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# « WIZE ALLIANCE » INTERNAL RULES

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# TITLE 1 - GENERAL INFORMATION

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## ARTICLE 1 - INTRODUCTION

These rules (“Internal Rules”) apply to each member of the “WIZE Alliance” association (hereinafter referred to as the “Association” or the "Alliance" or the "WIZE Alliance"). Internal Rules present the organizational rules of the Association.

In case of litigation, the Association documents priority order is:

- Status (“Statuts”) of the Association (in French)
- Bylaws (“Bylaws”) of the Association (in English in appendix)
- Internal Rules

# TITLE 2 - MEMBERS

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## ARTICLE 2 - EXECUTIVE MEMBERS

Executive members have the following rights:

- eligibility for a seat on the Executive Board,
- initiate Working Groups,
- participate in Working Groups,
- chair Working Groups,
- participate in general assembly
- vote in general assembly,
- submit Deliverables for final approval by the Executive Board (“Deliverable” shall mean any recommendation submitted by a member of the Alliance or a Working Group to the Executive Board: draft specifications, presentations, editorial material, graphics, etc.),
- contribute to draft Deliverables and access final Deliverables,
- access to WIZE Specifications (“Specification” shall mean any technical specification, procedure, and/or intellectual property about WIZE technology),
- use products and services promoted by the Alliance and/or compatible with Alliance technology,
- use Alliance brand and/or Trademark and/or Alliance logo,
- participate in press articles and interviews regarding the Alliance,
- access private area of the website dedicated to members,
- receive Alliance communications.

In addition to the foregoing, the Executive Board, may from time to time approve other benefits to which all Executive members may be entitled.

### ARTICLE 3 - ACTIVE MEMBERS

Active members have the following rights:

- participate in Working Groups,
- chair Working Groups,
- participate in General Assembly
- vote in General Assembly,
- contribute to draft Deliverables and access final Deliverables,
- access to WIZE Specifications (“Specification” shall mean any technical specification, procedure, and/or intellectual property about WIZE technology),
- use products and services promoted by the Alliance and/or compatible with Alliance technology,
- use Alliance brand and/or Trademark and/or Alliance logo,
- participate in press articles and interviews regarding the Alliance,
- access private area of the website dedicated to members,
- receive Alliance communications.

### ARTICLE 4 - REGULAR MEMBERS

Regular members have the following rights:

- participate in General Assembly
- vote in General Assembly,
- access to WIZE Specifications (“Specification” shall mean any technical specification, procedure, and/or intellectual property about WIZE technology),
- use products and services promoted by the Alliance and/or compatible with Alliance technology,
- use Alliance brand and/or Trademark and/or Alliance logo,
- participate in press articles and interviews regarding the Alliance,
- access private area of the website dedicated to members,
- receive Alliance communications.

### ARTICLE 5 - OBSERVER MEMBERS

Observer members have the following rights:

- participate in Working Groups,
- participate in General Assembly,
- contribute to draft Deliverables and access final Deliverables,
- participate in press articles and interviews regarding the Alliance,
- access private area of the website dedicated to members,
- receive Alliance communications.

## ARTICLE 6 - TERMINATION OF MEMBERSHIP

The membership of a member shall terminate upon the occurrence of any of the following events:

- resignation by registered letter with acknowledgment of receipt to the President with a notice of fifteen (15) days
- expelled from Association for non-payment of annual membership fee no later than 3 months after call for contribution to member,
- expelled from Association pronounced by the Executive Board for violation of policies and duties in the Bylaws or the Internal Rules, or other Serious Reason (in this case the member, if serving on Executive Board, does not participate in the vote of his expulsion. The Executive Board informs the General Assembly about the expulsion procedure)
- the cessation of activities, ban to operate its activities or death of the member,
- the dissolution of the Association.

A serious reason (“Serious Reason”) causing radiation may include:

- repeated lack of attendance at meetings of the Executive Board or the General Assembly,
- repeated lack of attendance to the activities of the Association,
- clear will to block the Association activities.

Before member expulsion by the Executive Board, the President shall notify the member the commitment of the expulsion procedure. The member may contest before the Executive Board his expulsion within a period of one (1) month after the decision. His submissions do not stop the expulsion procedure.

Termination of membership ends all member functions and activities within the Association.

## ARTICLE 7 - RESPONSIBILITY OF MEMBERS

- Members are responsible for personal mistakes committed in the execution of their service.
- They incur no personal liability for the debts, liabilities, or obligations of the Wize Alliance.

