



Statutes

of the Association for the Promotion of Bus-Compatible Interfaces for Binary Actuators and Sensors (AS-International Association) in the version agreed by the 1996 General Meeting of Members on December 10, 1996

1. Name, registered office, accounting period

- 1.1 The association bears the name of "Association for the Promotion of Bus-Compatible Interfaces for Binary Actuators and Sensors (AS-International Association)" and is entered in the register of associations; it therefore has legal status and bears the suffix "e.V." (the German abbreviation for 'registered association').
- 1.2 The association has its registered office in Frankfurt am Main, Germany.
- 1.3 The accounting period of the association shall be the calendar year. The first accounting period begins at the time of the association's formation and ends on December 31, 1991.

2. Purpose

- 2.1 The purpose of the association is to promote the application and distribution of uniform bus-compatible interfaces between binary sensors and actuators on the one hand, and higher automation systems on the other (hereinafter referred to as "bus-compatible interfaces"). Such bus-compatible interfaces may include the hardware and software of the interface to the binary sensor and actuator, the bus structure and the interface to the higher level system.
- 2.2 The purpose of the association shall be devoted to non-profit-making business activities.

3. Activities of the association

The purpose of the association shall be achieved in particular by the activities as listed below:

- 3.1 The definition of uniform specifications for such bus-compatible interfaces for binary sensors and actuators, which are supported by the association, and promotion of their use.
- 3.2 The definition of standards within the technological scope of the specification defined for bus-compatible interfaces, in order to ensure the comparability and exchangeability of equipment.
- 3.3 The performance of tests for bus-compatible interfaces supported by the association, in particular to ensure conformity with the defined specifications and standards of the association and with current standards.
- 3.4 The award of a special seal of approval to confirm this conformity. The award of the seal of approval shall be exclusively based on the result of the technical tests and the payment of an appropriate fee; however, the award must not depend on membership of the association or other conditions.
- 3.5 Encouraging the exchange of information on bus-compatible interfaces between all interested parties and the establishment of universally valid investigations and research in the field of bus-compatible interfaces.
- 3.6 Cooperation in national, European and international organisations on the description, definition and standardisation of bus-compatible interfaces.
- 3.7 If necessary, the association shall issue "association-specific documents" in order to describe the definitions mentioned in sub-sections 3.1 - 3.6 above. The Board of the association may classify such documents as strictly confidential or for members' internal use only.

4. Membership

4.1 Active members

- 4.1.1 Active members are granted active and passive voting rights.



- 4.1.2 Active members may include legal entities, private limited companies and privately or publicly funded institutes which produce binary sensors or actuators or use such devices to a significant extent or which perform scientific and technological activities in this field.
- 4.1.3 Physical persons may be accepted as active members provided that their employers or institutes are not active members at the same time. If the employer of a given active member is accepted as active member at a later point of time, the physical person's active membership shall cease immediately.
- 4.1.4 Legal entities and private limited companies which are interconnected or associated according to § 15 Aktiengesetz (German Companies Act) shall be considered as *one* active member. Membership of a company or a company division shall also apply to all other companies associated with such member.
- 4.1.5 Active members must not pass on the association's confidential information and documentation to third parties. Active members may utilise such confidential information for their own purposes or for business transactions with non-members, provided that the latter takes place within the framework of remunerated development work.

4.2 Passive members

- 4.2.1 Passive members shall not be entitled to vote at the general meeting. Passive members do not have either active or passive voting rights.
- 4.2.2 Publicly funded institutes, registered associations and societies, trade associations and physical persons as well as legal entities and private limited companies may be accepted as passive members, unless such organisations themselves or related companies are involved in the production of binary sensors or actuators or other AS interface components. Furthermore, company divisions of active members which operate to a large extent independently may also be accepted as passive members.
- 4.2.3 Passive members shall be permitted unlimited access to all documents of the association, provided that such information is used exclusively within the passive member's own organisation. Further use of such documents shall only be possible through contracts concluded with active members, or will require the prior consent of the association's Board.

