

CAPE-OPEN Laboratories Network (CO-LaN)

Bylaws

IMPORTANT NOTICE

This document is an English translation of the official bylaws of the CO-LaN, established as a French "1901 Not-for-Profit Society". They are provided in order to facilitate understanding and decision making of non-French speakers.

TITLE I - NAME, PURPOSE, OFFICES, DURATION

Section 1

The not-for-profit Society CO-LaN "CAPE-OPEN Laboratories Network", governed by the law of 1 July 1901 and the decree of August 16, 1901, was created between the adherents to these bylaws and recorded on Feb. 8, 2001 to five years until December 31, 2005. The Society has been extended until 31 December 2010 by decision of the Extraordinary General Meeting of 15 December 2005 and again until 31 December 2015 by decision of the Extraordinary General Meeting of 25 November 2010

Section 2 - Purpose

The primary purpose of this Society shall be to promote the use and the development of the CAPE-OPEN standard in Computer-Aided Process Engineering (CAPE) software, and more generally to encourage all actions aiming at facilitating the use of CAPE software tools in industry, administration and academia. More specifically, the main activities of the Society shall be:

1. User priorities for CAPE-OPEN standard: work with software vendors to clarify user priorities for process modelling software component/environment interoperability, and also to promote communication and co-operation among CAPE software vendors to insure that the CAPE-OPEN standard actually translates into commercially valuable interoperability;
2. Exploitation and dissemination: promote the CAPE-OPEN standard to end-users and distribute CAPE-OPEN information and technology internationally;

3. CAPE-OPEN specifications life cycling management: organise the maintenance, evolution, and expansion of the specifications following user priorities;
4. Testing, interoperability facilitation: supply compliance testers to support development of components, organise interoperability tests between suppliers of Process Modelling Components and Process Modelling Environments;
5. Training/Migration facilitation: ensure that training modules guidelines and tools to facilitate component wrapping are developed and available.

This Society is organised and shall be operated as a non-stock, not for profit membership corporation.

Section 3 - Location

The known place of business of the Society is at Total S.A., 2 place Jean Millier, Bureau 29D57, 92078 Paris la Défense Cedex, France.

The Management Board is hereby granted full power and authority to change the principal office from one location to another after ratification by the General Meeting of Members.

Section 4 - Duration

The duration of the Society is limited to December 31, 2015. The General Meeting of Members will be able to decide to prolong this duration according to methods defined in Section 13.

TITLE II - MEMBERSHIP

Section 5 – Joining the Society

The basis of membership is a Member's interest in the goals and values of the Society.

In order to become a Member of the Society, it is necessary to fill a membership application form, which must then be approved by the Management Board. Members can be individual Members (persons) or corporate Members (companies, associations, partnerships, organisations, corporations).

Upon joining the Society, corporate Members must appoint an authorised representative able to make all decisions regarding the Society on their behalf. Any change of representative shall be immediately notified to the Management Board.

Membership is organised in two categories: full Members and associate Members. Full Members are industrial users of CAPE software. Associate Members are

providers of CAPE software, administrations, academic institutions carrying out research activities in the field of CAPE, and other interested parties. In case of doubt about a Member's category, the Management Board will decide on the category. If the Member does not wish to join the Society in that category, the Member will be able to withdraw his application and any fees paid with the application will be returned.

Each Member commits to abide by the present bylaws, which are communicated to the Member upon its entry into the Society.

Section 6 - Membership fees

Full Members are requested to contribute a yearly membership fee. Associate Members are not requested to contribute a yearly membership fee.

Membership fees of full Members shall be defined by the Management Board so as to meet the needs of the Society and its Members. Membership fees and the definitions of different membership levels are set yearly by the Management Board and ratified during the General Meeting of Members.

Section 7 - Deprivation of membership

Membership is deemed to be terminated by:

- Death for an individual Member
- Liquidation or dissolution for a corporate Member
- Resignation by sending a certified letter to the Management Board stating intention to resign
- Non-payment of fees more than 90 days after the due date
- Cancellation for serious reasons.

Deprivation of membership shall be effective upon a 2/3 vote of the Management Board after hearing the concerned Member when deprivation is considered for serious reasons.

TITLE III - RESOURCES

Section 8 - Revenue sources

The revenue sources of the Society are:

- membership fees;
- subsidies from States, Governments, international or local administrations;
- benefits from events organised by the Society;
- revenues of loans, bonds and other certificates owned or operated by the Society;
- gifts from Members or from supportive organisations;

- ❑ revenue generated from services to the Members and to others;
- ❑ sales to the Members;
- ❑ any other revenue that is legally compliant with purpose and operation of the Society.

TITLE IV - ADMINISTRATION AND OPERATION

Section 9 – Management Board

The business and affairs of the Society shall be governed by its Management Board, which possesses all of the powers of the Society, and is elected by the General Meeting of Members among the full Members. The Management Board contains at least the Chairman of the Board, the Vice Chairman, the Treasurer, and the Secretary. The Management Board can add extra Directors as appropriate between General Meetings and these additions will be ratified at the next General Meeting.

The Chairman of the Board represents the Society in all acts of life. The Chairman of the Board has, in particular, authority to be party to legal proceedings for the Society.

The Vice Chairman assists the Chairman in all his responsibilities, and deputize for him at his request. On this account, he can act for the Society in all acts of civil life.

