

STATUTES OF THE PROFIBUS GROUP

1: Name, Place, Business Year

1. With the name The PROFIBUS Group there exists a non-profit Association under the provisions of English Law.
2. Place of business: Suite 183, 19 Lever Stree, Manchester, M1 1AN, United Kingdom
3. Business year of the Association is the calendar year. The first business year was from the date of foundation until the 31 December 1993.

2: Purposes, Tasks

1. The Association's purpose is to promote the dissemination of Industrial Communication Systems for networking of field devices under the name PROFIBUS in the UK.
The Association is a Regional Association representing Profibus International in the UK. The Chairman of The PROFIBUS Group represents them on the Board of PROFIBUS International (PI).
The co-operation and distribution of tasks between PI and The PROFIBUS Group will be specified in a separate contract of co-operation.
2. The Association pursues its purpose, if applicable, in co-operation with the bodies of PI, especially by:
granting companies or persons the rights to use the name "PROFIBUS" for products which meet the quality requirements specified by the Association.
granting support to projects concerning "PROFIBUS".
keeping the public informed about the state of Engineering, the application and the further development of "PROFIBUS".
promoting the exchange of information of all interested parties for further elaboration of technical specifications.
passing technical specification for the further development of "PROFIBUS" and for the elaboration of standard recommendations.
3. The funds of the Association will only be spent on purposes that are in accordance with the statutes. Acting as members of the Association, members will not be given any allowances out of the funds of the Association. It is not allowed to favour any person by expenditure not in accordance with the purpose of the Association or by excessively high reimbursements. This does not, however, prejudice the capability of members to provide professional services to the group with the consent of the Steering Committee.

3: Membership

1. Members of the Association can be
 - (a) legal entities

- (b) individuals provided that they will support the purposes of the Association as
users and operators
designers and system houses
sellers of hardware, software and systems
scientific institutes and federations
specialist consultants
2. Active members have all rights and obligations of a member. Passive members pay a reduced membership fee, will be informed about the activities of the Association and can act in an advisory capacity to bodies of The PROFIBUS Group.
 3. To become a member it is necessary to submit an application for membership, in writing. The Steering Committee will decide whether the application is to be accepted or rejected without giving any reasons.
 4. Membership ends by
 - (a) voluntary resignation. Resignation has to be declared by registered letter at least three months before the end of the business year.
 - (B) expulsion. A member that causes harm to the purposes of the Association can be expelled by the Steering Committee. The expelled member has the right to appeal to the Members Assembly in general assembly, such as at Extraordinary and Annual General Meetings. Their decision will be final.
 - (c) death or dissolution of the legal entity.
 5. When membership terminates, members cannot claim the Association's funds or part thereof.

4: Fees

1. The financial means to pursue the Association's purpose are raised by membership fees and by voluntary contributions.
2. The Annual General Meeting will pass a fee regulation stipulating the membership fees.

5: Bodies

The Association's bodies are the Steering Committee, the Members Assembly and Auditors, if appointed.

6: Steering Committee

1. The Steering Committee of the Association consists of a minimum of 4 active members.
2. The Chairman is elected by the Members Assembly for a period of 2 years. (First election January 1995). Every 2 years the Members Assembly will elect the Steering Committee.
3. The Steering Committee elects a Vice Chairman and a Treasurer.

4. A Steering Committee quorum consists of any 4 members.
5. The Members Assembly can dismiss, for due cause, a member of the Steering Committee, particularly in case of a gross breach of duty. Resolutions as to this can only be passed, if they appear on the agenda contained in the invitation to the Extraordinary General Meeting or Annual General Meeting.
6. The Steering Committee carries out its functions in an honorary capacity.
7. The Steering Committee can dismiss one of its members for gross breach of duty, eg, persistent non-attendance. This decision must be ratified at the next Members Assembly meeting.

7: Rights and Duties of the Steering Committee

1. The Steering Committee is in charge of the management of the Association, the execution of resolutions passed by the Members Assembly and the administration of the assets of the Association. The Steering Committee must call an Annual General Meeting within 3 months of the end of the business year.
2. The Chairman presides over the Steering Committee and the Members Assembly. In case of his disability one of his deputies will preside (Vice Chairman or other Steering Committee Member).
3. The meeting Secretary has to prepare the minutes of each Steering Committee meeting and each Members Assembly.
4. The Treasurer via a Book keeper holds the cash and duly records all revenues and expenditures. He submits his statement of accounts to the Members Assembly.
5. To accomplish special tasks, the Steering Committee can establish Working Groups. The leaders and the members of the Working Groups have to be appointed by the Steering Committee. The leaders of the Working Groups will report to the Steering Committee. Working Groups will be dissolved having accomplished their tasks.

8: Members Assembly

1. The Annual General Meeting takes place once a business year. Extraordinary General Meetings have to be called for, if it is the Steering Committee's decision, or if a fifth of all members so request, in writing.
2. An Annual General Meeting has to be called one clear month in advance; an Extraordinary General Meeting two clear weeks in advance. Members have to be invited by in writing with a copy of the agenda.
3. In the Members Assembly, each member has one vote. Absent members are entitled to have a delegate represent them to whom they must

have given written proxy - but still one vote per member.

4. The Members Assembly constitutes a quorum, if it has been duly announced in accordance with the above.
5. The Members Assembly passes its resolutions by simple majority. For the change of statutes and a dissolution of the Association it is necessary to have a three quarter majority. Resolutions as to this and to Extraordinary General Meetings can only be passed if they appear on the agenda contained in the invitation to the Members Assembly.

9: Audit

The Accounts of the Association will be prepared annually by a qualified firm of Accountants or an Independent body who shall ensure - without carrying out an audit - that the Accounts are in accordance with the Association's books and records.

10: Dissolution of the Association

1. A resolution to dissolve the Association can only be passed in an Extraordinary General Meeting having been called for 4 weeks in advance for this specific purpose.
 2. If The PROFIBUS Group should be wound up for any reason then the accounts shall be reconciled and any surplus funds shall be divided amongst the members pro-rata to the subscriptions paid in the current membership year.
- In the event of there being a deficit, however, the debt will be shared equally amongst the full members. The definition of a member in this context is a company that has paid, or is eligible to pay and has not challenged within 7 days of receipt of invoice, the full vendor subscription rate.