



The Internet of Things International Forum (IoT Forum)

- In the following IOT FORUM -

ARTICLES OF ASSOCIATION

(Approved by the founding organisations on June 19, 2013)
(Revisions approved by General Assembly, November 7, 2013)

Preamble

THE MEMBERS SHARE THE FOLLOWING OBJECTIVES

- to bring the Internet of Things community together and provide a place for it to meet and collaborate
- to organise meetings, other events and activities on the Internet of Things in cooperation with other regional and international related platforms
- to identify and help break down barriers to a common Internet of Things, for the potential benefit of the whole IoT domain
- to promote success stories and confidence in the Internet of Things, and inform about its benefits
- to support the transfer from research to market
- to support multi stakeholder dialogue with those concerned with the use and deployment of the Internet of Things
- to promote cross domain, generic and interoperable solutions

THE MEMBERS RECOGNISE

- that a common Internet of Things has the potential to bring large scale societal benefits, and ease the long term technological burden, beyond the gains of diverse intranets of things
- that the IOT FORUM should focus on approaches applicable across domains, and with a common technology basis. This does not mean there can only be one technology or one standard for the IoT, but commonalities and bridges between different technologies should be exploited
- that the IOT FORUM focuses on pre-competitive collaboration. The IOT FORUM aims to maximise the size and benefit of the overall IoT domain and market.
- that the IOT FORUM must also look outward, and interact externally to the IoT domain with end users, society, investors, legislators, etc.

Articles of Association
of
The Internet of Things International Forum
domiciled in Geneva, Switzerland

1. The IOT FORUM

The Internet of Things International Forum ("IOT FORUM") is constituted as a non-profit association under the terms of articles 60 ss. of the Swiss Civil Code.

2. Seat

The seat of the IOT FORUM is in Geneva, Switzerland. The postal address of the IOT FORUM is fixed by the Executive Board.

3. Purpose

The purpose of the IOT FORUM is:

- to bring the Internet of Things community together and provide a place for it to meet and collaborate
- to organise meetings, other events and activities on the Internet of Things in cooperation with other regional and international related platforms
- to identify and help break down barriers to a common Internet of Things, for the potential benefit of the whole IoT domain
- to promote success stories and confidence in the Internet of Things, and inform about its benefits
- to support the transfer from research to market
- to support multi stakeholder dialogue with those concerned with the use and deployment of the Internet of Things
- to promote cross domain, generic and interoperable solutions

The IOT FORUM is an open and independent organisation..

4. Membership

4.1. Application Conditions

Any legally established corporation and individual firm, partnership, university and research institute, governmental body or international organisation and qualified individuals, from any country in the world, supporting the promotion, further development, and application of the Internet of Things may apply for membership.

A good faith commitment to the purposes and objectives of the IOT FORUM is a prerequisite of membership.

The Members agree to respect all legal provisions and these statutes concerning the IOT FORUM.

4.2. Types of Membership

The IOT FORUM has several categories of Members: Ordinary Members, Sponsor Members and Individual members.

Ordinary Members are public or private entities, such as universities, companies or public administrations, interested in joining and contributing to the IOT FORUM.

Sponsor Members are public or private entities which have an additional interest in shaping the IOT FORUM's stated goals and its success, and are expected to declare their membership publicly.

Individual Members are from those persons who have an interest in participating in the IOT FORUM but cannot do so through an organisational membership. The criteria for qualification as an Individual Member are agreed by the General Assembly based on proposals from the Steering Board.

All these IOT FORUM Members are entitled:

- to send representatives to all Working Groups and the General Assembly
- to one vote at the General Assembly
- to propose and elect candidates as Executive Board Members of the Steering Board
- to propose and elect candidates as Working Group chairs and Working Group vice chairs
- to access all registered working documents, minutes of the meetings and written contributions by the IOT FORUM, including full access to the Members Only area of the IOT FORUM web site

In addition, each Sponsor Member shall be entitled:

- to nominate a representative to the Steering Board as a Non-Executive Board Member

4.3 Admission Procedure

New parties that wish to participate as an Ordinary Member, or as a Sponsor Member shall submit to the IOT FORUM Secretariat an Application Form and a short written statement identifying and describing the organisation and its interest in participating in the IOT FORUM. Individual Member applicants shall submit to the IOT FORUM Secretariat an Application Form and a short written statement identifying and describing their area of experience and their interest in participating in the IOT FORUM. Such application must contain a signed subscription to the Statutes. The Steering Board acknowledges the membership application and submits it for approval to the following General Assembly. The admission procedure is completed when the new Member has been approved and has paid the fees.

