

Articles of the Association

Article 1 Name, Registered Office, Business Year

I.
The Association has the name

„Satisfiability: Applications and Theory (SAT)“.

The name shall be entered into the register of associations. After the entry of the name, the letters “e.V.” [registered association] shall be added to the name.

II.
The registered office of the association is in Paderborn.

III.
The business year shall be the calendar year.

Article 2 Object, Tasks, and Policies

I.
The association exclusively pursues charitable or non-profit purposes within the meaning of the Tax-Privileged Objectives section of the German Tax Code.

The object of the Association is to promote science and research, in particular with regard to the Satisfiability Problem.

The object of the Articles shall be realised in particular through

1. promotion of the series of conferences
„Theory and Applications of Satisfiability Testing – SAT XXXX“,
2. selection of meeting places and chairpersons for the conferences,
3. furtherance of the new generation of scientists with regard to SAT,
4. promotion of research in the field of the Satisfiability Problem,
5. representation of the SAT community in other scientific forums.

II.
The Association operates on a non-profit basis; it does not primarily pursue its own economic interests.

III.
Any funds accruing to the Association shall be used exclusively for the objects laid down in the Articles.

The members of the Association shall not, in their capacity as members, receive any profit shares or other allocations from funds of the Association. No person shall profit from expenses alien to the purpose of the Association or by inappropriately high compensations.

IV.
The Association shall be neutral with regard to politics, ethnicity and religion.

V.

All Association functions shall be performed on an honorary basis. Every resolution on the change of the Articles shall be submitted to the competent tax authority before registering such resolution with the registration court.

Comment: honorary basis means: we can cover travel costs, accommodation etc, but we do not pay a salary.

Article 3 Joining as a Member

By filing a written application for membership, anybody can become a member who has participated in a SAT conference in the last five years before filing the application or who is a well-known researcher with relevant contributions and is proposed by members of the association. The Executive Board shall decide on the application.

Article 4 Termination of Membership

I.

Membership shall terminate:

- a) upon the death of a member;
- b) by voluntary withdrawal;
- c) by exclusion from the Association.

II.

Notice of withdrawal shall be given to the Executive Board in writing. Notice of withdrawal shall be given no later than three months before the end of a business year.

III.

A member may be excluded from the association:

- for substantial breach of that member's obligations under the Articles, or
- for a serious violation of the interests of the Association.

The Executive Board shall decide on the exclusion. Prior to its decision, the Executive Board shall give the member an opportunity to comment orally or in writing on the matter on hand by giving the member written notice not less than ten days prior to such comment. The reasons for the decision on the exclusion shall be given in writing and forwarded to the member by means of registered letter. An appeal against the decision can be made to the General Assembly (see Article 9); it must be made in writing and not later than three weeks after the decision has been forwarded. The General Assembly will then make its final decision.

Article 5 Rights and Obligations

Each member undertakes that he or she will act in accordance with the Articles and other regulations of the Association.

Article 6 Bodies of the Association

The bodies of the association are:

- the Executive Board
- the Steering Committee
- the General Assembly

Article 7 Executive Board

I.

The Executive Board consists of:

- the Chair
- the Vice-Chair and
- the Treasurer.

II.

The Executive Board shall manage the activities of the Association in compliance with the Articles and the resolutions of the General Assembly. The Executive Board shall adopt its resolutions by simple majority of votes. In case of equality in number of votes, the vote of the Chair shall be decisive. The Executive Board shall control and monitor the activities of the units and shall be entitled to set up committees for certain purposes. The Executive Board shall be entitled to adopt other rules of procedure. The Executive Board shall report to the General Assembly on its activities.

III.

Each Member shall individually represent the Association both in and outside of court.

IV.

The General Assembly shall elect the Executive Board for the duration of two years. It shall hold office until a new election in accordance with the Articles. Only those members of the Association who are 18 years or older shall be eligible for election. Any member of the Executive Board may be re-elected. No one individual shall be entitled to hold more than one Executive Board position.