# TITLE 3 - GOVERNANCE – GENERAL ASSEMBLY

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## ARTICLE 8 - GENERAL ASSEMBLY COMPOSITION

General rules of the General Assembly are presented in the Bylaws in appendix. Internal Rules bring supplements.

An Extraordinary General Assembly may be held at any time at the call of the Executive Board.

## ARTICLE 9 - GENERAL ASSEMBLY POWERS

General Assemblies powers include:

- approval of the annual operating budget of the Association established by the Executive Board,
- approval of action and annual accounts at the end of fiscal year established by the Executive Board,
- transfer of the headquarters of the Association,
- dissolution of the Association,
- Bylaws modification.

The deliberations of the General Assemblies are binding on all members, even absent, dissenting or incapable.

#### ARTICLE 10 - INVITATION AND MEETING

- General Assembly takes place at least once a year, maximum 6 months after the end of fiscal year.
- If failure: General Assembly can be called by Executive Board or Auditors.
- Upon request of at least one third of members, President shall call a General Assembly.
- Invitations include: day, hour, place, agenda, with the conditions for representation.

#### ARTICLE 11 - QUORUM

- At least half of all members shall be present or represented to proceed and deliberate at General Assembly.
- Each member that cannot attend the General Assembly can be represented by another member. No member shall have more than 5 representation powers.
- If a General Assembly does not have the required number of present and represented members, a second General Assembly is called at least 15 days after the first General Assembly without the need to meet the quorum requirements. The invitation will remember the date of the first General Assembly and will duplicate the agenda.

#### ARTICLE 12 - AGENDA AND PROGRESS

- Agenda is set by the Executive Board.
- General Assembly cannot deliberate an item that is not on the agenda or have not been set by Executive Board.
- General Assembly is chaired by the President. In case of his absence, General Assembly is chaired by Substitute President (see ARTICLE 20 - of the Internal Rules)
- An attendance list is signed by all present members. It shall be certified exact by the President.
- Each General Assembly leads to an Official Report, signed by the President and one member.
- Deliberation text shall be send to members.



## TITLE 4 - GOVERNANCE – EXECUTIVE BOARD

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### ARTICLE 13 - EXECUTIVE BOARD COMPOSITION

- Members serving the Executive Board can resign with a registered letter with acknowledge of receipt addressed to Executive Board with a 15 days notice period.
- Member serving the Board could be removed from the Executive Board at any time for Serious Reason, without being able to receive some compensation whatsoever. In this case, the member in question does not participate to the vote of his removal.
- Termination of service on the Executive Board ends all member functions and activities within the Executive Board.
- The Executive Board may invite any member to participate to the Executive Board Meetings. The member may attend the meeting, but does not have the right to vote.
- In this case, the member undertakes to preserve the confidentiality of debates and proceedings in which he participates. He shall not disclose or use the draft common position or decisions or any information intended to be published or not.

### ARTICLE 14 - EXECUTIVE BOARD POWERS

The Executive Board has the broadest powers to act in all circumstances on behalf of the Association, within the limit of the Association purpose and subject to the powers expressly granted to the President, the Treasurer, the Secretary and the General Assembly.

Executive Board powers includes to:

Bylaws:

- Suggest Bylaws changes and submit them to the approval of the General Assembly.

Books, records, accounting:

- End fiscal year by validating accounting closing.
- Establish and adopt the operating budget of the Association and submit it to the approval of the General Assembly.
- Determine the membership fees for each category of member.
- Establish and adopt the action and annual accounts at the end of fiscal year which are presented for approval to the General Assembly.
- Determine strategic and financial guidelines of the Association.
- Ensure the implementation of financial policy and monitor financial results.
- Hold bank accounts of the Association.
- Keep a written record of all meetings.

Appointments, resignations, terminations:

- Shall rule on the appointment requests for admission of new members
- Elect and revokes the President, Treasurer, Secretary.
- Receive the resignation notice of members and shall take necessary measures.
- Pronounce the membership termination of Association's member.

Decisions:

- Decide legal proceedings and represent the Association in court (judicial or administrative) and in arbitration
- Validate final Deliverables
- Validate Alliance strategy
- Delegate duties to anyone provided that Executive Board appropriately supervises that person in his or her exercise of such duties

Working Groups:

- Create, dissolve, change name, purpose, attribution of Working Groups.
- Nominate Working Groups Chair.

General Assembly:

- Call General Assembly if the President has not yet called the General Assembly in the 6 months after end of fiscal year.
- Define agenda of General Assembly.

