



Association Rules BACnet Interest Group Europe

According to the decisions of the General Meeting September 2023 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 Berlin.
2. The registered place of the Association is located at Berlin.
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 makeup 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 Board of Association. Admission of new members shall be at the sole discretion of the Board of Association. The Board 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 Board. The decision of the Board 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 Board 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.
6. By becoming a member, the members accept the requirements of the BIG-EU Code of Conduct.

§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 Board, the Advisory Board and the General Meeting.

§6 Organisation of the Executive Board

1. The Executive Board of the Association shall consist of not less than three members, but not more than five members. At the election of the Board, the chairman of the Board and two deputy chairmen shall be elected. Also at the election of the Execution Board, one member of the Board shall be appointed Secretary, another Treasurer of the Board.
2. In general, the Executive Board shall take its decisions during Executive Board 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. The Executive Board has a quorum where at least two Executive Board 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 Board which must be approved by himself and the Chairman and forwarded to the Executive Board members in writing or via email.
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 Board 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 Board 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 Board.
7. Resolutions for removing members of the Execution Board shall be adopted by simple majority of votes cast within the General Meeting.
8. If a member of the Executive Board resigns during his or her term of office, the Advisory Board 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 Board's term of office. If an elected Executive Board member changes his employer during his term of office the following procedure will apply:
 - a) If the new employer is already a member of BACnet Interest Group Europe, the member of the Executive Board will retain his status as a voting member of the Executive Board.
 - b) If the new employer of the member of the Executive Board is not a member of BIG-EU, the member of the Executive Board will automatically lose his membership in the Executive Board including voting rights. If however the new employer or the member of the Executive Board gives notice during the remaining term of office of becoming a member of BIG-EU, the member of the Executive Board will be accorded his status including voting rights from the date on which the new employer joins BIG-EU and nominates the member of the Executive Board as representative in BIG-EU or the member of the Executive Board himself joins BIG-EU as a personal member. Membership will be suspended during the period of time between the member of the Executive Board leaving his previous employer and commencement of the membership of the new employer. The member of the Executive Board is however granted the right to participate passively (that is, without voting rights) in the activities of BIG-EU and of the Executive Board.
 - c) In the case of a) or b): the former employer is given the right to nominate a new member instead of the previous member of the Executive Board for the remaining term of office. This new member will have voting rights in the Executive Board for the remaining term of office.
 - d) The maximum number of members in the Executive Board should not be exceeded. In the unlikely case of these provisions resulting in the maximum number of members of the Executive Board being exceeded, the following shall apply: If due to the change of employer and the aforementioned rules the number of members in the Executive Board is exceeded, the previous member of Executive Board will lose his membership as well as his voting rights in the Executive Board: In this case the previous employer will not be given the right to nominate a successor for the remaining term of office. (→

in other words, the number of Executive Board members will in this case be reduced by one.)

- e) These rules expire in each case at the end of the elected term of office of Executive Board members. For the new election of the Executive Board all parties can in accordance with the articles of association nominate candidates for the new election.
9. The members of the Executive Board shall all serve in an honorary capacity.
10. The internal structure of the Executive Board can be formalized by rules of procedure, to be decided by the General Meeting.

§ 7 Rights and Obligations of the Executive Board

1. The Executive Board 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 Board 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 Board 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 Board undertakes to take a decision only after consultation with the Speaker of the Advisory Board :
- production of the agenda for the General Meeting, whereby the Advisory Board has the right to demand the inclusion of points in the agenda proposed by the Executive Board.
3. In the following matters, the Executive Board 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, Boards, panels) the Executive Board 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 Board 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 Board.

5. Individuals, who represent non-members and wish to join a working group of the Association (see below § 9 item 6) must submit a written application to the Executive Board for this purpose. The Executive Board shall decide on the application at its own discretion. Following rejection of the application, the Executive Board shall not be obliged to inform the applicant of the reasons for the rejection. With the consent of the Executive Board, all non-members are entitled to vote and to elect within the working group in which they are admitted by the Executive Board (§9 para. 6 for the election of leader and deputy). The Executive Board may revoke this consent at any time and is not obliged to inform non-members of the reasons for its decision. Regardless of this consent, non-members have no voting rights at general meetings.

