
Preamble

The Safety Alliance is an open forum for manufacturers, users, end customers, and service providers of hardware and software technologies, devices, tools, and solutions in the context of functional safety appliances for all industries. The purpose of the Safety Alliance is to support, promote and advance open safety solutions based on the safe software technology components SAFEPROG and SAFEOS which are manufacturer-independently certified according to IEC 61508.

The Safety Alliance is constituted as a non-registered association ("nicht eingetragener Verein") according to German Law.

1. Name, Seat, Fiscal Year, No Registration

- 1.1. The Association is named "Safety Alliance".
- 1.2. The seat of the Association is Langenbruch 6, 32657 Lemgo, Germany. The Association shall not be registered.
- 1.3. The fiscal year is the calendar year.

2. Purpose

The purpose of the Association is to support, promote and advance open safety solutions for all industries based on a common technology platform with the safe software technology components SAFEPROG and SAFEOS which are manufacturer-independently certified according to IEC 61508. In connection with the ongoing development, further safe software technology components can become part of the common technology platform.

3. Membership

- 3.1. Members of the Association are:
 - Ordinary members
 - Extra-ordinary members
 - Honorary members
- 3.2. Ordinary members: all companies, corporations, associations and the like (but no natural persons) who are prepared to support the aims and objectives of the Association.

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- 3.3. Extra-ordinary members (non-voting): experts whose professional abilities may promote the objectives of the Association. They will be appointed by the Board.
 - 3.4. Honorary members (non-voting): persons who have given meritorious service to the Association and its objectives. They will be selected by the general assembly of members.
 - 3.5. All ordinary members are entitled to vote.
 - 3.6. Membership begins with the acceptance of a written application by the Board upon the Board shall decide in its free discretion.
 - 3.7. Membership ends by:
 - dissolution or liquidation of an ordinary member (see Article 3.2)
 - death in case of individuals (members according to Article 3.3 and 3.4)
 - resignation
 - expulsion
 - 3.8. A member may resign at any time. Resignation must be in writing.
 - 3.9. A member can be expelled in writing by the Board if:
 - the member is found guilty of a severe violation of the constitution and interests of the Association or of the decisions and instructions of the executive bodies of the Association.
 - the member is found guilty of damage to the reputation of the Association.
 - the member fails to pay its membership dues within a reasonable period of time.

Before a decision for expulsion becomes final, the member concerned has the right to address the allegations before the Board. The member must be informed of the expulsion by registered letter.

The member has the right of appeal at a meeting of the general assembly of members within two weeks after the receipt of the registered letter. The membership is suspended until final decision. In order for the expulsion to become final it must be approved by the general assembly of members with a simple majority of the votes cast.

4. Membership Dues

- 4.1. The amount of membership dues will be determined by the general assembly of members for each fiscal year.
- 4.2. Membership dues shall be paid annually and are due in advance by the end of the first month of the fiscal year. A member newly joining the Safety Alliance shall pay the full annual membership dues for the then current fiscal year, within a period of 30 days after its entry into the Association.
- 4.3. There will be no reimbursement of membership dues to members who resign or are expelled.

5. Executive Bodies and Legal Representation of the Association

- 5.1. Executive Bodies of the Safety Alliance are:
 - the general assembly of members
 - the Board
- 5.2. One member of the executive jointly with a different member of the Board shall be authorized to represent the Association as against third parties within the meaning of § 26 BGB (German Civil Code).

6. General Assembly of Members

- 6.1. The general assembly of members is the highest authority of the Association.
- 6.2. The responsibilities and duties of the general assembly of members are:
 - to elect and remove the members of the Board;
 - to receive annual reports from the Board;
 - to discharge the Board annually;
 - to deal with the expulsion of members pursuant to Article 3.9 of this constitution;
 - to modify or amend the statutes of this constitution.

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- 6.3. The general assembly of members shall take place regularly once per year. The chairman shall invite the members to attend the general assembly of members in writing, by fax, email or any other electronic format not less than 2 weeks prior to the date of the general assembly of members. The invitation also includes the agenda of the meeting.
 - 6.4. At the request of one third of the members, a special general assembly must be held within 4 weeks of receipt by the executive bodies of a written request. The notice period for the invitation will then be reduced to one week.
 - 6.5. Minutes of the general assembly of members must be prepared in English by the executive director and must be signed by him and one other member of the Board. The chairman of the Board shall provide each member with a copy of the minutes without undue delay after the general assembly. The minutes may be distributed in writing, by fax, email or any other electronic format.
 - 6.6. The general assembly of members shall be chaired by the chairman of the Board.
 - 6.7. Each ordinary member has one vote. Members can be represented by their designated representative as stated in the entry form or its authorized proxy. Members may be represented by another member holding a written power of attorney to be delivered to the chairman of the Board before the commencement of the general assembly. A person cannot represent more than two members.
 - 6.8. Each duly called general assembly of members shall constitute a quorum authorized to vote on all issues before it.
 - 6.9. Resolutions of the general assembly of members shall be passed with a simple majority of the votes validly cast. A majority of three quarters of the votes cast is required, however, to modify or amend the constitution. If the purpose of the Association shall be modified, a majority of all members is required. Abstentions shall be deemed as votes not cast.
 - 6.10. Resolutions may be challenged, only, within a period of four weeks after dispatch of the minutes of the respective general assembly to the members.