4.4 Terms and Conditions of the Fees

There is a membership fee for Individual Members, Ordinary Members, and Sponsor Members. Membership is per calendar year, from the date of application, or the 1st January for a renewal, until the 31st December, and is renewable on payment of the fee without any new approval. There shall be a

fixed fee for each class of Member per year, with a reduced fee for new membership applications which are made after 30th June. Each Member shall pay the fees to the Treasurer.

The fees for the different types of membership and terms of payment are fixed annually by the General Assembly, together with the approval of the budget, based on a proposal by the Treasurer.

4.5 Suspension, Conversion, Exclusion and Expulsion

The General Assembly can decide to suspend or expel a Member in the following cases:

- substantial delay in or default of payment of fees
- severe violation of the statutes, procedures, policies, duties of membership or resolutions adopted by the General Assembly
- breach of confidentiality provisions by a Member

Membership shall automatically cease in case of bankruptcy, withdrawal, dissolution or cessation of business or of change in the nature of business of such that criteria for membership would no longer be complied with.

In case of default of any Member relating to its payment of fees obligation, the Chair of the General Assembly may notify such Member by written notice that suspension will be decided by the next General Assembly.

Any Member shall automatically be expelled or excluded if his fees are not paid within ninety days following the effective date of a suspension notice subsequent to the General Assembly decision.

In case of expulsion, the Member shall forfeit any fees paid during membership.

A new membership application may be made after one year from the date of expulsion.

The admission of an expelled Member is subject to the payment of all arrears in fees and any other monetary obligations to the IOT FORUM.

4.6 Resignation

Resignations have to be notified in writing to the IOT FORUM Secretariat. Any such notice to withdraw shall take effect from the date so specified in the notice or, if no such date is specified, one month after receipt of the same.

Any outstanding amounts that are still due to the IOT FORUM at the time of resignation must be paid in full. In case of resignation, the Member shall forfeit any fees accrued during membership.

A new membership application may be made after one year from the date of resignation.

5. Financial Matters

Each Member of the IOT FORUM will bear its own expenses of participation in the IOT FORUM.

5.1 Funds

The IOT FORUM shall be funded primarily by its membership fees and meeting registration fees. These fees shall cover the IOT FORUM activities as agreed by the General Assembly.

5.2 Budget

The annual budget shall be proposed by the IOT FORUM Treasurer and be approved by the General Assembly. The budget covers administrative costs (IOT FORUM secretariat), costs for the arrangement of the General Assembly meeting and other meetings, events and activities arranged by the IOT FORUM, as far as not covered by event fees, other expenses in accordance with Article 6.2, and general marketing activities.

5.3 Auditor

The Steering Board shall appoint an auditor for the term of one year to audit the balance sheet and the statement of income and expenditure annually. The auditor may not be a member of the Steering Board. The auditor shall produce a report on his audit examination to the General Assembly.

5.4 Liability

The liability for obligations of the association is limited to its assets. Any personal liability of the Members for obligations of the association is excluded.

6. The IOT FORUM Corporate Bodies

The IOT FORUM shall be composed of a General Assembly, a Steering Board, a Secretariat, Working Groups, and any other committee which may from time to time be established by the General Assembly upon a proposal from the Steering Board and/or upon majority vote of the Members.

6.1 General Assembly

At least once a year, the General Assembly of the IOT FORUM will be convened by the Executive Board. The General Assembly is the governing body of the IOT FORUM. The main responsibilities are:

- election of IOT FORUM officers
- ratification of WG chairs
- approval of membership requests
- approval of IOT FORUM liaisons with other bodies
- discussions on IOT FORUM work programme
- review and approval of IOT FORUM financial status and plans
- amendments to IOT FORUM documents such as articles of association, charters
- ratification of other proposals from the IOT FORUM Steering Board
- approval of IOT FORUM outputs

The General Assembly will review the work done by the Steering Board and the Working Groups and their proposals for the future work programme. Members of the IOT FORUM may raise questions, comment and propose

amendments or make additional proposals and will approve the work programme.

The General Assembly approves the work programme by general consensus or by simple majority of votes of the Members present in favour of the proposal.

At least once a year the General Assembly will review and approve the budget of the IOT FORUM as proposed by the Treasurer.

