



Standing Orders  
IBI Net Association

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## **Statute of the Association IBI NET e.V. IBI Net, registered association**

**Dated 12-09-2011**

### **Preamble**

The association IBI Net e.V. (International Business Incubator Network) is a network for establishing and strengthening the transnational business incubator network and for technology- and knowledge transfer within Europe.

Incubation processes are playing an important role to develop knowledge, capital and human resources. With visionary management and bundling of economic, social and legislative resources, IBI Net intends to become a sustainable network for technology- and knowledge transfer in the field of business incubators in Europe.

IBI Net is focussing on business incubators but also cooperates with technology centres, small and medium-sized enterprises (SME), universities, public institutions and other important actors.

IBI Net is a mediating and coordinating association without own authority. Its strength depends on the strength of the individual members. It implies the coordination of existing partnerships and activities as well as stimulating the creation of new ones.

IBI Net offers among other things to its members:

- A platform for collaboration between business incubators
- Improve their own business (e.g. optimize process through benchmarking)
- Marketing activities (e.g. lobbying for public financing and recognition of BI importance in society)
- A platform for dialog with academia, public institutions, private businesses, individuals and supranational institutions
- A wide range of specialist
- The possibility of advanced trainings concerning business incubation topics
- Service solutions (e.g. software tools, independent consulting)
- Attraction of capital and human resources
- coordinate joint efforts in research, education and technology transfer

By accumulating human and financial resources, IBI Net wants also to initiate new developments, implementing new services and improve already existing service offers to promote the creation of new jobs and therefore new businesses. The development of IBI Net requires that these values are respected and that all parties involved will benefit from it as to their joint objectives in the course of their cooperation. 5

### **Article 1: Name, objective, status, independence, and values**

#### **§ 1.1 Name**

The name of the Association is IBI Net.

#### **§ 1.2 Objective**

Part-financed by the European Union (European Regional Development Fund)

**Objective of the Association is to establish and strengthen business incubators in Europe. IBI Net will offer different possibilities to improve the services of its members and therefore it assists indirectly the regional development of new businesses.**

**IBI Net will promote in particular the development of knowledge, education, research, and technology transfer in the field of start ups and business incubators.**

#### **§ 1.3 Non-profit status**

- (1) The association IBI Net is a non-profit organisation and pursues exclusively and directly non-profit interests.**
- (2) The Association acts altruistically; it does not primarily aim at its own economic interests.**
- (3) IBI Net's funds can only be used for purposes based on this Statute. Members acting in direct capacity as members shall receive no allowances from funds of the Association. Costs for performances rendered can be reimbursed on a time and material basis. Unrestricted is the right of all IBI Net members to take profits under their own name in accordance with art. 1.3 (6)**
- (4) The activities of the delegates at the General Assembly and the Executive Board are honorary.**
- (5) Members have no rights to any part of IBI Net's funds or assets.**
- (6) Any further utilisation of intellectual property rights of use as a result of the work performed in facilities of the Association has to be defined by a work group or in form of a project agreement. For these purposes the members may use the cooperation treaty draft.**
- (7) No person shall be benefited through expenditures extrinsically to the objectives of the Association or through a disproportionately high allowance.**

#### **§ 1.4 Cost-covering activities**

**IBI Net can offer services, activities, and events on a cost-covering basis.**

#### **§ 1.5 Declaration of independence**

**The activities of IBI Net are independent of any national, local or political interests other than those referred to in the Statute.**

#### **§ 1.6 Principle of respect for values**

**The members are committed to respect this Statute including the values of IBI Net as described in the Preamble.**

### **Article 2: Organisation and Domicile**

#### **§ 2.1 Organisation**

**IBI Net is a membership-based non-profit network association.**

#### **§ 2.2 Domicile**

**IBI Net is located in Europe.**

**IBI Net is located in and shall be registered with the Register of Associations in Greifswald, Germany.**

### **Article 3: The Organisation**

### § 3.1 Constituents of organisation

**IBI Net has the following constituents of organisation:**

- General Assembly (GA)
- Executive Board (EB)
- Branch office (BO) with branch manager / network manager (Branch office depends on decision of the General Assembly)

