

EEBUS INITIATIVE E.V.

BYLAWS

§ 1 NAME, REGISTERED SEAT, BUSINESS YEAR

- (1) The association has the name of »EEBus Initiative« (hereinafter „EEBus“ or „association“) and is to be entered in the associations register. After registration it shall have the addition „e.V.“.
- (2) The association is headquartered in Cologne.
- (3) The business year is the calendar year.

§ 2 PURPOSE AND TASKS

- (1) The association's purpose shall be
 - a. Promotion of science, research and environmental protection by standardisation of interfaces for promotion of convergence of electronic media in the area of house and building technology under integration of standardisation bodies. For this purpose, the association shall cooperate with national, European and other international standardisation bodies under observation of the respective prerequisites, based on a networking concept (EEBus), to describe interfaces between present standards, expand existing norms and standards or contribute to definition of new standards or conduct such a standardisation on its own.
 - b. Promotion of safety, energy efficiency and innovative assistance and comfort functions in the area of house and building technology with integrated systems based on the EEBus.
- (2) The purpose of the bylaws shall in particular be achieved by:
 - a. Support of the relevant German, European and other international standardisation bodies in standardisation of interfaces with the objective of enabling all market participants to further develop technologies for comprehensive intra-operative, downwards-compatible, independent and media-comprehensive implementation of comprehensive networking of devices, components and machines – so-called „smart devices“.
 - b. Support of the relevant German, European and other international standardisation bodies in standardisation of a consistent abstraction layer (mapping) incl. corresponding generally valid functions (e.g. load management, overload warnings etc.).
 - c. Development of specifications in areas described by above paragraph (2) section a. or b. in compliance with legal requirements.
 - d. Assignment of a certification approving compliance with the association's specifications (via labelling).
 - e. Support of research and project work in the
 - i. Application area
 - ii. Area of integrated standards & technologies
 - iii. Area of adjacent applications
- (3) The members of the association shall support the purpose of the association among others ideationally, by payment of their contribution and also contribute to the association's matters otherwise. The board shall promote the association's purpose among others by assignment of the corresponding orders to members of the association and/or third parties. The association must not favour persons by administrative tasks that are not according to the purpose of the association or disproportionately high compensation. Compensation also must be appropriate.
- (4) For the avoidance of doubt it is noted that the members of the association are not to be prohibited by the association from their own economic activities, participation in the development of other standards or application of other standards. Such activities are not a violation of loyalty and/or care obligations.
- (5) The association only and directly pursues charitable purposes in the sense of the tax code or any similar tax-law provisions replacing it. The association acts non-profit; it does not mainly pursue its own economic purposes.

- (6) The association may found and maintain participations and memberships in other organisations where this promotes the purpose of the association.
- (7) The association and its members shall observe the laws in the context of the association's activities. This shall in particular apply regarding cartel law. The board shall pass a code of conduct to be observed for work in the association. This is not part of the bylaws.

§ 3 ASSOCIATION FUNDS

- (1) The association's funds must only be used for the purposes according to the bylaws. The members do not receive any payments from the association's funds.
- (2) No person must receive benefits from expenses that are not according to the purpose of the association or by disproportionately high compensation.
- (3) Membership in the association shall not found any claim to the association's assets.
- (4) The members shall not receive any profit shares and shall not receive any other payments from the association's funds in their office as members.
- (5) The association must not make any expenses not according to the purpose of the association.
- (6) When the association is dissolved, the remaining assets of the association shall be transferred to purposes for the promotion of convergence of electronic media in the area of house and building technology where the corresponding organisations are recognised as directly non-profit. Their selection is determined by the members' assembly.

§ 4 MEMBERSHIP

- (1) Members of the association may be legal persons such as partnerships, capital companies, associations and federations.
- (2) Primarily such companies or associations or federations are accepted as members that are either active in the area in which EEbus works, e.g. in the area of product development, product marketing and/or standardisation, or otherwise affected by respective standards, e.g. as customer or supplier.
- (3) Every member shall have a claim to consulting by the association in the scope of these bylaws regarding clarification of questions in connection with the purpose named in § 2 and the EEbus e.V. Bylaws – July 2016 Page 3 of 10 tasks named. For any special services demand, the association may charge an appropriate compensation.
- (4) Every member has the right to file petitions with the association's bodies.