Internal Rules:

- Elaborate, modify and approve the Internal Rules.

**ARTICLE 15 - INVITATION AND MEETING**

- The Executive Board meets as many times as necessary, or at least once a year, on the invitation of the President or on the request of Executive members.
- The invitations, accompanied with the agenda, shall be addressed by any way by the President to Executive members, at least 10 days before meeting, except emergency.
- Executive Board can meet, without invitations, if all Executive members agree.

**ARTICLE 16 - AGENDA AND PROGRESS**

- The Executive Board, acting by a majority of 50 % present and Representatives, may add or remove item from the agenda during the meetings.
- President chair the Executive Board meetings. If President is not available, his Substitute President will chair (see ARTICLE 20 - of the Internal Rules).
- An attendance list is signed by all present members and Representatives.
- Each Executive Board meeting leads to an Official Report.
- The Executive Board may deliberate by conference call or videoconference.

**ARTICLE 17 - VOTE RULES**

Hereafter, is a non-exhaustive list of decisions taken by the Executive Board and the necessary majority associated:

Decision	Majority
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<b>Add or remove item from the agenda during the meetings</b>	50%
<b>Proposal of Bylaws changes</b>	2/3 <sup>rds</sup>
<b>Elaboration, Modification of Internal Rules</b>	2/3 <sup>rds</sup>
<b>Election and termination of President, Treasury and Secretary</b>	2/3 <sup>rds</sup>
<b>Approval and termination of Executive member, Active member, Regular member or Observer member</b>	2/3 <sup>rds</sup>
<b>Termination of service on the Executive Board of Executive member</b>	2/3 <sup>rds</sup>
<b>Appointment of participating members to Executive Board</b>	2/3 <sup>rds</sup>
<b>Adopt operating budget of the Association</b>	2/3 <sup>rds</sup>
<b>Adopt action (activity report) and annual accounts (balance sheet) at the end of fiscal year</b>	2/3 <sup>rds</sup>
<b>Adopt membership fees changes</b>	2/3 <sup>rds</sup>
<b>Adopt Association's strategy</b>	2/3 <sup>rds</sup>
<b>Decision of commitment to strategic litigation</b>	2/3 <sup>rds</sup>
<b>Appointment of one or more auditors</b>	2/3 <sup>rds</sup>
<b>Creation, modification of Working Groups</b>	2/3 <sup>rds</sup>

All other decisions shall be taken with a majority of 2/3<sup>rds</sup>.

#### ARTICLE 18 - QUORUM

- At least half of all Executive members shall be present or represent to proceed and deliberate at Executive Board meetings.
- Each member that cannot attend the Executive Board can be represented by another member. No member shall have more than 1 representation powers.
- For avoidance of doubt, if at any time an Executive member is not present or does not have a Representative in office, the number of members in office shall exclude such vacant member for all purposes including determination of quorum and calculation of the number of affirmative votes required for Board action.
- Every act or decision done or made by a required majority of the Executive members present at a meeting duly held at which a quorum is present shall be the act of the Executive Board, unless Bylaws, these Internal Rules, or the law specifically requires a greater number. In the absence of a quorum at any meeting of the Executive Board, a majority of the members present may adjourn the meeting and call another meeting.

#### ARTICLE 19 - STRATEGIC COMMITTEE

Strategic Committee is a subsidiary of the Executive Board. It is not able to undertake any decision.

Strategic Committee's purpose is to:

- develop and submit Alliance strategy to Executive Board at both an organizational and technical level;
- develop and maintain long-range and annual strategic plans;
- propose Association accession to institutional, professional or advisory organisations;
- propose the appointment of Association's representatives to each institutional, professional or advisory organisations

- draw up a synthesis of Working Groups' reports to the Executive Board.

Strategic Committee composition:

- Executive members
- Working Groups Chairs
- On specific requests, additional participants (e.g. experts) can be nominated by the Strategic Committee

## TITLE 5 - GOVERNANCE

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### ARTICLE 20 - PRESIDENT

General rules of the President are presented in the Bylaws in appendix. Internal Rules bring supplements.

- His term ends on approval of action and annual accounts at the end of fiscal year of the renewal of the President.
- President may resign by registered letter with acknowledgement of receipt addressed to the Executive Board subject to compliance with a 15 days prior written notice. Any such resignation shall take effect at the date of the receipt of such letter or at any later time specified therein.
- President may be removed at any time in its discretion, without the need to invoke any reason whatsoever by the Executive Board, and without any compensation whatsoever.

