



Articles of Association of DLMS User Association (a not for profit Association)

1. Terms and Definitions

1.1 Association

The DLMS User Association or DLMS UA

1.2 Association's Programs

The Association's Programs are events or activities available to all Members upon payment of a Member's participation fee at the Member's discretion, dedicated to disseminate the know-how and the best practices using and implementing the Protocol, according to the Protocol's specifications and guidelines and incentive the market penetration of interoperable products.

1.3 Auditor

Independent qualified persons appointed to examine the accounts and financial statements of the Association.

1.4 Chairman and Vice-Chairman

Chairperson and Vice-Chairperson of the Board of Directors.

1.5 Boards, Committees, Subcommittees, Task Forces and Working Groups

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Group of Members called Boards, Committees, Subcommittees, Task Forces and Working Groups created from time to time by the Board of Directors to manage matters such as, but not limited to, the Association's Strategy, the development and maintenance of the Protocol, pre-Qualification and Qualification tools specifications, methodologies and test criteria.

1.6 Director

A natural person elected to the Board of Directors by the Nominee Directors.



1.7 Executive Director

A natural person appointed and reporting to the Board of Directors.

1.8 General Meeting

Meeting to which all Members of the Association are invited.

1.9 In Good Standing

Current Member of the DLMS UA having paid all necessary yearly fees to the Association or has confirmed reciprocal rights to the Board of Directors in the case of Associate Members and has fulfilled all its procedural obligations to validate its membership status.

1.10 Majority

More than 50% of votes cast by those eligible to vote conditioned in some situations by the Quorum.

1.11 Members' Classes and Membership Levels

Categories of Members having specific rights, powers, duties and obligations defined by the Internal Regulations (Bylaws).

1.12 Member

Member of the Association.

1.13 Membership

The state or status of being a member of the Association having specific rights, powers, duties and obligations defined by Membership class.

1.14 Membership fee

Contributions paid by the Members for the yearly subscription of Membership.

1.15 Member Contributions

Contributions paid by the Members for participating to the Association's Programs.



1.16 Nominee Director

A Nominee Director is a natural person appointed to the Board of Director by a Promoter Member.

1.17 PlugFest

Event organized by the Association for Members to meet and utilise Association's infrastructure and tools, made available for performing pre-Qualification product testing as defined in the Internal Regulations (Bylaws) for the purpose of sharing Members' Protocol implementation experiences.

1.18 President

President of the DLMS UA.

1.19 Promoter Member

Membership class with the right to appoint a Nominee Director as a member of the DLMS UA Board of Directors.

1.20 Protocol

Set of specifications implemented by Members into their products to ensure compliance and compatibility with International and industry standards.

1.21 Qualification Program

Conformance testing program based on the Association's infrastructure and tools, used to certify compliance and compatibility of submitted products against the Protocol to guarantee the interoperability, and define and assess the administrative and legal conditions required to use the Association's certification trademark. Certified products may receive a conformance certificate, have the possibility to be listed in a published register of such certified products, as operated by the DLMS UA and can carry the Association's certification trademark.

1.22 Secretary

Secretary of the Board of Directors.

1.23 Training



Online tools or live events developed and organized by the DLMS UA, publicly available but at privileged conditions for DLMS UA's Members to learn how to use and implement the DLMS/COSEM protocol.

2. Name

Under the name of the "DLMS User Association" exists a non-profit making association (Verein) in the sense of articles 60 to 79 of the Swiss Civil Code. This Association is an independent legal entity with legal capacity. Its duration is unlimited.

2.1 Registered Office

The principal registered office is situated in Sursee – Luzern Canton, Switzerland.

2.2 Official language

The Official language of the Association shall be English and as such apply to all correspondence and documentation, except when another language is required for legal reasons.

