

# Articles of Association

## Ethernet POWERLINK Standardization Group (EPSG)

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### 1 General Information

#### Art. 1

Under the name EPSG (Ethernet POWERLINK Standardization Group) there exists an Association according to Art. 60 - 79 of the Schweizerisches Zivilgesetzbuch (Swiss Civil Law). The seat of the Association is at its Office

Name and Seat Ethernet POWERLINK Standardization Group  
POWERLINK OFFICE of the EPSG  
Bonsaiweg 6  
15370 Fredersdorf  
Germany

The EPSG is referred to as the Association in the following articles.

#### Art. 2

Purpose The purpose of the Association is the standardization, propagation and deployment and further development of patent-free technology for real-time data transfer via IT networking technology e.g. for the automation industry.  
The Association operates on a non-profit basis.

### 2. Membership

#### Art. 3

Members Members of the Association can be

- a) Commercial corporations, educational and research institutions, and service providers from any country,
- b) Associations of persons and natural persons unless they are also a part of, member of, or affiliated with an entity mentioned in item a).

Each member is represented by one delegate.

#### Art. 4

Joining Written membership applications are to be sent to the Office of the Association. The Executive Officer decides about the admission of applicants.

**Art. 5**

Members have the following rights:

Rights

- Voting and electing at the members' General Assembly.
- Participating in activities and events of the Association at membership conditions (subject to possible restrictions). Members may send several staff to events.
- Using membership services of the Association.
- Using the label „Mitglied von EPSG“, „Member of EPSG“, or “Membre d'EPSG”.
- Access to internal information.

**Art. 6**

The members have the following obligations:

Obligations

- Punctual payment of the annual membership fee determined by the General Assembly.
- All members are obliged to promote the purpose of the association to comply with statutes and decisions of the organs and to respect the legal provisions within the association's activities. This also applies to compliance with antitrust law, in particular by refraining from competitive agreements and the illegal exchange of competitively sensitive information.

Liability

**Art. 7**

The members' liability is limited to the membership fee.

**Art. 8**

A voluntary termination of membership is possible and takes effect at the end of a business year, provided a termination notice addressed to the Executive Officer is submitted to the Association's Office in writing at least 2 months prior to the end of the business year.

Termination

Departing members are required to meet the full extent of their obligations towards the Association. They shall have no claims to the assets of the Association or parts thereof, nor shall they be entitled to receive any documents drawn up in connection with the affairs of the Association.

A termination occurs automatically by the death of the legal person, or dissolution of the legal entity or Association of persons that is a member.

**Art. 9**

Expulsion

A member who seriously contravenes the purposes of the Association or violates the obligations (Art. 6) may be expelled from the Association immediately by the Executive Officer's decision. The Executive Officer notifies members about expulsions. The General Assembly has the final ruling on expulsions (Art. 10).

Changes

**Art. 10**

All membership admissions, terminations and member expulsions must be brought up at the next General Assembly.

### 3. Organization

#### Art. 11

- The Organs of the Association are:
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| Organs | <ul style="list-style-type: none"> <li>• The General Assembly</li> <li>• The Executive Officer</li> <li>• The General Management</li> <li>• The Supervisory Board</li> <li>• The Auditors</li> <li>• The Working Groups</li> </ul> |
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### 4. General Assembly

#### Art. 12

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| Call | <p>A regular General Assembly of the members takes place annually in the first half of every calendar year.</p> <p>Extraordinary General Assemblies can be called by decision of the Executive Officer or by resolution of 20% of the members stating the agenda topics. In this case an extraordinary General Assembly has to take place within 2 months of receiving the resolution.</p> <p>A General Assembly can decide to call in a subsequent General Assembly. Invitations have to be sent out in writing at least 20 days prior to the meeting and must include the agenda for the meeting.</p> |
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#### Art. 13

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| Responsibility | <p><b>The General Assembly is responsible for:</b></p> <ul style="list-style-type: none"> <li>• Acceptance of annual and financial reports.</li> <li>• Authorization of budget and setting of membership fees.</li> <li>• Election of the Executive Officer, Supervisory Board and Auditors</li> <li>• Amendment of the Articles of Association</li> <li>• Handling of motions</li> <li>• Discharge of the Executive Officer, members of the Supervisory Board, and of the Auditors</li> </ul> |
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#### Art. 14

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| Motions | <p>Motions are handled at and ruled on by the General Assembly only if made by the Executive Officer, or if they have been submitted to the Executive Officer at least one week before the meeting.</p> |
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#### Art. 15

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| Inquiries | <p><b>Inquiries have to be submitted to the Office in writing at least 10 days prior to the General Assembly.</b></p> |
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#### Art. 16

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| Passing of Resolutions | <p>Provided its meeting has been duly called, the General Assembly constitutes a quorum regardless of the number of members present.</p> <p>The General Assembly passes resolutions with a simple majority of the valid votes cast. Each member has one vote.</p> <p>A majority of two thirds of the valid votes cast is required for amendment of the</p> |
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Articles of Association.  
 Voting is public per default if not decided otherwise.  
 The Executive Officer participates in voting. His or her vote breaks the tie if the numbers of votes in favor and against are equal.  
 Minutes shall be recorded at every General Assembly and shall contain in particular the resolutions passed. The minutes shall be signed by the sitting Chairman/Chairwoman of the meeting and by the Secretary, i.e. the appointed minutes-taker. The minutes have to be provided to the members within 14 days after the meeting.  
 Resolutions passed by the General Assembly shall take effect and become binding 14 days after issue of the minutes by the Secretary.