Powers:

- President shall have general responsibility for the supervision, direction, and control of the business and affairs of the Alliance.
- Represent the Association in its relations with third parties and in all acts of civil life.
- Chair Executive Board meetings.
- Chair General Assemblies.
- President may delegate such duties to anyone provided that President appropriately supervises the person in his or her exercise of such duties.

Substitute President

- In case of absence of the President at General Assembly or Executive Board meeting, all present and Representatives shall nominate a substitute president ("Substitute President"), from among its present and Representatives Executive members, for the duration of the meeting.
- Substitute President will chair the meeting and will then be removed from all functions at the end.

## ARTICLE 21 - TREASURER

General rules of the Treasurer are presented in the Bylaws in appendix. Internal Rules bring supplements.

- His term ends on approval of action and annual accounts at the end of the fiscal year of the renewal of the Treasurer.
- Treasurer may resign by registered letter with acknowledgement of receipt addressed to the Executive Board subject to compliance with a 15 days prior written notice. Any such resignation shall take effect at the date of the receipt of such letter or at any later time specified therein
- Treasurer may be removed at any time in its discretion, without the need to invoke any reason whatsoever by the Executive Board, and without any compensation whatsoever.

Powers:

- Treasurer shall oversee the financial and accounting matters of the Association with respect to the receipt, deposit, and expenditure of funds. The Treasurer shall have such other powers and duties as may be designated from time to time by the Executive Board.
- Treasurer may delegate such duties to anyone provided that Treasurer appropriately supervises the person in his or her exercise of such duties.

## ARTICLE 22 - SECRETARY

General rules of the Secretary are presented in the Bylaws in appendix. Internal Rules bring supplements.

- His term ends on approval of action (activity report) and annual accounts (balance sheet) at the end of the fiscal year of the renewal of the Secretary.
- Secretary may resign by registered letter with acknowledgement of receipt addressed to the Executive Board subject to compliance with a 15 days prior written notice. Any such resignation shall take effect at the date of the receipt of such letter or at any later time specified therein
- Secretary may be removed at any time in its discretion, without the need to invoke any reason whatsoever by the Executive Board, and without any compensation whatsoever.

Powers:

- Secretary shall keep a full and complete record of the proceedings of the Executive Board and General Assembly, shall keep the seal of the Association, if any, and affix it to such papers and instruments as may be required in the regular course of business, and shall supervise the keeping of the records of the Association.
- Secretary may delegate such duties to anyone provided that he appropriately supervises the person in his or her exercise of such duties.

## TITLE 6 - WORKING GROUPS

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### ARTICLE 23 - COMPOSITION OF WORKING GROUPS

- Each Working Group is led by a chair (“Working Group Chair”) nominated by the Executive Board from among the Executive members and Active members.
- Each Working Group Chair nominates as many experts (“Working Group Experts”) as he needs to work with him, from among the Executive members, Active members or Observer members.
- Term of office of Working Group member commences with the first meeting of the Executive Board and ends on approval of action (activity report) and annual accounts (balance sheet) at the end of the fiscal year of the renewal of the Working Group. Term of its office also ends after Working Group dissolution.
- Member may serve in an unlimited number of Working Groups, assuming such member meets the qualifications for such Working Groups.
- Working Group Chair may resign by registered letter with acknowledgement of receipt addressed to the Executive Board subject to compliance with a 15 days prior written notice. Any such resignation shall take effect at the date of the receipt of such letter or at any later time specified therein.
- Working Group Chair may be removed at any time in its discretion, without the need to invoke any reason whatsoever by the Executive Board, and without any compensation whatsoever.
- In case of absence of Working Group Chair at one Working Group meeting, Working Group Experts shall nominate a substitute chair from among them, for the duration of the meeting.

### ARTICLE 24 - POWERS OF WORKING GROUPS

- Each Working Group is autonomous in his organization and must report its activities to the Strategic Committee
- Working Groups have to carry out the tasks entrusted to them by the Executive Board. They can advise Executive Board in their area of expertise.
- Working Group Chairs develop an annual action plan, which establishes purpose, objectives and priority areas of work.
- Working Groups produce, contribute, and submit Deliverables for final approval by the Executive Board.
- Working Groups propose Association accession to institutional, professional or advisory organisations.

