

# **Bylaws of EnergyBus e.V. from March 19<sup>th</sup> , 2007**

## **§ 1 Name – Principle Office – Financial year**

1. The name of the association is “EnergyBus“. It shall be registered in the register of associations of Lobenstein, Germany. After registration the association becomes a membership corporation having legal capacity with the name „EnergyBus e.V.“ (hereinafter referred to as the „Corporation”).
2. The principle office of the corporation is located in Tanna, Germany.
3. The financial year of the corporation is the calendar year; the first financial year runs from the foundation to December 12<sup>th</sup>, 2007.
4. In case of translation differences, the German version of the EnergyBus bylaws will have priority.

## **§ 2 Purpose**

1. The corporation is organized exclusively for non-profit purposes in terms of section 51 and the following of the revenue code. The purpose of the corporation is to promote environmental protection and health by widespread use of light electric vehicles. In order to achieve its goal the corporation promotes the international advancement and adoption of a communication system called EnergyBus for networking components. Another goal is the promotion of science and research in this area. The corporation is not involved in politics.
2. The corporation does not act on its own behalf. It does not pursue goals primarily serving its own economic interest. Funds of the corporation are only to be used for statutory purposes. Members do not receive benefits of the corporation’s funds. No person shall be advantaged by expenses that do not correspond to the statutory purposes or by unreasonable high compensations.

## **§ 3 Activities of the corporation**

Following the purposes the activities of the corporation include especially:

1. Permission for companies and persons to use the name „EnergyBus“ for products that meet the quality criteria determined by the corporation.
2. Promotion of information exchange with all interested parties in order to develop technical specifications.
3. Further development and finalization of the protocol for the bus system EnergyBus.

4. Adoption of technical specifications for the further development of EnergyBus and the formulation of standard suggestions.
5. Determination of uniform profiles and interfaces of such components that shall dispose of a direct connection with the bus system EnergyBus and that the corporation promotes.
6. Formulation of requirement profiles for such components that shall dispose of a direct connection with the bus system.
7. Creation of conformity and interoperability tests for such components that the corporation supports, with the goal to assure that component parts concerning the bus system match with the protocol, standards, and applicable norms.
8. Constitution or assignment of an institution that conducts the conformity and interoperability tests mentioned in 7.
9. Assignment of a special testing certificate that confirms the conformity and interoperability tests mentioned in 7.
10. Information to the public about the technical state, the application, and the further development of EnergyBus.
11. Constitution of a reference collection for educational and marketing purposes. All products whose compatibility has been successfully certified by the local testing partners will be kept by the corporation as a permanent loan item.
12. Support of projects concerning the EnergyBus. Cooperation with national, European, and international organisations that work for the same purposes as the corporation.
13. Drafting of corporation documents that describe the commitments mentioned in 1. to 12. (if necessary). The Board of Directors can classify these documents as confidential and only designated to corporation's members. These documents must be available in English.
14. English is the conference language on international events.

#### **§ 4 Membership**

1. There are three level of membership: Associate members, Promoter members and Adopter members. Members of the Corporation can be :
  - a. Legal persons
  - b. partnerships
  - c. natural persons

if they support the purposes of the corporation as

- provider of hardware, software und systems
- planner und system constructor
- user and operator

- research institutes and associations
- 2. Associate members work in technical committees on the technical development of the EnergyBus. They have access to the specifications at any time, even to those that have not been released. They have each one vote in the member assembly and therefore influence the strategical development of the EnergyBus.
- 3. Promoter members are appointed by the Board of Directors from the ranks of the associate members. The requirement is that they are greatly engaged for EnergyBus. If this requirement is not fulfilled anymore, the Board of Directors can turn the Promoter member into an Associate member. This decision must be made unanimously.
- 4. Adopter members can be users and operators who wish to acquire a temporary license. Adopter members have no voting right in member assemblies.
- 5. The member assembly decides about the written application for membership in the corporation. The Board of Directors can pronounce a pre-membership until the decision of the members. The pre-membership gives the pre-member all rights and duties of a regular member, except the voting right.
- 6. Membership of the corporation finishes by
  - a. Termination of the carrier
  - b. Death of the member
  - c. Voluntary withdrawal
  - d. Exclusion from the corporation
- 7. Voluntary withdrawal is valid for the end of the financial year with a 3 month cancellation period and certified mail to the Board of Directors
- 8. A member can be excluded by decision of the Board of Directors if there is a good reason. Before the decision the member shall have an appropriate period of time for statements concerning the charges raised against it. The decision of exclusion is to be disclosed in written form to the member.

