
STATUTES of the EAST-ADL Association

Revision chart and history log

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STATUTES of the EAST-ADL Association

The Assembly of the EAST-ADL Association has at its founding general meeting of September 1, 2011, adopted these statutes to be in force henceforth with respect to all matters regarding the organization and management of the EAST-ADL Association.

General regulations

§1 Name and seat of the Association

The name of the association is EAST-ADL Association (hereinafter the “Association”).

The seat of the Association shall be Göteborg, Sweden.

§2 Purpose of the Association

The EAST-ADL modeling language for modeling automotive embedded systems (hereinafter “EAST-ADL”) has been developed by a consortium of legal entities in the field of the automotive industry, with the financial support from governments and the European Commission.

The Association is a non-for-profit, non-governmental organization with the aim of coordinating, assisting and promoting the development and application of the EAST-ADL and related information. The Association endorses the free provision of EAST-ADL for the promotion of industrial development and research. The Association aims to stipulate the content of new versions of the EAST-ADL language through issuing a specification and a metamodel for each version.

§3 Rights

The Association claims no ownership rights to the EAST-ADL and no exclusive license to use the EAST-ADL.

The Association shall not provide any access to patent rights or other intellectual property rights that may be required for the use of the EAST-ADL or related technology.

§4 Duration of the Association

The Association is created for five (5) years, subject to the possibilities of renewal or dissolution hereafter decided by the Assembly as per Article 12 below.

§5 Members

The Association shall be composed of Core members and Affiliate members (hereinafter together referred to as “the Member(s)”).

The Core Members are those identified at the founding general meeting of the Association. Core Members have the right to vote at the meetings of the Assembly. New Core Members shall be appointed by decision of the Assembly.

Affiliate Members are entitled to attend and speak at the meetings of the Assembly, but they do not have the right to vote at Assembly meetings.

The Members shall comply with the provisions of the present statutes and with any and all resolution or decision of the Assembly and of the Board of the Association.

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§6 Membership: admission and termination

6.1: Admission

Membership in the Association is open to individuals and legal entities who agree to support and work in compliance with the purpose of the Association and follow the statutes of the Association. Such Members can be affiliated with consortia, companies, institutes, universities or other organizations.

Membership of the Association shall be approved by the Assembly, after application in writing or via email.

A candidate applying for membership must reveal his/her major affiliations with relevance to the Association's interests and keep the Assembly informed of important changes in affiliations. It is the responsibility of any individual member to ensure that membership in the Association is approved within his or her affiliated organization(s) as required.

6.2: Termination

Membership ends by:

- Voluntary withdrawal (resignation) of the Member by official letter or e-mail sent to the Association effective upon acknowledgment of receipt;
- Death or loss of legal capacity of the Member concerned;
- Exclusion decided by the Assembly, the Member concerned having been invited to present its defense, such exclusion can only be motivated by an event, act or omission initiated by the Member concerned that would seriously threaten the Association's legitimate interests.

§7 Resources

The resources of the Association shall be composed of:

- Any membership fees paid to the Association by its Members if the Assembly so decides;
- Any contribution paid by the Members in cash or in-kind;

Absent a membership fee, each Member shall carry any costs for his or her membership of and/or contribution to the Association.

Organization of the Association

§8 The Assembly

The Assembly is the decision-making body of the Association.

8.1: Composition of the Assembly

The Assembly is composed of one (1) representative per Member.

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Each Member may be represented at meetings of the Assembly by duly authorized representative or by written proxy. One Member may only hold five 5 proxies.

Each Core Member shall have one (1) vote at the Assembly. Only one vote per affiliation shall be counted.

The Assembly can approve for non-members to be present at Assembly meetings and permit such non-members a right to speak at the meeting.

Members shall specify any other Member they are representing and provide their proxy therefore.

8.2: Meetings of the Assembly

The Assembly shall meet at least once (1) per year for an annual general meeting. Such annual general meeting shall be held before the end of May each calendar year. In addition to the annual general meeting, the Assembly may hold extra meetings as deemed appropriate.

Extra Assembly meetings shall be convened by the chairperson of the Association, with no less than four (4) calendar weeks written notice sent by letter or e-mail to the Members. Such convocation shall enclose the agenda of the meeting as well as any documents deemed necessary for the Members to understand the issues on which they are expected to cast their vote.

Any Assembly member is entitled to submit to the chairperson a request in order to add an item to the agenda. Such request shall be submitted no later than ten (10) working days prior to the date of the meeting and shall be included in the agenda.

The chairperson shall chair the meetings of the Assembly. In the absence of the chairperson the vice-chairperson will take on these duties.

Assembly meetings may be physical meetings or held through teleconference.

8.3: Quorum requirement and voting rules

The Assembly shall validly meet if at least half, with a minimum of four, of its Core Members are represented at the meeting, one of whom being the chairperson or the vice-chairperson.

Unless otherwise provided for in these statutes, the Assembly shall seek to reach a consensus in all matters treated. In case this is not possible, decisions shall be made by voting.