## TITLE 7 - MISCELLANEOUS

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#### ARTICLE 25 - ANNUAL MEMBERSHIP FEE

- All members must pay an annual membership fee, the amount is for each member category, set by the Executive Board and defined hereafter in the Internal Rules. The total amount due for the assessment of annual membership is due by any member of the Association, for any calendar year started. In the event that a member joins Association during calendar year, the total amount of the annual membership fee is due.
- Annual membership fee for Executive members is set at 30,000 €.
- Annual membership fee for Active members is set at 10,000 €.
- Annual membership fee for Regular members is set at 3,000 €.
- Annual membership fee for Observer members is free.
- The annual membership fee may be amended by the Executive Board, which will determine the amount subject to the annual operating budget of the Association.

#### ARTICLE 26 - INSURANCE

- The Executive Board may authorize the Alliance to purchase and maintain insurance on behalf of any person who is or was a member of the Alliance, against any liability asserted against him and incurred by him in any such capacity, or arising out of his or her status as such, whether or not the Alliance would have the power to indemnify him or her.
- Alliance must at least have a civil liability insurance.

#### ARTICLE 27 - LEGAL COMPLIANCE - COMPETITION

- All members acknowledge that some of them are competing with each other – or may in the future with new entrants – in certain parts of their businesses and, therefore, that they and their Representatives are obliged and committed to act in a manner that does not violate any applicable national or international competition laws or regulations.
- All members undertake to thoroughly brief their Representatives attending meetings in respect of their obligations under European and/or national competition laws and regulations and not to engage into any conduct that could have as a consequence to involve the Association and/or other members of the Association in a real or potential infringement of European and/or other national competition laws and regulations.

#### ARTICLE 28 - INTELLECTUAL PROPERTY

- The purpose of the Association is not to create any intellectual property (“Intellectual Property”), and neither corresponding Intellectual Property rights of any sort. Membership in the Association shall not be construed as creating, conveying, transferring, granting or conferring upon any member rights, license or authority in or to the information exchanged.
- Furthermore and specifically, no license or conveyance of any intellectual property rights is granted or implied by membership in the Association. For the sake of clarity, each member shall retain the ownership of any and all of its own Intellectual Property, Intellectual Property rights, titles of any sort, knowledge and proprietary information he owned or was sublicensed to before joining the Association.

- Same rule shall apply to any Intellectual Property a member might develop on its own during the period of his membership in the Association. In particular, no member has to share any Intellectual Property or Intellectual Property rights with other members.

#### ARTICLE 29 - COMMUNICATION

- In all Association meetings and discussions, each member undertakes to refrain from discussing with any other member of the Association any other question than the purpose of the Association. Any violation of this rule shall constitute a Serious Reason for the immediate withdrawal of the member from the Association.

#### ARTICLE 30 - CONFIDENTIALITY

- All discussions and works undertaken within the Association shall remain confidential. Members or Representatives are subject to prior written approval by the Executive Board to disclose, use of confidential information, communicate, issue press release or other publication in the name of the Association.
- Confidential information ("Confidential Information") means all and any information exchanged in the framework of the Association, which is of whatever technical, commercial or any other nature.
- Any member of the Association receiving such Confidential Information ("Receiving Party") shall keep in strict confidence the Confidential Information received in any form whatsoever, protect it with the same diligence for its own confidential information, and not disclose it to any third party.
- The Receiving Party agrees to use the Confidential Information received from another member of the Association only in connection with the Association purpose defined in the bylaws in appendix and agrees not to use it for any other purpose.
- Members of the Association undertake to respect the confidentiality obligations as set forth in this Article during the term of their membership in the Association as well as for a period of five years following the end of their membership.

#### ARTICLE 31 - INTERNAL RULES

- Internal Rules are established, modified and approved by the Executive Board.



## ARTICLE 32 - DISSOLUTION

- Upon a dissolution of the Association, and after all of the known debts and liabilities of the Association have been paid or adequately provided for in accordance with applicable state and federal laws, any remaining net assets of the Association shall be distributed by the Executive Board to one or more organizations selected by the Executive Board that will help to further the purpose of the Association. No part of the Association's net earnings will inure to the benefit of any member or private person.

Member signature:

***Company name:***

*represented by:*

*date:*

# APPENDIX 1: BYLAWS

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## TITLE 1 - GENERAL INFORMATION

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### ARTICLE 1 - NAME

The association “Wize Alliance” (hereinafter “Association”) is hereby formed between the parties to these bylaws. It shall be governed by the French law of 1<sup>st</sup> July 1901 and the French decree of 16<sup>th</sup> August 1901.

The Executive Members keep the possibility to evolve the association to another form of partnership. If so, they will proceed to all necessary formalities.

