

# STATUTE

## OSS Association e.V.

Version dated 28-06-2018

### §1 Name, registered office, legal form, registration and business year

- A) The association is called "OSS-Association e.V.". According to the entry into the register of associations it has the name affix "registered association" ("eingetragener Verein"), "e.V." in short.
- B) OSS-Association e.V. is an association in the sense of § 21 BGB [German Civil Code].
- C) OSS-Association e.V. has its registered office in Potsdam.
- D) The association is registered with the association register at the district court Potsdam
- E) The business year is the calendar year.

### § 2 Purpose and tasks

- A) The association is an association of manufacturing companies in the market for security technology.
- B) The purpose of the association is the introduction, development and maintenance of standardization in safety technology. This includes protocols, components and coding within the security market and the associated hardware and software.
- C) The purpose of the statutes is realized in particular by:
- Preparation and provision of technical documents for the defined standards
  - Development of regulations, tools and documents for the certification of standards
  - Provision of documents for certification as self-certification or for a certification by third parties
  - Organisation and promotion of a permanent exchange between manufacturers, consultants, end users and other market participants through the provision of a cooperation platform
  - Publications in the press and on other platforms to publicise, promote and support the standards
  - Mediation of neutral experts in the event of disputes in connection with the implementation of the standards by the end users.

D) To pursue the purpose of the articles of association, the association shall set up a steering committee, a technical committee, a certification committee and a communication committee

### §3 Membership

A) The association has 4 membership levels:

- full member
- contributing member
- associate member
- honorary member

B) Conditions of membership

Any association and any partnership, organisation, firm or company, including their subsidiaries, with an interest in the association can become members of the association provided they fulfil the following conditions:

- (1) Signing of these articles of association by an authorised representative of the proposed member
- (2) Payment of the annual membership fee as detailed in these articles of association.
- (3) Only manufacturers of security technology may become full members or contributing members. In individual cases the steering board can make an exception to this rule by unanimous decision.

C) Every member can involve its subsidiaries in the activities of the association in its name. To avoid confusion, each group of companies and its subsidiaries will only have one (1) membership in the association. Correspondingly, each member only has one (1) vote in an election or voting procedure, which are carried out in conformity with these articles of association.

D) Admission of members

- (1) Membership begins by joining the association.
- (2) A membership application must be submitted in writing.
- (3) The decision regarding admission lies with the steering board. Admission will be effective with the issuance of a written acceptance statement.
- (4) If the application is rejected by the board, the membership application, on request of the applicant, shall be presented to the meeting of members for decision. The decision of the meetings of members cannot be appealed to.

(5) There is no entitlement to be admitted as a member.

#### § 4 Membership rights and obligations

The conditions, obligations, services, rights, privileges and powers (if any) on any membership level can only be changed by a unanimous decision of the steering board.

A) Each **full member** has the right to:

(1) get involved in the work of boards and work groups and to stand for election to one of the boards;

(2) vote on the composition of all boards;

(3) contribute to the goals pursuant to § 2 of the articles of association based on the scope of the membership for that member;

(4) Get access to the standardization specifications at the draft stage to provide your feedback on completeness and accuracy.

(5) take part in meetings of the association including the annual meeting and other general meetings, if there are any.

(6) Each full member is obligated to use commercially reasonable efforts to ensure that goals/milestones defined by the steering board and the member are accomplished by the deadline. If a full member is unable to accomplish a goal/milestone by the deadline, the board responsible must be informed immediately. It will then be up to the board to either change the goals/milestones and deadlines or assign this task to another full member.

B) Each **contributing member** has the right to:

(1) get involved in the work of boards and work groups except for the steering board;

(2) vote on the composition of boards except for the steering board;

(3) contribute to the goals pursuant to § 2 of the articles of association based on the scope of the membership for that member;

(4) stand for election to one of the boards except for the steering board;

(5) Get access to the standardization specifications at the draft stage to provide your feedback on completeness and accuracy.

(6) take part in meetings of the association including the annual meeting and other general meetings, if there are any.

(7) Each contributing member is obligated to use commercially reasonable efforts to ensure that goals/milestones defined by the steering board and the member are accomplished by the deadline. If a contributing member is unable to accomplish a goal/milestone by the deadline, the board responsible must be informed immediately. It will then be up to the board to either change the goals/milestones and deadlines or assign this task to another contributing member.

C) Each **associate member** has the right to:

(1) Gain access to specification proposals,

(2) Get access to the standardization specifications at the draft stage to provide your feedback on completeness and accuracy

D) The Association can hold **honorary members**. They need the unanimous consent of the Steering Board. Honorary members do not need to pay a membership fee.

