

Articles of Association Sercos International e. V.

Unconfirmed Translation into English - The German wording will prevail

§ 1

Name, Seat, Business Year and Registration

1. The signers of these articles combine as an association named 'Sercos International e. V.'.
2. The associations legal domicile and venue is Frankfurt/Main.
3. Business year corresponds to calendar year.
4. On decision of the members meeting of April 24th 2006 the associations name has been changed in the head-line and § 1.

The association is entered into the Registrar of Associations. Frankfurt Vereinsregister-No. VR 9582.

§ 2

Purpose

1. The associations purpose is introducing to the market a uniform interface for the real-time communication within automated machines and machining systems for all parties interested, under the name of Sercos and to supervise the compliance with interface characteristics in relation to association mark attributes..
2. This purpose will be fulfilled especially by:
 - Granting companies or persons the right of using the name Sercos for products fulfilling the quality criteria specified by the association;
 - determination of technical specifications for Sercos;
 - support interchanging information between all parties interested in respect of further detailing technical specifications;
 - supporting projects associated with Sercos;
 - advising interested users of interfaces conforming the Sercos in technical requirements for Sercos;
 - verifying conformity of interfaces against Sercos requirements;
 - publishing actual technical statutes, application and further development of Sercos.
3. The association is aiming above mentioned purpose, even by establishment of regional associations, if needed.
4. Using the association mark 'Sercos' will be regulated within specific articles of association.
5. It will be ensured that the applicable pre-conditions for norm or standard setting under antitrust law are observed when pursuing the association's objectives e.g. limiting the standard setting to characteristics and rules necessary for ensuring compatibility / interoperability / safety; open, transparent and non-discriminatory procedure; access to the results of the standard setting at reasonable, fair and non-discriminatory conditions for all parties interested.

§ 3

Membership

1. The association offers the following types of membership:

Full membership:

The full member shall have all rights granted under the articles of association, in particular the right to vote and the right to stand for election.

Basic membership

The basic member shall neither have the right to vote nor the right to stand for election. It shall only participate in marketing activities of the association by having its company name indicated on the website with logo and hyperlink and in publications of the association. The basic member shall only have access to specifications released by the association. There shall be no special conditions with respect to licenses, certification and testing tools.

The various memberships and the various related rights shall be taken into account when determining the amount of the membership fee to be stipulated by the general meeting.

2. Membership in the association may be acquired by any natural or legal person or partnership supporting the purpose of the association as

- Manufacturer of automation devices, e.g. controls and/or electric drives and/or I/O periphery
- Manufacturer of automation components, as well as hardware and software components
- Machine builders and end users
- Research facilities or associations

3. Gaining membership requires a written application addressed to the association's board. The board decides upon admission at its free discretion. Application for membership should not be denied, if this might cause factual unjustified and unequal treatment for the applicant against members, resulting in unfair disadvantages for him in competition.

Membership also may be acquired by persons not satisfying conditions of item 1, if through their membership substantial support of the association's objects is likely to be achieved by their know-how and experience. The admission will be decided upon on the board's free discretion, in consideration of said non-discrimination principle that for example result from antitrust requirements.

4. In case admission has been denied, the applicant in question may apply for a decision of the assembly of members. This application has to be placed at the board within one month from receipt of rejection notice on. However, an enforceable claim for admission is not possible, unless specified otherwise by law.

5. Membership begins with notice of admission, after the contribution for membership has been paid.

6. Membership ends

- a) with death of member or extinction of the legal person or partnership admitted as a member;
- b) with member's withdrawal, permitted per end of business year, if notice has been placed 3 months previously and declared by registered letter;
- c) by expulsion, to be decided upon through board in first and general assembly in second instance, excluding course of law. Expulsion may be agreed upon if basis for membership will no longer exist or if member hits the association's interests by fault and/or in a rough manner.

Following receipt of board's notice of expulsion, the expelled member may apply for verification of that by the general assembly, where final decision will be found, providing a 2/3 majority of votes.

The decisions from board and general assembly will result from secret voting.

With extinction of membership, all the member's rights relating to membership will end.

§ 4 Executive Committee

The executive committee of the association consists of:

- a) The general assembly
- b) The board
- c) The management
- d) The special committees

§ 5 General Assembly

1. Invitation for general assemblies will be issued in writing by the chairman or one of the vice-chairmen, 4 weeks in advance containing agenda, place and time of the event.

The general assembly shall be convened at least once a year. Members can be represented by present members authorized in writing. Representation of more than two absent members by one present one is not allowed.

General assembly's progress and decision have to be recorded and signed by the President and the Secretary.

2. Except otherwise specified in the articles of association, resolutions are passed by simple majority of votes from members present and represented according to item 1, second paragraph.

Modification of the articles of association or its dissolution required a $\frac{3}{4}$ majority of members present and represented according to item 1, second paragraph.

Except modification of the statutes or dissolution of the association, a resolution also may be concluded in writing, by sending the resolution in question to each member per registered letter. If no member objects and the majority of members as defined in the articles of association declare their agreement to the board or management within 14 days, the resolution is passed and valid.

§ 6 Board and Legal Representation

1. The Board, as defined in § 26 BGB consists of the chairman and three vice-chairmen. Two members of the board jointly represent the association intra- and extrajudicially.
2. Election of chairman and his representatives is effected by the general assembly for a period of 36 months. Re-election is possible. The board holds office until new election is made.
3. In case of withdrawal from membership in the association even the office of a board member ends. If one member of boards withdraws during the office period, the board is authorized to elect a successor for the remaining office period.

§ 7 Management

1. The manager is to run the association's business in accordance with the articles of association, the resolutions passed and the directions of the board.

2. The manager will be appointed by the board, to whom he is responsible for reasonably running business.

§ 8 Special Committees

For handling matters of particular interest, for instance passing complements and adjustments of the Sercos specification, special committees may be instituted by the board. The rules for cooperation in the committees and handling of intellectual property rights are defined in written regulations passed by the general assembly.

§ 9 Association Mark

1. The association confers the right of leading and using its association mark, under the condition, that it will only be used for specifying products constructed that way, that they indeed have interfaces conforming to the Sercos demands, in order that communication with corresponding products from other authorized users is ensured.
2. Details on the right confer, leadership and use of the association mark are fixed in special statutes and guidelines passed resolution of the general assembly. Except for payment of a cost-covering fee for the test, this right confer must not be made dependent on other conditions than those aiming the compliance of technical specifications.

§ 10 Finances

1. The association will pay its costs from membership dues and charges, as well as from voluntary contributions. For determination of these costs an annual budget will be specified.
2. Amount and maturity of membership dues and charges will be fixed by the general assembly in form of ratifying a contribution scheme. In appropriate cases the board is entitled to part- or completely release members from contributions and charges or grant a delay in payment. Charges for tests and consultments are fixed by the board.

§ 11 Annual Balance of Accounts

Two auditors, appointed by the general assembly, who neither are members of board nor of association's management, will effect a book-keeping- and cash audit from management and report annually to the general assembly.

General Assembly then decides on a discharge of the management.

§ 12 Dissolution of the Association

Dissolving the association only is possible in a general meeting, especially convened for this reason, by $\frac{3}{4}$ majority. After payment of all obligations, the general assembly will decide upon the use of remaining property.