

Silicon Saxony e. V.

Articles of Association

§ 1

Name, Registered Office, Fiscal Year

- (1) The association bears the name

Silicon Saxony e. V.

It is to be entered in the Register of Associations.

- (2) The registered office of the association is Dresden.
- (3) The fiscal year of the association corresponds to the calendar year.

§ 2

Purpose of the Association

- (1) The purpose of the association is the targeted concentration of experience and expertise in order to provide support to those businesses and research facilities from the semiconductor, photovoltaics, electronics and software industries which have joined forces in the association and to their suppliers, with the aim of advancing the Saxon region into a globally recognized industrial site in the identified areas.

With particular regard to its members, the association is to perform the following duties:

- organization of regional, national and international cooperative projects in the fields of business and research
- providing consultancy services to entrepreneurs and founders of new businesses in the semiconductor, photovoltaics, electronics and software industries, locating investors
- concentration of experience and expertise as well as the establishment of an information and communication platform for the industries represented by the association
- regional and national representation of the association and of the industries represented by it
- support of members in the development of joint marketing strategies
- consultation service regarding financing and granted projects
- concentration of members' interests, involvement of the public and of political decision makers
- cooperation with other interest groups and networks in the high-tech industries
- promotion of research, teaching, education and further training

- (2) The association grants its members support and consultancy services in so far as its means allow. It will not be predominantly active in a business sense.
- (3) Moreover, the association is authorized to take any measures which are appropriate to promote the purpose of the association.

§ 3 Membership

- (1) Membership of the association as a full member is open to natural persons and legal entities as well as associations of individuals operating businesses in the high-tech industry, particularly in the semiconductor, photovoltaics, electronics and software industries, as well as their outfitters and suppliers active in research and development in the field of high technology; that perform specific supplier or service tasks for the high-tech industry or that in any other way contribute to promoting the purpose of the association.
- (2) In addition, sponsoring members may belong to the association. They shall not have to fulfil the preconditions set out in para 1.
- (3) The managing board has the final say in the acceptance of new members.
- (4) The application for membership shall be submitted in writing. The application shall specify whether the applicant wishes to join the association as a full or as a sponsoring member. The applicant will be informed in writing of the decision regarding membership. The Board is not obliged to state reasons for rejection to the applicant.
- (5) Persons who have rendered outstanding services to the association and its affairs may be awarded honorary membership at the request of the board by the general assembly. Honorary members are exempt from levies and fees and may participate in all activities of the association.
- (6) Membership ends:
 - a) upon withdrawal, which is possible at any time and which shall be declared to the managing board in writing;
 - b) upon formal exclusion in case of the presence of an important reason, which requires a resolution by the general assembly;
 - c) upon exclusion which can be pronounced by the managing board without a resolution by the general assembly if membership fees have not been paid for at least two years;
 - d) upon cessation of legal entities and associations of individuals and upon institution of insolvency proceedings;
 - e) in the case of death of natural persons.

Upon withdrawal from the association, this particular member does not have any claims with regard to the association assets.

- (7) Legal persons, partnerships and associations of individuals may exercise their membership rights by means of a representative who had been appointed in writing. This applies particularly to participation in the general assembly and for exercising voting rights

§ 4

Membership Fees and Other Financial Resources

- (1) The financial means required to fulfil the purpose of the association are raised:
- by membership fees,
 - by voluntary special and other contributions,
 - by grants.
- (2) The amount and due date of membership fees is to be laid down in a set of rules regarding contributions at the general assembly, and shall be ratified by a voting majority of at least 75%.
- (3) Grants, voluntary special and other contributions may be taken into consideration in operational planning only in as far as they have already been received or are subject to a binding promise to pay.

§ 5

Executive Bodies of the Association

The executive bodies of the association are:

- the general assembly
- the managing board
- upon a resolution by the general assembly: the advisory board

§ 6 Calling and Execution of General Assembly

- (1) The ordinary general assembly takes place annually. An extraordinary general assembly is to be called when this is immediately relevant to the interests of the association, or when at least 30 % of members request this in writing, stating reasons and purpose.
- (2) The managing board calls the general assembly by written invitation or by email, stating the agenda as well as date, place and time of the general assembly. The invitation is to be sent to each member to the latest address known to the managing board and shall be sent out at least three weeks prior to the date of the meeting. In the case of an extraordinary general assembly it shall be sent at least one week before the date of the meeting.

The managing board determines the agenda; each member can apply to the managing board to have additional items included in the agenda one week prior to the meeting latest. In the case of an extraordinary general assembly it shall be sent three days prior to the meeting latest. Response of the managing board to requests of this nature shall be at its own dutiful discretion. It is required to meet the request when this is supported by one tenth of the association members. The agenda can be altered or supplemented by a resolution of the general assembly.