V.

The members of the Executive Board shall be liable to the Association only for intent and/or gross negligence.

VI.

The Chair will decide on the place, date and time of each SAT conference by mutual agreement with the Steering Committee.

Article 8 Steering Committee

The Steering Committee shall consist of the Chairs of the last four SAT conferences. It shall advise the Executive Board on major issues of the Association.

Article 9 General Assembly

I.

The regular General Assembly meetings shall take place once per year on the occasion of the annual SAT conference held at the relevant meeting place. If the SAT conference does not take place in any given year, the Executive Board shall convene a General Assembly meeting at the registered office of the Association.

II.

An extraordinary General Assembly meeting shall take place whenever necessary to preserve the interests of the Association or whenever one quarter of members request such meeting in writing indicating the reasons.

Article 10 Responsibilities of the Regular General Assembly

The regular General Assembly shall be responsible for the following, including without being limited to:

- Taking the accounts of the Executive Board;
- Taking the account of the cash auditors;
- Discharge and election of the Executive Board;
- Election of the cash auditors;
- Approval of the budget;
- Amendments of the Articles;
- Exclusion of members in appeal cases;
- Appointment of honorary members;
- Decisions on the establishment of units and their managers;
- Passing of resolutions on applications;
- Dissolution of the Association;
- Collection of membership fees.

Article 11 Convening Meetings of the General Assembly

Meetings of the General Assembly shall be convened by the Executive Board by mail, telefax or e-mail not less than four weeks before the date of the meeting. The period shall begin on the day following the sending of the invitation. The Executive Board shall decide on the agenda.

Article 12
General Assembly Procedure and Passing of Resolutions

I.

The Chair of the Executive Board and, in his or her absence, the Vice-Chair, in his or her absence, the treasurer shall preside over the meetings of the General Assembly. If no member of the Executive Board is present, the General Assembly shall appoint the individual presiding over the meeting by simple majority of members present at the meeting.

II.

The General Assembly shall constitute a quorum irrespective of the number of members present at the meeting. The resolutions shall be passed by simple majority of members present; in case of equality of votes, the vote of the individual presiding over the meeting shall be decisive. Abstentions shall be counted as non-votes. Written voting shall take place only if requested by one third of members present; in an election procedure, secret voting shall take place only if requested by one third of members present.

Amendments of the Articles may be resolved only by a majority of two thirds of members present. Dissolution of the Association shall be resolved by a majority of two thirds of members of the Association present.

III.

Any vote on an application for amendment of the Articles shall be admissible only if submitted in writing to the Chair of the Association not later than three weeks prior to the meeting of the General Assembly and indicated in the convocation of the meeting.

Article 13
Voting Right and Eligibility

I.

All members shall have a right to vote. The right to vote shall be exercised in person.

II.

All members who are 18 years or older shall be eligible for election.

Article 14
Cash Auditing

I.

The General Assembly shall elect two individuals as cash auditors for a duration of two years. Such individuals shall not be members of the Executive Board or any committee established by the Executive Board. Re-election shall be permissible.

II.

The cash auditors shall verify once every business year that the cash funds of the Association including the accounts and supporting documents are true and accurate and shall submit a written report on the audit to the Executive Board. The cash auditors shall submit an audit report to the General Assembly and shall request formal approval of the actions of the treasurer, the Vice-Chair and the Chair of the Executive Board in case of proper management of the cash transactions.

**Article 15
Recording of Resolutions**

The resolutions passed by the General Assembly and the Executive Board shall be recorded in one copy of minutes each, indicating the place, date and result of vote. The minutes shall be signed by the Chair or the individual presiding over the meeting and by a secretary to be appointed by the Chair or the individual presiding over the meeting.

**Article 16
Dissolution of the Association**

Upon dissolution of the Association, the assets of the Association shall fall to a non-profit scientific association.

**Article 17
Effective Date**

These Articles in their present form have been resolved on this day by the General Assembly of the Association.

Paderborn, dated