



Rules of the NeXt group e.V.

Translation* from the German source document 'Satzung des Vereins NeXt group'

Translation should be checked by some parties!

* This document is a copy of the German original document. It has no legal validity.

§1 General

- 1) The association is named *NeXt group*.
- 2) It is registered in the register of associations Cologne (Germany) and has the name extension *e.V.* (registered association).
- 3) The association is based in Cologne.
- 4) NeXt group headquarter (HQ) is located in Cologne (Germany). Other offices may be established by the NeXt group board of directors.
- 5) All official documents e.g. invitations, minutes and rules are prepared in German and also provided in English for all members of the association.

§2 Purpose of NeXt group

NeXt group was founded to promote comprehensive manufacturing collaboration (consortium) for the development and networking of electronic devices and interfaces in the field of hoisting and conveying engineering. As a non-profit association, it finances itself from the membership fees and from donations of its members. NeXt group (NG) members develop and support internationally standardised interfaces for lifts, escalators and moving walkways (hoisting and conveying engineering).

NeXt group members develop and publish NG specifications, NG reference hardware and NG software, which cover:

- physical layer definitions,
- application layer descriptions,
- reference implementations, and
- tools for development, tests and service.

NeXt group provides the platform for the members' cooperation.

§3 Financial year

The financial year of the association is the calendar year.

§4 Rights and obligations of the members

- 1) The ordinary membership entitles to attend and vote at the general assemblies and to submit applications. Each member has one vote.
- 2) Members are given access to all proposals and minutes of the general assembly.
- 3) The members are obliged to comply with the rules, the resolutions of the general assembly and to pay the fixed contributions upon receipt of the invoice.
- 4) The members are obliged to actively support the purpose and tasks of the association.

- 5) The members are liable to contribution. The amount of membership fees is governed by a separate membership fee regulation, that is decided by the general assembly.

§5 Become a member

- 1) Members of the association may be natural persons, persons' associations and legal persons.
- 2) The application for admission to the association needs to be submitted in written form (membership application). Admission is decided upon by the board. By the admission, the member is obliged to the rules of the NeXt group.

§6 Termination of membership

- 1) The membership expires
 - a) by the member's declaration of termination at the end of the financial year, which must have been received by the management board no later than three months before. The declaration of termination must be addressed in writing to the association.
 - b) by written declaration of withdrawal at the end of the financial year, which needs to be sent to the board of directors by registered letter not later than three months beforehand;
 - c) by the death of the member;
 - d) by exclusion;
 - e) in the case of persons' associations, by the loss of legal capacity.
- 2) The exclusion takes place after consultation of the member concerned upon decision of the NeXt group board. Exclusion only takes place for important reasons. Important reasons for exclusion are for example,
 - a) violation against rules of association,
 - b) acting contrary to the purpose of the association or
 - c) not complying with financial obligations to the association despite a reminder. The expelled can lodge an appeal within two weeks after notification to the board of the association. The next annual general assembly shall decide on the appeal.
- 3) A member does not have any claim for the association's assets when leaving the association.

§7 Organs of the association

- 1) the board of directors,
- 2) the general assembly.

§8 Board of directors

- 1) The board of directors, pursuant to § 26 BGB, consists of the Chairman, the Deputy Chairman and a further member of the board of directors. It represents the association in the sense of § 26 BGB. Each member of the board of directors has sole power of representation.
- 2) The board of directors works voluntarily. Travel expenses and other expenses are reimbursed. The details of the travel expenses and other expenses are laid down by the board of directors.
- 3) The board of directors may co-opt (other) members of the association, which are approved by the general assembly, on a proposal by the board of directors, by a simple majority. These co-opted members are entitled to full participation and voting rights in the event of board meetings. The co-opted members do not belong to the board of directors according to § 26 BGB.
- 4) The board meetings take place at least four times a year. Participation in the board meetings can also take place by video conferencing. The invitation to board meetings is organised by the Chairman of the board or by his Deputy in writing by mail, in adherence to an invitation period of at least seven days. The board of directors is quorate if half (at least 3) of its members is present.
- 5) Each member of the board has one vote. Respecting decision making, the majority of the votes cast is valid; in the event of a tie vote, the Chairman's vote, the vote of which is double in this case, shall decide. In urgency, resolutions of the board of directors may also be taken in writing, electronically or by telephone if all members of the board declare their consent to this procedure in writing or by telephone. Written resolutions or resolutions made by telephone by the board of directors must be laid down in writing and signed by all board members.
- 6) The board of directors is in charge of all concerns of the association, insofar as this is not assigned to someone else by the rules of the association.
- 7) The period of office of a member of the board of directors is two business years. Re-election is permitted. After expiration of the member's period of office, he will remain in office until a new board of directors is elected in the following annual general assembly. If a member leaves during the period of office, a substitute member is elected by the annual general assembly for the remaining period of office of the departed board member.
- 8) The board may, on unanimous decision, appoint managing directors (as a special representative within the meaning of § 30 BGB) to manage business offices. The management's authority, the organisation of the office as well as any of the association's facilities shall be regulated by a rules of procedure adopted by the board of directors.
- 9) The board of directors decides the budget proposal for the following financial year, the task planning and the strategic objectives for the association.
- 10) The board of directors decides on the admission of new members.