## 5. Supervisory Board and Executive Officer

	<b>Art. 17</b>
Supervisory Board Members	The General Assembly may elect a Supervisory Board. The Supervisory Board consists of at least two and no more than eight members and of a Chairman/Chairwoman not included in that number. At least two thirds of the Supervisory Board Members and the Chairperson must represent members of the Association.
Executive Officer	One person is elected as the Association's Executive Officer. The General Manager substitutes for the Executive Officer when the latter is unavailable.
	<b>Art. 18</b>
Term of Office	The term of office of the Supervisory Board and of the Executive Officer is two years. Reelection is possible. The General Assembly may remove a member of the Supervisory Board or the Executive Officer from his or her office for good cause, in particular in the event of gross breach of his or her duties. Resolutions of removal may only be passed if the motion is included on the agenda issued with the invitation to the General Assembly. If a member of the Supervisory Board or the Executive Officer leaves during the term of office, the Supervisory Board elects a substitute from the body of members eligible to vote. The substitute remains in office until the next General Assembly.
	<b>Art. 19</b>
Extraordinary Appointments to the Supervisory Board	The Supervisory Board may be extended extraordinarily during its term of office for good cause to include a maximum of two additional members, who are appointed by the Board's decision. Extraordinary members of the Board remain in office until the next General Assembly.
	<b>Art. 20</b>
Supervisory Board Call	Supervisory Board meetings are called by the Chairman/Chairwoman or by resolution of at least 25% of the members of the Board. The Board convenes twice per year and whenever required due to urgent matters.
	<b>Art. 21</b>
Passing of Resolutions by the Supervisory Board	<b>The Supervisory Board is able to pass resolutions if at least half of its members are present. Resolutions are passed with simple majority. The Chairperson participates in the vote. His or her vote breaks the tie if the numbers of votes in favor and against are equal.</b>

**Minutes shall be recorded at every Supervisory Board meeting. The minutes shall be signed by the person chairing the meeting and by the appointed**

minutes-taker.

Supervisory Board Responsibilities	<p><b>Art. 22</b></p> <p>The Supervisory Board monitors the proper pursuit of the Association's purpose and goals by its Executive Officer and General Management.</p>
Executive Officer's Responsibilities	<p>The Executive Officer is responsible for all business not assigned to another organ by the Articles of Association or bylaws.</p> <p>The Executive Officer pursues the Association's strategic objectives and determines the focus of the Association's activities within its stated purpose and goals.</p> <p>The Executive Officer facilitates the decisions of the General Assembly by preparing motions for it to rule on.</p> <p>The Executive Officer and General Management jointly answer to the Supervisory Board and are required to report at every Supervisory Board meeting.</p>
Bylaws	<p><b>Art. 23</b></p> <p>The Executive Officer determines bylaws and business terms.</p>

## 6. General Management

General Management	<p><b>Art. 24</b></p> <p>General Management is responsible for managing the Association according to the Articles of Association, resolutions and directives of the General Assembly and the Executive Officer.</p>
	<p><b>Art. 25</b></p> <p>The General Management consists of the Executive Officer and of a General Manager. The Executive Officer is elected by the General Assembly. The General Manager is appointed by the Executive Officer.</p>

## 7. Auditing

Auditors	<p><b>Art. 26</b></p> <p><b>The accounting and bookkeeping of the Association is audited by two Auditors who are elected by the General Assembly for a term of two years.</b></p> <p><b>Instead of electing Auditors, the General Assembly may also opt to select an external trustee company.</b></p>
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## 8. Working Groups

Working Groups	<p><b>Art. 27</b></p> <p>The Executive Officer may appoint Working Groups to carry out particular tasks. The Executive Officer shall issue written specifications to the Working Groups detailing their respective goals and the conditions under which their tasks are to be pursued.</p>
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Working Groups can be disbanded at any time by the Executive Officer.

## 9. Representation

	<b>Art. 28</b>
Representation	The Executive Officer and General Manager are authorized to jointly represent the Association. Further details are determined by bylaws.

## 10. Financials

	<b>Art. 29</b>
Funds	The financial funds to accomplish the Association's goals are comprised of membership fees, voluntary contributions, and shares in the costs according to resolutions of the General Assembly.
	<b>Art. 30</b>
Fiscal Year	<b>The Association's fiscal year is the calendar year.</b>
	<b>Art 31</b>
Liability	<b>The Association's liability is limited to its assets.</b>

## 11. Publication Organs

### Art. 32

Media                    The General Assembly can select a suitable industry magazine as a publication organ for news about and notifications from the Association.  
The Association operates its own website.

## 12. Concluding Provisions

### Art. 33

Dissolution            A resolution to dissolve the Association may only be passed at an Extraordinary General Assembly, called specifically for that purpose. Such resolution requires a three quarters majority of the valid votes cast.  
The General Assembly decides about the transfer of remaining assets with simple majority.

### Art. 34

Editorial  
Amendments            Resolutions pertaining to editorial amendments to the content of the Articles of Association which may be demanded by public authorities may be passed by the Executive Officer without consultation and registered accordingly. The General Assembly must be notified of any such amendments.

### Art. 35

Enforcement            Once approved, these Articles of Association take effect on 7 June 2013 and replace the Articles as of 1 April 2008.