

## **BYLAWS for Modelica Association**

Adopted at the statutory annual meeting on February 5, 2000, with changes at the 25<sup>th</sup> meeting on Feb. 7, 2001 in Bielefeld, 26<sup>th</sup> meeting on June 13, 2001 in Linköping, 27<sup>th</sup> meeting on Sept. 7, 2001 in Hartford.

with further changes at the  
54<sup>th</sup> meeting on Nov. 13, 2007 in Paris,  
55<sup>th</sup> meeting on Jan. 16, 2008 in Oberpfaffenhofen.

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### **General regulations**

#### **§1 Name and location of the association**

The name of the association is Modelica Association, abbreviated as MA.

The association has its seat in Linköping, Sweden.

#### **§2 Purpose of the association**

MA is a non-profit, non-governmental organization with the aim of developing and promoting the development and application of the Modelica computer language (also named Modelica modelling language-) for modelling, simulation and programming of physical and technical systems and processes. MA will thus own and administrate incorporeal rights related to Modelica, including but not limited to trademarks, the Modelica Language Specification, Modelica Standard Libraries, etc., which should be generally available for the promotion of industrial development and research.

#### **§3 Membership and annual fee**

Membership in MA is open to individual persons who agree to work in accordance with the purpose of the association and follow the bylaws of the association.

Membership in MA is also open to companies, institutes, universities or other organizations, which agree to support the purpose of the association and follow the bylaws of the association.

Thus there are two types of members: individual members and organizational members.

Organizational members have certain benefits, e.g the right to display their logotype at a suitable place on MA's homepage. The benefits granted to organizational and individual

members are decided by the Assembly. The voting rules for organizations are further specified in these Bylaws.

A person applying for membership must reveal his/her major affiliations with relevance to MA interests and keep the Assembly informed of important changes in affiliations.

Membership is approved by the Assembly, after written application which must be submitted to MA at the latest two weeks before the annual general meeting or ordinary Assembly meetings.

Further directives on the application procedure will be decided by the Assembly.

Resignation from MA applies immediately after written application to MA.

An individual member has one vote, in accordance with the regulations specified in more detail in these Bylaws.

Each member is obliged to pay the corresponding annual fee which is determined at the annual general meeting. The annual fee for individuals should not be so high that it impedes the membership of individuals.

#### **§4 Financial year**

MA's financial year is from January 1 to December 31.

#### **§5 Decision-making bodies, etc.**

MA's highest decision-making body is the Assembly.

The Assembly meets at least two times per year, of which one of the meetings will be the annual general meeting and the others ordinary Assembly meetings. A meeting may also take place via an extra annual meeting.

MA's Council consists of a Chairperson, Vice-Chairperson, Secretary and Treasurer. Between meetings The Council is MA's point of contact. The Council will follow the applicable regulations and decisions made by the Assembly.

The Chairperson will lead MA's negotiations and work at the Assembly. In the absence of the Chairperson the Vice-Chairperson will take over. The Assembly has the right to approve individuals to be present and have the right to speak at the meeting.

The minutes of MA's meetings will be recorded by the Secretary or a person delegated by the Assembly. The minutes will be signed by the Chairperson of the meeting and at least one other member of the Assembly present at the meeting.

At each meeting there will be a clause in the minutes where the presence of individual members is noted. Any members who arrive/depart during the meeting will be noted on arrival/departure.

The Assembly constitutes a quorum when at least six individual members are present, one of whom is the Chairperson or Vice-Chairperson.

### **§6 Signing authority**

The Chairperson, Vice-Chairperson and the Treasurer each individually have signing authority for the firm of MA.

The Assembly can authorize a private person, with the limitations determined by the Assembly, to be a signatory for the firm of MA. This authority may be revoked at any time by the Assembly.

### **§7 Auditing**

The operations and accounts of MA will be annually inspected by two accountants designated by the Assembly at the annual general meeting. The appointment of the accountants applies for the time specified in these Bylaws.

### **§8 Changes to bylaws**

Any changes to these Bylaws must be approved by the Council and require identical decisions made by a two thirds (2/3) majority of the Assembly at two consecutive annual or extra annual meetings, held with at least two months in between.

### **§9 New Modelica releases**

New releases of the Modelica Language specification, and ~~of Modelica Association libraries, such as~~ the Modelica Standard Library and the ModelicaReference library, shall be approved by the Council and by the Assembly with at least two thirds (2/3) of the number of votes submitted.

