



# **Articles of Association**

## **SMI Standard Motor Interface**

e.V.

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## **1 Name, domicile and financial year**

### **1.1 Name**

The association bears the name “SMI Standard Motor Interface” and is registered in the register of associations in Konstanz.

In accordance with the entry in the register of associations it bears the suffix “eingetragter Verein” (registered association) in the abbreviated form “e.V.”.

### **1.2 Domicile**

The association is domiciled in Konstanz Germany.

### **1.3 Financial year**

The financial year is the calendar year. The first financial year begins with the day of establishment and ends with the end of the calendar year in which the establishment takes place.

## **2 Purpose, activities and non-profit-making orientation**

### **2.1 Purpose of the association**

The purpose of the association is to support the distribution, application and further development of a communication interface between building management systems and drives for sunblinds and similar applications under the designation Standard Motor Interface, SMI.

The SMI Standard Motor Interface e. V. association owns the rights to all work results, to the documentation and to the SMI trademark. The members undertake to care for and develop the intellectual property in the sense of the objective.

### **2.2 Activities of the association**

The association pursues this purpose in particular by

- a) fostering the exchange of information about this interface with all interested parties and participation in the further design of the technical specification
- b) elaboration and adoption of technical specifications for the further development of the SMI interface.
- c) support for projects in connection with the SMI interface.
- d) informing the public about the technical status, the application and the further development of the SMI interface.
- e) organisation of the use of the association’s logo by companies or persons for products that fulfil the quality criteria defined by the association.
- f) ensuring the use of the SMI interface in compliance with the regulations by means of a certification process for products.
- g) regulation of access to the technical documentation.

### **2.3 Non-profit-making orientation**

The association is a non-profit-making association as defined in § 21 BGB (German Civil Code)

## **3 Membership**

### **3.1 Members of the association**

Members of the association can be:

- legal entities
- non-incorporated companies



- natural persons of full legal capacity
- if they support the goals of the association as:
- suppliers of drives and controllers with the SMI interface
  - suppliers of roller shutters or sun shading products or related products
  - planners or system vendors in the field of building automation or facade technology
  - users or operators in the field of building automation or facade technology
  - research institutes or associations
  - service providers in the field of building automation or facade technology

### **3.2 Acquisition of membership**

The prerequisite for the acquisition of a written application for membership, which must be addressed to the executive board. The executive board decides on the application for membership. In case of rejection of the application the board is not obliged to give the applicant any reason for the rejection. A rejection is indisputable. The entry becomes effective with the handing out of a written declaration of acceptance.

### **3.3 Termination of the membership**

The membership ends

- by means of a resignation, which must be declared to the executive board giving at least three months' notice to the end of the respective financial year.
  - by exclusion. A member can be excluded by the executive board only for cause. The executive board decides on this through a unanimous resolution of the members of the board. The excluded member can call a meeting of the members, which then makes the final decision with a simple majority of the votes cast. In the case of a meeting of the members regarding the exclusion of a member, this member is not eligible to vote.
  - due to death or – if the member is a legal entity or a non-incorporated company – due to its dissolution.
  - in the case of a substantial disregard of the regulations governing contributions, despite a reminder.
- Upon leaving, departing members have no claim to the association's assets or parts thereof.

### **3.4 Voting entitlement**

Each member has one vote in the meeting of members.

### **3.5 Rights of the members to use the SMI interface and the SMI brand**

The SMI Standard Motor Interface e. V. can grant trademark rights for the SMI interface to members who equip products with the SMI interface. The rights and obligations are governed by a trademark rights agreement. The acquisition of the trademark rights is connected with the payment of a once-only trademark rights fee. A member can have a product certified and registered only after acquiring the trademark rights. The rights to the use of the SMI interface and SMI trademark end on leaving the SMI Standard Motor Interface e.V.

### **3.6 Honorary membership**

A person who has rendered particular services in connection with the goals of the association can be appointed an honorary member on application. A resolution of the executive board and the advisory board is required in order to award honorary membership. The rights of the honorary member are derived from the contribution category according to Appendix 1. No member's contributions need be paid.

### **3.7 Compliance – proper conduct**

The members undertake to act in accordance with the law.



## 4 Contributions

A member's contribution is to be paid. The amount is determined by the meeting of the members. The contribution is to be paid by 31 March of a calendar year.

A fee is to be paid for the right to use the SMI interface and the SMI trademark. Its amount is determined by the meeting of members.

## 5 Elements of the association

### 5.1 Meeting of members

The meeting of members is the most senior element of the association. Each member has one vote in the meeting of members. A delegate can be authorised in writing to exercise the right to vote.

#### 5.1.1 Responsibilities of the meeting of members

The meeting of members is responsible for all affairs that are not to be attended to by the executive board. It is responsible for:

- acceptance of the budget and the annual accounts,
- acceptance of the annual report of the executive board,
- acceptance of the annual reports of working groups,
- election and dismissal of members of the executive board,
- election of the leaders of working groups,
- election of cash auditors,
- amendments to the Articles of Association,
- stipulation of member's contributions,
- stipulation of fees,
- establishment and dissolving of working groups,
- discharge of the executive board following submission of the cash auditor's reports,
- decisions on important affairs presented to the executive board for decision,
- exclusion of members,
- dissolution of the association.

#### 5.1.2 Execution of the meeting of members

The statutory meeting of the members takes place once per financial year. The executive board calls the meeting, giving four weeks' notice and at the same time sending an agenda. The invitation can be sent by email.

Extraordinary meetings of the members can be called by giving two weeks' notice. They must be called at the request of at least 25% of the statutory members. The invitation must be in writing in each case and must contain the agenda.

