

Articles of Association
of the
PROSPECT e.V.

_ 1 Name, domicile, fiscal year

- (1) The association is to be registered in the register of associations and will have the following name: "PROSPECT", and, after its entry in the register of associations, will bear the addition "e.V" (registered association).
- (2) The association's domicile is Munich.
- (3) The fiscal year is the calendar year, if the Executive Committee does not decide otherwise.

_ 2 Purpose of the association, no entitlement to association funds

- (1) The purpose of the association is the furtherance of science and research **in the field of super computing and technologies associated therewith.**
- (2) The association will realize its purpose in particular by holding scientific presentations and supporting research projects.
- (3) The association is politically and denominationally neutral.
- (4) The association is altruistic and predominantly non-profit-making.

- (5) Any funds the association possesses are to be used solely for statutory purposes. Members of the association will not receive any allowances out of association funds. No one is permitted to benefit either from the expenditure of association funds which have been used for purposes other than the express purpose of the association or through excessively high compensation.
- (6) In the case of the liquidation or dissolution of the association or the discontinuation of its tax-privileged status, the association's assets will fall to the benefit of a non-profit organization for scientific purposes in accordance with the decision of the members' General Assembly, which is required to use the assets directly and exclusively for charitable purposes. Resolutions concerning the use of the association's assets remaining after the liquidation and dissolution of the association in ways that differ from such purposes require the approval of the appropriate tax authority.
- (7) In the case of the liquidation and dissolution of the association or the discontinuation of its tax-privileged status, the members will neither be refunded any dues paid in nor be entitled to any or all of the association's assets. This also applies to resigning members.
- (8) The tax authorities responsible for the association must be informed of every change made to the articles of association before the announcement thereof.

_ 3 Acquisition of Membership

Only legal entities elected by a 3/4 majority of votes cast by the General Meeting can become full members.

Denial of membership does not have to be justified.

_ 4 Termination of membership

- (1) Membership is terminated
 1. when the legal entity ceases to exist, e.g. is deleted from the commercial or associations' registry,
 2. upon resignation,
 3. upon expulsion from the association.

- (2) Resignation must be declared to the association in writing. It is only permitted at the end of a quarter of the calendar year and a notice period of 2 months is to be observed. The right to termination for important reasons at any time remains intact. An important reason would be, in particular, if the membership dues are increased.

- (3) A member can only be barred from membership for important reasons. An important reason is given if continued membership becomes unreasonable for the association or its members, e.g. in the case of a gross breach of the obligations towards the association and its members, gross violation of the internal peace of the association and other association interests. The Executive Committee decides on the expulsion. An appeal to the General Meeting of members is allowed, if it is applied for within one month. The appeal is to be placed on the agenda for the next General Meeting.

_ 5 Membership dues

- (1) Membership dues will be raised.
- (2) The amount of the membership dues will be determined by the General Meeting.
- (3) The General Meeting also decides upon the due date and method of payment of membership dues.

_ 6 Organs of the association

The association's organs are

1. The General Meeting,
2. The Executive Committee,
3. The Auditors.

_ 7 Duties of the General Meeting

- (1) The General Meeting is responsible for defining the guidelines of the association's work. It is responsible for all association matters, as far as these have not been expressly assigned in these articles of association to any of its other organs and for the following matters in particular:
 1. Approving the budget for the next fiscal year which has been prepared by the Executive Committee;
 2. Accepting the Executive Committee's annual report and the Auditors' report as well as any annual financial statement that may have been prepared;
 3. Discharging the Executive Committee;

4. For changes to the articles of association and the dissolution of the association.
 5. Approval of the acceptance of new members.
- (2) The General Meeting is permitted to issue instructions to the Executive Committee, assign duties and determine binding guidelines in its management regulations.

