

Statutes of the Subsea Monitoring Network e.V.
in the version adopted at the founding meeting
on the 6th of November, 2013

Preamble

The Subsea Monitoring Network was founded in 2010 on the initiative of the maritime industry. The network, funded by the BMWi as part of ZIM-NEMO, has grown considerably and now has 26 partners from industry and research at the end of the funding phase. Important goals include networking German marine technology, strengthening system integration, increasing the competitiveness of the partners and developing maritime high technologies and new business areas.

At the end of the 3-year funding phase, it is necessary to give the network an independent legal personality. To this end, the network has decided to found an association that will take up and pursue the network's project work.

In addition to numerous technology projects, the Subsea Monitoring Network developed the concept for the underwater technology service center "PELAGOS". The basic approach was to expand the services already offered in the network, such as combining services and infrastructure, pooling specialist expertise, carrying out joint projects, joint system development and joint branding, and to institutionalize them in the underwater technology service center.

§ 1 Name and registered office

- (1) The organization bears the name "Subsea Monitoring Network e.V."
- (2) The association has its registered office in Rostock and is entered in the register of associations.
- (3) The financial year is the calendar year.

§ 2 Purpose

- (1) The association promotes the targeted exchange and networking of companies and institutions in the field of marine technology (underwater / deep-sea technology) and thus aims to contribute to a significantly stronger role for Germany in the international market.

The following are to be mentioned in detail:

- Strengthening the competitiveness of partners
- More effective use of individual resources and competencies / targeted integration of special competencies and developments into systems
- Strengthening existing business areas and establishing new business areas by developing new product families

- Development of maritime high technologies
- Establishment and optimization of maritime value chains through cooperation
- Establishing and expanding maritime value chains and participating economic sectors
- economic sectors
- Securing and creating jobs

For this purpose, the association can perform the following tasks:

- Identification of target markets and market access in these target markets
- Preparation/commissioning of market and technology studies
- Initiation of development and cooperation projects between member companies and scientific institutions
- Securing new products through international property rights
- Cooperation with other partners and networks
- Development of a solution strategy with regard to the question of a future consortium structure
- Development of necessary key competencies
- Targeted training of required specialists
- Elimination of bottlenecks for the German maritime industry in the area of testing and trial facilities
- Organization of public relations measures (press work, trade fair stand organization, etc.)
- Establishment of a service center for underwater technology

(2) The association is selflessly active: it does not primarily pursue its own economic purposes. The Association's funds may only be used for the purposes set out in the Articles of Association. Members shall not receive any benefits from the Association's funds.

(3) The Association may create and maintain facilities or make use of third parties to fulfill its statutory tasks.

§ 3 Membership

(1) All natural and legal persons under private and public law as well as all authorities and associations that support the purposes of the Association may become members.

(2) The application for admission to the Association must be submitted in writing to the Board of Directors. The Board of Directors shall decide on admission. The applicant or any member may appeal against the decision of the Board of Directors to the General Meeting within six weeks of notification.

(3) Membership ends through resignation, expulsion, death or, in the case of legal entities, through loss of legal capacity. Resignation can only be effected by written notification to the Board of Directors with a notice period of three months to the end of the calendar year.

(4) A member may be expelled by resolution of the Executive Board if their behavior causes damage to the association, if they do not pay their membership fee despite a warning or if the factual requirements for admission to the association are no longer met. Within four weeks of receiving the notice of expulsion, the member may lodge an objection with the general meeting by sending a registered letter to the management. The objection has a suspensive effect. The General Meeting shall decide on the objection by a two-thirds majority of the votes cast.

(5) All members have the right to vote at the General Meeting and are entitled to submit motions.

(6) Members are obliged to support the Association to the best of their ability in carrying out its tasks.

(7) Each member shall pay an annual membership fee, which shall be determined by the Annual General Meeting. Membership fees are due in the first quarter of each financial year.

§ 4 Bodies of the association

(1) The bodies of the Association are

- the general meeting
- the Executive Board
- the Advisory Board

(2) All members of the Association's bodies are obliged to maintain confidentiality regarding all information they receive in their capacity as members of the Association's bodies, even beyond the duration of their business activities, insofar as the disclosure of such information is contrary to the interests of the Association or a member.

§ 5 General meeting

(1) The General Meeting consists of the members or the representatives of the members.

- Personal members have one vote.
- Authorities, associations and research institutions have two votes.
- Companies have three votes.

(2) General Meetings shall take place:

- Ordinary general meetings once per financial year,

- Extraordinary Members' Meetings on the decision of the Executive Board or at the written request of at least 25% of the votes.

(3) General meetings are convened and chaired by the Chairman of the Association or, if he is unable to do so, by his deputy.

(4) The invitation to the ordinary General Meeting shall be issued in writing at least four weeks before the date of the meeting, stating the agenda. An invitation to an extraordinary general meeting must be issued at least 8 days in advance, stating the agenda,

(5) The General Meeting shall constitute a quorum if at least one third of the votes are represented. Otherwise, a further meeting shall be held within three weeks, which shall in any case constitute a quorum. The invitation to this second meeting must expressly refer to this special feature.

(6) The General Meeting shall pass resolutions by a simple majority of the members present, unless otherwise stipulated in these Articles of Association. In the event of a tie, the vote of the chairman of the meeting shall be decisive.

