesses, companies, non-profit organisations, educational institutions, and private individuals who are interested in the use and development of INTO-CPS software can become members.
- 4.2. Members – apart from private individuals – shall be represented in the association through the chairman, director of the member or a representative appointed by the chairman/director.
- 4.3. Businesses, companies, non-profit organisations, institutions of education, and private individuals who have an interest in the use and development of INTO-CPS software can become associated members. Associated members pay a reduced membership fee and have no voting right, just as they cannot be elected members of the governing body of the association.
- 4.4. Associated members may participate in the events of the association unless such events are of a specifically internal nature. Associated members may be part of work groups established by the association if they have special competence or interest in the area of such work group.
- 4.5. The members shall be obliged to observe the articles of association of the association and observe the objects clause of the association. There are two levels of membership: silver (which gives the member access to the collection of software tools) and gold (which will also enable the member to use the source text from the open parts of the collection of software tools in their own closed software products).

## 5. Membership fee

5.1. The general assembly shall establish principles for the fixing of membership fees. On the basis of such principles the membership fee for each calendar year and the due date for payment of the membership fee shall be fixed.

5.2. The following membership fees have been fixed at the establishment of the association:

Type of member	Number of full-time employees/number of members	Membership fee (€) for associated members	Membership fee (€) for members	
			Silver	Gold
Large businesses and companies	>250	6600	7700	22000
Medium-sized businesses and companies	>50, ≤250	3300	5500	11000
Small businesses and companies	>5, ≤50	2200	3300	5500
Very small businesses and companies	≤5	1100	2200	3300
Large non-profit organisations and institutes of education	Research group size >10	1100	3300	5500
Small non-profit organisations and institutes of education	Research group size ≤10	550	2200	3300
Private individuals	1	0	0	0

5.3. Members may at any time cancel their membership of the association with immediate effect. Membership fee shall be paid for the entire calendar year in which the membership is cancelled.

5.4. Members may pay their membership fee alternatively by providing a contribution "in kind" which is approved at the general assembly before the calendar year in question.

## 6. General assembly

6.1. The general assembly shall have the ultimate authority. Ordinary general assembly shall be held each year before the end of November at the registered address of the association or at another venue in the municipality of Aarhus.

- 6.2. Notice of general assemblies shall be forwarded in writing or by e-mail to all members with a notice of at least 14 and no more than 30 days, stating the agenda for the meeting.
- 6.3. The general assembly shall only be entitled to decide on items on the agenda.
- 6.4. Proposals for discussion at the ordinary general assembly must have been received by the chairman before the end of September.
- 6.5. The agenda for the general assembly shall at least include the following items:
- 6.5.1. Election of chairman
  - 6.5.2. Presentation of the annual report of the governing body, including status for the strategy adopted and information about current activities
  - 6.5.3. Presentation of audited financial statements for approval
  - 6.5.4. Presentation of budget for the coming financial year, including fixing of membership fees
  - 6.5.5. Proposals received (including proposals regarding contributions "in kind" from members)
  - 6.5.6. Election of members of the governing body
  - 6.5.7. Election of auditors
  - 6.5.8. Other business
- 6.6. Anybody who is a member at the time of the general assembly shall have access to and voting right at the general assembly.
- 6.7. All members shall have one vote. Associated members and private individuals shall have no voting right and cannot be elected to the governing body of the association.
- 6.8. Members whose membership fees are due but have not been paid at the time of the general assembly shall not be entitled to exercise their voting right.
- 6.9. Unless otherwise stipulated in the present articles of association, the general assembly shall make decisions by simple majority. In case of a tie in votes about individuals, the election shall be decided by lot.

- 6.10. A member may be represented by power of attorney which shall be granted in writing and for a period of a maximum of one year from the date of issue. Power of attorney can be granted to other members of the governing body.
- 6.11. The following possibilities of electronic attendance at the general assembly (e-attendance) and of electronic communication with the association (e-communication) can be effected by the governing body when technically reasonable.
- 6.12. Notices of meetings and other types of information to the members shall be published on the website of the association. The general assembly shall be broadcast live on the website.
- 6.13. Members signing up for e-communication shall receive an e-mail with notice of meetings and other types of information. They shall forward registration and possible questions, powers of attorney and proposals by e-mail.
- 6.14. E-attendance at the general assembly shall be possible via the Internet. Statements and questions from e-participants may be transferred in ways which the association finds reasonable. Electronic voting shall be possible.
- 6.15. It must be possible to establish which members are e-participants and to establish the result of the voting. The rules in the articles of association regarding general assemblies, including types of majority required and rights regarding general assemblies shall apply regardless of such rules, always provided, however, that any written communication to and from members registered for e-communication shall always be given only in electronic form. Otherwise members who use e-communication or e-attendance and other members shall be treated equally.
- 6.16. The effective date for the above rules or parts thereof shall be announced according to item 6.12. The governing body may in an e-regulation issue detailed instructions about the practical implementation of the rules. Such instructions shall be announced in the same way.