The General Assembly may, by a simple majority vote of the Members present in person or proxy, delegate some of their responsibilities to the Steering Board including the right to sub-delegate some of those to other committees designated. The authority so delegated may at any time be revoked or modified by a majority vote of the Members.

The General Assembly may include discussion fora and parallel workshops on main action lines or specific topics.

In addition to the ordinary General Assembly Meetings, a special General Assembly may be convened if at least 20% of the IOT FORUM Members request so.

The General Assembly will be chaired by a representative of one of the IOT FORUM Members for a term of two years. Notwithstanding this, the chairmanship will end at any earlier date on which the IOT FORUM Member represented by the Chair decides to withdraw from Member status in the IOT FORUM. Any Chair or Vice Chair/Treasurer/Secretary may be removed, with or without cause, at any time, by the vote of the majority of the Members, at a special meeting called for that purpose, at any annual or General Assembly meeting, provided notice of that meeting and of the removal question are given as provided in Section 6.1.1, or by written ballot. Any Chair or Vice Chair/Treasurer/Secretary is automatically removed who has terminated the employment with a Member, or who is employed by a Member whose Membership has been suspended or otherwise ended.

The Chair shall remain neutral and hence has not the right to vote in the General Assembly. However, the Member of which the Chair is a representative may send another representative to exercise the voting rights.

The election of the Chair and of the Vice Chairs/Treasurer/Secretary of the General Assembly will be held with one vote per Member present in person or by proxy, by simple majority.

The election of Non-Executive Board Members to the Steering Board from the ranks of Sponsor Members, in accordance with Article 6.2, shall be held with one vote per Sponsor Member present in person or by proxy, by simple majority.

No remuneration or fees shall be payable for Chairs, Vice Chairs/Treasurer/Secretary, or any other representative of the IOT FORUM, except as stated in Article 6.2.

In addition observers may be invited on a meeting by meeting basis. The decision on invitation of observers will be taken by the Chair of the General Assembly. The participation of a non-member shall be identified by the Chair at the beginning of the meeting.

6.1.1 Notice

Written notice of the time, place and purpose of holding an ordinary or special General Assembly Meeting shall be given to each Member of the IOT FORUM at least three weeks prior to the scheduled date for that meeting. The written notice of a meeting shall be made by mail, facsimile or e-mail, and will include the proposed agenda including mention of those items for which a decision is already known to be requested.

Minutes shall be kept during the General Assembly meeting. The minutes shall contain the voting list. The minutes shall be signed by the Chair and by two persons who check the minutes before being distributed. The draft minutes of the General Assembly Meeting shall be made available to the Members within fourteen days.

6.1.2 Decisions

Decisions should be taken by consensus wherever possible (exceptions see below). If consensus cannot be reached an indicative voting of the Members present shall take place. If the minority is not willing to accept the result, a formal voting process by simple majority will take place.

In the following cases a two-third majority of the Members present in person or proxy is always required to pass a decision:

- revision of the Articles of the Association
- suspension, exclusion or expulsion of an IOT FORUM Member
- election or removal of Chair and Vice Chairs/Treasurer/Secretary of the IOT FORUM's General Assembly
- dissolution of the IOT FORUM

6.1.3 Proxies

At all ordinary or special General Assembly Meetings any Member shall be entitled to vote either through its own nominated delegate or by a duly accredited proxy. A proxy shall not be valid for more than the meeting for which it is intended to be used or any adjournment thereof. No Member shall validly hold more than one proxy.

6.1.4 General Assembly Vote by remote means

The Chair of the General Assembly may at any time organise a GA vote by email, teleconference or regular mail, if requested by the Steering Board or by 20% of the IOT FORUM Members. For a GA vote by remote means the rules in articles 6.1.1 ('Notice'), 6.1.2. ('Decisions'), and 6.1.3 ('Proxies') shall apply analogously.

6.2 Steering Board and Executive Board

The Steering Board shall consist of Executive Board Members, responsible for the day-to-day operation of the IOT FORUM, and Non-Executive Board Members.

Each Sponsor Member shall be entitled individually to appoint one (1) Non-Executive Board Member to serve until his or her successor is appointed, or until the Sponsor Member relinquishes its sponsorship of the IOT FORUM.

