



## Articles of Association for the PACTware Consortium e.V.

### § 1 Name, location and business year

1. The association bears the name "PACTware Consortium e.V." and is entered in the Association Register of Karlsruhe, Germany.
2. The association is located in Pfinztal, Germany.
3. The business year of the association is the calendar year.

### § 2 Purpose of the association

The purpose of the association is to support and manage the international distribution of a manufacturer-independent software for the configuration, calibration and monitoring of automation devices under the name PACTware and to promote the maintenance and further development of PACTware and to support the core technology "FDT" (Field Device Tool).

### § 3 Association activities

1. The objective of the articles of association shall be realized in particular through:
  - Maintenance, further development and administration of PACTware as "Open Source Software", as well as the free distribution of PACTware to association members and the administration of its use by association members. Regulations for the software management shall be specified in detail at a general meeting.
  - Support of maintenance and support of further development of the basic technology "FDT".
  - Promotion of the exchange of information with all interested parties to support the further development of the FDT specification.
  - Support of projects in connection with PACTware and FDT.
  - Public information on the level of technology, the application and the further development of PACTware.
2. In furtherance of this objective, the association may also found regional associations and work in cooperation with other promotion societies and professional associations.
3. The association operates without recompense and does not pursue any objectives of economic viability. All holders of association offices act in an honorary capacity.
4. Monies of the association may only be used for statutory purposes. Members shall not be entitled to the allocation of any funds from the monies of the association.
5. Members or third parties shall not benefit from outlays that are alien to the purpose of the corporate body or from excessive remuneration.

### § 4 Membership

1. Any legal person, legal body or natural person may be a member of the association if they support the objective of the association. These may include the following:
  - Suppliers of automation devices, software and systems,
  - Users and planners,
  - Research institutes and associations.
  - a) A PACTware membership has either category „Full Membership“ or „OEM Membership“
  - b) Membership fees are different for a Full Membership and an OEM Membership. Details are specified in a separate document "Membership fees".
  - c) OEM Members are entitled to participate in selected events and working groups. Details are specified in a separate document "Membership rules".
  - d) Full Members gain access to the PACTware source code. Details will be specified in the Open-Source-License-Agreement to be concluded between the PACTware member and PACTware Consortium e.V.

- e) OEM-Members do not gain access to the PACTware source code, but have an OEM license. Details will be specified in the OEM-License-Agreement to be concluded between the PACTware member and PACTware Consortium e.V.
2. Retired members have principally no claim on the assets, part or whole, of the association. Regulations regarding exceptions and details of the rights of members on withdrawal or on dissolution of the association shall be specified at a General Assembly Meeting.
3. Each Full Member is entitled to one vote at each General Assembly Meetings. In General Assembly Meetings, each OEM-Member has an invitation to participate, without having a vote.

#### **§ 5 Admission of a member**

1. Membership is by means of admission to the association through submission of a written application for membership, including the intended membership category, and the payment of an admission fee in accordance with the contributory regulations (see §9).
2. At any time, a OEM membership has the option to upgrade to a Full Membership. Details are specified in a separate document "Membership fees".
3. The decision to admit or exclude members shall lie solely with the Executive Board, who shall not be obliged to state reasons.
4. Admission shall be effective on receipt of a written statement of acceptance.
5. There is no entitlement to admission.

#### **§ 6 Withdrawal of a member**

1. All members shall be entitled to withdraw from the association.
2. Withdrawal is permissible on adherence to a three-month period of notice at the end of the association's business year.
3. Any intent to withdraw must be submitted in writing and sent by registered mail to the Executive Board.

#### **§ 7 Exclusion of a member**

1. Membership may also end due to exclusion.
2. Exclusion from the association is permissible for important reasons, in particular if a member has a detrimental effect on the objectives of the association.
3. The decision to exclude members shall lie solely with the Executive Board.
4. The excluded member shall be entitled to appeal to the general meeting responsible for the final decision.

#### **§ 8 Cancellation of membership**

Cancellation of membership shall occur for the following reasons:

1. If a member is in arrears with payment of the annual fee 3 months after the start of the business year, and if said member fails to pay the fee in full within 3 months of receiving a written reminder from the Executive Board. The reminder must be sent by registered mail to the last known address of the member. The reminder must explicitly warn of the pending cancellation. The reminder shall also be effective if the letter is returned with advice of non-delivery.
2. Due to the death of a member, or due to the dissolution of a legal person or body.

#### **§ 9 Membership fee**

1. The financial means for the execution of association tasks shall be raised by means of annual membership fees and voluntary contributions.
2. The first ordinary general meeting (§§ 12 to 15 of Articles of Association) shall specify the admission fee and membership fees through a contribution order.

#### **§ 10 Organs of the association**

The following are organs of the association:

1. Executive Board (§ 11 of Articles of Association)
2. General meeting (§§ 12 - 15 of Articles of Association)

The general meeting can resolve to create further organs.