If the final Modelica Language release specification documents are not complete at the time of the meeting, the Assembly may decide, with at least two thirds (2/3) of the number of votes submitted, to perform a confirmation vote via email after the meeting when the final release documents are available, but not later than three months after the meeting. A vote for the release of a Modelica Association library can always be performed via email.

An email voting has to be announced at least 2 weeks before the voting takes place, and the final documents must be generally available at least 1 week before the vote. The voting period is 6 working days. Every member of MA can vote. The same voting rules as for an Assembly meeting applies. Email votes shall be sent to all members of MA. A vote counter elected at the Assembly meeting summarizes the result and sends it to all members of MA.

### **§10 Personal and Organizational Library Officers**

For every Modelica Association library or sublibrary, one or more library officers are assigned that are responsible for the maintenance and for the further organization of the development. Other persons may also contribute, but the final decision for library improvements and/or changes is performed by the responsible library officers. If a library is maintained by several library officers, it is up to them to organize their decision process. In case there is no special agreement, library officers of a library shall perform a decision by voting. A positive vote requires at least 2/3 of the provided votes.

In order that a library or sublibrary is ready to be released, the responsible library officers have to report the changes to the members of MA (usually via the release notes). Feedback and improvement suggestions shall be taken into account. The library shall be made available for beta testing to interested parties before a final decision. MA libraries shall only use language elements of the published Modelica language specifications. A new release is formally decided by voting of the Modelica Association members according to §9.

A library officer can be either defined by person, independently from the person's affiliation or it can be an organizational library officer. In the latter case, the library officer is appointed by his/her organization and the organization can at any time perform a new appointment. A library officer need not be a member of the Modelica Association. Library officers are assigned in one of the following ways:

- (1) When a new library or sublibrary is provided, a copyright transfer contract has to be signed between the contributor(s) and the Modelica Association, or the contributor(s) assigns an appropriate license to the Modelica Association. In this contract the initial library officers might be defined, as well as the head of the library officers.
- (2) New library officers can be assigned by the current ones for the same library/sublibrary, if at least 2/3 of the provided votes of the current library officers

are positive, and provided no Modelica Association decision stands against it.

(3) Initial library officers may be defined (if not defined in a copyright transfer or license contract), library officers may be removed and/or new library officers may be appointed, if library officers resign and/or library officers do not work well for the further development of the library and/or do not work in the interest of the Modelica Association. All such decisions shall be approved by the Council and by the Assembly with at least two thirds (2/3) of the number of votes submitted.

## **§110 Dissolution**

To dissolve MA two identical resolutions by the Assembly are required at two consecutive annual general meetings. The number of votes submitted for dissolution must exceed at least three fourths (3/4) of the number of votes at each meeting.

A decision on dissolution may only be made after the matter has been approved by The Council.

## **Annual meetings**

### **§121 Annual general meeting/extra annual meeting**

The Assembly must call an annual general meeting before the end of May after the previous financial year.

On written request by a member of the Council, or accountant or members representing at least four votes The Council must call an extra annual meeting.

At an extra annual meeting only the item which has given rise to the meeting may be discussed.

Members must receive notice from the chairperson of Assembly meetings at least three weeks before the meeting in writing or via email.

The Council will make MA's annual report and the auditors' report available to members at the same time.

Notification of an extra annual meeting will be made by the Chairperson by sending notice with a preliminary agenda in writing or via email to reach members at least three weeks before the meeting. For an extra annual general meeting members will receive information on date and location at least five weeks before the meeting. At the meeting the final agenda must be available.

Proposals and statements to be presented at the annual general meeting must be sent in writing (via post, fax or email) to the Chairperson of the meeting at the latest by 12 o'clock noon GMT four working days before the meeting

Proposals for a change in the Bylaws, conducting or cancelling elections may not be treated as "other business".

At the annual general meeting or at an extra annual meeting the accountants have the right to be present and to speak.

