

By-laws

Association Internationale pour les Technologies Objets (AITO) e.V. Kaiserslautern

§ 1 Name - Seat - Financial Year of the Association

- (1) The association bears the name „Association Internationale pour les Technologies Objets“ (AITO). The association has been registered with the official register of associations of the District Court of Kaiserslautern.
- (2) Its seat is in Kaiserslautern, Federal Republic of Germany.
- (3) The financial year goes by the calendar year.

§ 2 Purpose of the Association

- (1) The purpose of the Association is to contribute to and promote the advancement of research in object-oriented technology, primarily in Europe, by all available means and in particular through the establishment of an annual conference of high academic standards.
- (2) In order to fulfil its purpose, the Association shall act either directly or through its members or by contractual agreement with other organizations.

§ 3 Non-profit Order

- (1) The Association pursues exclusively and directly non-profit purposes in the sense of the paragraph on „steuerbegünstigte Zwecke“ (English: tax-privileged purposes) of the law on paying taxes.
- (2) The Association does not work for profit, nor does it in the first place pursue economic goals to the benefit of itself.
- (3) Financial means of the Association can only be used for purposes which are in accordance with the by-laws. Members shall not receive payments from the financial means of the Association.
- (4) No one shall benefit from expenditure which is not in accordance with the purpose of the body, or from disproportionately high reimbursements.
- (5) In the event of a winding-up of the Association or of cessation of its present purpose, the assets of the Association shall go to the University of Kaiserslautern which shall make use of them for exclusively non-profit purposes.

§ 4 Membership

- (1) The membership of the Association shall consist of Voting Members, Honorary Members and Institutional Members.
- (2) Individuals who have shown by their contribution to research in object-oriented technology, by their professional activity or otherwise, that they can further the cause and object of the Association, are eligible to become Voting Members.
- (3) The Association may admit Honorary Members, who shall have the same right as Voting Members to attend meetings and to express their views. They shall not have the right to vote at meetings and they shall not be eligible for service on the Executive Board.
- (4) Organizations which in the opinion of the General Assembly make a significant contribution to the advancement of object-oriented technology are eligible to become Institutional Members. Each Institutional Member shall nominate a representative who will have the same right as an Honorary Member. The representative may be changed at any time. Such changes are to be notified in writing, by the Institutional Member, to the Executive Board.

§ 5 Admission of New Members

- (1) Nominations for new Voting, Honorary or Institutional Members shall be put to the General

Assembly for acceptance upon the recommendation of two individual Voting Members. The General Assembly shall decide about the admission of nominated members.

- (2) Every Member who is elected or admitted shall be informed by the Secretariat of his or her admission and shall receive from the Secretariat copies of the relevant documents.
- (3) Membership of the Association implies strict adherence to the By-laws and to any lawful decision made by the organs of the Association.

§ 6 Termination of Membership

- (1) Membership may be terminated by withdrawal in writing, submitted to the Secretariat, or by decision of the General Assembly.
- (2) Expulsion of a member shall be a decision of the General Assembly. The Chairman shall present to the General Assembly a full report on the reasons for the proposed expulsion before the matter is considered by the General Assembly .
- (3) All controversial matters relating to membership shall be decided by the General Assembly .

§ 7 Organization

- (1) The organs of the Association consist of the General Assembly and the Executive Board .

§ 8 General Assembly

- (1) The General Assembly has all such powers as have not been conferred upon another organ under the present By-laws.
- (2) The General Assembly is summoned in ordinary or extraordinary meetings by the Executive Board, at the date and place fixed by it with a delay of ten calendar days.
- (3) At least one fifth of Voting Members may present a written request to the Executive Board for the calling of a General Assembly Meeting.
- (4) The calling of a General Assembly Meeting must indicate precisely the agenda or the items which should be discussed.
- (5) The General Assembly has in particular the following duties:
 - a) fulfil the purpose of the Association as it is defined in section 2 and define its programme of work;
 - b) adopt, amend and repeal the By-laws;
 - c) elect and dismiss members of the Executive Board;
 - d) consider reports submitted to it and approve the accounts;
 - e) accept new members of the Association;
 - f) decide to terminate a membership;
 - g) appoint committees entrusted with special tasks within the general framework of the Association.
 - h) dismiss the Association
- (6) The General Assembly Meeting is chaired by a member of the Executive Board. Should there be no such member present, a Voting Member chosen by a simple majority of the Voting Members present shall chair such a Meeting.
- (7) As a rule, a simple majority must be reached in the event of voting. Voting concerning changes of the by-laws or a winding-up of the Association, two thirds of a majority vote must be reached.
- (8) Voting Members participating in a General Assembly Meeting shall be entitled to one vote in the decisions. Honorary as well as Institutional Members shall have no vote.
- (9) The General Assembly Meeting shall be summoned at least once every year. At regular