### ARTICLE 2 - OBJECTS

The purpose of the Association are:

- improve interoperability between connected objects using low power wide area networks,
- educate the Internet of Things market and promote the benefits and the applications of WIZE technology,
- establish a sharing environment between its members to enhance the WIZE technology, participate in its development, particularly through the standardization work such as those set up on the 13757-x European standard,
- identify and coordinate a network composed of start-up, developers and WIZE technology compliant product suppliers to provide a wide range of interoperable products.

### ARTICLE 3 - REGISTERED HEAD OFFICE

The registered head office of the Association is located at 6 Rue Condorcet, 75009 Paris, France.

It may be transferred by decision of the Executive Board.

### ARTICLE 4 - DURATION

The Association is formed as from the date of signature of these Bylaws (“Bylaws”) by at least two members of the Association at the constituent General Assembly for an indeterminate duration. Early dissolution shall be decided by an Extraordinary General Assembly.

## TITLE 2 - MEMBERS

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### ARTICLE 5 - ADMISSION RULES

All individuals who intervene in smart networks and/or in the field of Internet of Things and having an interest in the WIZE radio technology, whether they are devices manufacturers, IT suppliers, systems integrator, academic institutions, research centers, can become member of the association provided:

- the approval of the Executive Board (not required for members who signed the Bylaws at the constituent General Assembly),
- acceptance of the Bylaws
- acceptance of the Internal Rules

Subject to the “technological” criteria and conditions set above, there are no other restriction on joining the Association.

### ARTICLE 6 - EXECUTIVE MEMBERS

Executive members are natural or legal persons of private or public law, or institutional, professional or advisory organizations of such persons:

- having ongoing existing product or service deployments using WIZE technology, and
- actively contributing to the development strategy of WIZE technology, and
- having interests in WIZE technology, and
- paying annual membership fee which amount is fixed by the Executive Board and defined in the Internal Rules.

Executive members have the right to participate in all Association activities without restriction, as well as to serve on the Executive Board.

The activities, powers and commitments of the Executive members are defined in the Internal Rules.

### ARTICLE 7 - ACTIVE MEMBERS

Active members are natural or legal persons of private or public law, or institutional, professional or advisory organizations of such persons:

- having products or services compatible with WIZE technology, and
- actively contributing to the development strategy of WIZE technology, and
- having interests in WIZE technology, and
- paying annual membership fee which amount is fixed by the Executive Board and defined in the Internal Rules.

Active members have the right to participate in Working Groups. They are not entitled to sit on the Executive Board.

The activities, powers and commitments of the Active members are defined in the Internal Rules.

## ARTICLE 8 - REGULAR MEMBERS

Regular members are natural or legal persons of private or public law, or institutional, professional or advisory organizations of such persons:

- contributing to the Association operational activities, and
- having interests in WIZE technology, and
- paying annual membership fee which amount is fixed by the Executive Board and defined in the Internal Rules.

Regular members do not have the right to participate in Working Groups, nor to serve on the Executive Board.

The activities, powers and commitments of the Active members are defined in the Internal Rules.

## ARTICLE 9 - OBSERVER MEMBERS

Observer members are legal persons of public law, or academic organizations:

- contributing to the Association operational activities, and
- having interests in WIZE technology, and
- being exempted from annual membership fee which amount is fixed by the Executive Board and defined in the Internal Rules.

Observer members may participate in the Working Groups and Association activities, but they only have an advisory role. They do not have access to the confidential technical documents of the Association unless the Executive Board decides otherwise.

The activities, powers and commitments of the Active members are defined in the Internal Rules.

## ARTICLE 10 - FORFEITURE OF MEMBERSHIP

The membership of the Association is lost by:

- Resignation,
- Striking off for non-payment of the annual membership fee,
- Striking off for non-compliance with the rules set forth in the Bylaws and/or in the Internal Rules or for other serious reasons,
- Cessation of activity, prohibition or death,
- Dissolution of the Association.

The loss of the membership of the Association shall imply *ipso facto* the termination of any function within the Association.

Specific details and modalities, including the definition of serious reasons are defined in the Internal Rules.

## ARTICLE 11 - MEMBERS REPRESENTATION

If Association members are legal persons, they shall be represented in the Association by natural persons, hereinafter called "Representative", whom they shall appoint for this purpose. Such appointment and any change of Representative must be notified to the Secretary of the Association as soon as possible by email and registered letter.

