

BYLAWS for Modelica Association

Adopted at the statutory annual meeting on February 5, 2000.

The bylaws have been changed and voted at:

- 25th meeting on Feb. 7, 2001 in Bielefeld,
- 26th meeting on June 13, 2001 in Linköping,
- 27th meeting on Sept. 7, 2001 in Hartford.

The bylaws have been changed and voted at:

- 54th meeting on Nov. 13, 2007 in Paris,
- 55th meeting on Jan. 16, 2008 in Oberpfaffenhofen,

The bylaws have been changed and voted at:

- 70th meeting on March 25, 2011 in Dresden,
- 71st meeting on May 23, 2011 in Lund.

The bylaws have been changed and voted at:

- 73rd meeting on Dec. 14, 2011 in Oberpfaffenhofen,
- 74th meeting on Feb. 29, 2012 in Paris.

This is a major change of the bylaws to improve the operation of the Modelica Association (MA).

Summary of the changes:

- The purpose of MA has changed (§ 2: The goal is not only to develop the Modelica language and Modelica libraries, but in general coordinated standardization in the fields of cyber physical systems and systems engineering). The granting of MA standard approval is explicitly mentioned.
- The development work of MA is now organized in MA Projects (MAPs), see the new paragraphs § 21 - § 23. Every MAP can make its own rules (that need to be approved by MA). The leader of a MAP needs to be a MA member. Other project members need not to be MA members. A MAP leader can also become a member of the MA Board; this requires approval by the MA Assembly. Project results must be made available under an open source license. It is recommended to publish them as MA standard. A template for a MA Project application has been added as an appendix.
- The text of § 9 (Modelica Language) has been moved out of the Bylaws and into the rules of the MAP "Modelica Language".
- The text of § 10 (Modelica Libraries) has been moved out of the Bylaws and into the rules of the MAP "Modelica Libraries".
- The definition of MA meetings has been simplified and unified. There is now only one meeting type called "Assembly meeting" (instead of "ordinary/extra/annual meeting"). One of the Assembly meetings is called "Annual Assembly meeting", where, e.g., elections take place. All rules for an "Assembly meeting" are now collected in § 12. To make this uniform and adapt it to the desired operation, the following changes have been applied:
 - A meeting has to be announced at least 5 weeks before it takes place. The meeting invitation must include date, location and preliminary agenda (previously a meeting had to be announced 3 weeks beforehand and an agenda was not mentioned; for an extra annual meeting, previously date and location had to be announced 5 weeks beforehand).

- Proposals for the meeting must be sent to the Chairperson two weeks beforehand (previously: 4 days)
 - The final agenda including the proposals and documents must be sent to the MA members 1 week beforehand (previously: nothing was defined).
 - All paragraphs concerning MA membership have now been moved to § 3 “Membership” (previously, it was split in to several paragraphs).
 - In § 14 “Voting”, all issues regarding voting are summarized and at other places only a reference to the voting rules are present. The two terms "simple majority" (> 50 %) and "qualified majority" (> 66 %) have been introduced, precisely defined and used throughout the Bylaws. It is also specified that "vote abstention" is not a submitted vote (this was previously undefined), i.e., there is only the possibility to vote for a proposal or reject it. If a third option (“abstention”) would be present, the effect would be exactly as “reject”, and this is confusing. Previously, for the dissolution of MA at least 3/4th of the submitted votes have been necessary. In order to not introduce still a third type of “majority”, dissolution was changed to “qualified majority”, i.e. > 66 %.
 - Role of auditing / accountants is summarized in § 7. Availability of accounts to accountants is now required 5 (formerly 6) weeks before an Annual Assembly meeting (same as invitation to Assembly meeting).
 - The election periods are defined in § 15 and § 16 (previously, it was split in to several paragraphs).
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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. The scope of business comprises coordinated standardization and development of software technology and methods in the area of cyber physical- systems and systems engineering. In particular, MA develops and promotes the Modelica language and Modelica libraries, for specification, modeling, simulation, other analyses and design methods, as well as systems operations of physical and technical systems and processes.

MA will own and administrate incorporeal rights related to developed standards and software, including but not limited to trademarks, the Modelica Language Specification, the Modelica Standard Libraries, etc., which should be generally available for the promotion of industrial and academic development and research.

