

Articles of Association

NAME AND REGISTERED OFFICE.

Article 1

The name of the Association is: PLCopen.
It has its registered office at Eindhoven.

Article 2.

1. The objects of the Association are to promote the development of compatible software for Programmable Controllers.
2. The Association endeavours to achieve those objects a/o. by:
 - application of the International Electrical Committee (IEC) standard 1131-3;
 - obliging members to supply or to use Programmable Controllers which operate in conformity with IEC standard 1131-3;
 - promotion of the standard in the market for Programmable Controllers;
 - the development of common implementation concepts;
 - the definition of conformance criteria and the designation of institutions for conducting conformity tests;
 - influencing the standardisation in the field of Programmable Controllers within international standardising organisations.

DURATION.

Article 3.

1. The Association is entered into for an indefinite period.
2. The fiscal year of the Association coincides with the calendar year, except that the first year of the Association extends from the date of formation of the Association until the end of December of the year of formation.

FUNDS.

Article 4.

1. The funds of the Association consist of the members' contributions and of any other income received.
2. Each member shall pay a contribution, the amount of which shall be fixed annually by the members at the annual general meeting.

MEMBERSHIP.

Article 5.

1. Organisations, companies as well as natural persons may become members of the Association, provided they support the objects of the Association as:
 - hardware-, software- or system suppliers;
 - system integrators;
 - users;
 - scientific institutions or organisations.
2. Admission to membership may be obtained after applying in writing to the Officers of the Association. Admission shall be decided by the Officers. If admission is not granted by the Officers, it may still be decided upon by the general meeting.

Article 6.

1. Membership shall terminate:
 - when the person, organisation or company dies, ceases to exist, is the subject of insolvency proceedings or has been declared bankrupt;
 - upon notice being given by the member;
 - upon notice being given on behalf of the Association;
 - upon expulsion.
2. Notice terminating membership may only be given by a member near the end of an association year. Such notice shall be given in writing and sent by registered mail, and must reach the secretary before the first of October. The secretary shall be bound to give written confirmation of receipt within eight days. If notice has not been given in due time, the membership shall continue until the end of the first following association year, unless otherwise decided by the Officers or unless the member cannot reasonably be required to allow his membership to continue. In the latter case membership terminates with immediate effect by notice of termination.
3. Notice terminating membership may be given by the Officers on behalf of the Association near the end of the current association year, observing a period of notice of at least one month, when the member, having been cautioned in writing, has failed to meet in full his financial commitments to the Association by the first of December or when the member has ceased to satisfy the requirements for membership which may at any time be imposed by the Articles. The Officers may give notice terminating a membership with immediate effect when the Association cannot reasonably be required to allow the membership to continue. Notice of such termination shall at all times be given in writing, stating the reason or reasons.
4. A member may only be expelled if he acts in a manner that is contrary to the Articles, rules or resolutions of the Association. Expulsion shall be pronounced by the Officers, who shall notify the relevant member without

delay and state the reason or reasons. The member concerned shall be entitled within one month after receiving notice of expulsion to appeal to the general meeting. During the period of such appeal and pending the decision thereon, the member shall be suspended. A decision by the general meeting to expel a member shall be taken by at least two thirds of the number of votes cast.

5. In the event of a membership termination in the course of an association year, for whatever reason or cause, the member shall still be required to pay the annual subscription in full, unless otherwise decided by the Officers.

OFFICERS.

Article 7.

1. The number of Officers shall be fixed by the general meeting, and shall not be less than three.
2. The Officers shall be appointed by the general meeting and shall be chosen from the members of the Association, it being understood that in case organisations or companies act as member of the Association a person belonging to the organisation or company concerned shall act as such.
3. The Officers shall be appointed for a period of two years with the possibility of reappointment, it being understood that period of appointment in no event will expire before the general meeting in the year in which the term of the appointment expires.
4. The Officers shall elect from among their number a secretary and a treasurer. The chairman shall be elected as such by the general meeting.
5. The general meeting may suspend or dismiss an Officer if it considers there are grounds for doing so. A resolution to that effect shall require a majority of at least two-thirds of the votes cast.
6. The Officers themselves shall at any time be entitled to resign provided they give written notice of resignation, observing a period of notice of at least three months.
7. In case in the number of Officers one or more vacancies have arisen, the remaining Officers, or the remaining Officer shall nevertheless constitute a legitimate number of Officers. In such a case the remaining Officers or the remaining Officer may fill the vacancy or vacancies on a temporary basis until the next general meeting by appointing of an Officer or Officers, provided that the number of the so appointed Officers shall be less than half of the number of officers.

Article 8.

1. The Officers are responsible for managing the Association.
2. The Officers shall meet as often as any one of their number considers necessary.
3. All decisions by the Officers shall be taken by absolute majority of the votes cast in a meeting in which more than half of the number of Officers is present or is represented.
4. The Officers may have represented themselves in a meeting by one of the other Officers, who has been authorised to that effect in writing before the start of the meeting. An Officer who has been so authorised in

writing is entitled to vote in the meeting on behalf of at most one other Officer beside his own vote.