### § 3.2 General Assembly

- (1) The General Assembly is a forum for dialogue and exchange of information for all members of IBI Net.
- (2) The General Assembly will be convened annually by the EB on behalf of the Executive Board by letter, facsimile or email with prior notice of at least 4 calendar weeks.
- (3) All members are entitled to delegate one person to the General Assembly with voting rights as defined in art. 4.2. They may assign their votes to any member entitled to vote in writing prior to the General Assembly Meeting.
- (4) The General Assembly constitutes a quorum, if at least half of the members attends or is represented. Resolutions are passed with a simple majority of the votes cast by the attendant or represented members. It also applies to the fixing of membership fees, if given notice of in advance in the agenda
- (5) The general assembly is deciding about the strategy of IBI Net.
- (6) Resolutions concerning a change of the Statute of IBI Net require a 2/3 majority of the votes cast in person or by proxy, if the General Assembly was convened by letter, facsimile or email with prior notice of at least 4 weeks.
- (7) Resolutions on the liquidation of IBI Net require to be passed by 2/3 of the members in the ordinary annual General Assembly. In an extraordinary General Assembly, which may be convened 30 days after the ordinary General Assembly was held soonest, a simple majority of votes cast in person or by proxy will be sufficient in order to pass any resolutions including liquidation. The EB is obliged to call an extraordinary general meeting, if that is either necessary in the interest of the Association or if the Executive Board decides on such a course of action. It also applies in the event that at least one quarter of the members entitled to vote submit a written request hereto stating their reasons to the EB.
- (8) The General Assembly elects the Executive Board. The Executive Board consists of a chairperson, two deputies and a treasurer. The members of the Executive Board are elected at the General Assembly by simple majority of the votes cast.
- (9) The General Assembly decides on the Standing Orders and defines objectives, tasks and working methods of the Executive Board and the branch office.
- (10) Elaborations of the General Assembly shall be recorded in minutes to be signed by the secretary and the chairperson. They are elected at the beginning of the General Assembly by simple majority.

### § 3.3 Executive Board

- (1) The Executive Board is responsible of the day-to-day operation of IBI Net except for those cases mentioned specifically in the Statute. The Executive Board has the authority to decide on and execute all matters that are relevant for the efficient operation of IBI Net. All details concerning organisation and tasks of the Executive Board are described in the Standing Orders.

**(2) The “Standing Orders” must be approved by a majority of votes cast in the General Assembly.**

**(3) The Executive Board is elected by the General Assembly for two years. It remains, however, in office until another Executive Board is elected. In the year of establishment half of the board is elected for 1 year.**

**(4) The decisions of the Executive Board are passed with simple majority. In case of an equal distribution of votes the vote of the chairperson decides.**

**(5) If a member of the Executive Board resign from his/her office or should an office become vacant for any other reason, the remaining members of the Executive Board will elect an active member of the association to temporarily replace him or her for the remaining term.**

### **§ 3.4 Branch office**

**(1) For coordination purposes of day-to-day businesses the General Assembly may decide to establish a branch office. The branch office will be responsible for representing IBI Net and for the daily management. The branch office will serve as a tool of the Executive Board to carry out resolutions and actions. Further details regarding the branch office are described in the Standing Orders.**

**(2) A branch manager will be responsible that the day-to-day businesses of the IBI Net branch office are carried out in accordance with the instructions of the executive board and in accordance with the Standing Orders.**

## **Article 4: Membership**

### **§ 4.1 Members**

**All business incubators or organisations who operate a business incubator can apply for membership.**

### **§ 4.2 Types of membership**

**IBI Net offers two types of membership:**

**(1) Normal Membership (NM): The normal membership includes access to all information and service tools without paying an additional fee. Details are regulated in the standing orders.**

**(2) Associated Membership (AM): The associated membership is without voting rights and open to other organisations. The AM includes only information support and access to basic information. The membership fee is reduced. Details are regulated in the standing orders.**

### **§ 4.3 Application and confirmation of membership**

**The Executive Board decides about applications for new membership according to the procedures defined in the Standing Orders.**