§9 Annual General Assembly

- 1) The annual general assembly shall be convened by the Chairman or the Deputy Chairman at least once a year or, if necessary, at the request of two members of the board of directors or at the request of at least a quarter of the members of the association in writing by mail with a two week notice period. The deadline begins with the publication on the association's website and with the day following the sending of the invitation letter. The invitation letter shall be deemed to have been sent to the member when it was sent to the last e-mail address notified to the association in writing by the member.
- 2) Each member may apply to the board of directors in writing to submit an amendment to the agenda one week before the general assembly. At the beginning of the meeting, the Chairman shall announce the amendment.
- 3) Applications for an amendment to the agenda during the annual general assembly are subject to a resolution by a majority of three quarters of the members present.
- 4) The general assembly shall be conducted by the Chairman or, if prevented, by the Deputy Chairman or by one of the other members from the board of directors. In case of an absence of all board members, the general assembly may determine the Chairman for the general assembly. In elections, the assembly may be delegated to a committee for the duration of the election and the previous discussion.
- 5) During the voting, a member may be represented by another member of the association, by written power of attorney. However, each member may only represent one other member.

§10 Role of the General Assembly

The general assembly is particularly in charge of the following concerns:

- receipt of the annual report of the board of directors;
- grant or refusal of relief;
- approval of the budget for the following financial year;
- election and deselection of the board members;
- election of a treasurer and his deputy. The term of office of the cash auditors is two years;
- resolution on the amendment of the rules of association and on the dissolution of the association;
- as an opposition body against the decision to exclude a member; and
- resolution on membership fees and levies on the proposal of the board of directors.

§11 Quorum and Resolution of the General Assembly

- 1) Each general assembly convened in accordance with the rules of association shall be recognised as a quorum, regardless of the number of members of the association, who attended the meeting.
- 2) Decisions, except for those referred to in paragraph 3, shall be taken by a simple majority of the valid votes cast. Abstentions from voting are not counted. In the event of a tie vote, a proposal shall be deemed rejected.
- 3) Amendments to the rules, the deselection of a member of the board of directors, and resolutions on the dissolution of the association may only take place at an annual general assembly with a majority of three-quarters of the valid votes cast.

§12 Elections

All elections designated in this statute shall be carried out secretly upon request. The person who holds the majority of the valid votes is elected. If a majority is not reached in the first ballot, an immediate run-off ballot shall decide between the two persons who had the most votes in the first ballot. In case of a tie vote in the run-off ballot, the lot decides.

§13 Resources of the association

- 1) Resources of the association may only be used for the purposes defined in the purpose of the association.
- 2) The members do not receive any profit shares and, in their capacity as members, no other donations from the resources of the association.
- 3) No person may benefit from expenses which are alien to the intended purpose of the association or by disproportionately high remuneration.

§14 Dissolution

- 1) The dissolution of the association may only be decided in a general assembly by a majority of three-quarters of the valid votes cast.
- 2) Unless the general assembly decides otherwise, the Chairman, the Deputy Chairman or the other Chairmen are jointly authorised liquidators.
- 3) In the case of dissolution or abolition of the association, the association's assets shall be transferred to the CAN in Automation (CiA) (Nuremberg, Germany), who shall use it to promote the objectives set out in § 2 of this statute.
- 4) The foregoing provisions shall apply respectively if the association is dissolved for another reason or loses its legal capacity.

§15 Records

All meetings, conferences and resolutions of the association shall be written in English, marked by signatures and signed by the Chairman or the Deputy Chairman or by the acting chairman and the minutes secretary.

§16 Court of jurisdiction

The association's court of jurisdiction is Cologne (Germany).