4.3 Application for membership

The association's Board shall decide on applications for active or passive membership, which must be submitted in writing, provided that the Technical Commission has recommended the applicant's admission by a two-thirds majority. In cases of doubt or borderline cases the general meeting may make the final decision.

4.4 Termination of membership

Membership shall terminate for the following reasons:

- Membership terminated in accordance with sub-section 4.1.3 above
- Death, for physical members
- The funding body of a member ceases to exist, for all other members
- Voluntary resignation
- Exclusion from the association.

4.5 Resignation

- (1) Voluntary resignation is declared in writing by the specific member and addressed to the association's Board. Voluntary resignation is only permitted at the end of each calendar year and requires one year's notice.
- (2) If the increase of contributions or charges exceeds the limits as stated in sub-section 8.4.5, immediate resignation is permitted within 14 days of the decision to increase fees or charges. However the resigning member shall be responsible for making all due payments which were determined prior to such decision.



4.6 Exclusion

The Board of the association shall be entitled to decide that a member from the association shall be excluded for a cogent reason, in particular if:

1. The member is accused of a major or – despite a written warning – repeated breach or offence of the statutes and interests of the association or a breach of decisions made by the various bodies of the association,
2. The member fails to pay its contributions, in full or in part, despite two written demands by the Board,
3. If as a result of change of ownership of the member's company, conformity of the company's aims with the purposes of the association is deemed to be no longer guaranteed.

Prior to the Board's decision on the exclusion of a member, the member in question shall be granted reasonable time to justify or defend itself personally or in written form in front of the Board. The decision on a member's exclusion shall include a statement setting forth the reasons for such exclusion and shall be notified to the member by recorded mail delivery. The member shall be granted the right to appeal to the general meeting against the Board's exclusion ruling. The appeal must be filed to the Board within one month after the exclusion letter has been received by the member. If the appeal is entered in good time, the Board is required to call a General Meeting within a period of two months in order to decide on the member's appeal.

If this does not happen, the exclusion ruling is considered as null and void. If the member fails to make use of its right to appeal against the exclusion ruling or fails to enter the appeal within the prescribed appeal period, the member is considered to have accepted the exclusion ruling, meaning that the membership is terminated.

5. Costs, contributions

- 5.1 The association's costs are covered by admission fees, membership contributions, charges, donations, allocations and payments for services of the association.
- 5.2 The General Meeting shall decide on generally charging a reasonable joining fee as well as on the amount and due date of such fee.
- 5.3 The amount and due date of the annual contribution and possible charges to be paid by the members shall be determined in advance by the General Meeting.
- 5.4 The amount of the payments due for audits and services is determined by the Board and is based on the guidelines decided on by the General Meeting.

6. Bodies

The association's bodies comprise

- the Board
- the General Meeting
- the Technical Commission
- the Technical Commission's working groups, provided that such groups have been constituted.

7. Board

7.1 Composition

The Board consists of the chairman, the vice-chairman, the treasurer and the director of the Technical Commission.

7.2 Representation

The association is represented in (legally) and out of court by two members of the Board; these are to include either the chairman or the vice-chairman.

7.3 Responsibilities of the Board

The Board shall be responsible for all association-specific matters unless the statutes assign such affairs to a different body of the association. The Board shall in particular be responsible for the following:



1. Preparation of General Meetings and drawing up the agenda
2. Calling a General Meeting
3. Execution of the decisions made by the General Meeting and discussion on acceptance of the General Meeting's recommendations
4. Drawing-up of a budget for each accounting period, accounting, drawing-up of an annual report
5. Determination of the specifications and standards of bus-compatible interfaces for binary sensors and actuators
6. Issue of guidelines for the testing procedure, certification and identification of bus-compatible interfaces, supported by the association, and components equipped with such interfaces
7. Registration of a collective mark and the design and award of a generally accepted seal of approval
8. Determination of reasonable remuneration for tests and other services performed by the association based on the levels set up by the General Meeting
9. Introduction of an association symbol and drawing up of guidelines for its application
10. Decisions on the admission or exclusion of members; determination of out-of-line admission fees and members' contributions in special cases which are explicitly in the interests of the association
11. Delegation of representatives of the association to standardisation committees and other organisations
12. Deciding on principles applicable to the association's publications

