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VDMA
Organic Electronics Association

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GERMANY

Membership application

We apply for membership to the

“Organic Electronics Association (OE-A)”

We accept the bylaws and the contribution scheme of the “Organic Electronics Association (OE-A)”.

According to the contribution scheme we pay our dues

Based on the number of our employees, class 0. I. II. III. IV.
 as research institute
 as consultant
 as university

Please take VDMA membership into account Member# _____

Company / Institute: _____
 Street: _____
 Postal Code / City: _____
 Country: _____
 Internet: _____
 Contact person
 Title, Name (first, MI last): Mr. Ms. _____
 Phone: _____
 Fax: _____
 eMail: _____

Date

Company chop, Signature

Contribution Scheme

1. Pursuant to Art. 4 para 1 of the Bylaws of the “Organic Electronics Association (OE-A)”, the following graduation shall apply to dues payable by the Working Group members referred to in Art. 3 para 1 and Art. 2 of the Bylaws:

Class	No. of employees	Annual dues
0	1 – 9	1.200 €
I	10 – 99	2.500 €
II	100 – 999	5.000 €
III	1.000 – 9.999	7.500 €
IV	10.000 and more	12.500 €
U	Universities	500 €
FI	Research Institutes	1.500 €
C	Consultants	12.500 €

2. The dues are levied annually; companies joining the Working Group prior to July 1st of any given year shall pay the dues for the first and the second half of the year, companies joining later than July 1st shall pay for the second half only.
3. The Working Group Board is entitled to grant another, individualised graduation in special cases.
4. VDMA members are granted a discount of 25 %.

01/2005

Bylaws

Working Group “Organic Electronics Association“ (OE-A)

Art. 1 Basis

The working group “Organic Electronics Association (OE-A)“, hereinafter referred to as “the Working Group”, was founded on the basis of, and pursuant to, Art. 15 of the Rules of the German Engineering Federation VDMA (Verband Deutscher Maschinen- und Anlagenbau e.V., Frankfurt/Main) and is an integral part thereof.

Art. 2 Objective

1. The objective of the Working Group “Organic Electronics Association” is to represent the interest of the supplier industry, manufacturers, users and research institutes active in the field of organic and printed electronics and to promote the Organic Electronics industry as such.
2. The VDMA will support the Working Group by making available its advisory capacities within this objective.

Art. 3 Membership

1. The members of the Working Group are the members of the VDMA who are active in the fields described in Art. 2 para 1 above and have declared their readiness to partake in the Working Group. Their memberships end when their membership in VDMA does. Renewal of membership is possible in accordance with para 2 below.
2. Companies and organisations not eligible for membership in VDMA may be accepted as members of the Working Group if they are active in the fields described in Art. 2 para 1 above. They do not have a legitimate claim to make use of the services of VDMA or its departments.
3. Controversial opinions on Working Group membership relating to members of the VDMA, the acceptance and exclusion of companies and organisations referred to in para 2 above shall be decided by the Working Group Board. Objections raised against any such decision made by the Working Group Board shall be finally decided by the VDMA Restricted Board.

4. Working Group membership of companies and organisations referred to in para 2 above shall end
 - a) If they submit their voluntary resignation,
 - b) If the company, or, as applicable, organisation is dissolved;
 - c) If bankruptcy proceedings are opened with respect to the company, or, as applicable, organisation;
 - d) If they discontinue their activities referred to in Art. 2 para 1 above;
 - e) if they are expelled.

Voluntary resignation shall be declared to the Board in writing at six months' notice, taking effect at the end of the respective calendar year. In any other case, membership shall end on the date when the event occurs, and the Board shall be informed thereof in writing.

Where expulsion is pending, the rights and obligations of the affected member shall be deemed suspended until a final decision is made.

As of the date of resignation, or, as applicable, expulsion, the affected member may no longer demand the support of the Working Group. Dues or surcharges paid are non-reimbursable, dues or surcharges payable for or referring to the period of membership shall be made.

5. The future- and technology-oriented co-operation within the framework of the Working Group may lead to the disclosure of sensitive and confidential information and data. Therefore the members are requested to particular confidentiality.

The members are obliged to take care that persons sent by them and/or acting on their behalf shall keep strictly confidential any information they receive at OE-A meetings or other forms of collaboration with OE-A as far as the information is marked confidential or the interest to keep it confidential is obvious.

Exceptions:

The following information is not regarded as „confidential“:

(1) Information which was publicly known or accessible already at that moment in time when it was given or which will become public at a later moment in time without violation of any secrecy obligation.

(2) Information which was evidently known by one member before it has been disclosed by another member. In this case the receiving member is obliged to keep record of this previous knowledge in order to prove evidence and it has to inform the informing member accordingly without delay.

(3) Information which has been independently achieved by one member without violation of this agreement.

