



Articles of Association

§ 1 Name and registered office

- (1) This association is called “Interface for Distributed Automation Group“, in short “IDA Group“ and shall be entered in the Register of Associations in D-32825 Blomberg.
- (2) The registered office of this association is Blomberg.

§ 2 Object and functions

- (1) The association’s object is the definition and distribution of the technology “Interface for Distributed Automation“, in short IDA. This technology describes system architectures for the realization of distributed automation systems; it shall simplify planning procedures and the operation of production plants and thus it shall reduce costs.
The association follows this object by:
 - Definition, determination and publication of technical specifications
 - Information for the public concerning technical status, further development and the use of the IDA specification in industry.
 - Cooperation in national, European and international organizations which do concern the association’s object.
- (2) For promotional purposes, the association especially forms working groups, manages active press service, appearance at fairs, exhibitions and public discussions and has got a web server.
- (3) The association acts selflessly, it does not follow primarily self-economic purposes and does not have any confessional or political aims.
- (4) Means of the association are to be used for purposes according to the articles of association only. Members do not receive any dividends and in their capacity as members, they do not receive any contributions from the association’s means. Neither members nor other persons may benefit from any expenditures not related to the association or from disproportionately high remunerations.



§ 3 Business year

Business year is the calendar year. The first business year is from the time of the foundation until December 31st, 2001.

§ 4 Membership

- (1) The following persons can be member of the association:
 - (a) Legal persons
 - (b) Associations of persons
 - (c) Individual personsif they do support the association's objects according to § 2, section 1.
- (2) Membership can be asked for by a written application for membership; the directive board decides on acceptance or refusal without being obliged to give any reasons.
- (3) The contribution regulation provides the possibility of a membership without voting right. The member is enabled to decide on the type of membership.
- (4) Membership is terminated
 - (a) by voluntary cancellation of membership which has to be directed to the directive board in a written way at the end of the business year with a period of notice of three months.
 - (b) by voluntary cancellation of membership in case of decisions with financial influences which are not borne by a member. Here, the member has the possibility to terminate the contract without prior notice within 14 days after minutes of the meeting have been sent out, without binding effect for the member and thus without a financial effect.
 - (c) by exclusion: a member who considerably harms the association's objects can be excluded by the meeting of members with a two-thirds majority; the member has to be informed of the exclusion by a registered letter.
 - (d) by death or dissolution of the legal person or association of persons
 - (e) by striking off the membership list by the directive board, if, despite twice-repeated reminder (at intervals of at least one month), the member fails to meet his/her financial obligations.
- (5) When leaving, the former members do not have any claim to the association's property or parts of the property or to the receipt of the documents drawn up within the association's objects. Any former member has to observe secrecy concerning decisions and working results.



§ 5 Membership fee

- (1) All financial means to reach the association's functions are raised by membership fees, voluntary contributions and apportionments according to decisions made during the meeting of members.
- (2) The amount of the membership fee is determined during the meeting of members. These fees are annual fees and are due in advance at the end of the business year's first month. In case of becoming a member in the first six months of the business year, the complete annual fee is due at the time of joining. In case of becoming a member in the second half of the business year, half of the annual fee is due at the time of joining.

§ 6 Bodies

The association consists of the following bodies:

- (1) Meeting of members
- (2) Board of directors
- (3) Technical Steering Committee
- (4) Marketing Committee

In addition to this, further committees, like for example End User Committee, can be established after acceptance by the meeting of members.

§ 7 Meeting of members

- (1) The member meeting takes the last decision on all association affairs, especially the following affairs:
 - (a) Election of the board of directors and cash auditors
 - (b) Nomination of honorary members
 - (c) Exclusion of members
 - (d) Dismissal of members of the board of directors and of cash auditors
 - (e) Determination of fees and possible apportionments
 - (f) Alteration of the articles of association
- (2) Within six months after the end of every business year, the board of directors is obliged to call up a member meeting (regular meeting of members) which reserves the following tasks:
 - (a) Audit and acceptance of the annual and cash report presented by the board of directors
 - (b) Discharge of the board of directors
 - (c) Acceptance of the budget submitted by the board of directors
- (3) Special meetings of members shall be called up if it is agreed by the



board of directors or at least 25% of the members submit a written demand.

- (4) Meetings of members shall be called up at a period of four weeks. The date of sending the invitation and the date of the meeting are not counted in the period.
The invitation has to be effected in writing and has to contain the agenda.
Any supplements to the agenda can be directed to the board of directors in a written way. Deadline for any supplements is one week before the date of the meeting of members.
- (5) The meeting of members is chaired by the president; in case of his/her absence it is chaired by another member of the board of directors.
- (6) Each member entitled to vote has got one vote in the meeting of members. It is possible to assign the right to vote by a written authorization.
- (7) The meeting of members constitutes a quorum if it is called up duly.
- (8) The meeting of members is making its decisions with simple majority of the valid votes handed in.
In order to alter the articles of association as well as to remove the board of directors, a majority of two-thirds is required.
Decisions concerning this can only be made if they are included in the invitation's agenda.
- (9) The minutes of the meeting of members have to be taken down especially stating the decisions made. The acting president and the person taking down the minutes have to sign the minutes of meeting.

