



## **Association Rules BACnet Interest Group Europe**

According to the decisions of the General Meeting September 15, 2014

Translation of the binding German version

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### **§1 Name, Registered Address, Fiscal Year**

1. The name of the Association is "BACnet Interest Group Europe e. V.". The Association is registered with the Registration Chamber of the city of Dortmund.
2. The registered place of the Association is located at Dortmund.
3. The first year of business corresponds to the calendar year.

### **§2 Objectives of the Association**

1. The objective of the Association is to cooperate with ASHRAE in order to promote the distribution of the protocol called "BACnet" and in this context provide services to its members of a type and with a scope as specified within the fee structure. Distribution of the "BACnet" protocol is carried out in particular by:
  - encouraging the exchange of information
  - concerning this protocol among all interested parties and by supporting the further make-up of the technical specifications;
  - writing and adopting technical specifications for the development of the "BACnet" protocol and by writing up standard recommendations
  - supporting projects in connection with the "BACnet" protocol;
  - inform the public about the technical status, the application and the development of the „BACnet“ protocol,
  - granting permission for the use of the Association's logo to companies or persons dealing

with products that meet the criteria for quality as set forth by the Association.

2. If necessary the Association will pursue this objective through the formation of regional associations.
3. The funds of the Association shall only be used for the sole purpose of serving the Association's objectives. None of the members shall be entitled to make expenses on account of the Association's funds that are not in line with the Association's objectives or that are unreasonably high.

### **§3 Membership**

1. Members of the Association can be:

- legal entities;
- partnerships;
- physical persons

as long as they promote the objectives of the Association in their capacity as:

- supplier of hardware, software or systems;
- consultants or system houses;
- users or owners;
- research centres or associations;
- service companies.

2. Prerequisite for becoming a member to this Association is the submission of a written application to the Executive Committee of Association. Admission of new members shall be at the sole discretion of the Committee of Association. The Committee shall not be obliged to provide any reason when declining an application for membership.

Termination of membership:

- A member's resignation will only be accepted at the end of a fiscal year and three months notice as a minimum must be provided in writing with the document being sent to the Association via mail.
  - A member who causes serious harm to the objectives of the Association can be excluded by the Executive Committee. The decision of the Committee will be required to be unanimous in such a case. In the event of an appeal by the member the matter will be referred to a General Meeting who will decide on the outcome of the case by a simple majority. When the General Meeting votes to exclude a member from the Association, the member shall have no entitlement to a vote.
  - Membership shall cease through the death of a member or - if the member is a legal person or a partnership - through its dissolution.
  - Membership shall automatically cease resulting from non-compliance with the Association policy on membership fees.
3. Following resignation members are no longer entitled to the Association's assets, in whole or in part.

4. Each member is entitled to vote at the General Meeting depending on its membership category.
5. A person who has gained very high merits in sponsoring the objectives of the Association can be nominated as an honorary member. For this a decision of the Executive Committee and of the Advisory Board is necessary. The rights of an honorary member are corresponding to those of category Non profit and Reciprocal members of the Fee Structure. A membership fee is inapplicable.

#### **§4 Membership Fees**

1. The funds required for implementing the Association's objectives shall be raised through membership fees and through voluntary contributions.
2. The membership fees shall be determined at the General Meeting through the adoption of a resolution.

#### **§5 The Composition of the Association**

The Association shall be composed of the Executive Committee, the Advisory Council and the General Meeting.

#### **§6 Organisation of the Executive Committee**

1. The Executive Committee of the Association shall consist of not less than three members. At the election of the Committee, the chairman of the Committee and two deputy chairmen shall be elected. Also at the election of the Executive Committee, one member of the Committee shall be appointed Secretary, another Treasurer of the Committee.
2. In general, the Executive Committee shall take its decisions during Executive Committee meetings, which must be convened by the Chairman at least once every six months and in the event he is unable to do so himself, by a representative, in writing, by telephone or by email, providing the agenda. A notice period for convening the meeting of one week must be observed. The Executive Committee has a quorum where at least two Executive Committee members are present. Decisions are taken by the majority of valid votes cast. The keeper of the minutes must record the minutes for every meeting of the Executive Committee which must be signed by himself and the Chairman and forwarded to the Executive Committee members in writing or via email. An Executive Committee decision can also be taken outside of an Executive Committee meeting, either in writing or by email, where all Executive Committee members have declared their consent to the rule or regulation to be agreed upon. Where this is the case, the secretary shall confirm to the other Executive Committee members in writing or via email whether a decision was taken, and if so, the content of this decision.
3. The Treasurer shall be in charge of keeping the treasury and shall properly record all income and expenditure of the Association. Following receipt of the nominated auditor's report, the