## **7. Extraordinary general assembly**

7.1. Extraordinary general assembly shall be held when a majority of the members of the governing body find it necessary or at the request of at least one third of the members of the association, stating agenda.

7.2. Notice of extraordinary general assembly shall be issued by the governing body within 14 days after the governing body has received the request. Extraordinary general assembly shall be called with a notice of at least 14 days and no more than 30 days, cf. also item 6.2 and 6.3.

## **8. The Governing body**

8.1. The general assembly shall approve a general body to be in charge of the overall management of the association.

8.2. The governing body shall consist of at least three and no more than eleven members.

8.3. The members of the governing body shall be elected/appointed when the association is established for the period until 31 December 2018. Subsequently, the members of the governing body shall be elected for periods of two years.

8.4. The governing body shall elect a chairman, a deputy chairman, a treasurer and a secretary from among its members.

8.5. Minutes shall be taken of the meetings of the governing body. The governing body shall establish its own business procedures. Meetings of the governing body shall be held when the chairman finds it necessary or at the request of one member of the governing body. Notice of meetings shall be issued in writing, stating agenda.

8.6. The governing body shall be quorate when more than half of the members of the governing body are present. The governing body shall make decisions by simple majority. In case of a tie, the chairman, and in his absence the deputy chairman, shall have the casting vote.

8.7. The day-to-day management shall be handled jointly by a treasurer and a secretary who shall be in charge of the day-to-day operations of the association.

8.8. The treasurer shall be in charge of the assets of the association, including collection of membership fees and support, payment of support, and payment of bills, cf. item 11, however.

8.9. The treasurer shall be in charge of the accounts of the association, including payment cards and Internet banking regarding the accounts of the association, and shall be entitled to enter into agreements in this area.

## **9. Financial statements**

9.1. The financial year of the association shall be the calendar year.

9.2. The initial financial year of the association shall be from the establishment until 31 December 2018.

9.3. The financial statements shall be audited by the state-authorized public accountant elected at the general assembly of the association. The financial statements shall be prepared in English and shall have been audited prior to the ordinary general assembly.

## **10. Liability**

10.1. The assets of the association shall be the property of the association as a legal entity. The association shall be liable with its assets for the fulfilment of the obligations undertaken by the association.

10.2. The members shall not be liable for the obligations of the association and shall when withdrawing from the association not be entitled to any part of the assets of the association or of the rights belonging to the association.

10.3. Members shall under no circumstances be liable for accidental or consequential damage.

## **11. Provisions regulating the power to sign for the association**

11.1. The association shall be bound by the joint signatures of the treasurer and the secretary.

## **12. Changes to the articles of association, dissolution and expulsion**

12.1. Changes to the articles of association, dissolution and expulsion of members can only be adopted by a majority of two thirds of the votes represented at the general assembly and if at least half the members of the association are represented.

- 12.2. If a proposal for a change to the articles of association is adopted by a majority of at least two thirds of the votes represented at the general assembly, but the necessary number of members are not represented at the general assembly, the governing body shall within 14 days of the general assembly call a new general assembly to discuss the same proposal.
- 12.3. The new general assembly shall be quorate regardless of the number of members represented. Adoption at this general assembly shall also require a majority of two thirds of the members represented at the general assembly based on votes.
- 12.4. If the general assembly decides to dissolve the association, the assets of the association shall – after all creditors have been paid and any disputes settled – be distributed for purposes in accordance with the objective of the association. When the association is dissolved, the general assembly shall decide by simple majority on the distribution of the assets of the association to further the objective of the association, cf. item 3.

### **13. Disputes**

- 13.1. Disputes between the association and the members of the association and/or among the members of the association shall be decided with final and binding effect by arbitration at Danish Arbitration according to the rules in force for such court of arbitration.
- 13.2. The language of the court of arbitration shall be English and the venue shall be Aarhus.

The board of the INTO-CPS Association  
Aarhus, 21 November 2023

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Peter Gorm Larsen

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Shaukat Ali

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John Fitzgerald

Stylios Basagiannis

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Claudio Gomes

Jörg Brauer

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Leo Freitas