MA can approve documents from inside and outside the MA as Modelica Association standard.

§ 3 Membership and annual fee

There are two types of members: individual members and organizational members.

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 and other organizations, which agree to support the purpose of the association and follow the bylaws of the association.

An organizational member has to appoint an individual person affiliated to the organization to represent the organization in all matters related to the MA. This person is the organization's liaison member. The benefits granted to organizational and individual members are decided by the Assembly. The voting rules are further specified in these Bylaws.

For an individual person to become a member of the Modelica Association, the person must have contributed to an MA Project (see § 21 - § 23) or to other parts of the Modelica Association. A contribution is typically demonstrated by

- (a) participating in two previous project meetings of registered MA Projects during the previous twelve-month period, or
- (b) participating in two previous Assembly meetings (see § 12) during the previous twelve-month period.

The Assembly also has the right to admit a person as a member during the second Assembly meeting during the twelve-month period that the person is present at.

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 with simple majority (see § 14), after written application which must be submitted to MA at the latest two weeks before the respective Assembly meeting takes place.

A leader of a proposed MA Project can be accepted as MA member without the need to have participated in two previous meetings if he/she has strong technical and leadership credentials and he/she is accepted as new member by the Assembly with simple majority (see § 14).

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

Resignation from MA applies immediately after MA received the written notice.

Each member is obliged to pay the corresponding annual fee which is determined at the annual Assembly 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

MA's highest decision-making body is the Assembly which consists of all MA members (individual persons and liaison members/representatives of member organizations) that are present at an Assembly meeting or take place in an electronic vote.

Between meetings the Board (see § 16 and § 17) is MA's point of contact. The Board will follow the applicable regulations and decisions made by the Assembly.

MA's Board consists of:

- a Chairperson,

- a Vice-Chairperson,
- a Secretary,
- a Treasurer,
- a maximum of five additional Board members who are responsible for specific duties and
- those leaders of registered Modelica Association Projects (see § 21 - § 23) that are approved by the MA assembly.

The number of additional Board members and their duties for the upcoming election period are defined at the latest in the Assembly meeting before the Assembly meeting where the election takes place.

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.

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

MA's accounts must be made available to the accountants at least five weeks before the annual Assembly 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 Board at least three weeks before the annual Assembly meeting.

§ 8 Changes to bylaws

Any changes to these Bylaws must be approved by the Board and require identical decisions made by a **qualified majority** (see § 14) of the Assembly at two consecutive **Assembly** meetings, held with at least two months in between.

§ 9 Modelica Language

The Modelica Language development is organized in the MA project “Modelica Language”.

§ 10 Modelica Libraries

The development of standardized Modelica libraries is organized in the MA project “Modelica Libraries”.

§ 11 Dissolution

To dissolve MA two identical votes with qualified majority (see § 14) by the Assembly are required at two consecutive **Assembly** meetings each.

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

§ 12 Assembly meetings of the Modelica Association

The Assembly determines dates for Assembly meetings during the year. When necessary, the Board can schedule additional Assembly meetings. At least **two Assembly meetings per year** have to take place, one of them is the Annual Assembly meeting. On written request by a member of the Board, or accountant or members representing at least four votes, the Board must call an additional Assembly meeting.

For Assembly meetings, the Chairperson must send notice of the meeting including date, location and **preliminary agenda** to MA members in writing or via email at least **five weeks** before the meeting.

For Assembly meetings that are not annual Assembly meetings, appropriate parts of the items specified in § 13 are included in the agenda. Items that are only related to annual matters will not be included.

Proposals and statements to be presented at an Assembly meeting must be sent in writing (via post, fax or email) to the Chairperson of the meeting at the latest **two weeks** before the meeting.

The final agenda, proposals and documents must be available to the members at latest **one week** before the meeting.

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

At an Assembly meeting the accountants have the right to be present and to speak.

§ 13 The Annual Assembly meeting

Every year the Board must call one annual Assembly meeting before end of May. This meeting is one of the meetings defined in § 12.

The Board must make MA's annual report, the annual reports of the MA projects, and the auditors' report available to members at least **one week** before the Annual Assembly meeting.