In the case of Nos. 5, 6 and 11 above, the Board must not act against the recommendations of the Technical Commission. If no agreement can be achieved between the Board and the Technical Commission, either party may call on the General Meeting to make a final decision.

7.4 Election and term of office of the Board

- 7.4.1 The members of the Board shall be elected individually by the General Meeting and shall remain in office until a re-election is called. Election of successors shall take place at the annual General Meeting in the second year following the election of the incumbent member or, in case of prior resignation of that member, at the next General Meeting.
- 7.4.2 The position of member of the Board shall be reserved exclusively for persons employed by active members or – in case of physical persons – to persons who are themselves active members. The chairman or the vice-chairman shall be a qualified expert in the field of electrical engineering. It is not permissible for more than one Board member to be employed by the same member, nor may a single person hold several Board positions.
- 7.4.3 If a Board member leaves the Board during the official term of office due to resignation or due to sub-section 7.4.2, the Board shall appoint a substitute member for the period until the next General Meeting is called. The Technical Commission shall elect a new director without outside involvement.

7.5 Resolutions/decisions of the Board

- 7.5.1 All decisions on matters of general principle concerning the tasks and responsibilities of the Board in accordance with sub-section 7.3, Nos. 1 - 12, shall be made as decisions of the Board. Details relevant to the realisation of such decisions of general principle shall be regulated by the Board within the framework of its power of representation in accordance with sub-section 7.2.
- 7.5.2 In general the Board shall take its decisions and resolutions at Board meetings, which are to be summoned in writing or by telephone by the chairman or, if absent, by the vice-chairman. In all cases, a week's notice of the meeting must be observed and a preliminary agenda submitted. The Board has a quorum for decision-taking if a minimum of three Board members are present at the meeting. The passing of a resolution shall depend on the majority of the votes cast. In the event of equal votes, the vote of the chairman of the Board meeting shall be decisive. If decisions are made at a Board meeting on topics which have been added to the agenda at a later date, such decisions only gain validity if such supported by the majority of all Board members. The vote of an absent Board member on such decisions can be obtained at a later date.



7.5.3 The Board meeting is chaired by the chairman of the Board, or, if absent, by the Board's vice-chairman. For the purpose of evidence the decisions made by the Board shall be entered in a book of resolutions and signed by the chairman of the meeting. The record shall state the venue and date of the Board meeting, the names of participants, the decisions made and the results of the voting.

7.5.4 Decisions on the admission or exclusion of a member require the consent of at least three Board members.

7.5.5 Board resolutions can be made in writing if *all* Board members have agreed to the written procedure. If *one* Board member cannot be contacted within 8 working days, the consent of the remaining three Board members' to the written procedure shall be regarded as sufficient.

8. General Meeting

8.1 Voting rights

At the General Meeting each member shall have one vote. A member may authorise another member in writing to exercise his or her voting right (voting by proxy). Such a proxy must be granted separately for each General Meeting. However, such a member may not represent more than three votes of other members.