§ 5 ACCEPTANCE OF MEMBERS

- (1) The board shall decide on the acceptance of members upon written request.
- (2) The request for acceptance as a member shall be sent to the board or the office in writing. The request must reflect that the requirements for becoming a member are met.
- (3) Rejection of acceptance is only permitted for factual reasons and the reasons must be stated.
- (4) The membership shall commence on the day of acceptance.

§ 6 TERMINATION OF THE MEMBERSHIP

- (1) Membership shall terminate by
 - a. Written resignation,
 - b. Exclusion from the association upon previous hearing of the respective member
 - c. If the requirements of § 4 para. 2 are no longer present.
- (2) Leaving by resignation is only possible at the end of the business year. The declaration on this shall be indicated to the board no later than on 30 September of the business year at the end of which resignation is to take place.
- (3) A member may be excluded from the association for an important reason in its person, in particular if it has grossly violated the association's interest or the purpose of the association. In this case, a member shall be excluded by the members' assembly upon petition of the board. The decision shall require agreement of 2/3 of the members present at the vote. The member in question shall not have any voting rights for the vote on exclusion. Before the

decision is made, the respective member shall be heard. The respective member shall be notified of the excluding decision.

- (4) A member may be excluded as a member by decision of the board if it is in arrears with payment of the total amount in spite of two reminders. The decision shall require a majority of two thirds of the board. Exclusion must only take place if three months have passed since dispatch of the second dunning letter and the contribution debt has not been paid for.
- (5) The board's decision on exclusion shall be reported to the affected member.
- (6) Loss of the prerequisites for proper membership according to § 4 para. 2 shall be determined by the board by way of decision with a majority of two thirds unless an exception has been determined by the board according to § 6 para. 4.
- (7) In case of resignation, the membership shall end at the end of the business year. Apart from this, membership shall end upon receipt of the exclusion or determining decision by the respective member.

§ 7 FEES

- (1) Every member shall pay an annual fee, the amount and due date of which is specified by the members' assembly. For this, the board shall suggest a fee regulation. This shall be part of the bylaws.
- (2) To cover extraordinary expenses, the members' assembly may decide to allocate costs. The decision shall require agreement of 2/3 of the members involved in the vote. If the annual fee is increased by at least 100 % or the allocation exceeds twice the annual members' fee, the member shall have an extraordinary resignation right.

§ 8 BODIES OF THE ASSOCIATION AND OTHER BODIES

The association's bodies shall be associations:

- (1) members' assembly
- (2) board
- (3) advisory council

Work groups and/or so-called task forces may also be created to achieve the purpose of the association.

§ 9 MEMBERS' ASSEMBLY

- (1) Every member shall have voting rights in the members' assembly. The number of votes shall be according to the fee owed by him according to the fee regulations at the ratio to the total of the fees. The members may be represented by their legal representatives or representatives according to their bylaws or by an officer with written letter of authority.
- (2) If a member is unable to attend a members' assembly, it may be represented by another member, which must not assume more than one such letter of authority, by granting a written letter of authority. The letter of authority shall be submitted to the chairman when entering the assembly.
- (3) At least once per year, the board shall convene a regular members' assembly in the sense of § 26 BGB. The board shall send invitations to this at least four weeks in advance under indication of the agenda. The decision proposals shall be included with the invitation. The invitation may be sent in writing or by email.
- (4) Extraordinary members' assemblies are convened
 - a. if the board believes this necessary,
 - b. if the advisory council requests this from the board in writing under indication of specific agenda items / objects for decisions,
 - c. if at least one third of the members requests this under indication of specific agenda items / objects for decision.
- (5) The extraordinary members' assembly must take place within one month of receipt of the request. The members shall be invited in writing at least 10 days in advance under indication of the agenda.
- (6) Place and time of the members' assembly shall be determined by the board.

