

Articles of the non-profit-making association ETRIA e.V.

Date formed: 25.10.2002 and 24.02.2003

Date amended: 23.05.03

§ 1 Name, headquarters and financial year

The association shall be called – "ETRIA e.V".

Its headquarters are in Hannover, Germany and it shall be entered into the register of associations there.

The fiscal year shall be the calendar year.

§ 2 Purpose of the association


The association shall be solely and directly for non-profit-making purposes in the sense of the section "purposes entailing tax benefits" under the German tax code for non-profit-making associations (§ 51.ff AO.) in the addition current at the time.

The purpose of the association is to promote vocational training, research and development in the area of knowledge-based innovation methods and to support inventive and creative techniques. Its particular contribution consists of developing methods of vocational training and training of ongoing skills for this purpose in all sections of society. In doing so, it draws in particular on the conceptual approaches of the invention theory TRIZ.

The association also supports encouraging the international exchange of information and experience between academics, practitioners, industrial companies, universities and other organisations in the area of innovation and knowledge management. In doing so partnerships with other institutions involved in this area can be entered into.

The purpose of the articles shall in particular be implemented by carrying out the following:

- Analysis, assessment, reporting and publications on progress in the area of knowledge-based innovation methods as well as inventive and creative techniques worldwide.
- Studies on the development and effective use of innovation methods, inventive and creative techniques in all sections of society.
- Drawing up methods for vocational training and training of ongoing skills for the effective use of innovation methods, inventive and creative techniques.
- Continuing the development of the invention theory TRIZ and using it in different areas, especially in education, educational science, technology, science and business.
- Advising and supporting other educational facilities and public non-profit-making associations in effectively using innovation methods.
- Planning, organising and carrying out international, academic conferences and congresses in the area of knowledge-based innovation methods, as well as inventive and creative techniques.
- Organising PR, above all by publishing results of studies and work, as long as such results are expected to be of public interest, and by analysing such results at public conferences, in seminars and in other forms suitable for making the concept popular and exchanging experience.

 <p>European TRIZ Association www.etrria.net</p>	<p>Kestnerstr. 32 D-30159 Hannover Germany</p>	<p>Reg.-Number: VR 8197 ✉ info@etrria.net Phone/Fax +49 511 2881904</p>
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To implement the purpose of the articles, the association wishes to set up an intranet-based working environment for an international association of all those institutions involved in conceptual issues of creating, organising and efficiently processing innovation knowledge and innovation techniques of the invention theory TRIZ. The name of the association ETRIA – is the abbreviation for the European TRIZ Association.

§ 3 Non-profit making association

The association is non-profit-making, it shall not pursue any business interests of its own.

The association's funds may only be used for purposes set out in the articles. The members shall receive no gratuities from association funds.

No person may benefit from expenditure alien to the purpose of the association or be benefited by disproportionately high remuneration.

§ 4 Dissolution of the association/discontinuation of the purpose incurring tax advantages

Should the association be dissolved, or the purpose incurring the tax advantages discontinue, the remaining assets may only be transferred to another facility or public corporation that has tax privileges to carry out academic purposes with the agreement of the tax office responsible.

§ 5 Membership

The association differentiates between ordinary and extraordinary members. Extraordinary members are passive members. In so far as these articles simply refer to "members", both ordinary and extraordinary members are meant.


Every legally competent, natural or juristic person can become a member of the association who undertakes to follow the articles and the purposes of the association. A member is accepted into the association after resolution of the board in line with § 26 BGB [German Civil Code] (board in the sense of § 10 of the articles) as well as two founding members to be determined unanimously by this board. The resolution must be a majority resolution. Rejection of a request to become a member must be made in writing. No reasons need to be given.

The application for acceptance must contain the following information:

- The full name,
- Date of birth (for legal entities date of foundation),
- Profession (for legal entities their trade),
- Address.

If the application for acceptance is agreed to, the member must pay an acceptance fee, the level of which shall be established by the general meeting of members.

Honorary members shall be appointed at the suggestion of the board by the general meeting of members. Young people under 18 can only be given membership with the permission of their parents or their legal representative.