8.2 Tasks and responsibilities

The General Meeting shall be exclusively responsible for the following tasks:

1. Approval of the budget for the next accounting period as drawn up by the Board, acceptance of the Board's annual report, approval of the Board
2. Determination of the amount and due date of the annual contribution and any additional charges
3. Decision on the introduction of admission fees, amount and due date of such admission fees
4. Decisions on the fundamental remuneration and payment rules for the association's tests and services, as proposed by the Board
5. Election and dismissal of Board members
6. Election, dismissal and confirmation of the members of the Technical Commission and their deputies
7. Decisions on amendments to the statutes and on the dissolution of the association
8. Decisions on an appeal entered against the Board's exclusion ruling, as well as decisions on applications for membership in accordance with sub-section 4.3, last sentence
9. Decisions in accordance with sub-section 7.3, last sentence
10. With regard to matters that are subject to the responsibility of the Board or the Technical Commission, the General Meeting may make recommendations to be submitted to the Board and/or the Technical Commission.
11. The Board, on the other hand, may, with regard to matters subject to the Board's responsibility, request the opinion of the General Meeting and address recommendations to the General Meeting.

8.3 Summoning the General Meeting

The ordinary General Meeting shall take place at least once a year, if possible in the last quarter of the year. The General Meeting is summoned by the Board, observing a period of notice of 4 weeks. The invitation shall take place in written form and must include a copy of the agenda. The period of notice begins on the day following the mailing date of the invitation letter. The invitation letter is considered as having been received by the member if mailed to the last address notified in written form to the association by the member. The agenda shall be drawn up by the Board.

8.4 Decision-making by the General Meeting

8.4.1 The General Meeting shall be chaired by the chairman of the Board, or if absent - in the following order – by the vice-chairman of the Board, the treasurer or the director of the Technical Commission. If none of the Board members is present, the General Meeting shall appoint a chairman. If elections are to take place, the chair of the Meeting may be assigned for the voting period and the preceding discussion to an election officer appointed by the General Meeting.



8.4.2 The General Meeting is not open to the public. The chairperson may tolerate the presence of guests.

8.4.3 The method of voting shall be determined by the chairperson of the General Meeting. Voting must take place in writing if this is requested by one third of the members present who are entitled to vote.

8.4.4 The General Meeting is qualified to take decisions (a quorum is present), if at least one third of all members is present at the beginning of the meeting or if equivalent voting rights are represented by other members. For decisions made after 5 p.m., the presence of a quorum must be determined again. In the event of a lack of a quorum the Board shall be entitled to call a further General Meeting within four weeks based on the same agenda or on items on the agenda not yet dealt with; such a General Meeting shall be regarded as having a quorum irrespective of the number of members present. This fact must be explicitly stated in the invitation letter.

8.4.5 In general, the General Meeting's decisions are taken by simple majority of the valid votes cast; abstentions are not taken into consideration.

Amendments to the statutes require a majority of three quarters of the valid votes cast. Dissolution of this association requires a majority of four-fifths.

Determining an annual contribution for the subsequent year that will exceed the contribution for the current year by more than 30 %, or determining a charge for the current or the subsequent year that exceeds the annual contribution for the current year, shall require a majority of three quarters of the votes cast.

8.4.6 A change of the purpose of the association requires the unanimous consent of all members. Consent in writing to a change in the purpose of the association given by members not present at the meeting or represented by a proxy, can only be submitted to the Board within a period of one month.

8.4.7 With regard to elections, the following rules shall apply: If any of the candidates failed to obtain the majority of votes cast in the first ballot, a run-off ballot will take place between the two candidates who obtained the highest numbers of votes cast.

In the event of a tie, both candidates receiving the same amount of votes, the winning candidate shall be chosen by lot to be drawn by the chair of the meeting.

The dismissal of members of the Board or the Technical Commission requires at least two thirds of the valid votes cast by the General Meeting and at least 50 % of the votes of all members of the association.

8.4.8 Decisions made by the General Meeting shall be entered in the minutes which shall be signed by the current chairperson of the meeting and the recording clerk keeping the minutes. The minutes must include the following details: venue and time of the meeting, name of the chairperson, number of members present, the agenda, the individual voting results and the method of voting.

8.5 Request for additional items to be included in the agenda

8.5.1 Any member is entitled to submit a written request to the Board to include further items in the agenda, provided such request is made no later than one week prior to the day of the General Meeting. The chairperson of the meeting is responsible for completing the agenda at the beginning of the meeting. Requests to include supplements to the agenda which are made only in the course of the General Meeting shall be decided on by the General Meeting. Acceptance of such a request requires a majority of two thirds of the valid votes cast.