3. Objects and purposes

3.1 Objectives

Specifically, by way of example and not by way of limitation, the Association will develop and promote standardized communication Protocols based on DLMS (Device Language Message Specification) and COSEM (Companion Specification for Energy Metering) and their evolutions for the objective to grow the installed base of interoperable products by:

- a. developing, administering, and promoting Protocol specifications that can be widely adopted in the industry and by International Standardization bodies, in order to enhance the demand for compatible and interoperable products that comply with such specifications;
- b. administering certain licenses for the use of trademarks, copyrights, and other intellectual property ("IP");
- c. collaborating with National, European and International Standards Development Organizations (SDOs), with the task of standardizing the Protocols according to different international regional needs;



- d. promoting the Protocols to a broad international audience of potential users, standards bodies and academic institutions by participating in exhibitions, conferences, symposiums and such similar international and regional events ;
- e. developing and making available pre-Qualification and Qualification's tools, Qualification's conditions, criteria and methodologies for accepting product Qualification submission and test results, perform Qualification assessments to qualify products;
- f. developing Training tools;
- g. organizing innovation events with academic institutions to promote innovation using the Protocol;
- h. developing and organizing the Association's Programs available only to Members, such as but not limited to:
 - i. organize exchange of experiences concerning the Protocol's implementation amongst Members of the Association by participating in the Association's PlugFest Program;
 - ii. provide Members with a Product Qualification Certificates of compliance and compatibility and authorize qualified products to carry the certification trademark and embed the Association's IP when participating successfully to the Association's Qualification Program or accredit third party legal entities to perform the Association's Qualification Program;
 - iii. provide Members with Training sessions to enhance the awareness of best practices to implement and use the Protocols in diversified applications and products, through the Association's Training Program or accredit third party legal entities to perform Training Program;

4. Membership

4.1 Members' Classes

The Association is composed of four Members' classes:

- a. Promoter Member's class
- b. Full Member's class



- c. Adopter Member's class
- d. Associate Member's class

4.2 Members' Classes rights and duties

The voting rights, powers, duties and obligations of each Member's Class, and each Membership Level within such classes, are as set forth in the Internal Regulations (Bylaws) and as established from time to time by the Board of Directors, however:

- a. neither the Associate nor the Adopter Members' class of the Association have any voting rights with respect to matters of the Association, except for the items listed in these Articles of Association from Art 6.3.e to Art.6.3.g.
- b. certain limited voting rights of Adopters and Associate Members of the Association who are Members of Committees, Subcommittees or Working Groups with respect to certain matters that come before such Committees, Subcommittees or Working Groups may be granted as defined in the Internal Regulations (Bylaws).

4.3 Membership fees

The Membership fees are composed of an obligatory basic yearly fee to have the right to be a Member of the Association and Members' contributions upon individual Member's discretion for participating to the Association's Programs. Membership fees and Member Contributions paid by each Membership Class and each Membership Level within such classes, are set forth in the Internal Regulations (Bylaws).

4.4 Membership admission, suspension, and termination

- a. Membership shall be open to any legal entity, person or association having similar goals and interests, that should:
 - i. support the objectives of the Association as stated in these Articles of Association; and
 - ii. fulfil any admission criteria for each Members' Class, and each Membership Level within such classes as defined in the Membership Agreement and Internal Regulations (Bylaws).



- b. Membership admission, suspensions and termination conditions are as set forth in the Internal Regulations (Bylaws).
- c. Breach of the Membership's Agreement between the DLMS UA and a Member, may cause the termination of the Membership if so moved by the Board of Directors, and such motion calls for the immediate and temporary suspension, pending full termination, which must be confirmed by the General Meeting.

5. Constituent bodies of the Association

The constituent bodies of the Association are:

- a. the General Meeting;
- b. the Board of Directors;
- c. the Auditor.

6. The General Meeting

6.1 Timing and frequency

The General Meeting shall be held once per year at a date decided upon by the Board of Directors, not later than 3 months after the close of the fiscal year of the Association.

6.2 Place and format of Meetings

The place of the General Meeting or General Meeting via secure remote electronic means and secure online voting shall be decided by the Board of Directors.

6.3 Powers of the General Meeting

In accordance with the Swiss Civil Code the General Meeting has the following powers:

- a. Approval of the annual report and of the statement of the Auditor;
- b. Granting release to the members of the Board of Directors;
- c. Enactment and amendment of the Articles of Association;
- d. Vote on Promoter Members' admission and election of the Auditor;



- e. Dismissal of any member of the Board of Directors by good cause;
- f. Exclusion of Members for Membership's Agreement breach;
- g. Dissolution of the Association.