Treasurer shall submit a financial statement to the General Meeting.

4. The approval of invoices which exceed the sum of € 500 must always be carried out by all members of the finance department. The finance department consists of the Chairman and the Treasurer.
5. The Executive Committee shall be elected by the General Meeting for a term of two years. The term of office of the Executive Association shall run until a new Executive Committee has been elected, even if the term of office has already expired.
6. The Association shall be legally and jointly represented by two members of the Executive Committee.
7. Resolutions for removing members of the Executive Committee shall be adopted by simple majority of votes cast within the General Meeting.
8. If a member of the Executive Committee resigns during his or her term of office, the Advisory Council shall coopt a successor to serve for the time remaining until the next General Meeting. The General Meeting will then elect a successor for the remainder of the Executive Committee's term of office.
9. The members of the Executive Committee shall all serve in an honorary capacity.
10. The internal structure of the Executive Committee can be formalised by rules of procedure, to be decided by the General Meeting.

#### **§ 7 Rights and Obligations of the Executive Committee**

1. The Executive Committee manages the business of the Association; it is responsible for all Association business provided that matters are not assigned to another association body by the Articles of Association, or by mandatory legal provisions

In the following matters, the Executive Committee is entitled to pass resolutions without consulting the Advisory Council:

- the acceptance of new members following application in writing (the application for inclusion as a member must be submitted to the Executive Committee or to the office in writing. The application must clearly show that the requirements for membership are fulfilled.)
- the rejection of applications for membership; this rejection shall only be possible on objective grounds and must be justified.

2. In the following matters, the Executive Committee undertakes to take a decision only after consultation with the Advisory Council:

- production of the agenda for the General Meeting, whereby the Advisory Council has the right to demand the inclusion of points in the agenda proposed by the Executive Committee.

3. In the following matters, the Executive Committee undertakes to proceed only after obtaining the agreement of the Advisory Council:

- repeat business which requires a commitment by the Association in excess of € 1,000 p. a.

- one-off business which requires a commitment by the Association in excess of € 20,000
  - the exclusion of Association members
  - the awarding and withdrawal of specific mandates to individual persons in accordance with § 7 item 4
  - the authorisation of mandate holders (§ 7 item 4) for legal representation of the Association
4. For the representation of the interests of the Association and its members with respect to third parties or in its external relationships (professional associations, committees, panels) the Executive Committee can award mandates to individual persons or roles of the Association (e.g. leaders of working groups). If an individual agrees to such a mandate, he/she shall undertake to fulfil the tasks and duties assigned to him/her to the best of his/her knowledge and judgement and in agreement with the objectives of the Association. If the Executive Committee becomes aware that this person is not fulfilling their duties and obligations, the mandate can be withdrawn at any time with immediate effect. Mandate holders may not transfer their mandate to other persons without the agreement of the Executive Committee.
  5. Non-members who wish to join a working group of the Association (see below § 9 item 6) must submit a written application to the Executive Committee for this purpose. The Executive Committee shall decide on the application at its own discretion. Following rejection of the application, the Executive Committee shall not be obliged to inform the applicant of the reasons for the rejection.

#### **§8 Organisation of the Advisory Council**

1. The Advisory Council shall consist of at least two freely electable persons from among the members or representatives of members, who will be elected by the General Meeting for a period of two years respectively. Members of the Advisory Council are also leaders of the working groups, where these exist, and one representative per sponsor according to Point 2.) “Sponsor” of the Fee Structure (category “Sponsor”). The Advisory Council shall elect from among its members the chairman, two representatives of the chairman and a secretary.
2. In general, the Advisory Council shall take its decisions during Advisory Council meetings, which must be convened by the Chairman at least once every six months and in the event he is unable to do so himself, by a representative, in writing, by telephone or by email, providing the agenda.