§ 8 Board of directors

- (1) The board of directors consists of five persons: the president, the treasurer as well as three assessors.
- (2) The authorized representative board of directors according to § 26 BGB is the president together with an additional member of the board of directors.
- (3) The board of directors is elected by the meeting of members, that means those members who are entitled to vote.
The period of office is one year, however, is not terminated before the regular meeting of members of that year in which the period expires.
The existing directive board continues in office until a new board is elected. Re-election is admissible.
- (4) The meeting of members is entitled to dismiss a member of the directive board due to an important reason, especially in case of gross dereliction of duty. Decisions concerning this can only be made if it is



included in the invitation's agenda to the meeting of members.

- (5) If more than one member of the board of directors quits during the term of office, the board of directors determines a substitute member among the voters. This substitute maintains in office until the next meeting of members.
- (6) The board of director's responsibility comprises all matters of the association unless it is assigned to other bodies by the articles of association or is delegated by the board of directors. This especially comprises:
 - Preparation and realization of the meeting of members
 - Realization of the decisions of the meeting of members
 - Preparation of a budget for every business year and management of the association's property.
 - Appointment of the committees' members as well as their heads.
 - Discussion and agreement about the acceptance of applications for membership
- (7) Board meetings are called up by invitation of the president or of two other members of the directive board.
Further members of the association without voting right can also be invited to the board meeting.
Resolution is effected by simple majority.



§ 9 Committees

For the organization of operative activities, the association forms committees which have the obligation to give an account to the board of directors and which are subject to the directing authority to give directives. At the time of the foundation, these are the following:

(1) Technical Steering Committee

(a) The Technical Steering Committee is responsible for the definition and advance development of the IDA specification. For this, the committee coordinates and monitors the work of their subordinated working groups and determines their targets.

(b) Members of the committee are determined among those members who are entitled to vote. They are appointed by the board of directors.

(c) At the date of the foundation, there are the following working groups:

- IDA Architecture
- Web Automation
- Safety
- Realtime

On request, further working groups can be formed by the Committee Technology.

(d) The working group's members elect a speaker for the period of one year.

(e) The members entitled to vote agree on the working group's results with simple majority.

All members are bound to secrecy concerning the current activities of the working groups until the publication of the results; if it is requested by the Technical Steering Committee, all members of the working group have to sign an agreement of confidence.

(f) The members may choose in which constituted working group they want to participate.

The working groups can be completed by new members if a progress in achieving the group's targets is expected by their collaboration. The speaker of the working group decides on a corresponding written application for membership without being obliged to give any reasons.

(g) To assure a constant working progress, a regular participation in working meetings is necessary for membership of one of the working groups. Thus, delegation of a substitute is only admissible in exceptional circumstances. In case of insufficient collaboration, a member of the working group, on the suggestion of the speaker, can be excluded from the further participation in the working group by the Technical Steering Committee.

(h) Having achieved the group target, a working group can be disbanded by the Technical Steering Committee after the speaker's



suggestion.

(2) Marketing Committee

(a) The Marketing Committee forms the activities necessary to spread the targets of the association and its working results with regards to the public as well as to recruit new members.

This contains an active press service, the realization of presentations at fairs, establishment and design of Internet appearance and similar activities.

(b) The members of this committee are appointed by the board of directors from among members entitled to vote.

§ 10 Duty to report

If existing or planned patents are affected when defining the specification, their existence resp their content has to be reported by the corresponding owner before there is a vote concerning the according part of the specification.

§ 11 Auditing of accounts

Accountancy of the association is checked by two auditors who are elected among the meeting of members for the current business year. Members of the board of directors are not allowed to be elected.

§ 12 Dissolution of the association

(1) Dissolution of the association can only be concluded during a special meeting of members, called up for this purpose with a period of 4 weeks with a three to one majority.

(2) In so far as the meeting of members does not demand special liquidators, the president and the treasurer are both authorized to represent liquidators.

(3) Liquidators have the function to handle current business transactions. The remaining property needs to be transferred to non-profit organizations which follow the same or similar purposes like the liquidated association.

(4) The foregoing provisions correspondingly apply for the case that the association will be dissolved due to some reason or the association loses its legal capacity.



§ 13 Final clause

The board of directors is entitled to determine and to register any drafting changes of the articles of association which could be demanded by the district court or the Inland Revenue Office.

Frankfurt/M., February 06th, 2001