



Statutes of the PLCforum Association

A non-profit organisation under the Belgian law
ASBL n° 862.392.554
(former PLCforum Association created on March 23, 2000 under the Swiss law)

ARTICLE I – Name and location

Article 1. - The Association is named "PowerLine Communications Forum", abbreviated to "PLCforum". The full name or abbreviation may be used jointly or separately.

Article 2. – The headquarters are located at Etterbeek, boulevard Louis Schmidt, 119/2, in the judiciary district of Brussels.

The headquarters may be transferred to any location in Belgium upon the decision of the Board.

Any changes to the location of the headquarters will be published within the month, in the appendices of the publication "Le Moniteur Belge".

ARTICLE II – Purpose of the Association

Article 3. – The purpose is:

3.1.1 To share information between power utilities, between manufacturers/developers of power line communication technology ("PLC"), between vendors, between application developers, between potential users of power line communication technology, and between the appropriate regulatory bodies. The Association will represent all Powerline industry players equally but will remain completely independent from them.

3.1.2. To provide a discussion and recommendation forum for organisations interested in the deployment of communications and information products and services over power lines.

3.1.3. To position the Association as a guidance body for best practice for both the supply industry and users.

3.1.4. To develop and maintain requisite international and national standards for communications products and services over power lines. To submit these to appropriate international and national standards bodies and support the industry in obtaining consistent international and national regulatory approvals.

3.1.5. To represent the power line carrier sector in discussions with governmental or other decision-making bodies to promote a better understanding of social and economic benefits of deploying powerline related products and services.

3.1.6. To undertake analysis and market research to support the activities of the Association in areas such as:

- PLC technology developments worldwide: characteristics, market potential, costs evaluation, time to market.
- Evaluation of PLC versus other competing local access technologies: performance, cost, time to market.

3.1.7. To advance education and to share information on developments relating to powerline products and services.

3.1.8. To present policy issues and provide required information on powerline products and services to the media and other communication channels.

3.1.9. To organise and hold meetings, assemblies and conferences to provide a forum for the discussion and dissemination of relevant information and data, to take decisions in order to promote a better understanding of the practical aspects of powerline products and services within the public domain.

3.2. The Association shall solely and directly pursue purposes that are in the public interest. The individual interests of its members cannot be guaranteed. The Association's funds must be used solely for purposes in conformity with these Articles of Association.

The Association may take any action that is directly or indirectly related to its purpose. The Association may support or take part in any activity related to its purpose.

ARTICLE III - Members

Article 4. – Membership shall be on a voluntary basis.

Irrespective of their legal status, the following can become members:

- Manufacturers/developers of communications equipment
- Power utilities
- Telecommunications network operators and service operators, in so far as they operate or intend to operate with PLCs
- Developers of applications based on PLCs
- Research and development institutions actively working on PLCs
- Other parties involved in PLCs
- Other parties admitted by the General Assembly

There is no upper limit on numbers. However, the Association must have a minimum of three members.

Article 5. - The following are members:

1° The parties to the present Statutes.

2° Any applicant who, having applied in writing, receives two-thirds of the votes of those present or represented at the General Assembly.

Article 6. - Any individual wishing to become a member must send a written request together with a duly signed declaration of confidentiality to the secretariat of the Association. The application will be submitted to the General Assembly of members after being examined by the Board.

The register of members is held by the secretariat of the Association.

All decisions concerning the membership, resignation or exclusion of members shall be noted in this register by the secretariat of the Association within eight days of the decision.

Article 7. –

7.1. Members shall be entitled to use the Association's facilities and attend Association events.

7.2. Every member shall have one vote at the General Assembly and in all other bodies of the Association except the Board.

7.3. Voting rights at the General Assembly shall be exercised by the member itself or a proxy designated by the member.

7.4. Members of the Association shall promote the principles and goals of the Association, comply with the resolutions and orders passed and issued by the Association's bodies and pay their membership subscriptions.

Article 8. –

8.1 Membership shall be terminated by the resignation or exclusion of the member.

The resigning or excluded member has no rights over the Association's registered capital.

- 8.2 A member of the Association who is declared bankrupt is considered as having resigned.
- 8.3 Resignation of membership shall be effected by written declaration to the secretariat of the Association. Resignation of membership can only be declared at the end of a financial year, with at least 2 month's prior notice.
- 8.4 By a resolution of the General Assembly, which shall require a majority of two-thirds of valid votes cast of the present members, a member can be excluded from the Association if it is in arrears with the payment of membership subscriptions or other contributions. Exclusion may only be decided if, after receipt of a warning letter by registered post, two months pass without the outstanding amounts being paid. Within eight days of the decision, the secretariat of the Association informs the excluded member in writing of the decision to exclude them from the Association.
- 8.5 If a member is guilty of grossly violating the Articles of the Association or interests of the Association, it can be excluded from the Association by a resolution of the General Assembly, which shall require a majority of two-thirds of valid votes cast. Prior to passing the resolution, the General Assembly must give the member the opportunity to comment verbally and in writing.

Article 9. –

- 9.1 Upon application, research centres, institutions, ministries and authorities that show a real connection with the objectives of the Articles of Association can be admitted as permanent guests by a resolution of the General Assembly, which shall require a majority of two-thirds of valid votes cast.
- 9.2. All permanent guests must sign a declaration of confidentiality with the Association.
- 9.3. Permanent guests shall be invited to the Association's meetings and events. Permanent guests shall be entitled to attend internal meetings if no objections are received from the members. Internal meetings shall be held, if, in the Board's opinion, an item on the agenda needs to be treated confidentially or if a member expressly requests this.
- 9.4. The Board can also invite other guests to non-internal meetings. Members must be informed prior to the meeting.

