

# **Articles of Association of PROFIBUS Nutzerorganisation e.V.**

## **in the amended version of the resolution of the General Member Meeting on April 20, 2026**

### **§ 1 Name, domicile and fiscal year**

- (1) The Association is named PROFIBUS Nutzerorganisation e.V. ("PROFIBUS User Organization") and is registered in the Mannheim register of associations.
- (2) The domicile of the Association is Karlsruhe.
- (3) The fiscal year of the Association is a calendar year.

### **§ 2 Purpose, functions**

- (1) The purpose of the Association is to support the international distribution of a communications system for networking field devices under the name PROFIBUS. The Association shall pursue this purpose expressly by
  - Granting permission to companies or individuals to use the name "PROFIBUS" for products which satisfy the quality criteria established by the Association,
  - Fostering the exchange of information with all interested parties for the further drafting of the technical specifications,
  - Adopting technical specifications for the further development of PROFIBUS and developing recommendations for standards,
  - Supporting projects relating to PROFIBUS,
  - Informing the public on the state of the art, the use and further development of PROFIBUS.
- (2) The Association shall, where appropriate, also pursue the purpose by establishing regional associations and collaborating with other support communities and professional associations.
- (3) Resources of the Association may only be used for purposes consistent with the Articles of Association. The members shall receive no benefits from the resources of the Association in their capacity as members. No person may be benefited by disbursements that are foreign to the purpose of the Association or by disproportionately high compensation.

### **§ 3 Membership**

- (1) Members of the Association may be
  - a) legal entities
  - b) partnerships
  - c) natural personsif they support the purposes of the Association as
  - Suppliers of devices, systems, infrastructure, development environments, and tools
  - Planners, system integrators, and service providers
  - Users and operators
  - Research institutions and associations.
  - d) Students and apprentices (passive members)
- (2) Membership is acquired through a written declaration of enrollment, the acceptance or rejection of which is decided by the Board of Directors without giving reasons.
- (3) Membership ends:
  - a) by voluntary resignation, which is permitted at the end of the fiscal year upon three months' notice and must be declared in writing.

- b) by expulsion. A member who substantially impairs the Association purposes may be expelled by the Board of Directors. The expelled member may appeal to the General Member Meeting, which shall have the final decision.
- c) by death or by dissolution of the legal entity or partnership.
- (4) Upon retirement, former members have no claim to the Association's assets or portions thereof.
- (5) Each member shall have one vote at the General Member Meeting.

### **§ 4 Dues**

- (1) The financial resources for conducting Association functions shall be raised through member dues and other voluntary contributions.
- (2) The annual General Member Meeting shall determine member dues by adoption of a dues system.

### **§ 5 Executive and Supervisory Bodies**

- (1) The executive and supervisory bodies are the Board of Directors, the Advisory Board, the Committees and the General Member Meetings.

### **§ 6 Board of Directors**

- (1) The Board of Directors of the Association shall consist of a minimum of the chairperson and two vice-chairpersons, whose order shall be established at the election; one of the Board of Directors members shall be the treasurer, another the secretary.
- (2) The Board of Directors is elected by the General Member Meeting for a term of three fiscal years. Only representatives of active members are eligible to vote. It shall remain in office until the close of the term in office following the annual General Member Meeting. The outgoing Board of Directors shall remain in office until the election of a new Board of Directors.
- (3) The Association shall be represented by two members of the Board of Directors, one of whom is the chair person.
- (4) The General Member Meeting may remove a Board of Directors member for cause, particularly in the event of gross neglect of duty. Resolutions for this purpose may only be made if they are on the agenda in the call to the General Member Meeting.
- (5) If a member of the Board of Directors leaves during the term of office, the Advisory Board may elect a replacement member for the time up to the next General Member Meeting. The General Member Meeting elects the replacement member for the remaining term of office of the Board of Directors.
- (6) The Board of Directors performs its functions without salary.

### **§ 7 Advisory Board**

- (1) The Advisory Board of the Association shall consist of the Board of Directors, the heads of the Committees and at least five elected members.
- (2) The Advisory Board members to be elected are elected by the General Member Meeting for a term of three years each. Only representatives of active members are eligible to vote. The term of office is consistent with that of the Board of Directors. The outgoing Advisory

Board shall remain in office until the election of a new Advisory Board.