A notice period for convening the meeting of one week must be observed. The Advisory Council has a quorum where at least two Advisory Council members are present. Decisions are taken by the majority of valid votes cast. The keeper of the minutes must record the minutes for every meeting of the Advisory Council which must be signed by himself and the Chairman and forwarded to the Advisory Council members in writing or via email.

An Advisory Council decision can also be taken outside of an Advisory Council meeting, either in writing or by email, where all Advisory Council members have declared their consent to the

rule or regulation to be agreed upon. In the cases of § 9 items 2 and 3, an Advisory Council decision must be made via email if this is demanded by email by the Chairman of the Advisory Council, under application of an appropriate period within which votes must be cast. Where this is the case, the secretary of the Advisory Council shall confirm to the other Advisory Council members in writing or via email whether a decision was taken, and if so, the content of this decision.

3. The term of office for the members of the Advisory Council shall correspond with that of the Executive Committee. The current Advisory Council shall remain in office until a new council has been elected.
4. The General Meeting shall elect the members of the Advisory Council by a simple majority of the votes cast. The provisions of §6, item 4 and 7 shall apply accordingly.
5. Members of the Advisory Council may be recalled via a motion by the General Meeting, which must be passed by simple majority of votes cast.
6. The members of the Advisory Council shall all serve in an honorary capacity.
7. The internal structure of the Advisory Council can be formalised by rules of procedure, to be decided upon by the General Meeting.

### **§9 Rights and Obligations of the Advisory Council**

1. The Advisory Council serves as an advisory body to the Executive Committee and the General Meeting. Abstentions are counted as given votes.
  2. Within one week after the chairman of the Advisory Council has been informed by the Executive Committee of the measure named in § 7 item 2, the Advisory Council can oppose the measure with a majority of 2/3 of its statutory members, as defined in the Articles of Association, with the consequence that this measure must then be refrained from.
  3. Without the authorisation of the Advisory Council, the Executive Committee shall not have the authority to implement any of the measures named in § 7 item 3.
  4. The Advisory Council shall have the right to summon an extraordinary General Meeting by majority of vote of its members as set forth herein. In such case, the same periods of notice apply as for regular meetings convened by the Executive Committee or by the members of the Association (§10 item 3).
  5. For the handling of special tasks, the Advisory Council may appoint Working Groups and implement their dissolution once these tasks have been completed. The appointment and dissolution of these committees must be confirmed by the General Meeting.
  6. The Working Groups shall elect from among their members a chairman and a substitute for him. Both must be members of the BACnet Interest Group - Europe and the appointment must be confirmed by the Advisory Council every year. They may be dismissed from their office by simple majority vote of all members of the Advisory Council, such as specified herein.
- In order to ensure the organizational process, members who wish to participate at one of the Association's Working Group meetings will notify their participation two weeks in advance at

the Association's office.

Even nonmembers are allowed to join the Working Groups of the Association. Their admission is described in §7 item 5. Non members may be dismissed by simple majority of votes of the members of the Advisory Council.