- (7) The members' assembly shall have a quorum if at least one third of its members are present or lawfully represented. If there is no quorum, the board shall convene a second members' assembly with the same agenda within eight weeks; this shall have a quorum no matter the number of members present or represented. This shall be indicated in the invitation.
- (8) Decision proposals, including on bylaws changes, must be submitted to the members in writing and content (including the wording of resolutions) with the agenda or the amended petitions on the agenda.
- (9) The members' assemblies shall be chaired by the 1st chairman and, if he is unable to attend, by the 2nd chairman.
- (10) The members' assembly shall not be public. The chairman of the assembly may permit guests.
- (11) Votes are generally secret. Vote by acclamation is permissible unless someone objects.
- (12) Every member may request from the board in writing until one week before the day of the members' assembly that additional matters are put on the agenda subsequently. Subsequent petitions on the agenda must be reported to the members in writing or by email at least three days before the members' assembly. The members' assembly shall decide on the inclusion of petitions on amendment of the agenda that are only realised during the members' assembly. Such petitions require decisions by mixed circulation procedure.
- (13) Decisions shall be made by simple majority of the present votes unless different majorities are required by law or these bylaws. Bylaws changes or amendments to the bylaws' purpose must only be decided on with a majority of two thirds of the present members with voting rights.
- (14) Dissolution of the association shall require a decision with a majority of two thirds of all members with voting rights.
- (15) Minutes are to be drawn up on every members' assembly and signed by the assembly chairman and the keeper of minutes. The minutes are to include the following statements:
 - a. Time and date of the assembly
 - b. Information if the assembly took place via physical meeting or some other form legally covered by these bylaws (e.g. via conference call or virtual meeting)
 - c. The person of the assembly chairman and keeper of minutes
 - d. The names of the regular and extraordinary members present
 - e. The agenda
 - f. The individual voting results and the type of the respective vote
 - g. In case of changes to the bylaws, the precise wording must be included
 - h. Assembly chairman's statement about the taking of decisions

The minutes are to be sent to all members of the association within one month.

Above characteristics do not constitute a prerequisite for the validity of decision making. Due to data economy, excerpts of minutes shall be drawn for such decisions that are to be entered into the association's register. These excerpts shall only cover those agenda items relevant for the association's register entry: the attached draft minutes in excerpts can and shall be used for orientation purpose (but also not constituting a prerequisite for validity).

- (16) Decisions may be made outside of members' assemblies in the pure circulation procedure or, supplementary to voting in the members' assembly, in mixed circulation procedure by members not present in the members' assembly as well. Decisions in the pure or mixed circulation procedure are made in written form or by fax or email. Resolutions are passed in mixed circulation procedure by supplementation of voting in the members' assembly in written form, by telefax or email. The board may determine an exclusion period for voting. The period should not be less than three weeks. Para. 7 and para. 13 shall apply accordingly as regarding the votes cast. The board shall determine the result of the decision made and inform all members of this in text form (in writing, by fax or email).
- (17) Member assemblies (both ordinary and extraordinary) can also be held virtually, i.e. via conference call or video conference or any combination of those communication media, without required member approval of such procedure. The deadlines for proper invitation are to be respected also in case of virtual member assemblies.

§ 10 TASKS OF THE MEMBERS' ASSEMBLY

- (1) Election of the board, including the 1st and 2nd chairman,
- (2) Acceptance of the auditor's report and approval of the annual statement to be submitted by the board for the completed business year,
- (3) Discharge of the board and auditors for the completed business year,
- (4) Approval of the budget,
- (5) Decision on present petitions,
- (6) Decisions on fees,
- (7) Decisions on changes to the bylaws,
- (8) Decision on exclusion from the association purs. to § 6 para. 3 of the bylaws,
- (9) Dissolution of the association.
- (10) In matters that fall into the area of responsibility of the board, the members' assembly may decide on recommendations to the board.