The power to appoint members of the Board of Directors lies with the Promoter Members which are admitted by the General Meeting according to sec. d above.

6.4 Quorum

The quorum is met if at least 50% of Full Members In Good Standing and entitled to vote at the time of the General Meeting, or if this is not met 75% of the Board of Directors in office at the time of the General Meeting shall be present.

6.5 Chairing a General Meeting

The Board of Directors may appoint a chairperson for the General Meeting. This role is normally fulfilled by the President. In case she/he is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start;

- a. the Nominee Directors present, or Directors (if no Nominee Directors are present), at the General Meeting must appoint a representative of a Promoter or Full Member to chair the meeting;
- b. and the appointment of the chairperson of the meeting must become the first resolution voted by the General Meeting.

The person chairing a General Meeting in accordance with this article is referred to as "the Chair".

6.6 Voting and Eligibility

Each Member as per these Articles of Association Art.4.2 In good standing of the Association and eligible to vote shall have one (1) vote and the vote shall be cast by the official representative of the Member or by a nominated proxy.

A decision of the General Meeting requires a Majority of the quorum. A resolution concerning the dissolution of the Association or a change or amendment of these Articles of Association requires 2/3 positive votes of the quorum.



6.7 Errors and Disputes

No objection may be raised to the qualification of any person voting at a General Meeting except at the meeting or adjourned meeting at which the objectionable vote is cast, and every vote not disallowed at the meeting is valid. Any such objection must be referred to the Chair.

This clause does not affect the legal right of any Member to challenge in court, any resolution of a General Meeting, to which they did not consent and is in contravention of the Swiss law or these Articles of Association.

6.8 Private ballot votes

Private ballots must be taken immediately and in such manner as the Chair of the meeting directs

- a. A private ballot on a resolution may be demanded:
 - i. in advance of the General Meeting where it is to be put to the vote; or,
 - ii. at a General Meeting, before a show of hands on that resolution.
- b. A private ballot may be demanded by:
 - i. the Chair of the meeting; or
 - ii. the Nominee Directors or,
 - iii. two or more persons having the right to vote on the resolution
- c. A demand for a private ballot may be withdrawn if:
 - i. the poll has not yet been taken, and
 - ii. the Chair of the meeting consents to the request of such withdrawal.

6.9 Voting by proxy and by correspondence

Members of the Association may be represented at the General Meeting by their Official Representative or by another Member of their organization authorized to represent the Member. If a Member wishes to be represented at a General Meeting by a Proxy then this person must be made known to the Secretary and/or the Chair of the General Meeting at least 1



day in advance of the General Meeting. At the General Meeting the Proxy has to give written proof that they are representing the corresponding Member. Whereas as deemed appropriate by the Board of Directors matters at the General Meeting may be deferred for ballot by correspondence. Any such matter shall be balloted for a minimum period of ten (10) days and the results of such ballot shall be announced at a General Meeting, or by correspondence to all Members eligible to attend the General Meeting.

6.10 Minutes of the General Meeting

The Minutes of the General Meeting shall be taken by a person appointed by the Chair of the General Meeting. Minutes of the General Meeting shall be made accessible to the Members within 4 weeks after the General Meeting.

6.11 Extraordinary General Meetings

An extraordinary General Meeting shall be held;

- a. on request of 1/5 of the Members as registered and In good standing at the time of the request; or,
- b. on request of the Auditor; or,
- c. on a request by the Board of Directors; or
- d. on a request of the Executive Director or President.

6.12 Action without Meeting

- a. Any business that may be conducted at a General Meeting may also be conducted without a meeting by written ballot distributed to every Member entitled to vote on such a matter.
- b. In certain situations, as deemed appropriate by the Board of Directors, matters at the General Meeting may be deferred for ballot by correspondence as per this Article. Any such matter shall be balloted for a minimum period of ten (10) days and the results of such ballot shall be announced within four (4) weeks after close of the ballot by correspondence to all Members eligible to attend the General Meeting.
- c. Approval by written ballot shall be valid only when:



- i. the number of votes cast in the ballot by Members entitled to vote, by the closure of the ballot equals or exceeds a quorum of the Members required by these Articles of Association for such business; and,
 - ii. the number of approvals equals or exceeds the number required to approve the same action at a meeting where the same number of votes recorded was identical
- d. All ballots shall be distributed to all Members entitled to vote, shall clearly specify the action for vote, the closure time of the ballot, the number of votes required to meet quorum and the quantity of positive votes required to pass the ballot expressed in a percentage.