8 The General Meeting

- (1) Every full member has one vote at the General Meeting.
- (2) The meeting place is the domicile of the association, provided that the General Meeting does not determine otherwise. The Executive Committee determines the venue for the meeting.
- (3) The General Meeting will elect a chairman and a recording secretary from among the attendees.
- (4) The chairman of the meeting determines the method of voting and election provided that the General Meeting does not decide otherwise.
- (5) The General Meeting is not open to the public.
- (6) The General Meeting will constitute a quorum independently of the number of members in attendance, unless the articles of association determine otherwise.
- (7) The General Meeting takes decisions and votes with a simple majority of the valid votes cast, as far

as no other higher majority has been stipulated in the articles of association or prescribed by law. Abstentions will not be counted in the results of the vote. In case of a tie, a proposal is defeated. Should, due to a tied vote, more candidates be elected to an office than there are offices available, e.g. Executive Committee members, a run-off election between the candidates elected with a tied vote must be held immediately. In such an election the candidates who receive the most votes win. These rules also apply to secret and to written ballots and elections.

- (8) A 3/4 majority of the valid votes cast is required in order to amend the articles of association, to amend the purpose of the association or to liquidate the association.
- (9) Resolutions must be recorded in the minutes. The minutes must be signed by the chairman of the meeting and the recording secretary.

_ 9 Calling a General Meeting

- (1) The Annual General Meeting is to be called once a year during the second quarter, if possible.
- (2) The Annual General Meeting accepts annual reports, approves the budget and discharges the Executive Committee.
- (3) General meetings will be called by the Executive Committee in writing **by fax or email** specifying the agenda and observing a notification period of 2 weeks. The notification period begins the day after the invitations have been sent. The last day of the notification period can be the day of the General

Meeting. The invitation is considered to have been received by the member if it has been sent to the address supplied to the association in writing by the member or delivered to the most recently named proxy. The Executive Committee determines the order of business as far as the articles of association have not stipulated otherwise, e.g. in the following paragraphs.

- (4) The Executive Committee is required to call a General Meeting if 10% of the members request such a meeting on important grounds specifying the agenda. Should the Executive Committee not call the meeting within 2 weeks, the applicants are authorized to call the meeting. At such General Meetings the items placed on the agenda by the applicants shall be dealt with first.
- (5) The General Meeting can decide to extend the agenda of the said meeting at the request of association members; however, such additional issues may be discussed but not resolved.
- (6) Every member is permitted to submit requests for items to be placed on the agenda. Such requests must be received by the Executive Committee before the meeting is called and are to be included in the agenda for the next General Meeting by the Executive Committee.
- (7) Should members who are entitled to vote not be effectively invited to the meeting, **resolutions and votes are nevertheless valid, if the members who have not been effectively invited or not invited in due time are in attendance and do not raise objections to the insufficiency of the invitation.**

_ 10 Executive Committee

- (1) The Executive Committee is made up of 3 persons, **whereby the Forschungszentrum Jülich GmbH, resident in Jülich the Barcelona Super Computing Center - Cento National de Supercomputation, resident in Barcelona and the Bayerische Akademie der Wissenschaften each delegate and recall one member of the Executive Committee. The right of delegation exists as long as the authorized party is a member of the association. Should the right of delegation expire subsequently, the committee member in question will be elected by the General Meeting for a term of two years beginning on the day of the election.**

- (2) **The respective delegate member of the Executive Committee will remain in office until a successor has been named by the authorized party or until the right of delegation expires.**

- (3) The association will be represented both judicially and extra-judicially by the Executive Committee, whereby the association is at all times represented collectively by two members of the Executive Committee judicially and extra-judicially.

- (4) In addition, the Executive Committee is exclusively responsible for
 1. Carrying out the General Meeting's resolutions;
 2. Management duties, for which it is independently responsible and which comprise all current business that requires permanent monitoring or cannot be deferred. The management guidelines and directives decided upon by the General Meeting are binding in this regard.