- (3) The Board of Directors supervises the Advisory Board.
- (4) The General Member Meeting may remove an Advisory Board member for cause, particularly in the event of gross neglect of duty (in accordance with § 3 (3) b)).
- (5) The Advisory Board performs its functions without salary.

#### **§ 8 Rights and duties of the Board of Directors and the Advisory Board**

- (1) The Board of Directors and the Advisory Board are responsible for management, execution of resolutions of the General Member Meeting and management of the Association's assets. The Board of Directors calls and conducts the General Member Meeting. The secretary shall keep minutes of each meeting of the Board of Directors and of each General Member Meeting, which shall be signed by him as well as the Board of Directors chair person. The treasurer shall manage the funds of the Association and keep a proper account of all receipts and disbursements. He shall make an accounting to the General Member Meeting after audit by the respectively appointed auditor (§ 10).
- (2) The Advisory Board may appoint Committees to perform special functions. These shall be confirmed by the General Member Meeting.
- (3) The head of the Committee shall be appointed by the Advisory Board.
- (4) A Committee shall be dissolved by the Advisory Board after performing its functions.

#### **§ 9 Participation in and Formation of Legal Entities**

- (1) Upon a proposal by the Board of Directors, the Association is authorized to acquire an interest in other legal entities or to establish legal entities itself, in particular limited liability companies (GmbH), if this serves the Association's purpose.
- (2) A prerequisite for acquiring an interest in or establishing a legal entity is that the economic activities of the legal entities in which the Association holds an interest, or of the legal entities established by the Association, are separate from the association's non-profit activities; that the Board of Directors retains full control over all activities of these legal entities; and that the purposes of these legal entities support and do not jeopardize the Association's purpose.

#### **§ 10 General Member Meeting**

- (1) The annual General Member Meeting shall take place once per fiscal year. Special General Member Meetings shall be called when decided by the Board of Directors or when requested by one-fourth of all members in writing.
- (2) A regular General Member Meeting shall be called upon four weeks' notice and a special General Member Meeting upon two weeks' notice. The day of mailing the call and the day of the meeting shall not be counted in the notice period. The call must be made in writing and include the agenda.
- (3) The Board of Directors decides whether a General Member Meeting will be held in person or virtually.
- (4) The Board of Directors chairperson shall preside over the General Member Meeting or, if he is prevented from so doing, one of his vice-chairpersons.

- (5) Each member shall have one vote at the General Member Meeting. The members are entitled to be represented at the General Member Meeting by a member of the delegating body who has been furnished with a written proxy.
- (6) The General Member Meeting has a quorum when it is properly convened.
- (7) The General Member Meeting adopts the rules of procedure for the Board of Directors and the Advisory Board. Resolutions for this purpose may only be made if they are on the agenda in the call to the General Member Meeting.
- (8) The General Member Meeting adopts its resolutions by a simple majority of the valid votes cast. The General Member Meeting shall decide on the establishment of the Legal Entity or participation therein by two-thirds majority of the valid votes cast. A majority of three-fourths of valid votes cast is required to amend the Articles of Association or dissolve the Association. Resolutions for this purpose may only be made if they are on the agenda in the call to the General Member Meeting.
- (9) The secretary shall keep minutes of each General Member Meeting which shall be signed by the chairman of the meeting and the secretary.

#### **§ 10 Audit**

- (1) The accounting of the Association shall be audited by two auditors appointed from among the members for the current fiscal year by the General Member Meeting; they may not be members of the Board of Directors.

#### **§ 11 Dissolution of the Association**

- (1) A resolution to dissolve the Association may only be adopted at a special General Member Meeting that is convened for this purpose upon four weeks' notice.
- (2) If the General Member Meeting does not appoint special liquidators, the Board of Director's chairperson and one of his vice-chairpersons shall be jointly authorized liquidators.
- (3) The liquidators must liquidate current operations. The remaining assets shall be transferred to nonprofit organizations that conduct or support research in the field of computer science or pursue purposes similar to those of the liquidated Association.
- (4) The above provisions shall apply accordingly in the event that the Association is dissolved for another reason or loses its legal capacity.

#### **§ 12 Effective date of the Articles of Association**

The foregoing amended Articles of Association were adopted by the General Member Meeting on April 20, 2026. They shall be effective upon registration in the register of associations at the District Court of Mannheim.

Hanover, April 20, 2026

The Board of Directors