7. The Board of Directors

7.1 Composition of the Board of Directors

- a. The Board of Directors is composed of:
 - i. Nominee Directors; and
 - ii. Directors.
- b. Each Promoter Member has the right to appoint a natural person as Nominee Director as a Member of the Board of Directors for one year, reappointment is possible.
- c. A Director must be a natural person representing a Full Member in the Association and is elected by the Nominee Directors for one year, re-election is possible.

7.2 Number of members in the Board of Directors

The Board of Directors of the Association shall consist of a minimum of five (5) up to the maximum number of Nominee Directors specified in the Internal Regulations (Bylaws), and a minimum of none (0) up to the maximum number of Directors specified in the Internal Regulations (Bylaws), both maximum numbers may be increased or decreased pursuant to a change to the Internal Regulations (Bylaws) of the Association.

7.3 Board constitution

The Board of Directors can be immediately constituted as of approval of these Articles of Association and the approval of the Promoter Members' admissions by the General Meeting.



7.4 Board of Directors quorum

The Board of Directors' quorum is equal to a Majority of the Board of Directors eligible to vote.

7.5 Board of Directors voting rights

- a. Unless differently defined in these Articles of Association or in the Internal Regulations (Bylaws), any resolutions or any matter of the Association voted in the Board of Directors is carried by a Majority vote of the quorum.
- b. Each Nominee Director and Director has one vote and their voting rights are set forth in the Internal Regulations (Bylaws).
- c. Nominee Directors rights are:
 - i. For voting in the Board of Directors, effective as of the eligibility of the Promoter's application has been voted by the Nominee Directors in office at the time of the vote.
 - ii. For the external representation rights, effective at the Nominee Directors', signature registration at the Commerce Register (Handelsregister) as necessary. The Signature registration process can be started only after the Promoters' membership admission has been voted by the General Meeting. The signature registration of the Nominee Director is an obligation after admission by the General Meeting.
- d. Directors rights are:
 - i. For voting in the Board of Directors, effective as of the Director's application has been voted by the Nominee Directors in office at the time of the vote.
 - ii. For the external representation rights, effective at the Directors signature registration at the Commerce Register (Handelsregister) as necessary. The signature registration process that can be started only after the Director's application has been voted by the Nominee Directors in office at the time of the vote. The signature registration of the Director is not an obligation.

7.6 Nominee Directors and Directors eligibility, appointment, removal, vacancy and resignation



- a. Subsequent to the Board of Directors constitution, after the vote of these Articles of Association, Nominee Directors and Directors, respectively appointed and elected for a Board of Directors position:
 - i. must fulfil the eligibility and appointment criteria set forth in the Internal Regulations (Bylaws); and
 - ii. can both be dismissed by the General Meeting; and
 - iii. Directors are elected by the Nominee Directors; and
 - iv. Nominee Directors are appointed and removed as set forth in the Internal Regulations (Bylaws).
- b. In case of a vacancy caused by a removal or a resignation of one or more Nominee Directors or Directors that would cause a situation where the Board of Directors quorum is not met, the Board of Directors has the obligation to remedy to this situation within sixty (60 days). Failing to remedy to this situation that would stop the Board of Directors from operating, the Board of Directors have the empowerment to vote an amendment of the Internal Regulations (Bylaws) adjusting the numbers of Nominee Directors and Directors corresponding to the Nominee Directors and Directors numbers present at the time of the resolution vote.
- c. Should the amendment of the Internal Regulations (Bylaws) cause the Nominee Directors' number being inferior of the minimum thresholds set in Art. 7.2 of these Articles of Association, the Board of Director has the obligation to call for an extraordinary General Meeting to correct the defect within the thirty (30) days.