E) All members, with the means and powers at their disposal, shall contribute to the creation and promotion of a specification. Promotion also includes making contributions and granting licenses without limitation for the purpose of developing the specification in question. Members are also obligated to safeguard the interests of the association. Members must not pass on information labelled as confidential to third parties.

## §5 Membership fees

A) Every member has to pay the association an annual membership fee. The amount may differ depending on membership level.

B) The sole purpose of the above-mentioned fee is to cover management costs, the association's administrative costs and other costs from the annual budget. The annual budget is made of the budgets contributed by the boards, which were then approved by the steering board.

C) The steering board has the right to set membership fees based on the annual budget. Provided that the increase between the current membership fees and the planned membership fees should be more than 25%, a plenary meeting must be convened to approve this budget. The annual membership fees for the different membership levels are detailed in Appendix 1.

## §6 Changes regarding membership

#### A) Terminating the membership

(1) Membership is terminated by resignation or exclusion.

(2) Notice of termination must be submitted to the association in writing with a 90-day notice period.

Membership fees shall not be reimbursed in the case of a notice of termination.

(3) Any member who violates the rules of the association, in particular those pursuant to § 4 and § 5 of these articles of association, can be excluded by unanimous decision of the steering board. The exclusion will be effective immediately once the decision has been taken and the member must be notified of this in writing. Against the decision the member may appeal to the meeting of members. The appeal has no suspensive effect and must be lodged within one month of receipt of the decision of the steering board. The steering board shall convene a general meeting within one month of punctual insertion of the appeal, who will then make the final decision on the exclusion.

#### B) Changing the level of membership:

Each member has the right to change their membership level. A written notification to the chairman of the steering board will suffice. The difference between the old and the new membership fee will be charged. A refund of membership fees is not possible. The membership level will change in the next full month. The new level can then not be changed for 12 months.

### §7 Organisation

#### A) Initiators

(1) The initiators are the founders of the association.

(2) To preserve continuity, the first steering board consists of the initiators of the association. A chairman and two (2) deputies are elected by a majority of the votes of the first steering board. They will also form the association's executive board and represent the association to the outside world. The first steering board will remain in office for two (2) years. After this period the meeting of members will elect a new steering board as set out in section (F) 3 below.

#### B) The organs of OSS-Association e.V. are:

Meeting of members, executive board, steering board, technical board, certification board, communications board. The association can be managed by an external service provider (management company).

#### C) Meeting of members

(1) The meeting of members is the supreme organ and decides on all fundamental issues of the association or on request of the steering board. The main responsibilities of the meeting of members are the election of the steering board, changing the membership fee system, the dissolution of the association, and discharging the board, the steering board and management.

(2) A meeting of members takes place:

(a) when the interests of the association call for it, at least once every two years,

(b) within a period of eight weeks if at least 40% of the members have applied for it in writing to the steering board. The topic of the meeting must be laid out in writing and explained.

(3) The executive board convenes the meeting of members in writing subject to a notice period of 2 weeks. An invitation by email (unsigned) suffices in the case of members who have explicitly provided their email address for this purpose. The period begins on the day the invitation is sent to the last known address or email address provided by the member. The convening of the meeting must name the subject-matter of the resolution (= the agenda).

(4) The vote is taken by a show of hands. If a vote in the meeting of members is requested by a full member or a contributing member, the vote is taken in writing and in secret by ballot. Decisions shall be adopted by a 2/3 majority of votes.

(5) Minutes must be taken of the meeting and the resolutions adopted. The minutes must be signed by the chairman of the meeting. Every member of the association has the right to read the minutes. The minutes must be made available within 4 weeks.

D) board and work group meetings

(1) For resolutions during board and work group meetings the regulation of the qualified 2/3 majority of the votes also applies, unless otherwise provided for in these articles of association. Representatives of full members and contributing members have only one (1) vote each. The meetings have a quorum if at least 2/3 of the members of the board/work group in question are present.

(2) Minutes must be taken of the meeting and of the resolutions adopted. The minutes must be signed by the chairman of the meeting. Every member of the association has the right to read the minutes. The minutes must be made available within 4 weeks.

E) Representation in boards

The seats on the executive board and the steering board are only assigned to full members. The seats in the other boards and work groups are only assigned to full members and contributing members. To ensure continuity in the composition of the boards, each full and contributing member must nominate a representative and deputy representative. Only one of them may attend a meeting at the same time. The person attending the meeting shall inform his deputy (if there is one) of the content of the meeting immediately afterwards.

## F) Steering board

### (1) General

(a) The steering board consists of at least three (3) and no more than ten (10) members. Only full members are represented in the steering board. Each member of the steering board may nominate no more than one (1) representative in the steering board. In the case of a fusion of two (2) members, both of which are full members, one seat in the steering board ceases to exist.