5. The Officers shall be obliged to give the name of the Officer so authorised in writing to the chairman of the Officers or his deputy before the start of the meeting.
6. The chairman of the Officers shall preside over the meetings. In his absence or prevention one of the other Officers shall preside over the meeting.

Article 9.

1. The chairman together with one other Officer shall be empowered to represent the Association at law and otherwise.
2. The Officers shall be empowered to authorise other persons to represent the Association at law and otherwise in the manner and up to the amount specified in the resolution to that effect.
3. The Officers shall require the approval of the general meeting for contracting monetary loans, for purchasing, selling, encumbering, renting or hiring out real estate, and for agreements whereby the Association commits itself as a guarantor or joint debtor, becomes answerable for a third party or provides security for the debt of a third party.

COMMITTEES.

Article 10.

1. The Officers may decide to form one or more committees.
2. The Officers shall be responsible for the appointment and dismissal of committee members, and shall also determine the task, procedure and powers of the committee or committees.

GENERAL MEETINGS.

Article 11.

1. Within six months from the end of each fiscal year a general meeting (annual meeting) shall be held at which the Officers shall submit their annual report and, in presenting the financial statements, answer to the general meeting for the conduct of the Association's affairs during the past fiscal year.
2. The general meeting shall appoint every year, but ultimately 30 days before the annual general meeting, a committee consisting of at least two members which shall not form part of the Officers, or an independent auditor (public accountant), to draw up the financial statements for the Officers for the running or in a given case for the latest fiscal year elapsed. In case the examination requires special accounting knowledge the said committee may have itself assisted by an expert. During the annual general meeting the committee or the accountant respectively shall report about its findings.
3. The Officers are obliged to provide to the committee or to the accountant all desired particulars, to show, upon request, the funds and valuable assets of the Association and to give for examination the books and documents of the Association.
4. Approval of the financial statements by the general meeting shall discharge the Officers from liability for the conduct of the Association's affairs in the past fiscal year.

Article 12.

1. The general meeting shall be convened by the Officers by sending written notices to all members at least two but not more than four weeks in advance, the day of dispatch of the notice concerned and the day of the general meeting not being taken into account. The notice shall also include a list of the subjects to be dealt with.
2. In addition to the annual general meeting referred to above, general meetings may be held as often as the Officers deem necessary and must be held if requested in writing by one or more members - jointly entitled to cast at least one-tenth of all votes at a general meeting - specifying in detail the subjects to be dealt with.
3. Upon receipt of a request as referred to in paragraph 2, the Officers shall be bound to call a general meeting within a period not exceeding four weeks. If the Officers fail to call a meeting within fourteen days after receiving such a request, those submitting the request may themselves call that meeting in the manner in which the Officers convene the general meetings.

Article 13.

1. One permanent representative of each member shall have access to the general meeting, where he may cast one vote. Each representative shall be empowered to have his vote cast by another representative or his deputy duly authorised in writing.
2. Members should give the secretary due notice of the names of such representatives and deputy.
3. Voting on material matters shall be conducted orally, unless one of the members present at the meeting requests for voting in writing; voting in personal matters shall be conducted in writing.
4. Unless otherwise laid down in these Articles, valid resolutions may be adopted by absolute majority of the votes cast.
5. A unanimous resolution of all members, even though they are not present at a meeting, shall have the same force as a resolution of the general meeting, provided the Officers have been given due advance notice and provided the votes are made in writing, including by telegraph, telex or facsimile.
6. Meetings shall be presided over by the chairman of the Officers. In his absence or prevention, one of the other Officers shall preside over the meeting.
7. The chairman's judgement at a meeting that a resolution has been adopted shall be decisive.
8. Minutes of the business transacted at a general meeting shall be kept by the secretary or by a person present at the meeting, designated by the chairman.

ALTERATION OF ARTICLES OF ASSOCIATION.

Article 14 .

1. Alteration of these Articles shall only take place by resolution of the general meeting which was convened with the express notice that during the meeting alteration of the Articles of Association will be proposed.
2. A resolution to that effect may only be taken by at least two-thirds of the votes cast at a meeting where at least two-thirds of the members of the Association are present or represented.

WINDING UP AND LIQUIDATION.

Article 15.

1. The general meeting shall be empowered to wind up the Association.
2. A resolution to that effect may only be taken by at least three-fourths of the votes cast at a meeting where at least three fourths of the members of the Association are present or represented.
3. The liquidation shall be carried out by the Officers, unless other liquidators are designated by the general meeting.
4. The general meeting shall determine the appropriation of any remaining credit balance, which appropriation shall as far as possible be in keeping with the objects of the Association.

INTERNAL RULES.

Article 16.

1. By internal rules the general meeting may work out further regulations about the membership, the amount of contributions, the activities of the Officers, the meetings, the manner of exercising voting-powers and all further subjects which the general meeting desires to regulate.
2. Alteration of the internal rules may take place by resolution of the general meeting provided the request thereto has been submitted in writing by at least one-third of the members of the Association.
3. The internal rules shall not include any provisions which deviate from or which are contradictory to the provisions of the law or of these Articles, unless such deviation is permitted by the law or these Articles.

FINAL PROVISION.

Article 17.

Within the limits laid down by law and in these Articles, the general meeting shall have all powers not conferred upon the Officers or on others.