(4) Information which has been made accessible to a member by a third party without provision of confidentiality and without violation of any secrecy obligation.

(5) Information the member has been entitled to pass on to third party by the owner of the information explicitly in writing beforehand.

If non-members participate in OE-A meetings or otherwise co-operate with OE-A, they shall sign a confidentiality agreement.

Art. 4 Cost

1. To cover the cost incurred by the Working Group, all members of the Working Group shall pay dues to the VDMA. These dues are used exclusively to promote the specific objectives of the Working Group.

With regard to the support and advice rendered by the VDMA, members paying dues to VDMA (members within the meaning of Art. 3 para 1 above) shall pay a reduced, proportionate amount below the dues payable by the members referred to in Art. 3 para 2 above.

The Working Group Board is empowered to specify a one-time surcharge to cover the actual cost incurred by the Working Group exceeding the amount of ordinary dues levied during the first year. The surcharge shall in no case exceed a maximum of 25 % of the annual dues payable by a member.

2. The collection and actual amount of the dues is provided for in a separate set of rules (the Contribution Scheme) requiring the approval of the VDMA Restricted Board. The same applies to amendments of the Contribution Scheme.
3. To the extent that special expenditure is incurred that cannot be covered by the dues, the Working Group General Assembly may decide in advance that any such cost be compensated by way of a surcharge payable by all Working Group members.

Art. 5 Bodies

The tasks of the Working Group shall be assumed by

- a) The Working Group General Assembly,
- b) The Working Group Board,
- c) The Working Group Secretariat.

Art. 6 General Assembly

The General Assembly considers and resolves any questions pertaining to the Working Group unless otherwise assigned to other Working Group bodies or to the VDMA.

1. The General Assembly shall decide in particular on
 - The election of the Board,
 - The collection and amount of surcharges
2. The General Assembly shall take place
 - a) annually,
 - b) upon resolution made by the Board,
 - c) within four weeks' time, if at least 20% of the members so demand in writing and give the Board the reasons thereof.
3. The invitations to the General Assembly have to be sent out in writing or by e-mail including the agenda. They have to be posted or e-mailed at least 4 weeks before the day of the meeting.
4. The General Assembly shall be called and conducted by the Chairman of the Board or, in case of Art. 7, para 1, sentence 1 should the Chairman be unable to do so, by the Vice-Chairman or, should he also be unable to do so, by any other member of the Board or, if appropriate, the Managing Director.
5. In the General Assembly, each member shall have one vote. Any member may be represented by another by written power of attorney. In such a case, the authority to act on behalf of others shall be limited to four represented voting rights.
6. The General Assembly shall pass its resolutions by majority of all votes cast. In the event of a tie, an application is regarded as rejected. In the case of elections to the Working Group Board, the person with the highest number of votes shall be deemed elected. In the event of a tie, there shall be a final vote between those having obtained an equal number of votes.

The voting procedure followed by the Assembly shall be stipulated by the person conducting the Assembly unless the majority of the Assembly requests a deviating voting procedure to be applied.

7. Whenever the Board deems it appropriate, it may provide that votings be carried out in writing or via e-mail.

Para 5 sentence 1 shall apply *mutandis mutatis*.

8. Elections made and resolutions passed by the General Assembly shall be summarised in a report and signed by the person conducting the Assembly.

Art. 7 Board

1. The Working Group Board is composed of the Chairman and up to three Vice-Chairmen as well as no more than nine additional members.
2. A member of the Board may be any person holding the power of attorney with respect to organic electronics in their companies, or, as applicable, organisations. The Board membership is personal and to be assumed on an honorary basis.
3. The Board members are elected for a period of two years by the General Assembly. Their term does not end before new elections have been carried out.
4. One Chairman and the Vice-Chairmen of the Board are elected by the Board members for a period of two years. Their term does not end before new elections have been carried out. Re-election is possible once. A third term of office for the Chairman or the Vice-Chairmen is possible if elected by a 2/3-majority of the Board.

Art. 8 Management

The Managing Director of the Working Group is appointed by the Board with the consent of the Executive Director of VDMA and is employed by VDMA. The Managing director is responsible to the Board and shall work in closest consent with the Executive Director of VDMA. The staff of the Organic Electronics Association's secretariat are appointed by the Managing Director of the Working Group with the consent of the Executive Director of VDMA and are employed by VDMA.

Art. 9 Modification and Dissolution

1. Modifications to the Bylaws shall require the majority of 2/3 of the votes cast of the General Assembly and the approval of the VDMA Restricted Board.
2. The dissolution of the Working Group shall be made by the VDMA Restricted Board alone, after having heard the Working Group Board and, if appropriate, the competent VDMA Association.

This is a working translation of the German original. In case of conflict the German version prevails.
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