Even if the members are free to replace their Representatives at any time, they must perform their duties on a regular and permanent basis until they are dismissed or replaced, regardless of their position or responsibilities within the Association.

However, as an exception to the preceding paragraph, in case of unavailability of the Representative of a member who would prevent him from taking part in one of the Association meeting, such as the Executive Board meeting or the General Assembly, this member can designate another Representative who replaces the unavailable Representative at the meeting. The alternate Representative shall have the same rights, duties and powers as the permanent Representative who should have attended the same meeting.

Representatives and members shall not receive any remuneration for their duties in the Association.

## TITLE 3 - GOVERNANCE

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### ARTICLE 12 - GENERAL ASSEMBLY

An Ordinary General Meeting shall be held not later than twelve (12) months after the signature of the present Bylaws, and thereafter every year.

An Extraordinary General Meeting may be held at any time upon convocation by the Executive Board.

General Assembly, both Ordinary and Extraordinary, includes all members of the Association, whichever the category to which they belong, who are up to date with the payment of their annual membership fee. The General Assembly shall be chaired by the President.

Each member has one vote. Decisions shall be taken by a majority vote of the members present or represented. In case of a tie, the President's vote shall be decisive.

The General Meeting is convened by the President of the Executive Board by registered letter sent on his own initiative or at the request of the Executive Board, at least fifteen (15) calendar days before the scheduled date of the meeting.

The agenda is set out in the convocations. Only the items in the agenda should be dealt with at the General Assembly. The proposed resolutions (and a power of attorney form) are attached to convocations.

The activities, powers and rules of organization governing the Ordinary and Extraordinary General Assemblies are specified in the Rules of Procedures.

#### ARTICLE 13 - EXECUTIVE BOARD-COMPOSITION

The Executive Board is the main executive body of the Association. It is composed of the Executive members. Natural persons Executive members sit directly on the Executive Board. The Representatives of legal persons Executive members, also sit on the Executive Board.

The Executive Board shall be chaired by the President.

#### ARTICLE 14 - EXECUTIVE BOARD-POWERS

The Executive Board has the broadest powers to act, in all circumstances, on behalf of the Association.

The Executive Board elects, by secret ballot, the following representatives' members of the Association:

- a President,
- a Treasurer,
- a Secretary.

The Executive Board shall decide on applications for new Executive members, Active members, Regular members or Observing members. It may also decide to make Executive member any other members, which has the effect of granting him the corresponding rights, particularly sitting on the Executive Board.

Each member of the Executive Board has one vote. Decisions are taken by a majority vote. In case of a tie, the President's vote shall be decisive.

The activities, powers and rules of organization of the Executive Board are specified in detail in the Internal Rules.

#### ARTICLE 15 - PRESIDENT

The Association is represented by a President who is appointed by the Executive Board from among its members.

The term of office of the President is set to two (2) years and is renewable. The activities, powers, rules and commitments concerning the President are set out in the Internal Rules.

First President of the Association is Jean Lemaistre.

#### ARTICLE 16 - TREASURER

Treasurer is appointed by the Executive Board from among its members.

The term of office of the Treasurer is set to two (2) years and is renewable without limitation. The Treasurer may be assisted by external auditors.

The activities, powers, rules and commitments concerning the Treasurer are set out in the Internal Rules.

First Treasurer of the Association is Sebastien Malgat.

#### ARTICLE 17 - SECRETARY

Secretary is appointed by the Executive Board from among its members.

The term of office of the Secretary is set to two (2) years, renewable without limitation.

The activities, powers, rules and commitments concerning the Secretary are set out in the Internal Rules.

First Secretary of the Association is Pierre Andrade.

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## TITLE 4 - WORKING GROUPS

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#### ARTICLE 18 - WORKING GROUPS

Working Groups may be set up within the Association.

The Executive Board is competent, if necessary, to create, dissolve, modify the name, the powers, the composition and the purpose of Working Groups.

Each Working Group is autonomous in term of organization and must report its activity to each Ordinary General Assembly or to the Executive Board when requested.

Particularly, a Communication Committee will be formed to manage promotion and market education of WIZE technology.

The activities, powers, rules and commitments for the Working Groups are set out in the Internal Rules.

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## TITLE 5 - MISCELLANEOUS

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#### ARTICLE 19 - RESSOURCES

The Associations resources are composed of:

- Membership fees,
- State and local subsidies,
- Donations,
- The proceeds from the activities of the Association,

- Any amounts resulting from savings and any amounts that the Association may receive from legal or regulatory provisions,
- Any other income that is not prohibited by law.