§ 11 BOARD

- (1) The association's board consists of the 1st chairman, the 2nd chairman (deputy chairman) and, if needed, further members. The size of the board is determined by a resolution of the members' assembly upon the current chairman's recommendation. It is determined before each regular election of the board for the new term of the board.
- (2) The candidates for the board must be in a working relationship or employment with a member.
- (3) Election of the board members usually takes place by individual election; collective election is permitted if there is no objection. If there are more candidates than the decided maximum number of members, the majority of the votes cast shall decide.
- (4) From the board members, the members' assembly shall elect the 1st and 2nd chairman in separate ballots. The person who receives most votes shall be elected. In case of equal numbers of votes, a run-off is performed. If the votes are equal again, a lot to be drawn by the chairman of the assembly shall decide.
- (5) The 1st chairman and his deputy, the 2nd chairman, as well as all other members of the board, are elected for a duration of four (4) years. Re-election is permitted. After the expiry of this term, the respective incumbent members of the board stay in office until their successors are elected.
- (6) The board in the sense of § 26 BGB is made up of the 1st and 2nd chairman. Both chairmen have sole power of representation. The chairmen are not released from the limitations of § 181 BGB. If one chairman leaves, the other one must convene an extraordinary members' assembly within no more than 3 weeks for new election of another chairman.
- (7) If a member for which a board member of the associations is employed leaves the association, the office of the board member shall end as well.
- (8) If a member of the board terminates his activity for one of the members of the association, his office in the board shall terminate as well.
- (9) If a member of the board leaves prematurely due to resignation, recall, death or according to § 11 para. 7 or 8, the next members' assembly may elect a replacement director. The office of the 1st or 2nd chairman must be filled by re-election of a replacement director at the next members' assembly. The replacement director shall be selected for the current term of office of the remaining board and until the next regular election date.
- (10) The board may provide for its matters in more detail in rules of procedure to be passed by it. The rules of procedure must not be contrary to these bylaws.
- (11) The board may also decide that the association is equipped with an office. The office may be managed by a managing director. A managing director may also be appointed without the establishment of an office. The authority to appoint a managing director resides within the board. An appointed managing director may represent the association alone. The managing director is prohibited from entering into any transactions in the sense of § 181 BGB without prior consent of at least two members of the board. The initial decision of the board to establish an office and/or appoint a managing director requires the agreement of the members' assembly. The same holds true if the office shall be closed or no more managing director shall be appointed.

- (12) For special activity areas, the board may call special representatives in the sense of § 30 BGB.
- (13) The members of the board may, upon request, receive compensation amounting to the travel expenses. The members' assembly shall decide on the request.
- (14) Furthermore members of the board may get a remuneration on request in case the board member concerned acts as an executive member. The remuneration has to be appropriate and proportional. The members' assembly shall decide on the request and the amount of the remuneration.
- (15) Management contracts shall be subject to the approval of the members' assembly. With the approval to the management contract the other members of the board are authorized to jointly conclude the management contract (in case there is only one further board member the latter shall be authorized to act on his own). In case there are no further board members at the time of appointment respectively at the time the management contract has to be concluded, the members' assembly authorizes two association members to conclude the management contract.

§ 12 RIGHTS AND OBLIGATIONS OF THE BOARD

- (1) The board manages the association in the scope of the bylaws. In detail, it shall have the following tasks:
 - a. Preparation and convening of the members' assembly and drawing up of the agenda,
 - b. Drawing up of the annual statement
 - c. Drawing up of a budget,
 - d. Inclusion of new members of the association,
 - e. Exclusion of members according to § 6 para. 4 of these bylaws
 - f. Execution of resolutions of the members' assembly,
 - g. Entering into / termination of service contracts and employments,
 - h. Founding, dissolution and specification of work contents of work groups (§14),
 - i. Founding, dissolution and specification of work contents of task forces (§15),
 - j. Passing of a code of conduct according to § 1 para. 5 of these bylaws.
- (2) Board meetings are convened and managed by the 1st chairman, or, in his absence, by the 2nd chairman. Board meetings shall take place as attendance meetings or as virtual video and/or phone conference call or any mixture of before standing. Board meetings shall be convened by invitation in text form (in writing, by fax or email), indicating place, time and agenda, at least two weeks before the date stipulated. Minutes shall be drawn up on every meeting. The minutes shall include place and time of the board meeting, the participants' names, the resolutions passed and the result of votes. The minutes shall be signed by the chairman of the board, or, if he is absent, by the deputy chairman of the board, and sent to all members of the board within one week if possible.
- (3) The board shall have a quorum if at least half of its members is present or participates in the phone conference. Decisions shall be made by majority of the present board members unless the bylaws stipulate something deviating. In case of a tie, the 1st chairmans' vote shall be decisive.
- (4) Transfer of voting rights within the board shall not be permissible.

§ 13 ADVISORY COUNCIL

- (1) The advisory council, which is to consist of particularly exposed persons from science, politics and international associations, has at least three and usually no more than eleven members. Election shall be by the members' assembly upon suggestion of the board. The term of office shall be four (4). Re-election and additional election are permitted at any time.
- (2) The advisory council has the task of advising the board in important association matters and regarding compliance with the essential objectives of the association.
- (3) The advisory council elects an advisory council chairman from its members, as well as several deputy advisory council chairmen. The advisory council chairman or one of the deputies in his place shall chair the advisory council.
- (4) If a member of the advisory council is recalled as representative of a legal entity or due to his employment, his office in the advisory council shall expire at this time.