(b) A full member can retire from the steering board by providing the chairman of the steering board with a written notification.

(c) If a member of the steering board or his representative does not attend three (3) consecutive meetings of the steering board without being prevented from doing so for important reasons, the member loses his seat in the steering board without further notice.

### (2) The first steering board

For a period of two (2) years following the date of foundation, the first steering board shall be composed of the initiators.

### (3) Elections for the steering board

(a) Every two (2) years the entire steering board will be newly elected by the meetings of members. See § 7 C) on how to vote. Only full members can be elected to the steering board.

b) The chairman of the steering board and his two (2) deputies are elected by the members of the steering board. The term of the new steering board begins at the end of the meeting of members during which an election has taken place.

(c) A full member announces his candidacy for the steering board to the chairman of the steering board at least forty (40) calendar days prior to the meeting of members. The members are informed of all

candidates for open positions in the steering board at least thirty (30) calendar days prior to the meeting of members.

(d) If, after the election, not enough positions in the steering board were filled, the chairman of the steering board can invite full members to take part.

#### (4) Duties and responsibilities of the steering board

(a) The steering board has the right to decide on the organisation and management of the association (including allocating the management of the association to a company on a contractual basis) and to change the association's articles of association.

(b) The steering board coordinates the work of the other boards and defines their areas of work.

(c) The steering board controls and approves the budgets of the other boards and is responsible for preparing the overall budget of the association.

(d) The chairman of the steering board is also the association's spokesperson.

(e) The steering board is obligated to protect and safeguard the interests of all members of the association irrespective of person, size of the organisation and membership level.

#### (5) Voting rules

The decisions of the steering board pursuant to § 7 F 4 (a) must be passed unanimously; all other decisions require a majority of 2/3 of the votes cast.

#### G) Executive board

(1) The chairman of the steering board and his two (2) deputies form the executive board of the association in the sense of § 26 BGB [German Civil Code].

(2) Two (2) executive board members represent jointly.

(3) The steering board is responsible for the planning and implementation of the meeting of members.

(4) The steering board appoints the executive board for a period of two (2) years by election. It remains in office until the next executive board is appointed pursuant to the articles of association.

(5) The office of a member of the executive board ends with him terminating his membership in the association.



(6) If the steering board assigns the management of the association to an external service provider, this service provider is bound by the instructions of the executive board.

#### H) Other boards

##### (1) General:

In addition to the steering board, three (3) further boards will be formed: the technical board, the certification board and the communications board. These boards will be composed of no more than seven (7) representatives, at least four (4) of which are full members and three (3) are contributing members. Only full members and contributing members can appoint representatives to these boards. Each member can appoint no more than one representative to the other boards. Each member is entitled to have its subsidiaries take part in the activities of the association on its behalf. Each group of companies whose members stand in a subsidiary relationship to one another may only hold one (1) membership in the different boards.

##### (2) Other boards after foundation

In the initial period between the foundation of the association and the first meeting of members the other boards are considered established as soon as at least three full members or contributing members are available to join the board.

##### (3) Other boards – elections

The electoral procedure for the other boards is the same as for the steering board. See § 7 F (3),

##### (4) The tasks and responsibilities of the **technical board**

The technical board organises its work in accordance with the instructions of the steering board. Where required, the steering board forms technical work groups and provides a framework for the development of OSS-Association-Standards in the future, which the technical board manages. The technical board has the following duties:

- (a) The technical board receives contributions and (project) proposals directly from its members or through its work groups.
- (b) The technical board supervises and coordinates the developments of existing and future standards. A “standard” will be approved only after the technical board declares the technical specifications complete AND when at least three (3) independent manufactures are in fact able to offer products that meet these specifications.

(d) Before taking on a new area of work the technical board must obtain the consent of the steering board.

(e) The technical board supervises and manages the work in the area approved.

(f) The technical board develops and approves assignments for work groups or one/several person(s) organised under the technical board.

(g) The technical board obtains specification proposals for approved projects from the work groups which are submitted for approval.

(h) The chairman of the technical board is also the board's spokesperson.

(5) The tasks and responsibilities of the **certification board**

The certification board organises its work in accordance with the instructions of the steering board and within the scope of the main responsibilities listed below:

(a) The certification board develops and sets up a verification and self-certification process for OSS-compatible products.

(b) The chairman of the certification board is also the board's spokesperson.

(6) The tasks and responsibilities of the **communications board**

The communications board organises its work in accordance with the instructions of the steering board. This involves, inter alia, the planning of promotional activities of the association such as events, trade fairs, press releases and the website of the association as well as the management of advertising material. The communications board appoints one (1) person from among its members as PR spokesperson, who is responsible for external communication for the association. The chairman of the communications board is also the board's spokesperson.