### **§132 The agenda for the annual general meeting**

At the annual general meeting the following will be discussed and entered into the minutes:

- 1 Determining the electoral register for the meeting (by roll-call)
- 2 Ratifying whether the meeting has been announced properly
- 3 The right of a specified non-member to be present and have the right to speak at the meeting
- 4 Confirming the agenda
- 5 Election of two persons to approve and sign the minutes
- 6
  - a) MA's annual report for the previous year
  - b) MA's administration report (financial statement) for the previous financial year
- 7 The accountants' report on MA during the previous business and financial year
- 8 Discharge from liability for The Council for the period the auditing applies to
- 9 For the period from the annual general meeting up to and including the next annual general meeting, taking into account the longer election periods specified below, election of
  - a) a Chairperson of MA (elected for 2 years)
  - b) a Vice-Chairperson of MA (elected for 2 years)
  - c) a Secretary of MA (elected for 2 years)
  - d) a Treasurer of MA (elected for 2 years)
  - e) possibly other committee members with particular duties
  - f) two accountants and a deputy accountant (elected for 4 years)
- 10 Election of new members in accordance with the current Bylaws (where applicable)
- 11 Granting resignation
- 12 Determining possible changes of the annual fees
- 13 Determining the plan of operations and the budget for the current financial year and the date of the next annual general meeting as well as, when necessary, preliminary dates for the ordinary Assembly meetings during the year.
- 14 Discussion of proposals and suggestions received
- 15 Any other business
- 16 End of meeting

## **Ordinary Assembly meetings**

### **§143 Meetings of the association**

The Assembly determines dates for the ordinary Assembly meetings during the year. When necessary, The Council can schedule additional Assembly meetings.

For ordinary Assembly meetings notice of the meeting must reach members in writing or via email together with the agenda drawn up by the Chairperson at least three weeks before the meeting.

For ordinary Assembly meetings appropriate parts of the items specified in §132 are included in the agenda. For meetings that are not annual general meetings, items that are, for example, only related to annual matters will not be included.

## **Right to vote**

### **§154 Membership and right to vote**

An individual member present at the annual meeting, extra annual meeting or ordinary Assembly meeting has the right to vote.

For a person to become a member the person must have participated in two previous ordinary Assembly meetings during the previous twelve-month period and have paid the annual fee for the current year. The Assembly also has the right to admit a person as a member during the second meeting during the twelve-month period that the person is present at.

A member needs to pay the annual membership fee during the year in order to maintain membership. To exercise voting rights, the fee shall have been paid before voting is performed.

An organizational member may only exercise voting rights through representatives who must be individual members of MA. Each such representative has one vote. An individual member who accepts to be a representative of an organization at a meeting can not exercise his/her voting rights as an individual member during that meeting.

A member must be present at a meeting to execute his/her voting rights.

A motion is passed when a proposal receives more than 50 percent of the votes of the members who are present. In the event of more than two alternatives, the two alternatives with most votes are contested in a final vote.

If a member so desires, election of persons will take place by secret ballot.

## **Accountants**

### **§165 Auditing**

The accountants have the right to continuously have access to MA's accounts, minutes of Assembly and Council meetings as well as other documents.

MA's accounts must be made available to the accountants at least six weeks before the annual general meeting.

The auditors will in accordance with good auditing practice examine the accounts of the previous financial year and make the audit report available to The Council at least three weeks before the annual general meeting.

## **The Council**

### **§176 Constitution**

A Council member must be a member of MA.

### **§187 Duties of the Council**

The Council is responsible in particular for:

- making budget proposals and a plan of operations for the following financial year and preparing to a certain degree other items that will be discussed at the ordinary Assembly meetings and annual general meetings
- administrating MA's funds and owned rights
- approve proposed changes of Bylaws
- generally working for the good of the association

It is the Chairperson's duty in particular to plan the meetings and distribute notice with a preliminary agenda at least two weeks before the meeting.

At Council meetings, Council members are allowed to be present and vote through teleconferencing mechanisms.

Minutes must be kept during Council meetings.

## **Other regulations**

### **§189 Expulsion, etc**

A member may not be expelled from MA for any other reason than that he or she has failed to pay the fees determined by MA, worked against the interests of MA operations or aims, or clearly damaged the reputation or interests of MA or its members.

Expulsion is decided on Assembly meetings and applies immediately. The issue of expulsion may not be decided on until the member has been given the opportunity to state his or her case in writing and the item has been discussed by the Assembly.

MA will not refund rightfully paid annual fees.

### **§209 Authors of common documents from MA**

Individual members of MA who have attended at least one meeting during the 12 months before common documents from MA are released are specified collectively as authors of these documents if they so wish. The Assembly can add additional authors who contributed to the documents to this set of authors.

### **§210 Register of members**

Members are specified on MA's homepage <http://www.modelica.org>.

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