Good reasons are:

- a. The member grossly violates the bylaws or interests of the corporation
- b. The member does not pay or pays only partially the membership due in spite of two dunning letters sent in an interval of at least one month.
- c. The member becomes insolvent.
- d. The member violates severely the orders of a corporation body.
- e. The company's goal does not accord with the corporation's purposes anymore because of a change in the company's control. A change of the company's control is every change of the participation and voting majority or of the influence of one company on another.

The decision of the Board of Directors will be announced to the member in a written form and with stating the reasons. The member can appeal against the decision in the member assembly. The appeal acts suspensory. If the member does not appeal the exclusion becomes valid after expiration of the appealing period. The member must appeal to the Board of Directors in written form within one month after access of the exclusion statement. If the member appeals within the delays the Board of Directors

will convoke a member assembly within two month to decide. If the Board of director fails to do this, its decision counts as invalid.

9. Excluded members have no right to claim parts of the corporation's funds.
10. Every member is obligated to nondisclosure of all confidential information and documents. Members who produce components mentioned in 3.6. with direct connection to the bus system EnergyBus are obligated to do the conformity and inoperability tests mentioned in 3.7. In general, every member is obligated
  - a. To promote the corporation's purposes and to omit everything that could harm the image of the corporation.
  - b. To avoid violation of the bylaws and to follow the orders of the corporation's organs.
  - c. To communicate immediately any changes of name and address to the Board of Directors.

## **§ 5 Dues and fees**

1. Membership dues, donations, benefits and fees for the corporation's services, cover the corporation's expenses.
2. The regular member assembly determines the membership dues in advance.
3. The Board of Directors determines amount and payment date of fees for the corporation's services.

## **§ 6 Corporation's bodies**

The corporation consists of

- Board of Directors
- Member assembly of associate members and the promoter committee
- Technical committees
- Advisory Board, consisting of spokespersons of the technical committees.

### **§ 6.1. Board of Directors**

1. The Board of Directors consist of at least a president and two representatives whose priority is determined during the election. One member of the Board of Directors is treasurer, another one is secretary. Two members of the Board of Directors, among them the president, represent the corporation judicially and extra judicially.
2. The regular member assembly elects every member of the Board of Directors separately with open vote and simple majority. The promoter committee benefits of a

veto right. The term of office is three years, but the Board of Directors remains at least as long in office until a new one has been elected.

3. The member assembly can withdraw the office of one member of the Board for an important reason, especially for gross neglect of duty. Decisions for this are only valid if they are on the agenda of the meeting invitation.
4. If a member of the Board of Directors retires during its term of office, the Advisory Board can choose a replacement for the time until the next member assembly. The member assembly elects the replacement for the remaining term of office of the Board of Directors.
5. The Board of Directors works honorary.

## **§ 6.2. Rights and duties of the Board of Directors**

1. The Board of Directors is responsible for the general management, the execution of the member assembly's decisions, and the administration of the corporation's funds. The Board of Directors convenes and leads the member assembly. The secretary has to take record of every meeting of the Board of Directors and the members. The protocol has to be signed by him and the Board of Director's president. The treasurer administrates the cash register and keeps an account of all revenues and expenses. After auditing by the elected accountants he has to give a statement of accounts to the member assembly.
2. The competence of the Board of Directors covers all concerns of the corporation, as long as they are not statutory assigned to another body, or delegated by the Board of Directors. These competences are:
  - a. Preparation of the budget for every financial year, accounting
  - b. Exclusion of members
  - c. Appointment of promoter members
  - d. Determination of appropriate fees for services of the corporation
  - e. Determination of the protocol, profiles and interfaces of the bus system EnergyBus and the directly connected components.
  - f. Release of uniform rules for the conformity an inoperability test of components
  - g. Assignment of testing certificates
  - h. Decision about the corporation's documents
  - i. Participation in norming committees and other organizations
3. The Board of Director can appoint a Managing Director to handle its tasks. He is responsible to the Board of Directors. The Managing Director can also be a member of the Board of Directors.
4. In general, decisions of the Board of Directors are taken in board meetings that are convened by the president or its representative. Decisions are taken with majority vote.