§8 Organisation of the Advisory Board

1. The Advisory Board shall consist of at least two freely electable persons from among the members or representatives of members, but not more than ten members which will be elected by the General Meeting for a period of two years respectively. Members of the Advisory Board are also leaders of the working groups and one representative per sponsor according to Point 2.) "Sponsor" of the Fee Structure (category "Sponsor"). The Advisory Board shall elect from among its members the chairman, one representative of the chairman and a secretary.
2. In general, the Advisory Board shall take its decisions during Advisory Board 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 his 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 Board has a quorum where at least two Advisory Board members are present. Decisions are taken by the majority of valid votes cast. The Secretary must prepare minutes for every meeting of the Advisory Board which must be approved by himself and the Speaker of the Advisory Board and forwarded to the Advisory Board members in writing or via email. Another meeting attendee may take the minutes on behalf of the Secretary

An Advisory Board decision can also be taken outside of an Advisory Board meeting, either in writing or by email, where 2/3 Advisory Board 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 Board decision must be made via email if this is demanded by email by the Chairman of the Advisory Board, under application of an appropriate period within which votes must be cast. Where this is the case, the secretary of the Advisory Board shall confirm to the other Advisory Board 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 Board shall correspond with that of the Executive Board. The current Advisory Board shall remain in office until a new council has been elected.
4. The General Meeting shall elect the members of the Advisory Board by a simple majority of the votes cast. The provisions of §6, item 4 and 7 shall apply accordingly.
If an elected Advisory Board member changes his employer during his term of office the following procedure will apply:
 - a) If the new employer is already a member of BACnet Interest Group Europe, the member of the Advisory Board will retain his status as a voting member of the Advisory Council.
 - b) If the new employer of the member of the Advisory Board is not a member of BIG-EU, the member of the Advisory Board will automatically lose his membership in the Advisory Board including voting rights. If however the new employer or the member of the Advisory Board gives notice during the remaining term of office of becoming a member of BIG-EU, the member of the Advisory Board will be accorded his status including voting rights from the date on which the new employer joins BIG-EU and nominates the member of the Advisory Board as representative in BIG-EU or the member of the Advisory Board himself joins BIG-EU as a personal member. Membership will be suspended during the period of time between the member of the Advisory Board leaving his previous employer and commencement of the membership of the new employer. The member of the Advisory Board is however granted the right to participate passively (that is, without voting rights) in the activities of BIG-EU and of the Advisory Council.
 - c) In the case of a) or b): the former employer is given the right to nominate a new member instead of the previous member of the Advisory Board for the remaining term of office. This new member will have voting rights in the Advisory Board for the remaining term of office.
 - d) The maximum number of members in the Advisory Board should not be exceeded. In the unlikely case of these provisions resulting in the maximum number of members of the Advisory Board being exceeded, the following shall apply: If due to the change of employer and the aforementioned rules the number of members in the Advisory Board is exceeded, the previous member of the Advisory Board will lose his membership and as well as his voting rights in the Advisory Council. In this case the previous employer will not be given the right to nominate a successor for the remaining term of office. (*→ in other words, the number of Advisory Board members will in this case be reduced by one.*)
 - e) These rules expire in each case at the end of the elected term of office of the members of the Advisory Council. For the new election of the Advisory Board all parties can in accordance with the articles of association nominate candidates for the new election.
5. Members of the Advisory Board 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 Board shall all serve in an honorary capacity.
7. The internal structure of the Advisory Board can be formalised by rules of procedure, to be decided upon by the General Meeting.

§9 Rights and Obligations of the Advisory Board

1. The Advisory Board serves as an advisory body to the Executive Board and the General Meeting. Abstentions are counted as given votes.
2. Without the authorization of the Advisory Council, the Executive Board shall not have the authority to implement any of the measures named in § 7 item 3.
3. The Advisory Board 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 Board or by the members of the Association (§10 item 3).
4. For the handling of special tasks, the Advisory Board may appoint Working Groups and implement their dissolution once these tasks have been completed. The appointment and dissolution of these Boards must be confirmed by the General Meeting.
5. 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 - the appointment must be confirmed by the Advisory Board every two years. They may be dismissed from their office by simple majority vote of all members of the Advisory Board, such as specified herein. In order to ensure the organisational process, persons wishing to participate in a face-to-face meeting of a working group of the association shall register their participation in advance with the association office by a deadline communicated by the office.
Even nonmembers are allowed to join the Working Groups of the Association. Their admission as well as their voting and electoral rights is described in §7 item 5. Nonmembers may be dismissed by simple majority of votes of the members of the Advisory Board.

§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 Boards as well as the elected members of the Advisory Council;
 - amend the Rules of Association;
 - dissolve the Association;

- nominate the auditors;
 - discharge the Executive Board through the adoption of the financial statements submitted by the auditors.
 - establishment of rules of procedure for the Executive Board and the Advisory Council.
3. The regular General Meeting shall be held at least any second fiscal year. It shall be convened by the Executive Board 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. The invitation must be in writing and include the agenda. This must be pointed out in the invitation.
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 Board 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 Board, and where he/she is unable to do so, by the secretary or by another member of the Executive Board.
- If no member of the Executive Board 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 Board 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. As an alternative to voting for individual candidates, block voting is possible.
- Minutes must be prepared 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 two fiscal years and who shall not be members of the Executive Board 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 Board as well as the deputy chairman shall jointly act as the liquidation Board.
3. The liquidation Board 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 Board and Advisory Board 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 Board or the Advisory Board 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.