7.7 Powers

Subject to the limitations of these Articles of Association, and the Swiss Civil Code, and subject to the duties of Nominee Directors and Directors as prescribed by these Articles of Association and in the Internal Regulations (Bylaws), the management of the affairs of the Association is vested at all times in the Board of Directors of the Association.

The powers of the Board of Directors include but are not limited to:

- a. the daily business of the Association. It prepares the annual report, the Financial closing of the fiscal year and all the document needed to support any items that will be proposed in the agenda of the General Meeting; and



- b. verify appointment and eligibility criteria as set forth in the Internal Regulations (Bylaws) of Promoters Members, Nominee Directors and Directors; and
- c. select and remove any officers, agents, employees and contractors, and fix reasonable compensation thereof, to authorize and empower officers, agents, employees or contractors to enter into contracts and other commitments on behalf of the Association, and to appoint and delegate responsibilities and authority to committees, officers and agents; and
- d. establish and vote the Internal Regulations (Bylaws) of the Association; and
- e. represent the Association for exterior matters. For legal and financial matters, two signatures are required. In the case of legal representation, two (2) Nominee Directors shall be nominated; and
- f. maintain and manage of the Association's long-term strategy, annual objectives, priorities and measures of performance against those objectives; and
- g. Appoint, manage, and dismiss the Executive Director; and
- h. Appoint, manage, and dismiss the President, function usually but not obligatory combined with the Executive Director function; and
- i. Election of a Chairman and Vice Chairman from among its Nominee Directors' for a term of one (1) fiscal year (unless directorship is prematurely terminated pursuant to the Internal Regulations (Bylaws)), re-election is possible. The Chairman has a casting vote in the Board of Directors; and
- j. Appointment of a Secretary, who should not be a member of the Board of Directors nor the Executive Director, whom can be a Full Member of the Association unless decided differently by the Board of Directors. The Secretary assumes administrative and executive functions in compliance with the decisions of the Board of Directors and shall not be of the same Member's company as the Chairman or Vice Chairman.

7.8 Fees and Compensation

Directors shall serve without compensation from the Association, but by resolution of the Board of Directors, may be reimbursed for reasonable expenses paid while acting on behalf of the Association and/or expenses incurred in attending meetings of the Board of Directors. Nothing herein contained shall be construed to preclude any Director from serving the Association in



any other capacity. Decisions regarding such additional appointments to serve in exchange for compensation shall be pursuant to Art. 68 of the Swiss Civil Code.

7.9 Chairman and Vice-Chairman

The Chairman and Vice-Chairman shall be a Nominee Director and are elected as per the Internal Regulations (Bylaws) and shall preside at all meetings of the Board of Directors. Subject to the control of, and in conjunction with the other Nominee Directors and Directors, the Chairman shall lead the Board of Directors in establishing the Association's long-term strategy, annual objectives and priorities and in establishing the measures of performance against those objectives. The Chairman shall serve as an ex officio voting member of any committees, shall have the authority to represent the decisions of the Board of Directors and shall have such other powers and duties as may be designated from time-to-time by the Board of Directors. The Vice-Chairman should serve as chairperson in the Chairman's absence, or when a motion involving the chairperson is being discussed.

8. Officers

8.1 Officers

The officers of this Association are appointed by the Board of Directors and shall be the, Secretary and President and Executive Director. Other officers may be appointed by the Board of Directors at their discretion. Other Officers of the Association may be any person nominated by the Board of Directors and nothing herein shall require such individual to be a Nominee Director, a Director or an Association's employee or duly authorized representative of any Member of the Association.

8.2 Officers powers, duties, obligations, eligibility, appointment, removal, vacancy and resignation

The powers, duties, obligations, eligibility, appointment, removal, vacancy and resignation of each Officer beyond those set by the Swiss Civil Code and by these Articles of Association, are set forth in the Internal Regulations (Bylaws) and may be amended from time to time by the Board of Directors.

8.3 Executive Director



The Executive Director shall be appointed by the Board of Directors and serve as a representative and a leader of the Association. The Executive Director shall be responsible for acting on the directions and decisions as provided by the Board of Directors and for managing, directing, and supervising all the Association's operational activities as defined in the Internal Regulations (Bylaws). She/He should represent the Association locally with the Public Authorities, internationally at any promotional event or when needed in other standardization bodies or similar Associations.