The adoption of a decision at the Assembly shall then require the favorable vote at a two-thirds (2/3) majority.

8.4: Decisions of the Assembly

The Assembly may only decide on items included on the agenda.

At the annual general meeting the Assembly shall decide on the following matters:

- 1) Preparation and approval of a voting list (by roll-call),
- 2) Approval of the minutes of the previous Assembly meeting(s),
- 3) Election among its Members:
 - a) a chairperson of the Association (elected for two (2) years),
 - b) a vice-chairperson of the Association (elected for two (2) years),
 - c) a secretary of the Association (elected for two (2) years),
 - d) the Board members,
- 4) Appointment of an auditor for a four-year period,
- 5) Hear the annual accounts by the Board and the report of the auditor,
- 6) Decide on the annual report presented by the Board,
- 7) Discharge from liability for the members of the Board,

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- 8) Hear and decide on the budget presented by the Board, including but not limited to a possible amount to be paid by the Members as membership fee.

The following items may be included on the agenda, as required:

- 9) Admit new Members and Core Members as per Article 6.1 above,
10) Exclude Member as per Article 6.2 above, the concerned Member not being allowed to vote,
11) Approve new releases of the EAST-ADL language specification,
12) Deliberate on any other business not being of the Board's competency,
13) Modify the statutes,
14) Dispose of any assets of the Association, outside of the day-to-day operations of the Association,
15) Decide on the prorogation or anticipated dissolution of the Association.

Decisions on items 13 to 15 above shall require the completion of a quorum of at least 50 % of the Core Members being represented and a vote of a three quarter (3/4) majority of the Members represented if not adopted by consensus.

Decisions on items 3, 11 and 13 to 15 above may not be treated as "other business" .

The proceedings of the meetings of the Assembly shall be recorded in minutes. The minutes of each Assembly meeting shall enclose a list of the present and represented members.

The minutes shall be approved at the next Assembly meeting and signed by the chairperson.

§9 The Board

The Board shall comply with the Assembly decisions and manage the day-to-day matters of the Association.

9.1: Composition of the Board

The Board shall be composed of three (3) up to a maximum of (7) persons elected by the Assembly among its members including at least:

- the chairperson,
- the vice-chairperson and
- the secretary

of the Association.

Each Board member can be represented by another if duly entitled to do so by written proxy.

Each Board member shall have one (1) voting right. In case of a tie, the chairperson shall have a casting vote.

9.2: Meetings of the Board

The Board shall meet whenever necessary but not less than twice (2) a year. In addition, the Board shall be convened at the request of any of its members.

9.3: Quorum requirement and voting rules

The Board shall validly meet if at least half of its members are present.

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Decisions of the Board shall require a majority vote.

9.4: Decisions of the Board

The Board shall be responsible for:

- 1) the day-to-day management of the Association,
- 2) the preparation and presentation to the Assembly of the annual report,

The proceedings of the meetings of the Board shall be recorded in minutes that shall enclose the list of the present and represented Board members.

The minutes shall be approved at the next Board meeting and signed by the chairperson.

9.5: the Officers

The officers of the Association shall be the chairperson, the vice-chairperson and the secretary of the Association.

They are elected for a two-year period by the Assembly among its members. Each officer may serve multiple terms.

Any officer may be removed at any time with or without cause by the Assembly upon proposition of the Board.

Any officer may resign in writing notified to the Board.

The chairperson shall chair all the meetings of the Assembly and of the Board.

In the absence of the chairperson, the vice-chairperson shall perform the duties of the chairperson.

The secretary shall:

- 1) Ensure the administration of the Association including but not limited to keeping full and accurate accounts of receipt and disbursement of funds, with respect to these statutes, the internal rules of the Association (if any) and the decisions of the Assembly and of the Board,
- 2) Ensure that the all notices and convocations are duly given as deemed necessary by the law, these statutes and any other undertaking,
- 3) Keep the record of the memberships and of the minutes of meetings of the Assembly and of the Board.

The record of the Members and their affiliation(s) shall be made available on the Association's website (<http://www.east-adl.info>).

Miscellaneous

§10 Accounting

The secretary with the assistance of the auditor shall render to the Board and afterwards to the Assembly an account of all transactions and of the financial condition of the Association (balance sheet and result of the previous fiscal year, if any).

The fiscal year shall began on January 1 and end on December 31 of each year. The first fiscal year shall exceptionally start upon September 1st and terminate on December 31, 2011.

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§11 Dissolution of the Association

The Association shall dissolve upon the realization of its purpose, after the annual general Assembly meeting held following the end of the fifth (5th) fiscal year, unless the Assembly decides to prorogate or to anticipate the dissolution of the Association.

In case of dissolution, the Assembly shall:

- Designate the person(s) that shall be liable for the execution of the liquidation,
- Decide on the allowance of any remaining assets of the Association (if any) to duly authorized legal entities or individuals.

§12 Documents Archive

A joint repository shall be maintained where Documents and presentations on EAST-ADL concepts shall be stored and made available to members before external publication.