An **annual Assembly meeting** has the following agenda:

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. Reports:
 - a) MA's annual report for the previous year, prepared by the Chairperson or Vice-Chairperson.
 - b) A report for every MA project (see § 21 - § 23), prepared by the respective MA project leader.
 - c) MA's administration report (financial statement) for the previous financial year, prepared by the Treasurer.
7. The accountants' report on MA during the previous business and financial year
8. Discharge from liability for the Board for the period the auditing applies to
9. Election of the board members if necessary according to the election period (see § 16).
10. Election of two accountants and a deputy accountant if necessary according to the election period (see § 15)
11. Election of new members in accordance with the current Bylaws (where applicable)
12. Granting resignation
13. Determining possible changes of the annual fees
14. Determining the plan of operations and the budget for the current financial year and the date of the next annual **Assembly** meeting as well as, when necessary, preliminary dates for the ordinary Assembly meetings during the year.
15. Discussion of proposals and suggestions received
16. Any other business

17. End of meeting

§ 14 **Voting**

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

An individual member present at an Assembly meeting, and not being an appointed representative for an organizational member (see the next paragraph), has the right to vote. Such a person has one vote.

An organizational member may exercise voting rights through one appointed representative present at an Assembly meeting. This is either (a) the liaison member of the organizational member or (b) a person acting for the organization that has been given mandate for an Assembly meeting or an electronic voting, by informing the MA Board in writing at least one week prior to the start of the meeting or the electronic voting. 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, except for electronic voting.

The Assembly constitutes a quorum when at least nine members are present **which have the right to vote**, one of whom is the Chairperson or Vice-Chairperson. **For an electronic voting, at least nine valid votes have to be submitted, one of these votes must be from the Chairperson or Vice-Chairperson.**

A *normal decision* is made by *simple majority*. Here a proposal must receive more than 50 per cent of the valid votes submitted.

A *qualified decision* is made by a *qualified majority*. Here a proposal must receive more than 66 percent of the valid votes submitted.

A vote abstention is not a submitted vote.

Unless otherwise noted, the *normal decision* has to be applied.

In the event of more than two alternatives, and none of the alternatives gets the necessary majority, 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.

An electronic voting has to be announced at least 2 weeks before the voting takes place, and the final proposal (e.g. consisting of a specification, or a library) 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 apply. Every member must have the possibility to inspect the submitted votes. A vote counter elected at the Assembly meeting summarizes the result and sends it to all members of MA. Election of persons is not possible by an electronic voting.

§ 15 Accountants

The appointment of accountants takes place every fourth annual Assembly meeting. If a position of the accountants becomes vacant, this accountant member must be appointed at the next Assembly meeting for the duration until the next scheduled MA accountant appointment.

The Board

§ 16 Constitution of the Board

A Board member must be a member of MA.

The election of the MA Board takes place at every second annual Assembly meeting. If a position of the Board becomes vacant or one more Board member shall be introduced, this Board member can be elected at the next Assembly meeting for the duration until the next scheduled MA Board election.

§ 17 Duties of the Board

The Board 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 Assembly 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 Assembly meetings and distribute notice with a preliminary agenda according to § 12.

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

Minutes must be kept during Board meetings.

Other regulations

§ 18 Expulsion

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, violates laws or regulations that MA has to fulfill, 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.

§ 19 Authors of common documents from MA

Individuals who have contributed to common documents from MA or from MA projects are specified collectively as authors of these documents if they so wish. In case of conflicting opinions, the Assembly decides on the authors of MA documents or MA project documents, provided there are no specific project rules for MA project documents that resolve such a conflict.

§ 20 Register of members

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

Modelica Association Projects

§ 21 Registration of Modelica Association Projects

Long term development activities in the scope of the Modelica Association (see § 2) can be organized in Modelica Association Projects (MAP). The organizational structure and the rules of each MAP can be determined independently by this project, as long as they are compliant with the MA Bylaws, especially with the rules defined in § 22 and § 23. A set of MAP rules is recommended in the Appendix.

After a candidate for a project has been proposed to the MA, the MA Assembly decides on the registration of a project as a MAP with a qualified majority (see § 14). Registered MAPs are listed on MA's homepage (currently <http://www.modelica.org>) with their registration data and a link to the MAP web page.