All Non-Executive Board Members shall be entitled to all rights and bound by the obligations generally afforded and imposed upon all Members and shall be subject to the obligations stated in Articles 8 and 9. If a Non-Executive Board Member organisation ceases to be a Member pursuant to Article 4.5 or 4.6, that Member shall be deemed, at the same time, to have given notice in writing to the IOT FORUM at its office to remove, with immediate effect, any representative in the Steering Board.

The Steering Board is composed of:

- Executive Board Members
 - Chair of the General Assembly
 - Secretary
 - Treasurer
- Non-Executive Board Members, as stated above
- Working Group Chairs

The Steering Board will be chaired by the Chair of the General Assembly for the term of his office.

The tasks of the Chair include to call for Steering Board meetings, to co-ordinate and lead the work within the Steering Board, and to co-ordinate activities and work between the Steering Board and the Secretariat.

The tasks of the Secretary include taking minutes of the IOT FORUM Steering Board and General Assembly meetings, handling IOT FORUM membership, co-ordinating the administration of IOT FORUM physical meetings and co-ordinating IOT FORUM facilities such as email lists and website.

The tasks of the Treasurer include to produce financial reports, to take care of the IOT FORUM's money and execute transactions, to control if new applicants are legal corporations, and to prepare and handle the IOT FORUM budget.

The Executive members of the Steering Board serve on an honorary basis and without remuneration. For extraordinary services a compensation may be paid as determined by a resolution passed by a two-thirds majority of the Steering Board.

The Steering Board may agree to repay to any Executive Steering Board member all such reasonable expenses as he may incur in attending and

returning from meetings of the Steering Board or of any committee of the Steering Board or Members' meetings or otherwise in or in connection with or about the business of the IOT FORUM.

The Steering Board can decide to invite observers from relevant organisations, such as industry organisations, standardisation organisations, the European Commission, etc. to its meetings. Such decisions have to be reported to the General Assembly. The Chair of the Steering Board may invite experts and advisers.

The signature authority for the IOT FORUM shall be decided by the Steering Board and be reported to the General Assembly.

The Steering Board will arrange General Assembly Meetings of the IOT FORUM and will prepare the agenda of the General Assembly Meetings.

The Steering Board organises collaborations with other bodies.

The Steering Board's main responsibilities are to:

- act on the decisions of the General Assembly
- represent the IOT FORUM based on the decisions taken by the General Assembly
- propose and manage the IOT FORUM work programme
- manage the IOT FORUM outputs and dissemination plan
- attract contributions to IOT FORUM meetings and outputs
- manage IOT FORUM working groups (including their establishment and dissolution)
- promote co-ordination between the Working Groups
- identify and set up liaisons with key bodies
- address matters of IOT FORUM administration, management, finance and scheduling
- present annually for approval by the General Assembly the balance sheet audited by the auditor
- process applications for membership and refer them to the General Assembly

Decisions within the Steering Board should be based on consensus. If no consensus can be reached, the decision has to be transferred to the General Assembly.

Minutes shall be kept during the Steering Board meetings. The minutes shall be signed by the Chair and by one person who checks the minutes before being distributed.

6.3 Working Groups

The Steering Board may establish Working Groups and temporary Ad-hoc Groups on issues within the IOT FORUM's mandate.

Working Groups are open for Members of the IOT FORUM and participants of the IOT FORUM physical meetings. Members of a Working Group are expected to actively contribute to the work of the Working Group.

Results of the Working Group and Ad-hoc group meetings shall be recorded. The records shall be signed by the Working Group Chair. Each Working Group and Ad-hoc Group will report on its progress as requested by the General Assembly. The Chair is responsible for timely reports on progress and for the completion of the work.

The Working Groups shall elect a Chair from the ranks of the IOT FORUM Members for the period of two years in case of a Working Group or for the period of existence in case of an Ad-hoc Group. This election needs the approval of the Steering Board. Notwithstanding this, the chairmanship will end at any earlier date on which the IOT FORUM Member represented by the Chair decides to withdraw from the IOT FORUM. Any Chair may be removed, with or without cause, at any time, by the vote of the majority of the Members. Any Chair is automatically removed who has terminated the employment with a Member, or who is employed by a Member whose membership has been suspended or otherwise ended.

The election of the Chair of the Working Group will be held with one vote per present Member organisation of the Working Group, by simple majority. The Chair of a permanent Working Group may be re-elected.

The Chair of a Working Group may invite experts, advisors and representatives of other organisations to participate as observers in the meetings of its Working Group.

