

Statute of the BalticNet-PlasmaTec Association

Satzung des Vereins BalticNet-PlasmaTec e.V.

Statut związku BalticNet-PlasmaTec e.V. (zrzeszenie zarejestrowane)

Statute of the Association BalticNet-PlasmaTec, regist. association

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Preamble

The association BalticNet-PlasmaTec is a network for establishing technology based on physical plasma within the meta-region comprising Denmark, Estonia, Finland, Latvia, Lithuania, Poland, Sweden, Germany, Norway, North-West Russia, and Belarus; hereafter called Baltic Sea region (BSR).

The Baltic Sea region has major potentials in knowledge, capital, and human resources in the field of plasma technology. With visionary management and bundling of economic, social and legislative resources, BalticNet-PlasmaTec intends to become a sustainable network for plasma technology in Northern Europe.

BalticNet-PlasmaTec supports cooperation between universities, industry, small and medium-sized enterprises (SME), public institutions, users, and other important actors in the field of plasma technology. BalticNet-PlasmaTec wants to publicise plasma technology starting from science to industry and within society.

BalticNet-PlasmaTec is a mediating and coordinating network without own authority. Its strength depends on the strength of the individual network partners. It implies the coordination of existing partnerships and activities as well as stimulating the creation of new ones.

BalticNet-PlasmaTec is in particular a tool for its members to:

- make plasma technology visible in the Baltic Sea region and for members of the network;
- attract capital and human resources;
- initiate and facilitate the creation process of a "critical mass"
- coordinate joint efforts in research, education, and technology transfer;
- create a platform for collaboration between academia, public institutions, private businesses, and individuals;
- create a platform for dialog with supra-national institutions

By accumulating scientific and financial resources, the BalticNet-PlasmaTec wants to initiate new developments and new products in order to promote the creation of new jobs in the field of plasma technology in the region.

The development of BalticNet-PlasmaTec requires that these values are respected and that all parties involved will benefit from it as to their joint objectives in the course of their cooperation.

Based on these common concepts, the members of BalticNet-PlasmaTec agree upon the following Statute:

Article 1: Name, objective, status, independence, and values

§ 1.1 Name

The name of the Association is BalticNet-PlasmaTec.

§ 1.2 Objective

Objective of the Association is the promotion of science and research as well as support of further education in the field of plasma technology. BalticNet-PlasmaTec will promote the establishment of plasma technology in the Baltic Sea region as a globally used cross sectional technology.

BalticNet-PlasmaTec will promote in particular the development of knowledge, education, research, and technology transfer in the field of plasma technology to support the application of plasma technology in the Baltic Sea region.

§ 1.3 Non-profit status

- (1) The association BalticNet-PlasmaTec is a non-profit organisation and pursues exclusively and directly non-profit interests.
- (2) The Association acts altruistically; it does not primarily aim at its own economic interests.
- (3) BalticNet-PlasmaTec's funds can only be used for purposes based on this Statute. Members acting in direct capacity as members shall receive no allowances from funds of the Association. Costs for performances rendered can be reimbursed on a time and material basis. Unrestricted is the right of all BalticNet-PlasmaTec members to take profits under their own name in accordance with art. 1.3 (6)
- (4) The activities of the delegates at the General Assembly and the Executive Board are honorary.
- (5) Members have no rights to any part of BalticNet-PlasmaTec's funds or assets.
- (6) Any further utilisation of patents and rights of use as a result of the work performed in facilities of the Association has to be defined by a work group/ in form of a project agreement. For these purposes the members may use the cooperation treaty draft.
- (7) No person shall be benefited through expenditures extrinsic to the objectives of the Association or through a disproportionately high allowance.

§ 1.4 Cost-covering activities

BalticNet-PlasmaTec can offer services, activities, and events on a cost-covering basis.

§ 1.5 Declaration of independence

The activities of BalticNet-PlasmaTec are independent of any national, local or political interests other than those referred to in the Statute.

§ 1.6 Principle of respect for values

The members are committed to respect this Statute including the values of BalticNet-PlasmaTec as described in the Preamble.

Article 2: Organisation and Domicile

§ 2.1 Organisation

BalticNet-PlasmaTec is a membership-based non-profit network association.

§ 2.2 Domicile

BalticNet-PlasmaTec is primarily located in the Baltic Sea region, defined here to include Denmark, Estonia, Finland, Latvia, Lithuania, Poland, Sweden, Germany, Norway, North-West Russia, and Belarus.

BalticNet-PlasmaTec is located in and shall be registered with the Register of Associations in Greifswald, Germany.