- (3) On the proposal of the First Chairperson, a person chairing the meeting and a secretary are to be elected at the beginning of the general assembly.
- (4) The majority of votes cast is decisive in passing a resolution, in as far as this does not conflict with these Articles of Association or with the law. Abstentions are not counted. Each member has one vote.
- (5) The director of the general assembly decides on the manner of voting. An open ballot is usually carried out. Should at least one third of the members present or represented at the meeting request a secret ballot, this request is to be met.
- (6) Each member may be represented by another member in the general assembly on the basis of written authority. This applies to voting as well.
- (7) Minutes are to be drawn up regarding the progress of the general assembly and are to be signed by the person chairing the general assembly and by the secretary. It shall contain: place and time of the meeting, the name of the person chairing the meeting and of the secretary, the number of members present, and confirmation that the meeting was convened in accordance with the stipulations of these Articles, the agenda, the motions filed, voting results and the manner of voting. A copy of the minutes is to be sent to each member.
- (8) Resolutions may be passed outside general assemblies when at least two thirds of members approve of the resolution in writing, by fax or by email. Resolutions may be proposed by the managing board only. They are to be communicated to members in writing, by fax or by email. The managing board may fix a reasonable period of time, within which the votes are to be received by the association. Upon the invitation for written voting, notice shall thereby be given that, in accordance with these Articles, all prerequisites have been provided for this procedure.

§ 7 Scope of Authority of the General Assembly

- (1) The general assembly resolves, in particular:
- a) the election of the First, Second and Third chairpersons of the managing board according to the provisions of § 8 paras 1 and 2 as well as the discharge of all members of the managing board;
 - b) the approval of budgeting for the following fiscal year;
 - c) alterations to the Articles of Association;
 - d) the exclusion of a member according to the provisions of § 3 para 5 b);
 - e) the dissolution of the association and the disposal of its assets.

Furthermore, the general assembly decides all further items which are expressly assigned to it by the terms of these Articles or by law.

- (2) The following legal transactions require the approval by the general assembly:
- a) acquisition, disposal and encumbrance of properties and leasehold rights;
 - b) acceptance of loans at an amount of more than 15,000 Euro in individual cases;
 - c) voluntary contributions, issue of loans and the waiving of claims at an amount of more than 2,000 Euro in individual cases;
 - d) all transactions which exceed the customary business operations of the association, matters of especial importance, as well as other extraordinary measures, particularly those where high risk is involved.

§ 8 Managing Board

- (1) The managing board consists of the First, Second and Third Chairpersons and up to six further advisory members of the managing board (councilors). Members of the managing board may only be full members of the association as well as representatives or employees of full members.
- (2) The First, Second and Third Chairpersons of the managing board are elected at the general assembly for the duration of one or two years. A re-election is possible. Alternating annually, the First Chairperson shall be elected in one year, the Second and Third Chairpersons in every other year.
- (3) The councilors are appointed to the managing board by the elected members of the managing board. They may be dismissed by the elected members of the managing board at any time and, if necessary, be substituted by other persons. Councilors are normally appointed for a period of two years.

- (4) Upon expiry of their term in office, the members of the managing board remain in office until new elections are held or until reappointment. The managing board may appoint a substitute member for the remaining term of office in the case of premature withdrawal from office by a member of the managing board.
- (5) As defined in § 26 BGB (German Civil Code), the managing board consists of the First, Second and Third Chairpersons. They may, on an individual basis, represent the association judicially and extra-judicially.

In individual cases, each member of the managing board may be exempted from the restrictions of § 181 BGB (German Civil Code) by the general assembly.

- (6) Members of the managing board are reimbursed for expenses incurred and for which they have documentation. The general assembly may approve a lump-sum remuneration for the members of the managing board.

§ 9 Duties of the Managing Board

The managing board shall manage the association and conduct its business. It is obliged to fulfil those administrative duties not explicitly assigned to another executive body by these Articles of Association. In particular, the following lie within the scope of operation of the managing board:

- a) preparing for the general assembly, especially drawing up and supplementing the agenda, as well as convening the general assembly;
- b) deciding to convene extraordinary general assemblies;
- c) accounting;
- d) drawing up the annual report and the annual financial statement;
- e) verification of the legal effectiveness of the resolutions of the general assembly, as well as the execution of resolutions;
- f) communication of resolutions changing the Articles of Association to the Registration Court;
- g) the proper administration and use of assets of the association;
- h) the acceptance of members, the registration and deregistration of members in the membership register, the exclusion of members in accordance with § 3 para 5 c) of these Articles;
- i) conclusion and termination of contracts with employees of the association, as well as their supervision;
- j) public relations for the association.