## **§10 General Meeting**

1. The General Meeting shall be the highest managing body of the Association. Each member is entitled to vote at the General Meeting depending on its membership category.  
A substitution person may be authorized to vote by a written proxy.
2. The General Meeting shall be the highest managing body for all the tasks and obligations assigned to it in accordance with the law and with these Rules of Association, in particular for
  - establish the level of membership fees;
  - elect and dismiss the members of the Executive Committees as well as the elected members of the Advisory Council;
  - amend the Rules of Association;
  - dissolve the Association;
  - nominate the auditors;
  - discharge the Executive Committee through the adoption of the financial statements submitted by the auditors.
  - establishment of rules of procedure for the Executive Committee and the Advisory Council.
3. The regular General Meeting shall be held once per fiscal year. It shall be convened by the Executive Committee at least four weeks prior to the date of the meeting through the publication of a meeting agenda. Special meetings may be convened at a request of 25% as a minimum of all members of the Association such as specified herein. The date at which the meeting is called and the actual meeting date shall not be included into this period of notice. Notice of the meeting must be given in writing and must contain the meeting agenda. The written notice shall not contain a reference to the agenda enclosed.
4. The General Assembly has a quorum if
  - At least 25% of its statutory members are present or have been entitled to proxy vote or
  - At least 19 statutory members are present or have been entitled to proxy vote.In case of absence of a quorum, the Executive Committee is required to call a second General Meeting and publish the same agenda within a period of four weeks. This second meeting shall constitute a quorum no matter how many members are present. Reference shall be made in the written notice.
5. The General Meeting is chaired by the Chairman of the Executive Committee, and where he/she is unable to do so, by the secretary or by another member of the Executive Committee. If no member of the Executive Committee is present, the persons present shall choose the Chairman. During elections, the Chairman of the meeting can transfer the duties of the meeting chair to an election committee for the duration of the election and the foregoing

discussion.

The keeper of the minutes shall be selected by the Chairman of the meeting; a non-member can also be appointed as keeper of the minutes. The voting method shall be decided by the Chairman of the meeting. Votes must be cast in writing where a third of the members entitled to vote who are present during the voting process so request it.

The following applies to voting: in the event that no single candidate receives the majority of valid votes cast in the first round of voting, a run-off ballot will be held between the two candidates who each received the highest number of votes.

Minutes must be recorded of the decisions taken by the General Meeting and must be signed by the respective chairman of the meeting and the keeper of the minutes. The minutes should contain the following information: place and time of the meeting, the name of the meeting chairman, the name of the keeper of the minutes, the number of members present, the agenda, the individual voting results and the voting method. In the event of amendments to the Articles of Association, the exact wording must be stated.

6. The decisions of an irregular assembly meeting may also be approved without a meeting of the members, by electronic vote, provided all members agree to the electronic manner of decision. In this case the corresponding draft resolution is sent electronically from a member of the Board to all members of the association with the request to send a response to the Board member who sent the electronic draft resolution, within a reasonable period of time, with (1) their consent to an electronic vote, and (ii) their vote. After receiving all electronic responses from the members, the Board shall tell the members whether or not an agreement was arrived to vote electronically, the result of the vote, and whether the proposed adoption of the resolution will be accepted or not.

The Board shall be entitled to commission of a third party, for example, the office of the association. It may act with the above described implementation of electronic voting.

### **§11 Financial Auditing**

The balance sheets and financial statements of the Association shall be examined and reviewed by two auditors who shall be nominated by the General Meeting from among its members for the duration of the current fiscal year and who shall not be members of the Executive Committee or the Advisory Council. A third auditor is nominated to take over the financial review in case that one of the other auditors is not available for the review.

### **§12 Dissolution of the Association**

1. The dissolution of the Association shall only be adopted by the General Meeting with 75% majority of all valid votes cast. Notice of such a meeting must be given four weeks prior to the meeting date with reference made to this special agenda item.
2. In case the General Meeting does not appoint any persons in particular, the chairman of the Committee as well as the deputy chairman shall jointly act as the liquidation committee.

3. The liquidation committee shall have the authority to transact the current business. The proceeds shall be distributed to non-profit-making organizations that do research or support the field of computer sciences or pursue the same or similar objectives as the liquidated Association.
4. The afore-mentioned provisions apply accordingly in case the Association is dissolved for other reasons than those mentioned or in case of loss of its legal capacity.

### **§ 13 Limitation of Liability**

1. Executive Committee and Advisory Council members who are active without remuneration, or who receive payment for their activity which does not exceed € 720 per year shall be liable towards the Association and its members in the event of a claim for damages resulting from the fulfilment of their duties only in the event of malicious intent or gross negligence.
2. If a member of the Executive Committee or the Advisory Council has obligated another individual to pay compensation for any damages which he/she has caused as a result of the fulfilment of his/her duties and obligations in accordance with Item 1 Article 1, then he/she can demand exemption from the binding nature of this liability from the Association. Article 1 shall not apply if the damages were caused due to malicious intent or as a result of gross negligence.