8.5.2 Items such as the election or dismissal of members of the Board or the Technical Commission, amendments of the statutes and change of the purpose of the association or the dissolution of the association must not be included as later additions to the agenda.

8.6 Extraordinary General Meetings

The Board is entitled to call Extraordinary General Meetings at any time. Extraordinary General Meetings are imperative if required to protect the interests of the association or if one third of all members addresses such a request in writing to the Board, setting forth the purpose and reasons. For Extraordinary General Meetings, regulations of sub-sections 8.1 to 8.5 shall apply as appropriate. A two-week period of notice must be observed for the invitation and agenda.



9. Technical Commission

9.1 Constitution, election and term of office

- 9.1.1 The Technical Commission (TC) consists of 7 associates, but each member of the association may only supply one associate. Each associate is given a personal deputy. Each associate and his/her deputy are jointly elected by the General Meeting and remain in office until a re-election is due, subject to sub-sections 9.1.3 to 9.1.5. Subject to sub-section 9.1.5, penultimate sentence, a re-election must be held by the General Meeting at an Ordinary General Meeting in the second year following the election of the associate.
- 9.1.2 Active personal members or persons employed at active members are eligible. If possible, each individual associate of the Technical Commission and his/her deputy should be employed by the same member of the association .
- 9.1.3 If the employment at an associate's or deputy's employer is terminated, the associate's or deputy's period of membership of the Technical Commission shall terminate at the same time. If one associate resigns, the associate's deputy may take over his/her position as associate.
- 9.1.4 If both an associate of the Technical Commission and his/her deputy fail to appear at two successive meetings they will be required to resign from the Technical Commission.
- 9.1.5 In the cases of sub-sections 9.1.3 or 9.1.4 or if an associate or his/her resigns from office, the director of the Technical Commission shall call a by-election for the next meeting of the Technical Commission so that replacements for the resigned associates or deputies can be nominated by the remaining members of the Technical Commission. The next General Meeting must confirm this by-election or hold a re-election for the resigned associates or deputies of the Technical Commission. In the event of a re-election the associate and the relevant personal deputy must be jointly elected. A by-election does not extend the original term of office.
- 9.1.6 In response to a proposal from the Technical Commission the Board may decide to co-opt experts to the Technical Commission as associates. Such experts shall not have the right to vote.

9.2 Tasks and responsibilities

The Technical Commission shall be responsible for the following tasks:

1. Submitting recommendations to the Board with regard to Nos. 5 - 12 of sub-section 7.3
2. If required, advising the Board on matters relevant to the association
3. Preparation and assessment of further developments
4. Drawing up certification principles
5. Recommendations with regard to the admission of new members
6. Advice and decisions on the results of the work performed in the Technical Commission's working groups and passing on of such information to the Board.

9.3 Director

- 9.3.1 The Technical Commission shall appoint a director and a deputy director from among its members. Both are elected by the associates of the Technical Commission by simple majority for a two-year term; they remain in office until the election of their successors. The director of the Technical Commission shall at the same time be a member of the Board. The reservation in accordance with sub-section 7.4.2, third sentence, must be observed during the director's election.
- 9.3.2 If the director of the Technical Commission resigns, the director's deputy shall become director of the Technical Commission for his remaining term as associate. If no deputy has been elected or if the deputy is unable to become a member of the Board on account of the provisions of sub-section 7.4.2, a new director for the Technical Commission shall be elected.
- 9.3.3 If the Technical Commission fails to appoint an associate of the Technical Commission as its new director or deputy director within 8 weeks, the Board of the association shall be entitled to elect a director and, if necessary, a deputy director from among its active members. By virtue of this election



such members also become additional members of the Technical Commission as long as they occupy their function as director or deputy director of the Technical Commission. Their election shall be effective for two years unless the Technical Commission decides to vote them out and elects at the same time, in accordance with the statutes, a new director or deputy director.