§ 10

Internal Regulations of the Managing Board

- (1) Meetings of the managing board are convened by the First Chairman and, in the case of his being prevented from doing this, by the Second Chairperson and, in as far as the Second Chairperson is also prevented from doing this, by the Third Chairperson, as often as is required by business operations. As a rule, they are to be convened once every quarter and at least once every half-year. They must be convened if demanded by a member of the managing board or by the managing director.
- (2) The managing board constitutes a quorum when all members have been invited and at least half the members of the managing board are present.
- (3) Resolutions of the managing board may also be passed outside meetings in writing, by fax, by telephone or by e-mail when all members of the managing board agree to this method of passing resolutions or participate in the passing of resolutions.
- (4) In the passing of resolutions, the First, Second and Third Chairpersons each have two votes, and the councilors each have one vote. The resolutions of the managing board are passed with a simple majority; in as far as this does not conflict with the provisions of this charter or with the law. In the case of parity of votes, the First Chairperson and, in as far as the First Chairperson is not present, the Second Chairperson and, in as far as the Second Chairperson is not present either, the Third Chairperson makes the casting vote.
- (5) Minutes are to be drawn up with regard to the important items in the meetings of the managing board and with regard to resolutions passed outside the meetings. In particular, they must contain the place and date of the meeting, the names of the participants, possible apologies, the topics discussed, the resolutions passed, and the relevant voting ratios in the passing of resolutions. The minutes are to be signed by the First Chairperson or, in his absence, by the Second Chairperson or, if the Second Chairperson was not present at the meeting either, by the Third Chairperson, and a copy are to be forwarded to all members of the managing board and to the managing director without undue delay.
- (6) The managing board may establish rules of procedure for itself.

§ 11

Management

- (1) The managing board can appoint a full-time managing director who does not have to be a member of the association. If a managing director is appointed, the following regulations apply to him.
- (2) The managing director shall take part in the meetings of members even if he is not a member of the association.
- (3) The managing director shall take part in meetings of the managing boards in a consultative role. He shall not have any voting rights. In individual cases, the managing director can be excluded from participation by a resolution of the managing board.
- (4) The managing director shall prepare and execute the resolutions of the managing board.

- (5) The business operations involved in the day-to-day administration are to be transferred to the managing director. The managing board is to grant him power of attorney to represent the association externally to a certain extent. Further details are to be regulated in a code of procedure for the managing director, which is to be drawn up by the managing board.
- (6) A contract of employment for the managing director is to be drawn up and signed.

§ 12 Advisory Board

- (1) Pursuant to a resolution by the general assembly, the association may have an advisory board. If an advisory board is established, the following regulations apply.
- (2) The duty of the advisory board is to promote the interests of the association and its members, particularly among the public and governmental decision-makers. The advisory board is to promote the aims of the association to the best of its capability. In this context, the advisory board is always to act in close coordination with the managing board.

The advisory board is to advise the managing board and the management.

- (3) The members of the advisory board may neither be members of the association nor employees of association members. They are appointed and dismissed by the managing board. The general assembly may make suggestions regarding the appointees to the advisory board.

Only those persons who, on the basis of their personal skills and, in particular, on the basis of their connections, knowledge or experience, can guarantee their ability to represent the interests of the association and of its members in the best possible way, are to be appointed as members of the advisory board.

- (4) The members of the advisory board are to elect a chairperson and a deputy from their number. The chairperson of the advisory board may participate in the meetings of the managing board in an advisory function.
- (5) The members of the managing board and the managing director may take a consultative role in the meetings of the advisory board.
- (6) The advisory board is to establish a code of procedure for itself.

§ 13

Work groups and industry clusters

- (1) Work groups and industry clusters of the association may be established by the managing board.
- (2) Members of the work groups and industry clusters shall be members of the association or an employee of a member
- (3) In individual cases, and with the approval of a majority of the members of the relevant work group or industry clusters, individuals who are neither a member of the association nor employed by members of the association may be permitted to participate in work groups or industry clusters.

§14

Alterations to the Articles of Association

Resolutions concerning alterations to the Articles of Association require a majority of at least 75 % of votes. They are to be submitted in a form certified by a public notary for entry in the Register of Associations..

§ 15

Dissolution

The dissolution of the association may be declared only by the general assembly with the approval of at least 75% of its members.

§ 16

Authorization of the Managing Board

The managing board is authorized to supplement or to amend these Articles of Association; in as far as parts of the Articles of Association are the subject of objections by the judge in charge of the Commercial Register. This authorization applies only to those amendments and supplements which are necessary for the remedial measures.

§ 17

Date of Establishment

The date of the establishment of the association is December 19, 2000.

Dresden, November 26, 2008