(7) Resolutions on amendments to the Articles of Association require the approval of at least two thirds of the votes of the members present.

(8) Minutes shall be taken of each General Meeting and signed by the chairperson of the meeting and the keeper of the minutes. These minutes shall be sent to each member.

(9) Motions for the agenda of the General Meeting must be submitted to the Board of Directors at least five days before the meeting. Motions that are not submitted on time can only be dealt with if two thirds of the votes of the members present approve them.

§ 6 Tasks of the General Meeting

The General Meeting is responsible in particular for:

- approving the budget, the accounts and the annual report,
- the election of the Executive Board
- electing the members of the Advisory Board,
- the discharge of the organs of the association,
- passing resolutions on amendments to the Articles of Association and on the dissolution of the Association,
- the regulation of contributions,
- the election of auditors. die Beschlussfassung über die Angelegenheiten des Vereins, die weder dem Vorstand noch dem Beirat obliegen.

§ 7 Executive Board

(1) The Executive Board consists of the Chairman of the Association, the Deputy Chairman and the Treasurer. The Chairman and the Deputy Chairman form the Board of the Association within the meaning of § 26 BGB. Each of them alone is authorized to represent the Association in legal transactions. All duties of the Chairman arising from these Articles of Association or the law may be performed by the Deputy Chairman if he is prevented from doing so or with his consent.

(2) The members of the Executive Board are elected by the General Meeting for a term of three years. They shall hold office until their successor is elected. Re-election is permitted.

(3) If members of the Executive Board resign during their term of office, a replacement shall be elected.

(4) The Executive Board manages the Association in accordance with its objectives and represents the Association externally. In particular, it has the following fundamental tasks:

- Determination of the guidelines for the work of the association,
- Examination of the budget estimate and the annual accounts.
- Reporting and informing the members about the ongoing work of the association
- Representation of the Association in political and scientific bodies.

The Executive Board shall adopt rules of procedure to fulfil these tasks.

(5) The Executive Board shall meet as required, but at least twice a year. It passes its resolutions by majority vote. In the event of a tie, the chairperson of the meeting shall have the casting vote. The meetings of the Board of Directors are convened and chaired by the Chairman or the Deputy Chairman with at least two weeks' notice.

(6) The Executive Board shall administer its offices free of charge. Reimbursement of expenses may be decided by the General Meeting.

§ 8 Advisory board

(1) The Advisory Board has the task of advising the Executive Board on all matters relating to the Association, in particular on the promotion and strategic orientation of the Association.

(2) The Advisory Board shall be composed of individually appointed personalities from among the members, authorities and institutions as well as individuals who are conducive to the purpose of the Association.

(3) The number of members of the Advisory Board shall not exceed 8.

(4) The members of the Advisory Board are elected by the General Meeting for a term of three years on the recommendation of the Board of Directors. By accepting the election, the Advisory Board member assumes the obligation to personally participate in the Advisory Board meetings and activities. Re-election is possible.

(5) The members of the Advisory Board shall elect a Chairman and a Deputy Chairman from among their number.

(6) The Advisory Board shall meet as required, but at least once per financial year, at the invitation of its Chairman or Deputy Chairman.

(7) The Advisory Board shall constitute a quorum if at least one third of its members are present. The Advisory Board passes resolutions by a simple majority of the members present.

(8) Minutes shall be taken of the resolutions of the Advisory Board, which shall be signed by the chairperson of the Advisory Board meeting and the secretary.

(9) A representative of the Board of Directors shall attend the meetings of the Advisory Board.

§ 9 Managing Director

(1) The Management Board may appoint and dismiss a managing director. If the Board of Directors does not appoint a managing director, a member of the Board of Directors must assume the role of managing director. The managing director may represent the association externally and handles the day-to-day business of the association in consultation with the Executive Board.

(2) The Managing Director is obliged to draw up a budget and submit it to the Board of Directors.

(3) The Managing Director is responsible for compliance with the budget and for the administration of the Association's funds.

(4) The prior approval of the Board of Directors must be obtained for unbudgeted expenditure.

(5) The Managing Director shall ensure that the accounts are properly kept and shall provide evidence of both the Association's assets and the use of funds on an annual basis. At the request of the Executive Board, he must submit interim accounts.

(6) Expenses incurred in the course of management shall be reimbursed.

(7) The Managing Director shall attend all meetings and assemblies of the Association's bodies.

§ 10 Auditor

- (1) Two honorary auditors shall be appointed annually by the General Meeting to audit the annual accounts.
- (2) The auditors shall report on the results of their audit to the Annual General Meeting.

§ 11 Dissolution of the organization

- (1) The dissolution of the Association can only be decided by a General Meeting convened specifically for this purpose. The invitation shall be issued in writing at least 4 weeks before the date of the meeting.
- (2) The resolution to dissolve the Association requires a three-quarters majority of all votes present. The General Meeting shall constitute a quorum if at least three quarters of all votes are represented.
- (3) In the event of dissolution, the Chairman of the Association shall be the liquidator of the Association in accordance with 76 BGB, unless the General Meeting decides otherwise.
- (4) If the Association is dissolved or loses its legal capacity, the Association's assets shall be transferred to a legal entity under public law or another tax-privileged corporation in the maritime sector. The General Meeting convened specifically for the dissolution of the Association shall decide on the recipient of the Association's assets at the proposal of the Executive Board.