#### 5.1.3 Resolutions

Requests for the agenda of the meeting of members must have been received by the executive board in writing at the latest two weeks before the meeting. The meeting of members is quorate if at least 25% of the statutory members are present or have been entitled by transfer of the right to vote. If the meeting is inquorate, the executive board is obligated within four weeks to call a second meeting of members with the same agenda, which is then quorate irrespective of the number of members in attendance. This must be referred to in the invitation.

The meeting of members passes resolutions in general with a simple majority of the votes cast; abstentions are not counted.

A majority of 2/3 of the votes cast is required for an amendment to the articles of association.

Resolutions of an extraordinary meeting of members can also be passed without the physical presence of the members by means of an email vote, if the members agree to this method of passing resolutions. In this case the corresponding resolution proposal must be sent by email by a member of the executive board to all members of the association together with the question about the method of passing the resolution and setting an appropriate time limit. The members are to be informed about the result of the vote.



## **5.2 Executive board**

The executive board of the association consists of at least three members. The chairman of the board, a deputy and the treasurer shall be elected by vote. The deputy chairman shall simultaneously exercise the office of secretary. The general meeting however can also vote a fourth member to the board, who will then exercise the office of secretary.

The secretary must take down the minutes of each meeting of the executive board as well as each meeting of members; these are to be signed by him and the chairman.

The treasurer manages the association's cash and keeps a due account of all incomes and expenditures. He must report to the meeting of members following cash auditing by the cash auditors elected by the meeting of members.

The executive board is elected by the meeting of members for a period of two years. It remains in office until a new executive board has been elected, even after the expiry of its term of office.

The association is commonly represented by two members of the executive board.

Members of the executive board can be dismissed by a resolution of the meeting of members, which must be passed by a majority of at least 51% of the votes cast.

If a member of the executive board leaves during his term of office, the meeting of members elects a replacement member for the remainder of the executive board's term of office. The executive board performs its tasks on an honorary basis.

### **5.2.1 Responsibilities of the executive board**

The executive board is responsible for:

- organising and calling the meeting of members together with the drawing up of the agenda,
- hearing the advisory board,
- annual budget and annual accounts,
- annual report of the executive board,
- expenditure within the framework of the annual budget,
- deciding on the acceptance of new members,
- preparing requests for the attention of the meeting of members,
- ensuring the quality assurance of interfaces by means of certification and registration.

### **5.2.2 Special representative**

In addition to the Executive Board, the Association may appoint an office manager who shall conduct the business of the Association as a special representative in accordance with § 30 of the German Civil Code (BGB) and represent the Association externally in legal transactions within the scope of his or her duties. The business and powers of representation result from the appointment.

## **5.3 Advisory board**

The founding companies of the SMI-Arbeitskreis GbR, who are also members of the association, can delegate a representative to the advisory board. The advisory board advises the meeting of members and the executive board.

The advisory board elects a speaker and a deputy speaker from its members.

### **5.3.1 Responsibilities of the advisory board**

- advising the executive board and the meeting of members
- stipulation of additional items on the agenda of the meeting of members

### **5.3.2 Dissolution of the advisory board**

The advisory board is dissolved without replacement if less than three founding companies delegate a representative to the advisory board.

## **5.4 Working groups**

The meeting of the members can establish working groups and also dissolve them again. At least the SMI technology working group and the SMI marketing working group are to be formed. The order of the working groups is stipulated by the meeting of members.



### **5.5 Accounting and cash audit**

The association accounts are checked by two cash auditors who are elected from the circle of members by the meeting of members for the current financial year and may not be members of the executive board.

## **6 Confidentiality**

The members give their assurance that they will treat all information obtained or new findings gained in connection with the SMI Standard Motor Interface e. V. confidentially and will not directly or indirectly disclose them to third parties without prior written permission of the executive board and will not use them without agreement. Beyond that each member company will inform its employees, as well as its affiliated companies who wish to use the interface specification for their own products, only to such an extent as is necessary to achieve this goal and will also obligate these employees in the same way to confidentiality. Both internal employees and external suppliers are deemed to be employees.

If external companies are commissioned with development, or manufacturers with development or production, and the transmittal of confidential documents becomes necessary, then a non-disclosure agreement is to be concluded with the external company.

The information exchanged may be used exclusively for the agreed objective and for co-operation between the parties.

This agreement does not apply to information that was already known to the public or to the receiving member company at the time of sending the information, or to information that becomes accessible to the public after the sending of the information without the receiving member company being responsible, or to information which is the present state of the art, unless it was previously unusable in the existing combination.

## **7 Dissolution of the association**

The association can only be dissolved by a resolution of the meeting of members, for which a majority of 75% of the votes cast is required. The members must be invited to this meeting of members giving four weeks' notice and including the agenda.

### **7.1 Liquidation**

Unless the meeting of members appoints particular liquidators, the chairman and the deputy chairman shall act together as liquidators with the authority to represent. The liquidators must wind up the ongoing businesses. The remainder of the assets are to be transferred to the Industrieverband Technische Textilien - Rollladen - Sonnenschutz e.V. (Textile – Roller Shutter – Sunblind Industrial Federation – ITRS) for use for the IVRSA - Industrievereinigung Rollladen Sonnenschutz Automation (Roller Shutter Sun Shading Automation Industrial Association) – technical group.

### **7.2 Other reasons for dissolution**

The above regulations apply accordingly in the case that the association is dissolved for another reason or loses its legal capacity.

## **8 Coming into force**

The above Articles of Association are resolved by the founding meeting. They come into force as soon as the association is entered in the register of associations at the district court.

The Articles of Association are published in German and English. In case of interpretation of the Articles of Association, the German edition of the Articles of Association is legally binding.