8.4 President

The President should be resident in Switzerland and her/his tasks are:

- a. chair the General Meetings and any other Extraordinary General Meetings requested by Members as per these Articles of Association or by the Board of Directors.
- b. supervise the Internal Regulations (Bylaws) compliance voted by the Board of Directors and use of veto power in case of incompliance with the Swiss Law, the Swiss Associations best practices and the Articles of Association. The veto resulting from incompliance should be documented to the attention of the Chairman, who should take actions to correct the defect causing the incompliance.
- c. supervise the Board of Directors decisions on any matter related to the Association and use of veto power in case of incompliance with the Swiss Law, the Swiss Associations best practices, the Articles of Association or the Internal Regulations (Bylaws) on any decision or resolution made, in particular but not limited to in the case of "incompliance with personal duties" against the interest of the Association.
- d. the President's veto resulting from incompliance should be documented to the attention of the Chairman, who should take actions to correct the defect causing the incompliance.
 - i. should the Chairman fail to remedy within a reasonable time to the incompliance defect, the President has full authority to call for Board of Directors vote on a resolution describing the incompliance and calling for a written information about the incompliance defect to be sent to all Association's Full Members.
 - ii. the Board of Directors by unanimous vote of the resolution under Art. 8.4.d. of these Articles of Association can override the President's veto by implementing the result of the voted resolution within 5 days from the date of the vote.



9. Working Groups, Committees, Subcommittees and Task Forces

9.1 Formation and dissolution

Working groups, Committees, Subcommittees and Task Forces may be formed to action or perform specific tasks or duties and may also be dissolved by the Board of Directors as set forth in the Internal Regulations (Bylaws).

9.2 Operation, and reporting

Subject to the limitations of these Articles of Association, Boards, Working groups, Committees, Subcommittees and Task Forces are governed by the Board of Directors as set forth in the Internal Regulations (Bylaws).

10. The Auditor

The Association shall submit its accounts to a full audit by external auditors in compliance with the Art.69 al.b of the Swiss Civil Code and with the Art.6.3 of these Articles of Association.

11. Finance

11.1 Funding

In order to pursue the purpose of the Association, the Association has at its disposal the Membership basic fees and Member's Contributions to participate to the Association's Programs.

11.2 Fiscal Year

The fiscal year of the Association shall start on 1st January and end on the 31st December.

12. Liability, transferability and dissolution

12.1 Liability of Members

Any liability of the Members shall be limited to the total value of the assets of the Association. No Member shall be held personally responsible for the debts, liabilities and obligations of the Association in compliance with the Swiss Civil Code.



12.2 Transferability

Pursuant to Article 70 of the Swiss Civil Code no Member may transfer for value or otherwise their Membership of the Association or any rights pertaining to such Membership, furthermore all rights of Membership shall cease upon Member's insolvency, dissolution or other such cause of termination as specified in the Internal Regulations (Bylaws). In the case of a Member Company's merger or acquisition, the rights and obligations of Membership shall be continued to the new legal entity, with the restrictions that may apply such anti-trust obligations as defined in the Internal Regulations (Bylaws).

12.3 Distribution of assets upon dissolution

In the case of the dissolution of the Association, and after all liabilities debts and due payments have been paid or have adequately accounted for, the Board of Directors shall;

- a. waive or transfer any intellectual property rights, trademarks, logos, and copyrights owned by the Association to another not-for-profit organization as deemed suitable by the Board of Directors; and
- b. the remaining available assets balance should be transferred to a non-profit organization pursuing public interest goals similar to those of the Association and likewise benefiting from tax exemption; and
- c. Under no circumstances should the assets be returned to the founders or Members. Nor should they use a part or a total of assets for their own benefit.

13. Taking Effect

These revised Articles of Association shall enter into force immediately after successful resolution of a General Meeting agreeing to their adoption, unless some other time-based or event-based trigger is so specified in the agreed resolution. These Articles of Association replace the Statutes registered on the 14th October 2016.

The original version of the Articles of Association is in the English language.