ARTICLE V – Subscriptions

Article 10. - Members pay an annual fee. Cost-covering contributions can be raised in order to finance special projects of the Association.
The amount of the subscription is set by the General Assembly with a two-third majority of valid votes.

The maximum limit of the annual subscription plus the cost-covering contributions shall not exceed the amount of five thousand euros (5,000.00 EUR).

The annual fee for the next financial year shall be proposed by the Board and set by the General Assembly no later than three months before the end of the current financial year. The financial year is the same as the calendar year.

ARTICLE VI - General Assembly

Article 11. - The General Assembly is made up of all the members. The General Assembly is chaired by the chairman of the Board.

Article 12. - The General Assembly shall be responsible for the following matters:

- 1° Modification of statutes and dissolution of the Association in compliance with applicable legal provisions.

- 2° Nomination and dismissal of Board members.
- 3° Nomination and dismissal of commissioners and setting of their remuneration, should remuneration be due.
- 4° Approval of budgets and accounts.
- 5° Release to Board members and commissioners.
- 6° Admission and exclusion of members.
- 7° Transformation of the Association into a company.
- 8° As a general rule, exercising all powers derived from legislation or the present statutes.

Article 13. - Members shall be called to general assemblies by the Secretariat of the Association. Invitations are sent by post or by electronic mail a minimum of eight days prior to the meeting. They include the agenda.

Article 14. - An assembly must be called by the Board should one twentieth of the members request it. In the same way, any item signed by one twentieth of the members must be added to the agenda.

Article 15. -

Resolutions require a simple majority vote by those present or represented, except in cases decided otherwise by legislation or the present statutes.

Should votes be equal, the chairman or Board member representing the chairman has the casting vote.

Article 16. - The General Assembly may only consider the dissolution of the Association or the modification of statutes in accordance with articles 8 and 20 of the law of the twenty-seventh of June nine hundred and twenty-one concerning non-profit making associations.

Article 17. - Decisions taken by the General Assembly are noted in a register of minutes and signed by the chairman and one Board member. This register is kept at the Secretariat of the Association where all members may consult the content but may not remove the register.

If necessary, third parties will be informed of decisions by post or electronic mail.

Any modification of the statutes will be published within the month, in the appendices of the publication "Le Moniteur Belge". The same applies to any nomination, withdrawal or dismissal of a Board member or person delegated to the daily management of the Association or person authorised to represent the Association or an auditor.

ARTICLE VII - Board

Article 18. - The Association is administered by a board made up of six to twelve Board members. However, the number of Board members will always be smaller than the number of members of the Association. Board members are nominated and dismissed by the General Assembly. They are chosen from the members.

The three categories of members (power utilities, developers and manufacturers, others) must be represented and no category may represent more than half of the Board.

Two or more Board members cannot be from the same company.

The Board can deliberate if at least half of its members are present or represented.

Article 19. - Mandates last for one year. If there is a vacancy, a provisional Board member is designated by the Board to fill the position and completes the mandate of the person being replaced.

Outgoing Board members can be re-elected.

Article 20. - The Board nominates a chairman from among its members and, if appropriate, a vice-chairman, treasurer and secretary.

Should the chairman be unable to fulfil certain functions, they will be undertaken by the vice-chairman or the oldest Board member present.

Article 21. - The Board makes up a council whose decisions are taken with the majority of votes cast by the Board members present or represented. Should votes be equal, the chairman or Board member replacing the chairman has the casting vote.

Article 22. - The Board manages the Association's business and represents it in all judiciary or extra judiciary actions. To this end, the board has the most wide-ranging powers.

Article 23. – The Board may, on its own responsibility, delegate the day to day management of the Association to one of its members or a third party.

Article 24. - Acts involving the Association, other than those of day to day management, particularly those in which a legal officer is involved, are signed, (unless signed by persons specially appointed by the Board), either by the chairman, or by two Board members acting jointly. The latter shall not have to justify their powers to third parties.

Article 25. – In their role as board members, members shall not contract any personal obligation and may not be held responsible for issues other than the execution of their mandate. Board members receive no remuneration.

ARTICLE VIII - Internal rules of procedure

Article 26. - Rules of procedure may be presented by the Board to the General Assembly. Modifications to the rules of procedure may be made by a General Assembly acting with a simple majority of members present or represented.

ARTICLE IX - Various provisions

Article 27. - The financial year begins on the first of January and ends on the thirty-first of December of each year. The first financial year is an exception and will end on the thirty-first of December two thousand and four.

Article 28. - The accounts for the previous financial year and the budget for the next financial year will be submitted for the approval of the ordinary General Assembly on an annual basis. This ordinary General Assembly will be held in the first semester of each year.

Article 29. - The General Assembly may designate an auditor responsible for checking the accounts of the Association and presenting an annual report. In this case, the auditor is nominated for three years and may be selected for a subsequent mandate.

Article 30. - Should the Association be dissolved, the General Assembly will designate the liquidator(s), will determine their powers and will indicate the amount to be allocated to the net assets of the registered capital. This allocation must obligatorily be made to a charitable organisation.

These decisions as well as the names, professions and addresses of the liquidator(s) will be published in the appendices of the Moniteur Belge.