§ 22 Procedure for registration and de-registration of Modelica Association Projects

The proposal of a project for registration as MAP must contain

- Name and purpose of the project.
- Rules under which the project intends to work.
- Initial members of the project (individual and organizational). A MAP must have a reasonable number of members.
- Name, organization and position of the project leader.

The project leader must be a member of the MA before the voting about the project's registration. If this is not already the case, the procedure of § 3 can be applied. If the project leader is no longer a member of MA, another MA member has to be elected as project leader according to the project rules. Until a new project leader has been elected, the MA Chairperson is the leader of such a project. After the MAP registration, the project leader can apply for approval as MA Board member by the MA.

For clarification: other projects members need not be MA members.

§ 23 Terms and conditions for Modelica Association Projects

The MAP leader has to prepare a report about the project operation of the previous year for the MA Annual Assembly meeting.

MA projects can change their rules (which have been previously accepted by MA) only, if accepted by an MA Assembly meeting with a qualified majority (see § 14).

MAPs are encouraged to apply for approval of their results by MA as MA standard according to § 2.

MAPs must make the results of the project work publicly available on the web under an open source license (usually the Modelica License or an open source license listed at <http://www.opensource.org/licenses>).

MAPs are encouraged to use the MA infrastructure such as MA web, svn, trac and newsletter. However, an MA project can also build its own infrastructure, especially an own web page.

Beyond that, MAPs are responsible for their financial and human resources. MA has the right to support certain works of a MAP with MA funding with a qualified majority of the Assembly (see § 14).

If a MAP files a trademark, the usual procedure is that the trademark holder is the Modelica Association and the MAP members reimburse the trademark costs to the MA. If the MAP decides to leave the Modelica Association, MA agrees to carry the trademark to the new organization of the MAP, provided the MAP members carry the cost of this transaction.

A MAP member can become a MA member according to § 3.

MA has the right to revoke the registration of a MAP if (a) MA bylaws are violated, (b) laws or regulations that MA has to follow are violated, or (c) the MAP is changed so that it is no longer compliant with MA.

If the MA Board suspects that one of the situations from the previous paragraph occurred it can within 2 months request the MA Project in writing (including email) to remedy the situation. If the project does not remove the cause within 2 months after the request of the MA Board, then the project can be revoked from the MA. For this exclusion a qualified majority of a MA Assembly (see § 14) is necessary.

Resignation of a project as a MAP applies immediately after MA received the written notice.

Appendix: Template for a Modelica Association Project application

Project name

[Name of the project]

Project purpose

[Short description about the purpose of the project and previous work on which the project builds (e.g. previous documents)]

License of project results

[Results of the project must be publicly available under Modelica License 2 (or a follow-up version of this license) or under an open source license approved by the Open Source Initiative, see <http://www.opensource.org/licenses>. Define the license used in this project here.]

Project rules

[Rules under which this project are carried out. Recommendations:

Project meetings

Project meetings are open to the public.

Project members

- Project members are individual persons or organizations according to § 3 of the MA Bylaws.
- Every member has one vote.
- A person applying for project membership must have already actively contributed to this project. This requires usually to have attended at least two project meetings in the last 12 months.
- Membership is approved at a project meeting with a simple majority of the votes submitted (according to § 14 of the MA Bylaws).
- Membership resignation from this project applies immediately after written application to the project leader.
- The project leader is elected for two years. The election is performed with the same rules as for a MA board member. Usually, voting is performed at the MA Assembly Meeting where the MA board is elected.

Project results

New releases of project results (documents, libraries, code) must be approved by the project members with a qualified majority of the number of votes submitted, according to § 14 of the MA Bylaws. Voting can take place at a project meeting, or it can be performed electronically. Electronic voting is performed according to § 14 of the MA Bylaws where the term “MA members” is replaced by the term “project members” and the regulations regarding “Chairperson” and “Vice-Chairperson” do not apply. New releases are to be sent to MA for approval according to § 2 of MA Bylaws.

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Initial project members

[A list of the initial project members and their affiliation]

Initial project leader

[The initial project leader elected by the initial project members, and its affiliation]