7. Board

- 7.1. The Board shall consist of three individuals elected by the general assembly of members, provided, however, that PHOENIX CONTACT Software as owner and supplier of the software technology components SAFEPROG and SAFEOS has the right to appoint one of the members of the Board. Reelection is permissible. All Board members must be either members according to Article 3.1.2. or Article 3.1.3. or representatives of members of the Association according to Article 3.1.1. The Board shall elect a chairman from the members so elected.
- 7.2. The term of each Board member ends with the commencement of the second annual general assembly following their election. Each Board member may be removed by the general assembly of members at any time. If a Board member is removed, the general assembly of members shall appoint another member for the remaining term of the removed Board member. Each Board member may resign from its office at any time. If a Board member resigns, the remaining members of the Board shall elect another member for the remaining term of the Board member who resigned.
- 7.3. The Board shall meet not less than twice per fiscal year and if one member of the Board requests such meeting. The meetings shall be held at Lemgo or any other venue determined by the chairman of the Board. The decisions of the Board shall be cast by a simple majority of its Board members. The Board shall take decisions by simple majority vote, with the chairman having a casting vote in the event of a tie. Board members shall be entitled to vote in their own affairs as well.
- 7.4. Minutes of each meeting of the Board must be prepared in English and must be signed by the chairman of the Board. The chairman shall provide each Board member with a copy of the minutes immediately after each meeting. The minutes may be distributed in writing, by fax, email or any other electronic format.

7.5. The Board shall

- conduct the administration and day-to-day operations and management of the Association. It shall in particular implement the resolutions of the general assembly of members;
- prepare the annual general assembly of members;
- deliver an annual budget and plan of events and activities in writing to the annual general assembly of members;
- establish and dissolve subcommittees and working groups, and appoint and remove the chairman of such subcommittees and working groups;
- implement resolutions passed by the general assembly of members;
- oversee the business of the subcommittees and working groups;
- establish, pass and publish statutes, guidelines or any other rules to serve the purpose of the Association such as, but not limited to, conformance, standardization and interoperability.

7.6. The chairman of the Board shall have the authority to represent the Safety Alliance pursuant to § 30 BGB (German Civil Code) limited to the conduct of the affairs set forth in Article 7.5.1 of this constitution.

7.7. Marketing and communication measures of individual members concerning the Safety Alliance shall be discussed with the Board prior to their publication.

8. Property Rights

8.1. Each member of the Safety Alliance acknowledges that the trademarks and logos of other members are solely owned by these members. The Safety Alliance shall not be or become the owner of any intellectual property rights in technology or products of their members. Neither by joining the Safety Alliance nor by participating in the activities of the Safety Alliance a right in technology or products of members shall be conveyed or otherwise transferred to any other member. Existing property rights can be found in an annex to this constitution.

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- 8.2. During the term of its membership in the Safety Alliance each member grants the Safety Alliance and the other members the use of their company names and company logos for the sole purpose of promoting the Safety Alliance. Individual Safety Alliance members shall use a member logo compilation only and shall not use single company names or logos for the given purpose. During the term of its membership each member shall use the Safety Alliance logo and the respective product logos ("*product name* INSIDE"), if applicable, for the purpose of promoting the Safety Alliance and indicating its membership. No member may use the company names or logos for any other purpose.

9. Dissolution

- 9.1. The Safety Alliance may only be dissolved by a special general assembly of members specifically called for this purpose with a majority of three quarter of all votes cast.
- 9.2. Unless the general assembly of members appoints specific liquidators, the Board shall act as liquidators of the Safety Alliance.
- 9.3. The liquidators shall wind up all business. The remaining assets, if any, shall be distributed among the members.

10. Governing Law, Arbitration

- 10.1. This constitution and the affairs of the Association shall be governed by German Law.
- 10.2. To the extent those are arbitrable all disputes arising in connection with the present constitution, shall be finally settled in accordance with the Arbitration Rules of the German Institute for Arbitration e.V. (DIS) without recourse to the ordinary courts of the law. The place of arbitration is Paderborn, Germany. The Arbitration Tribunal consists of three arbitrators. The applicable law is German Law. The language of the arbitral proceedings is English.