9.4 Calling meetings

9.4.1 A meeting of the Technical Commission is to take place at regular intervals, but at least once a calendar year. The director or the deputy director of the Technical Commission shall call a meeting of the Technical Commission in writing or by telephone, observing a week's notice. Notification of the agenda is required. A meeting of the Technical Commission must be held if at least one third of the Technical Commission's members call upon the director of the Technical Commission to organise such a meeting. If this requirement is not satisfied within two weeks, the members of the Technical Commission who called upon the director of the Technical Commission to organise such a meeting shall be then entitled to call such a meeting themselves.

9.4.2 All members of the Board are entitled to attend the meetings of the Technical Commission and to join in discussions, but only the director of the Technical Commission has the right to vote. The members of the Board must be notified of meetings of the Technical Commission one week in advance. They also must be informed of the results of the meetings.

9.4.3 The meetings of the Technical Commission shall be chaired by the director or, if absent, by the deputy director of the Technical Commission; if the deputy director is also unavailable the associates of the Technical Commission present at the meeting shall appoint a chairman by simple majority. Associates of the Technical Commission who are unable to attend the meeting can have themselves represented by a proxy in accordance with section 9.1.

9.5 Resolutions

9.5.1 The Technical Commission forms its opinions by resolution. The Technical Commission has a quorum if a minimum of 5 associates or their deputies are present at the meeting. The majority of the valid votes cast shall decide on the resolution. In the event of equal votes, the chairman shall have the casting vote.

Recommendations concerning the admission of new members to the association require a two-thirds majority of the valid votes cast.

9.5.2 The resolutions of the Technical Commission must be entered in the book of resolutions for the purpose of evidence and shall be signed by the relevant chairman of the meeting.

9.5.3 Decisions of the Technical Commission can be taken in written form, if

- a minimum of six associates or their respective deputies give their consent to such a written procedure and
- the ruling to be decided on is accepted by a minimum of five votes.

A written decision-making process is ruled out if any such decision requires a prior discussion of some length.

9.6 Working Groups

The Technical Commission may form working groups to elaborate on individual topics; the members of such working groups are appointed by the director of the Technical Commission.

10. Secretary

The Board and the Technical Commission may direct a secretary, who is to be appointed by the Board, to carry out tasks related to the association. The secretary must carry out such tasks in accordance with the statutes, the resolutions of the bodies and the directions of the Board. The secretary reports to the Board.

The secretary shall attend the meetings of the Board and the Technical Commission and the working groups as recording clerk in accordance with the tasks assigned to him or her. The secretary has no voting rights and must not be a member of the Board at the same time.



11. Procedural rules

Every body of the association shall be entitled to work out individual procedural rules.

12. Dissolution of the association

Dissolution of the association can only be resolved in a General Meeting and requires the majority of votes as stipulated in sub-section 8.4. The chairman of the association and the vice-chairman are jointly authorised liquidators unless the General Meeting makes a different decision.

The above regulations shall also apply in the event that the association undergoes dissolution for any other reason or forfeits its legal status.

In any such cases the funds of the association shall be distributed to the members in accordance with the cumulated contributions paid in the past five years.

13. Liabilities

For the association's liabilities, creditors shall only be entitled to compensation from the association's funds.

14. Auditing

The General Meeting shall appoint three auditors/accountants and define the purpose and the scope of the auditing procedure.

The above statutes were agreed by the constitutive meeting on 26. 7. 1991 in Stuttgart-Plieningen, Germany. The most recent amendments to the statutes were agreed by the 1996 Ordinary General Meeting on 10.12.1996 in Frankfurt/Main, Germany. The amendments shall become effective when entered in the register of associations.

For the Board:

Heinz Walker
Chairman of the Board

Dr. Andreas Schiff
Treasurer