3. Any other business assigned to it without restriction within the framework of these articles of association and the mandatory and unrestricted statutory duties.
- (5) The Executive Committee assigns its own rules of procedure. **Executive Committee meetings can also be held by video conference.**
- (6) The Executive Committee determines a spokesman for a period of 6 months from among its members, who in turn chooses his successor for an equal term. The respective successor enjoys this right of determination in the same manner.

_ 11 Auditors

- (1) Auditors will be elected by the General Meeting for a two-year term of office. The General Meeting determines the number of Auditors. Auditors who retire early will be replaced by means of an election by the General Meeting. They may not be members of the Executive Committee.
- (2) The Auditors review the appropriate use of association funds. The Executive Committee is required to grant them access to all of the association's commercial documents. The Auditors report to the General Meeting regarding the results of their review.

_ 12 Final provisions

- (1) Should any provisions of these articles of association be invalid, the remaining provisions nevertheless remain effective. The Executive Committee is required to replace such provisions

with others that come as close as possible to the sense and purpose of the original ones. The General Meeting can replace the new provisions, created by the Executive Committee, by means of an amendment to the articles of association.

- (2) Amendments to the articles of association, which are required for registration in the associations' registry, for the obtainment and receipt of non-profit organization status or which are required for other statutory reasons, can be decided by a simple majority of the Executive Committee.
- (3) Furthermore, the statutory regulations apply to the association.

- End of the articles of association -

Amendment Authority

The founding members, the signatories, herewith grant each member of the Executive Committee the individual authority to amend the articles of association, as far as this is required for registering the association in the registry of associations and for the obtainment of non-profit organization status. The authorized members of the Executive Committee are exempt from the limitations of _ 181 BGB (German Civil Code). This authorization is likewise granted to Notary Dr. Georg Westermeier, Isartorplatz 5, 80331 Munich.

This authorization expires with the registration of the association in the registry of associations and upon receipt of notification from the appropriate tax authorities, stating that the association fulfils the requirements for non-profit organization status.

Munich, 15.12.2008

The founding members

1. Bayerische Akademie der Wissenschaften -Leibniz-Rechenzentrum (Bavarian Academy of Sciences, Leibniz Computer Centre), Boltzmannstr. 1, 85748 Garching - Alfons-Goppel-Str. 11, 80539 Munich, represented by Prof. Arndt Bode

2. Forschungszentrum Jülich GmbH, 52425 Jülich, represented by Ms. Katharina Schwemmer

3. Barcelona Supercomputing Center - Centro Nacional de Supercomputación, E-08034 Barcelona represented by Dr. Sergio Girona Turell

4. CSC - IT Centre for Science LTD., Kailaranta 14, FI-02101 Espoo represented by Dr. Per Öster

5. Bundesrepublik Deutschland, Deutscher Wetterdienst (German Meteorological Service, Kaiserleistr. 42, 63067 Offenbach represented by Dr. Dieter Schröder

6. Bull GmbH, Theodor-Heuss-Straße 60-66, D-51149
Köln represented by Mr. Auke Kuiper

7. ClusterVision, Nieuw-Zeelandweg 15B, 1045 AL
Amsterdam, represented by Mr. Arno Ziebart

8. DataDirect NETWORKS GmbH , Callistusstr. 10, 6467
CD Kerkrade, The Netherlands represented by Mr.
Toine Beckers

9. Intel GmbH, Dornacher Str. 1, D-85622 Feldkirchen,
represented by Mr. Markus Widmer

10. Numascale AS, Olaf Helsef vei 6, NO-0694 Oslo
represented by Dr. Werner Butscher

11. ParTec Cluster Competence Centre GmbH,
Possartstr. 20, D-81679 München, represented by
Mr. Hugo R. Falter

12. T-Systems Solutions for Research GmbH, Pascalstr.
8, D-52076 Aachen represented by its Managing
Directors Mr. Jürgen Aumayer and Dr. Klaus-Axel
Müller