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§ 6 Membership fees

The board (in line with § 10) of the association shall suggest the level of the acceptance fee and it shall be stipulated by the general meeting of members for each coming year. The level of membership fees shall then also be established. The membership fee must be paid a year in advance to the association.

§ 7 End of the membership/termination/exclusion from the association

The membership shall terminate after voluntary departure; after exclusion from the association; in the case of legal entities when they are dissolved or discontinued; in natural persons on their decease.

Voluntary departure can only occur after a written declaration to the first or second chairman employing a notice period of three months to the end of the calendar year.

Exclusion from the association can be resolved upon by the body that decides on applications for acceptance, if the member is in arrears with payment of membership fees despite two reminders, or if the member of the association behaves in a dishonourable manner, or damages the standing of the association, or in any other way seriously contravenes the articles of the association. The decision to exclude the member must be communicated to such member in writing, providing reasons and sent by registered letter with advice of receipt.

An appeal against exclusion can be lodged with the first or second chairman within a term of one month after the declaration of exclusion has been received. The appeal must be lodged in writing. Should the board (board in the sense of § 10) not redress the appeal, the next meeting of members must make a ruling. Till the meeting of members have made a ruling, the member's rights are held in abeyance. Exclusion from the association may only be annulled or amended by a two-thirds majority of the members present at the meeting of members.

§ 8 Association bodies


The association's bodies are the general meeting of members and the board (in the sense of § 10.)

§ 9 The general meeting of members

The general meeting of members shall take place in the first quarter of the financial year. The meeting shall be called by the person acting as first chairman at least one month previously by written invitation to each member stating the agenda. Should this person be prevented from sending the invitation, the meeting shall be called by the person acting as second chairman. Minutes must be drawn up of each general meeting, to be signed by the person chairing the meeting and the secretary.

The agenda must include the following points:

- Report and approval of the board
- Approval of the budget and fixation of the fees
- Applications for inclusions on the agenda

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Applications for inclusion on the agenda must be sent at the latest by three weeks before the general meeting of members to the first chairman. Late applications shall not be put on the agenda. Urgent applications, due to certain events occurring after the deadline for applications has elapsed, are exempted. The board shall decide whether such applications are permitted. Should applications to amend the articles arrive within the above-mentioned deadline, the person calling the general meeting of members undertakes to inform the members at the latest by a week before the meeting in writing.

Applications to amend the articles cannot be accepted as urgent applications. The resolutions of the general meeting shall be made by simple majority of the members who attend. Extraordinary members do have the right to attend, but no right to vote. Resolutions on amendments to the articles including amendments to the purpose of the association require a three quarter majority of the ordinary members of the association. Should a regulation in the articles that affects the conditions for recognition as a non-profit-making association be amended, the tax office responsible must be informed.

The first chairman shall chair the meeting. Should he be prevented from doing so, or should he give permission, the vice chairman shall chair the meeting. Should both the above-mentioned persons not be able or not want to chair the meeting, the chair for the meeting must be elected at the beginning of the general meeting of members.

Every ordinary member has one vote. A proxy for voting purposes is only possible by providing a written authorisation signed by the member personally. Where there is a tied vote, the chair at the meeting shall have the casting vote.

The general meeting must be called, if the majority of board members or at least 2/5 of the members request this in writing.

§ 10 The board


The board manages the association and represents it in and out of court in all issues relevant to the association.

The board consists of the chairman, who is also secretary and the vice-chairman who is also treasurer.

The board is elected by the general meeting of members for a period of three years. The members of the board may be re-elected.

§ 11 Advisory board to the association

The board can propose the creation of an advisory board, consisting of members of the association, to provide support. The advisory board has no power of representation.

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§ 12 Dissolution

If, according to the regulations of these articles, a resolution is taken to dissolve the association, the chairmen are considered the liquidators. When carrying out their tasks, the regulations of paragraphs 47 ff BGB [German Civil Code] apply.

§ 13 Entering into force

These articles enter into force when the association is registered in the register of associations at the local court in Hanover.

Hanover, 23.05.2003