#### ARTICLE 20 - ANNUAL MEMBERSHIP FEE

All members must pay an annual membership fee, the amount for each category of member, is fixed by the Executive Board and defined in the Internal Rules. The annual membership fee is due, by any member of the Association, for any calendar year begun. In case new member join the Association during the calendar year, the annual membership is due in total.

#### ARTICLE 21 - ACCOUNTING AND AUDIT

The fiscal year begins on January 1<sup>st</sup> and ends on December 31<sup>st</sup> of each calendar year. First fiscal year begins on the day of origination of the association and ends in any event on December 31<sup>st</sup> 2016.

Accounting records shall be kept annually showing annual accounts, balance sheet and appendices in accordance with the Regulation No. 99-01 of 16 February 1999 regarding terms of establishing annual accounts of associations and foundations.

The annual accounts shall be approved each year by the Ordinary General Meeting within a period of six (6) months from the end of accounting closing of the Association.

The audit of the accounts of the Association may be carried out by one or more auditors appointed by the Executive Board.

The annual accounts are sent each year to the department's Prefect.

The Association commits to present its books and records on any requisition from the administrative authorities concerning donations which it would be authorized to receive, to let its establishments visited by the representatives of the competent authorities and to report to them on the operation of the designed establishments.

#### ARTICLE 22 - INTERNAL RULES

Internal Rules of the Association shall be adopted by the Executive Board.

Internal Rules are intended to set out the various points which have not been foreseen or have not been detailed in the Bylaws of the Association, particularly provisions relating to internal management of the Association and its bodies.



#### ARTICLE 23 - CONFIDENTIALITY

Each member commits to take all necessary measures to protect the confidential information to which it may have access when participating in meetings and Working Groups of the Association. The procedures for sharing information and publishing externally are specified in the Internal Rules.

#### ARTICLE 24 - CODE OF PRACTICE

Individually, each Association member must respect the legal constraints that concern their own field of activity (including regulated monopoly operators and their specific rules). Association, Bylaws or Internal Rules shall by no means allow Association members to derogate from the regulations to which they are subject. These constraints include measures to ensure the exclusion of all discriminatory practices and the specific obligations imposed on their employees to achieve them.

Moreover, Association members undertake not to create any confusion between members who would also be electricity or natural gas distribution or transport network operators and their own vertically integrated undertaking, in accordance with Articles 17.4 and 26.3 of directives 2009/72/CE and 2009/73/CE.

Any violation of provisions of this article constitute a serious contractual violation conferring the right to the Executive Board to terminate membership of the member in the Association in accordance with the provisions of Article 10 of these Bylaws.

#### ARTICLE 25 - DISSOLUTION

Shall the Extraordinary General Meeting cast a dissolving vote of the Association, one or more liquidators are appointed by the Extraordinary General Meeting and asset, if it takes place, is vested in accordance with the article 9 of the French law of 1<sup>st</sup> July 1901 and the decree of 16<sup>th</sup> August 1901.

#### ARTICLE 26 - DEFINITION OF « WIZE »

A definition of "WIZE" is attached to the Bylaws in Appendix 1.

## APPENDIX 2: WORKING GROUPS

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Here is the composition of Working Groups:

### TECHNICAL WORKING GROUP

Organisation:

- 1 chair from among Executive members or Active members
- Experts from among Executive members, Active members or Observer members
- Reports its activities to Strategic Committee

Purpose:

- dedicated to maintain the detailed specifications of the standard and to specify tests
- gathering, defining, and prioritizing requirements for Deliverables
- creating a working plan to accomplish the technical objectives of the Alliance
- organising certification and testing process

### DEVELOPMENT WORKING GROUP

Organisation:

- 1 chair from among Executive members or Active members
- Experts from among Executive members, Active members or Observer members
- Reports its activities to Strategic Committee

Purpose:

- dedicated to business development of the technology, recruitment of new projects, new applications and upgrades
- defining the timing and form of ecosystem expansion
- tooling and implementation, monitoring and surveillance over projects

### COMMUNICATION WORKING GROUP

Organisation:

- 1 chair from among Executive members or Active members
- Experts from among Executive members, Active members or Observer members
- Reports its activities to Strategic Committee

Purpose:

- dedicated to marketing activities, promotion of WIZE technology and communication activities within and outside the Alliance
- developing an Alliance marketing plan;
- driving education, outreach, and awareness programs
- managing communication to members

- developing marketing materials for the event and for the Alliance