Article 3: The Organisation

§ 3.1 Constituents of organisation

BalticNet-PlasmaTec has the following constituents of organisation:

- General Assembly (GA)
- Executive Board (EB)
- Branch office (BO) with branch manager / network manager (NM)

§ 3.2 General Assembly

- (1) The General Assembly is a forum for dialogue and exchange of information for all members of BalticNet-PlasmaTec.
- (2) The General Assembly will be convened annually by the branch office on behalf of the Executive Board by letter, facsimile or email with prior notice of at least 4 calendar weeks; in 2007 for the first time.
- (3) All members are entitled to delegate one person to the General Assembly with voting rights as defined in art. 4.2. They may assign their votes to any member entitled to vote in writing prior to the General Assembly Meeting.
- (4) The General Assembly constitutes a quorum, if at least half of the members attends or is represented. Resolutions are passed with a simple majority of the votes cast by the attendant or represented members. It also applies to the fixing of membership fees, if given notice of in advance in the agenda
- (5) Resolutions concerning a change of the Statute of BalticNet-PlasmaTec require a 2/3 majority of the votes cast in person or by proxy, if the General Assembly was convened by letter, facsimile or email with prior notice of at least 4 weeks.
- (6) Resolutions on the liquidation of BalticNet-PlasmaTec require to be passed by 2/3 of the members in the ordinary annual General Assembly. In an extraordinary General Assembly, which may be convened 30 days after the ordinary General Assembly was held soonest, a simple majority of votes cast in person or by proxy will be sufficient in order to pass any resolutions including liquidation. The branch office is obliged to call an extraordinary general meeting, if that is either necessary in the interest of the Association or if the Executive Board decides on such a course of action. It also applies in the event that at least one quarter of the members entitled to vote submit a written request hereto stating their reasons to the branch office.
- (7) The General Assembly elects the members of the Executive Board and asks them to stand down. The members of the Executive Board are elected at the General Assembly by simple majority of the votes cast.
- (8) The General Assembly decides on the Standing Orders and defines objectives, tasks, and working methods of the Executive Board and the branch office.
- (9) The Executive Board may establish an electronic voting system in form of a certified signature system for the future.
- (10) Resolutions of the General Assembly shall be recorded in minutes to be signed by the recorder and the chairperson. They are elected at the beginning of the General Assembly by simple majority.

§ 3.3 Executive Board

- (1) The Executive Board consists of one chairperson, two deputies, and one treasurer, and can be added by further members upon resolution of the general meeting.
- (2) The Executive Board is the decision-making forum of BalticNet-PlasmaTec except for those cases mentioned specifically in the Statute. The Executive Board has the authority to decide on and execute all matters that are relevant to BalticNet-PlasmaTec except for those that explicitly require approval by the General Assembly. The Executive Board is responsible for defining the development strategies of BalticNet-PlasmaTec. All details concerning organisation and tasks of the Executive Board are described in the Standing Orders. It includes:
 - tasks of the branch office,

- meetings of the Executive Board,
- agenda for meetings of the Executive Board,
- minutes of a meeting of the Executive Board,
- day-to-day business
- procedures regarding membership.

The “Standing Orders” must be approved by a majority of votes cast in the General Assembly. The Executive Board is elected by the General Assembly for two years. It remains, however, in office until another Executive Board is elected. The General Assembly can ask members of the Executive Board to stand down.

- (3) The distribution of offices to be accepted will be resolved by the board members with simple majority. If no agreement can be found, the election of the board members has to be repeated by the General Assembly.
- (4) The decisions of the Executive Board are passed with simple majority. In case of an equal distribution of votes the vote of the chairperson decides.
- (5) If a member of the Executive Board resign from his/her office or should an office become vacant for any other reason, the remaining members of the Executive Board will elect an active member of the network to temporarily replace him or her for the remaining term.

§ 3.4 Branch office

- (1) For coordination purposes of day-to-day businesses BalticNet-PlasmaTec will establish a branch office. The branch office is responsible for representing BalticNet-PlasmaTec and for the daily management. The branch office serves as a tool of the Executive Board to carry out resolutions and actions. Further details regarding the branch office are described in the Standing Orders.
- (2) The branch manager/ network manager is responsible that the day-to-day businesses of the BalticNet-PlasmaTec branch office are carried out in accordance with the instructions of the board and in accordance with the Standing Orders..
He is responsible that bookkeeping and annual statement of accounts are in accordance with the applicable law. The branch manager/ network manager is responsible that the financial assets are administered with a high probability of success. The branch manager/ network manager coordinates the activities of the work group. He is entitled to give warnings to members, if they are not consistent with the Statute or the Standing Orders.

Article 4: Membership

§ 4.1 Members

Any public or private organisation or individual involved or interested in plasma technology can apply for membership.

§ 4.2 Types of membership

BalticNet-PlasmaTec offers three types of membership:

- (1) Active Network Member (ANM): An active network partner participates at least in one of the work groups (e.g. project groups, education group, marketing group, etc.). The member has to pay the membership fee, if defined by the General Assembly. The member has one assignable vote in the General Assembly. Any private individual or representative of a public or private organisation, who is an active member, can become a member of the Executive Board.
- (2) Interested Network Member (INM): An interested member is a member who wants to cooperate but is not involved in one of the work groups at that point in time. The member pays the membership fee if defined and has one assignable vote in the General Assembly. However, he/she cannot become a member of the Executive Board.
- (3) Promoting Network Membership (PNM): Promoting network members are

promoters or honorary members. They are not obliged to pay the membership fee. They have no voting rights in the General Assembly and cannot be elected members of the Executive Board.

