

Articles of Association of PROFIBUS Nutzerorganisation e.V.
in the amended version of the resolution of the meeting of members on April 24, 1996

§ 1 Name, domicile and fiscal year

- (1) The Association is named PROFIBUS Nutzerorganisation e.V. ("PROFIBUS User Organization") and is registered in the Karlsruhe register of associations.
- (2) The domicile of the Association is Karlsruhe.
- (3) The fiscal year of the Association is a calendar year.

§ 2 Purpose, functions

- (1) The purpose of the Association is to support the international distribution of a communications system for networking field devices under the name PROFIBUS. The Association shall pursue this purpose expressly by
 - Granting permission to companies or individuals to use the name "PROFIBUS" for products which satisfy the quality criteria established by the Association;
 - Fostering the exchange of information with all interested parties for the further drafting of the technical specifications;
 - Adopting technical specifications for the further development of PROFIBUS and developing recommendations for standards;
 - Supporting projects relating to PROFIBUS;
 - Informing the public on the state of the art, the use and further development of PROFIBUS.
- (2) The Association shall, where appropriate, also pursue the purpose by establishing regional associations and collaborating with other support communities and professional associations.
- (3) Resources of the Association may only be used for purposes consistent with the Articles of Association. The members shall receive no benefits from the resources of the Association in their capacity as members. No person may be benefited by disbursements that are foreign to the purpose of the Association or by disproportionately high compensation.

§ 3 Membership

- (1) Members of the Association may be
 - a) legal entities
 - b) partnerships
 - c) natural personsif they support the purposes of the Association as
 - Suppliers of hardware, software and systems
 - Planners and computer retailers
 - Users and operators
 - Research institutions and associations.
- (2) Membership is acquired through a written declaration of enrollment, the acceptance or rejection of which is decided by the Management Board without giving reasons.
- (3) Membership ends:
 - a) by voluntary resignation, which is permitted at the end of the fiscal year upon three months' notice and must be declared by registered letter;
 - b) by expulsion. A member who substantially impairs the Association purposes may be expelled by the Management Board. The expelled member may appeal to the meeting of members, which shall have the final decision.
 - c) by death or by dissolution of the legal entity or partnership.
- (4) Upon retirement, former members have no claim to the Association's assets or portions thereof.
- (5) Each member shall have one vote at the meeting of members.

§ 4 Dues

- (1) The financial resources for conducting Association functions shall be raised through member dues and voluntary contributions.
- (2) The annual meeting of members shall determine member dues by adoption of a dues system.

§ 5 Executive and Supervisory Bodies

- (1) The executive and supervisory bodies are the Management Board, the Advisory Board, the technical committees and the meeting of members.

§ 6 Management Board

- (1) The Management Board of the Association shall consist of a minimum of the chairman and two vice-chairmen, whose order shall be established at the election; one of the Management Board members shall be the treasurer, another the secretary.
- (2) The Management Board is elected by the meeting of members for a term of three fiscal years. It shall remain in office until the close of the term in office following the annual meeting of members. The outgoing Management Board shall remain in office until the election of a new Management Board.
- (3) The Association shall be represented by two members of the Management Board, one of whom is the chairman.
- (4) The meeting of members may remove a Management Board member for cause, particularly in the event of gross neglect of duty. Resolutions for this purpose may only be made if they are on the agenda in the call to the meeting of members.
- (5) If a member of the Management Board leaves during the term of office, the Advisory Board may elect a replacement member for the time up to the next meeting of members. The meeting of members elects the replacement member for the remaining term of office of the Management Board.
- (6) The Management Board performs its functions without salary.

§ 7 Advisory Board

- (1) The Advisory Board of the Association shall consist of the Management Board, the heads of the technical committees and at least five elected members.
- (2) The Advisory Board members to be elected are elected by the meeting of members for a term of three years each. The term of office is consistent with that of the Management Board. The outgoing Advisory Board shall remain in office until the election of a new Advisory Board.
- (3) The Management Board supervises the Advisory Board.

- (4) The meeting of members may remove an Advisory Board member for cause, particularly in the event of gross neglect of duty (in accordance with § 3 (3) b)).
- (5) The Advisory Board performs its functions without salary.

§ 8 Rights and duties of the Management Board and the Advisory Board

- (1) The Management Board and the Advisory Board are responsible for management, execution of resolutions of the meeting of members and management of the Association's assets. The Management Board calls and conducts the meeting of members. The secretary shall keep minutes of each meeting of the Management Board and of each meeting of members, which shall be signed by him as well as the Management Board chairman. The treasurer shall manage the funds of the Association and keep a proper account of all receipts and disbursements. He shall make an accounting to the meeting of members after audit by the respectively appointed auditor (§ 10).
- (2) The Advisory Board may appoint technical committees to perform special functions. These shall be confirmed by the meeting of members.
- (3) The head of the technical committee shall be appointed by the Advisory Board.
- (4) A technical committee shall be dissolved by the Advisory Board after performing its functions.

§ 9 Meeting of members

- (1) The annual meeting of members shall take place once per fiscal year. Special meetings of the members shall be called when decided by the Management Board or when requested by one-fourth of all members in writing.
- (2) A regular meeting of members shall be called upon four weeks' notice and a special meeting of members upon two weeks' notice. The day of mailing the call and the day of the meeting shall not be counted in the notice period. The call must be made in writing and include the agenda.
- (3) The Management Board chairman shall preside over the meeting of members or, if he is prevented from so doing, one of his vice-chairmen.
- (4) Each member shall have one vote at the meeting of members. The members are entitled to be represented at the meeting of members by a member of the delegating body who has been furnished with a written proxy.

- (5) The meeting of members has a quorum when it is properly convened.
- (6) The meeting of members adopts the rules of procedure for the Management Board and the Advisory Board. Resolutions for this purpose may only be made if they are on the agenda in the call to the meeting of members.
- (7) The meeting of members adopts its resolutions by a simple majority of the valid votes cast. A majority of three-fourths of valid votes cast is required to amend the Articles of Association or dissolve the Association. Resolutions for this purpose may only be made if they are on the agenda in the call to the meeting of members.
- (8) The secretary shall keep minutes of each meeting of members which shall be signed by the chairman of the meeting and the secretary.

Hanover, April 24, 1996

The Management Board:

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 Dipl.-Ing. Edgar Küster
 (Management Board Chairman)

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 Prof. Dr. Klaus Bender
 (1st Vice-Chairman)

§ 10 Audit

- (1) The accounting of the Association shall be audited by two auditors appointed from among the members for the current fiscal year by the meeting of members; they may not be members of the Management Board.

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 Dipl.-Ing. Josef Kreidl
 (2nd Vice-Chairman)

§ 11 Dissolution of the Association

- (1) A resolution to dissolve the Association may only be adopted at a special meeting of the members that is convened for this purpose upon four weeks' notice.
- (2) If the meeting of members does not appoint special liquidators, the Management Board chairman and one of his vice-chairman shall be jointly authorized liquidators.
- (3) The liquidators must liquidate current operations. The remaining assets shall be transferred to nonprofit organizations that conduct or support research in the field of computer science or pursue purposes similar to those of the liquidated Association.
- (4) The above provisions shall apply accordingly in the event that the Association is dissolved for another reason or loses its legal capacity.

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 Dipl.-Inform. Klaus-Peter Lindner
 (3rd Vice-Chairman)

§ 12 Effective date of the Articles of Association

The foregoing amended Articles of Association were adopted by the meeting of members on April 24, 1996. They shall be effective upon registration in the register of associations at the District Court of Karlsruhe.