intervals, this meeting should take place at the annual Conference organized by the Association, known as ECOOP, (so long as such exists).

§ 9 Consultation by Mail

- (1) The Executive Board can hold a consultation of the members by mail. A consultation by mail may employ the medium of electronic mail, telefax or postal mail.
- (2) In the event of consultation by mail, the agenda shall be distributed at least 10 days in advance of the deadline for receipt of voting.
- (3) All decisions within the powers of the General Assembly, with the exception of decisions relating to winding-up, may be made by mail.

§ 10 Quorum

- (1) Quorum for a General Assembly Meeting, including consultations by mail, shall be at least 1 member of the Executive Board plus 5 other members of AITO.
- (2) Voting Members can transfer their vote to other members by means of a written authority.
- (3) If quorum is not reached, the Meeting shall be summoned anew with the same agenda in eight days and shall form a quorum in any case, if this shall be announced in the invitation for the first Meeting.

§ 11 The Executive Board and Chairmanship

- (1) According to § 26 BGB, the Executive Board shall consist of a President, three Vice Presidents, a Treasurer and a Secretary of the Association.
- (2) Only Voting Members of the Association are eligible to serve on the Executive Board .
- (3) The Executive Board manages and represents the Association and shall have general charge of all matters of interest to the Association. All decisions of the Executive Board shall be taken by simple majority. In the event of a tie, the chairman shall have the deciding vote.
- (4) The Executive Board has the following powers:
 - a) to summon a General Assembly Meeting;
 - b) to present to the General Assembly annual, financial and other reports;
 - c) to carry out decisions of the General Assembly;
 - d) to manage the assets and property of the Association;
 - e) to accept donations to the Association.
- (5) The association is bound by the individual signature of any member of the Executive Board.
- (6) The term of office of the members of the Executive Board shall be 2 years, commencing January 1 following the Annual General Assembly Meeting at which they are elected.
- (7) Executives are eligible for re-election.
- (8) Any Executive may resign by sending his or her resignation in writing to the General Assembly. An Executive may resign from the Executive Board whilst remaining a Voting Member of the Association.
- (9) Any vacancy in the Executive Board occurring between two Annual General Assembly Meetings, owing to death, resignation, removal or otherwise may be filled in between by an election by the General Assembly of any eligible member.
- (10) Any member of the Executive Board shall *ipso facto*, vacate his office or cease to be a member of the Executive Board as the case may be, if he or she ceases for any reason to be a Voting Member of the Association.
- (11) Any Executive may be removed from the Executive Board, by a resolution of an Extraordinary General Assembly Meeting convened for that purpose, and in the case of such resolution the

following provisions shall apply: the Executive whom it is proposed to remove must first have an opportunity of being heard; not less than two-thirds of the Voting Members participating shall vote in favour of the resolution.

§ 12 Court of Jurisdiction

All disputes arising in connection with the Association, including members or organs of the Association, shall be settled before a competent court of law of Kaiserslautern.

§ 13 Transitional Order

The Executive Board shall be authorized to amend or to change by-laws, in case and inasmuch these should prove as being necessary owing to objections raised by the court of register. The decision of amendment and change respectively can also be set out by written correspondence. This becomes effective in case and inasmuch the recognition of the non-profit order makes changes necessary by the relevant financial department.

The Executive Board of the Association shall be authorized to enter any possible amendment or change in the register of associations.