The Secretary is responsible for all of the mail and archives of the Society. The Secretary writes minutes of the meetings and assemblies, and, more generally all texts relative to the operation of the Society, except financial matters. The Secretary manages the Special Register defined in Section 5 of the French law of July 1st, 1901 and Sections 6 and 31 of the Decree of August 16th, 1901. The Secretary executes the tasks as requested in those Sections.

The Treasurer executes or directs the execution of the accounting of the Society. He makes all payments and receives all amounts due to the Society, under the control of the Chairman of the Board. The Treasurer may not dispose of the reserve fund of the Society without authorisation from the Management Board. The Treasurer maintains an up-to-date accounting of all financial and cash flow operations and reports to the annual General Meeting of Members, which must approve the accounting made by the Treasurer.

Section 10 - Meetings of the Management Board

The Management Board meets at least once every six months upon convocation by the Chairman of the Board. Decisions are taken by a simple majority of votes, except for decisions on the deprivation of membership which have to be taken by a two-third

majority of votes. The Chairman of the Board has a deciding vote in case of even numbers of votes for or against a decision. Vote by proxy is possible. Each Director in the Management Board can be represented if necessary by another Director, with a limit of two such proxies. A quorum of four Directors, present or represented, is requested for all decisions of the Management Board. All meetings of the Management Board are minuted. The Management Board can hold virtual meetings by way of teleconference, videoconferences or other means.

Section 11 – Technical Activities

CO-LaN maintains and develops the CAPE-OPEN interface specifications and manages the software component testing process. CO-LaN organises a collaborative process leading to consensus on new and updated CAPE-OPEN interface specifications. Typically, the Management Board will initiate special interest groups (SIGs) for this purpose. The charters of such SIGs will include, at a minimum, their membership, decision making process, resource requirements, time line, and scope of work.

Section 12 - Compensations

The CO-LaN may establish a policy of compensating Directors on the Management Board for their travel expenses upon presentation of documents in proof. Their personal contribution is voluntary.

Section 13 – Ordinary General Meeting of Members

With a minimum quorum of 1/3 of the full Members and at a simple majority, the ordinary General Meeting is enabled with the powers:

- to elect the Chairman and Directors on the Management Board,
- to control the Management Board business and financial activities related to the Society,
- to modify the place of business of the Society,
- to change the duration of the Society,
- to define the membership as well as the membership fees,
- to approve the internal regulations proposed by the Management Board.

With a minimum quorum of 1/3 of the full Members and at a minimum two-third majority rule, the ordinary General Meeting is enabled with the powers to amend the bylaws.

The General Meeting includes all full Members who have paid their annual membership fee as well as associate Members. Full Members only are entitled to vote on the resolutions presented to the General Meeting. The members must be

notified three weeks before the meeting. The convocation will indicate the meeting venue and agenda, which should comprise a financial report, a management report and any other business. Within eight days, any Member of the Society can propose to the Chairman of the Board the addition of one or more items on the agenda.

The General Meeting of Members takes place annually on a date recommended by the Management Board.

Decisions are taken by the full Members present or represented according to the majority conditions defined in the current article. Each full Member has one vote. Each Member may be represented exclusively by another Member. A Member cannot receive more than two mandates from other Members. The decisions are made using secret ballots.

The Chairman of the Board chairs the meeting with assistance from Management Board Directors; the Chairman reports on the general status of the Society. The Treasurer reports on the financial management of the Society, and submits the balance report for approval by the General Meeting.

Minutes of the General Meeting will be written and co-signed by the Chairman of the Board and by the Secretary.

Section 14 – Extraordinary General Meeting

Upon request from at least one third of all Members (full and associate), or upon request from the Management Board, the Chairman may call for an Extraordinary General Meeting in accordance with the rules set in Section 13 of these Bylaws. Decisions of this Extraordinary General Meeting are taken with a 2/3 majority rule and with a quorum of half the potential votes plus one. Each Member may be represented exclusively by another Member. A Member cannot receive more than two mandates from other Members.

The extraordinary General Meeting is given the powers of the General Meeting plus is enabled with the powers of terminating the Society and creating subsidiaries.

Minutes of the meeting will be written and co-signed by the Chairman of the Board and by the Secretary.

Section 15 – Internal regulations

The Management Board may decide to implement internal regulations. In such a case these regulations will be proposed for approval to the General Meeting. Such regulations are applied to all Members of the Society.

Section 16 – Amendments to the bylaws

Modifications to these Bylaws may be proposed by the Management Board for approval by the next General Meeting of the membership, following provisions of section 13.

Section 17 - Dissolution

Dissolution is pronounced by the Extraordinary General Meeting, which names an official liquidator. The assets will be disposed of as defined in Section 9 of July 1st 1901 French law.

TITLE V - GENERAL PROVISIONS

Section 18 – Member responsibility

No Member of the Society shall be made personally liable for any commitment made by the Society.

Section 19 – Subsidiaries

The Management Board may create subsidiaries of the Society at any time and in any location with a two-third majority rule and with a quorum of half the potential votes plus one.

Section 20 – Rights in Intellectual Property

All intellectual property, specifications, guidelines and any other technology or assets (collectively, "Technology") developed by the Society, whether developed by employees of Members while working for the Society, or by employees of the Society, shall become the sole property of the Society, unless otherwise determined by the Management Board.

No technology shall be made available by Members of the Society to non-members prior to general release of such technology as approved by the Management Board of the Society.