§ 4.3 Application and confirmation of membership

The Executive Board decides about applications for new membership according to the procedures defined in the Standing Orders.

The branch office prepares these decisions by collecting and submitting applications periodically.

§ 4.4 Termination of membership

The termination of a BalticNet-PlasmaTec membership is defined in the Standing Orders. A termination of a BalticNet-PlasmaTec membership does not release the member from its financial commitments to BalticNet-PlasmaTec arisen during the time before the membership was terminated including membership fees due. If the fees increase due to a vote of the General Assembly, all members can make use of their right for extraordinary notice of termination.

§ 4.5 Exclusion of members

The Executive Board is entitled to decide about the exclusion of any member, who disregards the Statute, objectives or values of BalticNet-PlasmaTec, who acts in a harmful way to BalticNet-PlasmaTec, who is inactive or does not longer meet the requirements for membership. The procedures for exclusion are defined in the Standing Orders.

The Branch office is entitled to initiate an inactivation of a membership until the Executive Board decide about an exclusion. An exclusion does not release a member from the obligation to pay its fees for the remaining financial year. Any excess membership fee payments will not be refunded.

Article 5: General finances and fees

§ 5.1 General finances

Activities and projects of the BalticNet-PlasmaTec are financed through membership fees and, if available, through support from regional, national and supra-national public and private authorities and entities, foundations or sponsors. Cost-covering activities may only be initiated in accordance with art. 1.4.

§ 5.2 Fees

The principles for membership fees and their amount are decided and approved by the General Assembly. The details are described in the Standing Orders.

Article 6: BalticNet-PlasmaTec projects

§ 6.1 Denomination of projects

Any member of BalticNet-PlasmaTec is entitled to propose a project to be denominated "BalticNet-PlasmaTec project" according to the guidelines approved by the Executive Board.

§ 6.2 Approval of projects

The branch office accepts or rejects proposals for BalticNet-PlasmaTec projects to ensure they are in line with the BalticNet-PlasmaTec Statute and values according to the guidelines approved by the Executive Board.

§ 6.3 Obligations, coordination, financing, liability, publication

Obligations resulting from projects, coordination with BalticNet-PlasmaTec, financing,

liability, and publication of results take place in accordance with the guidelines for BalticNet-PlasmaTec projects approved by the Executive Board.

§ 6.4 Exclusion of projects

The branch office is entitled to exclude a project in exceptional comprehensible cases. A rejected project can be resubmitted to the Executive Board. The decision of the Executive Board is binding.

Article 7: Procurement, liability, financial statement, audit, and liquidation

§ 7.1 Procurement and liability

The executive of the Association comprises the chairperson and the deputy chairperson as well as further members of the board. The chairperson solely or two members of the board jointly represent the Association in judicial and other matters. Normally the chairperson or the board members authorise the branch office to arrange financial activities. The members of BalticNet-PlasmaTec are not personally liable for BalticNet-PlasmaTec. Further internal provisions are defined in the Standing Orders.

§ 7.2 Special procurement

The chairperson or two members of the board are jointly entitled to authorise the branch manager or network manager to act as special representative for the purposes of representing the Association in all fields of business and in accordance with the tasks and responsibilities assigned and subject to the restrictions defined in the Standing Orders. The branch manager is entitled to enter, conclude, terminate or nullify contracts on behalf of the Association.

§ 7.3 Financial year

The financial year goes from 1st January to 31st December. Fees are based on the financial year.

The first financial year goes from the formation to 31st December 2006.

§ 7.4 Annual statement of accounts

The Executive Board is required to confirm the annual statement of accounts and to have it signed by the chairperson of the board. Further details to it are defined in the Standing Orders.

The annual statement of accounts complies with the national law of the country BalticNet-PlasmaTec is registered in. In that case and as far as necessary the annual statement of accounts has to be confirmed by the branch office or a certified public accountant.

The annual statement of accounts shall be made available to the members via the web and/or by email or letter.

§ 7.5 Audit

If required, a certified public accountant may be elected by the Executive Board to audit the annual statement of accounts. This auditor can be re-elected.

§ 7.6 Liquidation

The liquidation of BalticNet-PlasmaTec or a transfer of major parts of its activities to third parties must be approved by the General Assembly.

In the event of liquidation and once all creditors are paid off and all disputes settled or in case tax privileges cease to apply, the assets of BalticNet-PlasmaTec shall be used for a tax-deductible support of research, education, and technology transfer in Baltic Sea region in accordance with a resolution of the last General Assembly. Resolutions about the use of remaining assets in the future require the prior approval of the competent tax and revenue office.

The members are not entitled to assert any claim as to any assets of the BalticNet-

PlasmaTec association.

§ 7.7 Salvatory Clause

If any provision of this document will be held null and void, unenforceable or in conflict with national law, the validity of the remaining provisions shall remain unaffected.