- (5) The advisory council's meetings shall be convened in writing through the 1st chairman of the board. The period for convening the meetings shall be at least one month. The board's chairman shall convene the advisory council on request of the advisory council chairman or half of the advisory council members or half of the members of the board. The advisory council shall meet at least once per year.
- (6) The advisory council shall have a quorum if more than half of the properly invited regular advisory council members are present. Decisions shall be passed with simple majority. The advisory council chairman shall decide in case of a tie.
- (7) Minutes shall be kept on the decisions of the advisory council.
- (8) The advisory council elected by the members may on its own or upon suggestion of the board for special reasons in the interest of EEBus include other persons without voting rights, e.g. representatives of supervisory authorities, scientists, etc. (extraordinary members of the advisory council).
- (9) The members of the advisory council may receive compensation amounting to the travel costs incurred on request. The board shall decide on this from case to case.

§ 14 WORK GROUPS

- (1) The board shall decide on founding and dissolution of work groups. Every member may enter suggestions on founding of a work group – under indication of the subject to be processed.
- (2) The board shall develop the working requirements for the work groups under consideration of the suggestions from the members' assembly and monitor the work results. The work groups are provided with task descriptions, expected results, participants, schedule and financial budget.
- (3) Every work group shall elect its chairman.
- (4) A work group shall have a quorum if at least two thirds of its members are present. If it has no quorum, it may still work out proposals for resolutions to be passed in a later meeting.
- (5) Every member in a work group shall have one vote.
- (6) Resolutions of the work groups shall be passed by consensus. If no consensus can be achieved, resolutions may be passed with a majority of at least two thirds of the votes cast. Abstentions shall not be deemed votes cast. If at least three members are against a majority decision, the board or the members' assembly may be called on for a final decision.
- (7) Members of a work group must have been confirmed by the board for this office and must document that they have technical expertise. All members of a work group should contribute regularly and actively. The work group may exclude members after two absences. Only the board must make a decision on re-acceptance.
- (8) The work groups shall organise their meetings under their own responsibility. The respective chairman of the work group shall convene the meetings.

§ 15 TASK FORCE

- (1) The board shall decide on founding and dissolution of task forces. Suggestions for founding of a task force may also be made by any member, any work group and the board – under indication of the subject to be processed.
- (2) The board shall develop the working requirements for the task forces under consideration of the suggestions from the members' assembly and monitor the work results. For the task forces, a description of their tasks, expected results, participants, schedule, including the end of the task force and – if required – budget shall be specified.
- (3) Task forces develop defined partial tasks with a clear time reference at the order of the board or the members' assembly; they are strictly limited in time and report on the state of their work to the members' assembly.
- (4) Every task force shall elect its chairman from among its members.
- (5) A task force shall have a quorum, no matter the number of members present.
- (6) Every member in a task force shall have one vote.
- (7) Resolutions of the task force shall require agreement by all persons present. If agreement cannot be reached, the different positions shall be presented to the members' assembly, which shall then make a decision.

- (8) Members of a task force must be confirmed by the board and have documented technical expertise. All members of a task force are to regularly and actively contribute. The task force may exclude members after two absences. A decision on re-acceptance must only be made by the board.
- (9) The task forces shall organise their meetings under their own responsibility. The respective chairman of the task force shall invite to its meetings.

§ 16 ADMINISTRATION OF THE ASSOCIATION'S ASSETS

- (1) The association's assets shall be managed according to the tax and other provisions applicable for tax-relieved corporations and, apart from this, according to these bylaws.
- (2) After the end of each business year, the board shall draw up an annual statement with an asset overview and submit it to the next regular members' assembly.

§ 17 DISSOLUTION

- (1) Dissolution of the association may take place by resolution of the members' assembly with the majority specified in § 9 para. 14.
- (2) Liquidation of the association shall be performed by the last officiating board. §§ 9 and 10 shall apply accordingly.

§ 18 ADJUSTMENT CLAUSE

Place of execution and place of jurisdiction for all claims between the association and its members and – where permissible– also against third parties shall be the association's registered seat. If parts of these bylaws or resolutions changing these bylaws are void, this shall not affect validity of the remaining parts of the bylaws or resolution changing the bylaws. The board shall have the right to change the wording of provisions of the bylaws deviating from the above if the court of registry demands this for association-law reasons or the tax office for non-profit law reasons, unless this changes the sense of the bylaw provisions.

Notification: above bylaws are a translation of the original document which is in German language.