### **§ 4.4 Termination of membership**

**The termination of an IBI Net membership is defined in the Standing Orders. A termination of an IBI Net membership does not release the member from its financial commitments to IBI Net arisen during the time before the membership was terminated including membership fees due. If the fees increase due to a vote of the General Assembly, all members can make use of their right for extraordinary notice of termination.**

## **§ 4.5 Exclusion of members**

The Executive Board is entitled to decide about the exclusion of any member, who disregards the Statute, objectives or values of IBI Net, who acts in a harmful way to IBI Net, who is inactive or does not longer meet the requirements for membership. The procedures for exclusion are defined in the Standing Orders.

Exclusion does not release a member from the obligation to pay its fees for the remaining financial year. Any excess membership fee payments will not be refunded.

## **Article 5: General finances and fees**

### **§ 5.1 General finances**

Activities and projects of the IBI Net are financed through membership fees and, if available, through support from regional, national and supra-national public and private authorities and entities, foundations or sponsors. Cost-covering activities may only be initiated in accordance with art. 1.4.

### **§ 5.2 Fees**

The principles for membership fees and their amount are decided and approved by the General Assembly. The details are described in the Standing Orders.

## **Article 6: IBI Net projects**

### **§ 6.1 Denomination of projects**

Any member of IBI Net is entitled to propose a project to be denominated “IBI Net project” according to guidelines approved by the Executive Board.

### **§ 6.2 Approval of projects**

The executive board accepts or rejects proposals for IBI Net projects to ensure they are in line with the IBI Net Statute and values according to guidelines approved by the Executive Board. 8

### **§ 6.3 Obligations, coordination, financing, liability, publication**

Obligations resulting from projects, coordination with IBI Net, financing, liability and publication of results take place in accordance with guidelines for IBI Net projects approved by the Executive Board.

### **§ 6.4 Exclusion of projects**

The executive board is entitled to exclude a project in exceptional comprehensible cases.

## **Article 7: Procurement, liability, financial statement, audit, and liquidation**

### **§ 7.1 Procurement and liability**

The executive of the Association comprises the chairperson and the deputy chairperson as well as further members of the board. The chairperson solely or two members of the board jointly represent the Association in judicial and other matters. The members of IBI Net are not personally liable for IBI Net. Further internal provisions are defined in the Standing Orders.



## § 7.2 Special procurement

The chairperson or two members of the board are jointly entitled to authorise the branch manager (if a branch manager exist) or network manager to act as special representative for the purposes of representing the Association in all fields of business and in accordance with the tasks and responsibilities assigned and subject to the restrictions defined in the Standing Orders. The branch manager will be entitled to enter, conclude, terminate or nullify contracts on behalf of the Association.

## § 7.3 Financial year

The financial year goes from 1st January to 31st December. Fees are based on the financial year.

The first financial year goes from the formation to 31st December 2011.

## § 7.4 Annual statement of accounts

The Executive Board is required to confirm the annual statement of accounts and to have it signed by the chairperson of the board. Further details to it are defined in the Standing Orders.

The annual statement of accounts complies with the national law of the country where IBI Net is registered in. In that case and as far as necessary the annual statement of accounts has to be confirmed by a certified public accountant.

The annual statement of accounts shall be made available to the members via the web and/or by email or letter.

## § 7.5 Audit

A certified public accountant is elected by the General Assembly to audit the annual statement of accounts. This auditor can be re-elected.

## § 7.6 Liquidation

The liquidation of IBI Net or a transfer of major parts of its activities to third parties must be approved by the General Assembly.

In the event of liquidation and once all creditors are paid off and all disputes settled or in case tax privileges cease to apply, the assets of IBI Net shall be used for a tax-deductible support of research, education, and technology transfer in Baltic Sea region in accordance with a resolution of the last General Assembly. Resolutions about the use of remaining assets in the future require the prior approval of the competent tax and revenue office.

The members are not entitled to assert any claim as to any assets of the IBI Net association.

## § 7.7 Salvatory Clause

If any provision of this document will be held null and void, unenforceable or in conflict with national law, the validity of the remaining provisions shall remain unaffected.