

Agreement OSADL Associate Membership Bronze/Silver/Gold

Version of February 9, 2017

The company

Name:

Address:

Country:

– hereinafter called „Associate Member Bronze/Silver/Gold“

and the

Open Source Automation Development Lab (OSADL) eG, Im Neuenheimer Feld 583, 69120 Heidelberg,
Germany

– hereinafter called „OSADL“

conclude the following agreement with respect to an Associate Membership Bronze/Silver/Gold of a corporation.

Purpose

The Associate Membership Bronze/Silver/Gold serves the purpose of cooperation in the development of Open Source software for applications in the areas of machine and equipment construction and/or the automation industry within the meaning of § 2 (4) of the OSADL by-laws and § 8 (1) no. 5 of the German Cooperative Societies Act (Genossenschaftsgesetz). It does not represent a regular membership in a cooperative society as detailed in § 15 of the German Cooperative Societies Act. This excludes the acquisition of equity shares along with active and passive rights to vote or be elected for the governing bodies of OSADL. In consequence, the Associate Membership Bronze/Silver/Gold is restricted to corporations who consider that joining a cooperative is equivalent to acquiring a participating interest and involves

due diligence processes that are not justified by the relatively small value of an OSADL share. Upon request, it is possible for the Associate Member Bronze/Silver/Gold to have observing participation in the Annual General Assembly. However, at the express request of regular members, the participation of the Associate Members Bronze/Silver/Gold in the deliberations and decisions reserved to the governing bodies of OSADL in accordance with the German Cooperative Societies Act can be prohibited.

Benefits

The Associate Member Bronze/Silver/Gold has the same rights to enjoy the granted benefits as a regular OSADL member with the same membership level Bronze/Silver/Gold. This particularly relates to requests and ballots of projects, discount rates of chargeable services, access to events as well as the access to restricted areas of the OSADL Web pages. Services that regular members may enjoy without any limitation in the number of users such as the access to restricted OSADL Web pages, are available to all employees of all companies that are connected to the Associate Member Bronze/Silver/Gold. Services and events with a limited number of participants are restricted in the same way as is the case for regular members with the same membership level.

Public relations

The Associate Member Bronze/Silver/Gold may announce the Associate Membership publicly, i.e. on the Internet, in print media, in offerings etc. However, the associate quality of the membership must be indicated explicitly to prevent any confusion with the regular membership. The following terms are acceptable:

	Bronze	Silver	Gold
Name	Associate Member Bronze	Associate Member Silver	Associate Member Gold
Membership	Associate Membership Bronze	Associate Membership Silver	Associate Membership Gold
Logo	Associate Member Bronze	Associate Member Silver	Associate Member Gold

The usage of the other OSADL logos is restricted to regular and academic members. Similarly, the sole indication of a “membership” or „OSADL membership” is not permitted. OSADL will announce the admission of a new Associate Member Bronze/Silver/Gold in a news article and forward it to the usual press channels. On the OSADL member poster, the Associate Members Bronze/Silver/Gold will be presented separately from the regular members.

Payment contribution

The Associate Member Bronze/Silver/Gold is obligated to pay an annual fee that is intended as a flat-rate service fee. The annual fee is calculated with respect to the annual fee of a regular OSADL member with the same membership level and amounts to one and a half times of it as listed in the following table (as of February 2017):

	Regular Member	Associate Member
Membership Level Bronze	8,000.00 euros	12,000.00 euros
Membership Level Silver	16,000.00 euros	24,000.00 euros
Membership Level Gold	24,000.00 euros	36,000.00 euros

The annual contribution is assessed on the calendar year and is due at the beginning of the year. It has to be transferred to the bank account no. 19753506 at the Volksbank Neckartal eG, BLZ 672 917 00, IBAN DE10672917000019753506, BIC GENODE61NGD. If the Associate Member Bronze/Silver/Gold is admitted in the course of a year, then the contribution will be adapted correspondingly. Each month that has commenced is fully assessed. The Associate Membership Bronze/Silver/Gold can be terminated by both sides at least three months prior to the end of a calendar year. After the termination of the Associate Membership Bronze/Silver/Gold any granted benefits and rights are void.

Adjustment of the contract

The adjustment of the contract, particularly the rate of contribution as a consequence of a change in the contribution rate of regular members, takes place through notification of OSADL to the Associate Member Bronze/Silver/Gold. The notification must be submitted in written form at least four months prior to the end of the calendar year and may become effective only upon the beginning of the subsequent calendar year. If the Associate Member Bronze/Silver/Gold does not object to the adjustment, then the adjustment becomes effective accordingly. If the Associate Member Bronze/Silver/Gold objects, the adjustment will not become effective, and OSADL is entitled to a special termination right until two months prior to the end of the calendar year

Applicable law and place of jurisdiction

This agreement is subject to the law of the Federal Republic of Germany. Place of jurisdiction is Mannheim, Germany.

Requested level of the Associate Membership

Bronze Silver Gold

Intended start date of the Associate Membership Bronze/Silver/Gold

Date:

Signatures

Signatory of the Associate Member Bronze/Silver/Gold

Place:

Date:

(Name in block letters)

(Signature)

OSADL Directors

Place:

Date:

(Name in block letters)

(Signature)

(Name in block letters)

(Signature)