### § 6.3. Member assembly

1. The Board of Directors convenes the regular member assembly at least annually by a simple letter with announcement of the agenda. The convening term is 4 weeks. It starts one day after posting the invitation. The invitation can be sent at the same time by fax in order to help respect the term. The Board of Directors elaborates the agenda. Members have the possibility to include additional topics to the agenda until one week prior to the assembly date. These suggestions have to be addressed in written form to the Board of Directors.
2. The Board of Directors can convene an extraordinary member assembly at any time with a term of 2 weeks. It must be convened if the interests of the corporation require it. An extraordinary member assembly also needs to be convened if  $\frac{1}{4}$  of all members ask for it in written form with stating the reasons and agenda. A member's appeal against the decision of the Board of Directors to exclude it is generally treated in a regular member assembly, but the excluded member has also the right to convene an extraordinary member assembly. The Board of Directors determines special fees for the excluded member that should cover assembly costs and the travel costs of the Board of Directors.
3. The member assembly decides about rules and internal procedures of the Board of Directors and the Advisory Board. Decisions on these topics can only be made if these topics are stated in the agenda of the member assembly invitation.
4. Tasks of the member assembly are only:
  - Approval of the budget for the following financial year. Discharge of the Board of Director
  - Determination of membership dues, potential cost allocation and their payment-date.
  - Election and recall of the Board of Directors
  - Decision-making about changes of the bylaws or liquidation of the corporation
  - Decision-making about appeals against the exclusion of a member pronounced by the Board of Directors
  - Decision-making about the admission of a pre-member as a member of the corporation
  - Approval of the appointment of promoter members
  - Suggestions to the Board of Directors in matters that belong to its exclusive competence
5. The president of the Board of Directors conducts the member assembly. In his absence it is conducted by one of its representatives. If debate and voting concern a matter of the conductor, another conductor must be elected.
6. Every associate and promoter member has one vote in the member assembly. Members are authorized to be represented by persons providing a written proxy.

7. The member assembly constitutes a quorum if it has been convened according to the rules. Decisions are taken by simple majority of all valid votes, unless the law or the bylaws determine something else. Decisions and voting results have to be put into writing and signed by the recording secretary and one member of the Board of Directors. A signature at the end of the protocol is sufficient.
8. Changes of the bylaws or the liquidation of the corporation can only be decided with a  $\frac{3}{4}$  majority of all casted valid votes. Such decisions can only be made if the topic has been stated on the agenda of the member assembly invitation.
9. The simple majority of all casted, valid votes is sufficient to elect the members of the Board of Directors. If the simple majority can not be achieved during the first ballot, a second ballot will decide between the two candidates with the highest votes. In order to recall the Board of Directors a  $\frac{2}{3}$  majority is needed.
10. The recording secretary has to write a protocol of each member assembly at least in english language. It has to be signed by the conductor of the assembly and the recording secretary.

#### **§ 6.4. Accounting control**

1. The corporation's accountancy is to be controlled by two auditors. They are elected from the ranks of the members for the current financial year and must not belong to the Board of Directors.

#### **§ 6.5. Technical committees**

1. Besides the technical committees "Application Layer" and "Plugs", other ones can be constituted upon decision of the Board of Directors.
2. Members of each technical committee elect a committee spokesman for a term of 3 years. The spokesman is member of the Advisory Board.
3. Each technical committee can be suspended upon decision of the Board of Directors. Members of the technical committees can appeal against this decision to the Board of Directors. The requirement for that is that  $\frac{2}{3}$  of all technical committee members argue for an appeal. The Board of Directors has to get to a decision during the next regular member assembly. If the member assembly agrees with the appeal with a  $\frac{2}{3}$  majorit, the suspension decision becomes invalid.
4. Within the technical committees specialized project groups can be constituted for special topics. The spokesman of the corresponding technical committee determines the members of the project groups. Experts and specialists can be called in the technical committees, but they do not dispose of a voting right.

#### **§ 6.6. The Advisory Board**

1. The Advisory Board consist of spokesman of the technical committees "Application Layer", "Plugs" and others, if they have been constituted.
2. The members of the respective technical committees elect members of the Advisory Board for a term of 3 years. If a spokesman retires or resigns before the end of his term, the respective technical committee elects a new spokesman.
3. The tasks of the Advisory Board are:
  - Suggestions to the Board of Directors, especially about the need to constitute new or suspend existing technical committees.
  - The Advisory Board appoints the head of the technical committee.
  - Counsel in corporation matters, if the Board of Directors desires it
  - Counsel and decision-making about the results of the respective technical committees and project groups and transmission to the Board of Directors.
  - Counsel and coordination among each other about the conformity of the corporation's activities with its purposes.
4. Decisions are taken with single majority.
5. The Advisory Board meets as and when required.
6. The Advisory Board works honorary.

#### **§ 6.7. Rules of internal procedures**

Each body of the corporation can set up its own rules of internal procedures.

#### **§ 7 Liquidation of the Corporation**

1. The liquidation of the corporation can only be decided in an extraordinary member
2. The liquidation is done by the Board of Directors.
3. The liquidators have to wind up the current affairs. Remaining funds are to be transferred to the ExtraEnergy e.V. or associations with similar purposes.
4. The terms 1.-3. are applied for the case that the corporation is liquidated for another reason or loses its legal capacity.