### **§ 11 Executive Board**

1. The Executive Board (§ 26 BGB) shall comprise at least one chairperson, one vice-chairperson, a treasurer and a secretary.
2. The secretary is required to record the minutes of each session of the Executive Board, as well as each general meeting. These minutes shall be signed by the chairperson of the Executive Board. The treasurer shall manage the cash of the association and duly keep a record of all income and expenditure. Further, after an audit by the selected auditor (§16), the treasurer shall present a report to the general meeting.
3. The chairperson and the vice-chairperson of the Executive Board shall be appointed through a resolution of the general meeting for a period of two years and must have a full membership. A new appointment of these positions can be effected by an extraordinary general meeting. The Executive Board shall remain in office until the statutory election of a new Executive Board. Re-election is permissible.
4. The association may have a business office for dealing with association matters, the manager of which shall be appointed by the Executive Board.
5. Two members of the Executive Board, including the chairperson, shall act as judicial and extrajudicial representatives of the association.
6. In the event of withdrawal of the chairperson, the vice-chairperson shall undertake judicial and extrajudicial representation in his/her place.
7. The Executive Board shall determine its own procedural rules.
8. Each member of the Executive Board has one vote. Resolutions shall be passed according to majority decision. If the Executive Board is unable to reach a result by voting (parity of votes), all members shall decide by means of a referendum. To muster a quorum, at least three quarters of the members must cast a vote.
9. The chairperson or an individual member of the Executive Board can be relieved from office at any time.
10. If a member of the Executive Board withdraws during the period of office, the remaining members of the Executive Board shall be entitled to appoint a substitute member for the period until the next general meeting. The general meeting shall then appoint a new member accordingly for the remaining period of office of the Executive Board.
11. The appointed members of the Executive Board shall act in an honorary capacity.

### **§ 12 General meetings**

1. The ordinary general meeting shall be held once during the business year. Extraordinary general meetings shall be convened at the wish of the Executive Board or if requested in writing by a quarter of the members.
2. The ordinary general meeting shall be convened giving four weeks notice, an extraordinary general meeting giving two weeks notice.
3. Invitations to the general meeting must be submitted in writing and must contain details of the agenda.
4. The period of notice shall commence on the day the invitations are dispatched to the last known address of the members.
5. The general meeting shall be chaired by the chairperson of the Executive Board. If the chairperson is unable to attend, this task shall be performed by one of the chairperson's representatives.
6. Members shall be entitled to provide written authority to a person who can then represent them at the general meeting.

### **§ 13 Quorum**

1. Any ordinarily convened general meeting shall constitute a quorum. If changes are to be made to the Articles of Association or the Executive Board, or a member of the Executive Board, is to be relieved of office, the presence of at least half of the members that are entitled to vote is required.
2. A quorum to dissolve the association (§ 41 civil code) shall require the presence of at least two thirds of the members that are entitled to vote of the association. If a general meeting convened in accordance with item 2 to decide the dissolution of the association fails to muster a quorum, a second general meeting shall be convened within three months with the same agenda. This second general meeting shall be held no earlier than one month and no later than 4 months after the date of the original general meeting convened for this purpose. The new general meeting shall muster a quorum if at least one quarter of the members is present. The invitations to the second general meeting shall notify all members of the reduced quorum.

### **§ 14 Passing of resolutions**

1. The general meeting shall pass resolutions by simple majority of the votes cast.
2. Voting is carried out by a showing of hands. If requested by a minimum of five persons that are entitled to vote present, voting shall be carried out by secret ballot.
3. Resolutions concerning amendments to the Articles of Association require a majority of at least three-quarters of the members that are entitled to vote present.
4. Resolutions concerning the dissolution of the association (§ 41 civil code) require a majority of at least three-quarters of the valid votes cast.

#### **§ 15 Record of meeting resolutions**

1. Minutes must be taken of all resolutions passed during any meetings.
2. The minutes must be signed by the chairperson of the meeting and the secretary. If meetings were presided over by more than one chairperson, the chairperson of the last meeting shall sign the complete minutes.
3. The minutes shall be made available to all members of the association.

#### **§ 16 Audit**

The accounting of the association shall be checked by two cash auditors, to be selected from the members that are entitled to vote for the current business year and who may not be members of the Executive Board.

#### **§ 17 Dissolution of the association**

1. The association can be dissolved by a resolution of the general meeting (see § 13, item 2 and § 14, item 4 of the Articles of Association).
2. Liquidation is carried out by the Executive Board (§ 11 of the Articles of Association). Regulations regarding exceptions and details of the rights of members on withdrawal or on dissolution of the association shall be specified at a general meeting, in particular with regard to ensuring continued availability of PACTware after the dissolution of the association.
3. The preceding conditions apply in the event that the association is dissolved for any other reason, or it loses its legal capacity.

#### **§ 18 Effective date of the Articles of Association**

These Articles of Association were resolved at the general meeting held on 20-Sept-2006. They shall become effective on entry in the Association Register at the district court of Karlsruhe, Germany.