6.4 The IOT FORUM Secretariat

The IOT FORUM shall have a Secretariat.

The IOT FORUM Secretariat is in charge of maintaining:

- the IOT FORUM web site
- the IOT FORUM Member register
- membership management
- the IOT FORUM documents
- handling meetings of Working Groups, Steering Board and General Assembly meetings from an organisational viewpoint including notice and registrations
- information on the IOT FORUM web pages

The Secretariat is also in charge of distributing the minutes of the General Assembly and the Steering Board meetings.

The Secretariat is further in charge of assisting in the arrangement and the organisation of General Assembly and Steering Board meetings, and to support the Executive Steering Board Members.

Any Member of the IOT FORUM may have access to any numbered document kept by the IOT FORUM Secretariat at the Members Only area of the IOT FORUM web site.

7. Intellectual Property Rights

All patents, copyrights or other intellectual property owned or created by any Member shall remain the property of that Member. Such ownership shall not be affected in any way by the Member's participation in the IOT FORUM, unless the Member specifically agrees otherwise.

These restrictions do not impede IOT FORUM's registering of trademarks, copyrights or other protections and issuing licences for the use thereof.

8. Disclosure of information and confidentiality

All and any information either orally disclosed or as material presented by a Member to the IOT FORUM or its subgroups shall be deemed non-confidential except as may be provided below or as otherwise agreed to in a written agreement between the affected parties.

All information developed by the IOT FORUM shall be deemed the Confidential Information of the IOT FORUM until made publicly available. This should not affect the information disclosed or material presented by a Member to the IOT FORUM or its subgroups. All works in progress, minutes of General Assembly meetings, minutes of the Steering Board, results of Working Groups, and attorney work product shall in all cases be deemed Confidential Information of the IOT FORUM and subject to the terms hereof.

From time to time a Member may deem it necessary to disclose information to the IOT FORUM itself or to the other Members which such Member considers confidential or proprietary ("Confidential Information"). In such instances the relevant information may be disclosed in confidence and shall be considered Confidential Information of the disclosing party if, and only if, the information is specifically designated as Confidential Information by the disclosing party at the time of disclosure. Any such designation shall be effected by (1) marking any information disclosed in writing in a manner which indicates it is the Confidential Information of the disclosing party; or (2) by orally indicating that any information disclosed orally is the Confidential Information of the disclosing party and then within ten (10) days providing all other Members with a written summary of the orally disclosed Confidential Information so that such Confidential Information is more easily identified. By disclosing Confidential Information a Member agrees that should any such Confidential Information be necessarily or inferentially disclosed in a publication of the IOT FORUM, such Member shall allow publication of such information. All information disclosed by Members prior to the date of this Agreement directly for the purposes of the IOT FORUM shall be governed by the provisions of this section.

With respect to Confidential Information, the receiving party agrees, for a period of three (3) years, to use the same care and discretion to avoid disclosure, publication, and dissemination outside the receiving party and its

affiliates¹, contractors and consultants as the receiving party employs with its own Confidential Information, but no less than reasonable care. Any disclosure by a receiving party to its affiliates, contractors and consultants should be subject to an obligation of confidentiality at least as restrictive as those contained in this section. The foregoing obligation shall not apply to any information which is: (1) already known by the receiving party prior to disclosure; (2) publicly available through no fault of the receiving party; (3) rightfully received from a third party without a duty of confidentiality; (4) disclosed by the disclosing party to a third party without a duty of confidentiality on such third party; (5) independently developed by the receiving party; (6) disclosed pursuant to the order of a court or other authorised governmental body, or as required by law, provided that the receiving party provides reasonable prior written notice to the disclosing party, and cooperates with the disclosing party, so that the disclosing party has the opportunity to oppose any such order; or (7) disclosed by the receiving party with the disclosing party's prior written approval.

After resignation, suspension, exclusion, expulsion or non-renewal as a Member, for any reason, a former Member has a continuing duty under this Article.

9. Compliance with Antitrust Laws

9.1 Neither the IOT FORUM nor any of its committees or activities shall be used for the purpose of bringing about or attempting to bring about any understanding or agreement, written or oral, formal or informal, express or implied, among and between competitors with regard to prices, terms or conditions of sale, distribution, volume of production, territories, customers, credit terms or marketing practices.

9.2 No IOT FORUM activity, communication or exchange of information, or that of its Members or the representatives thereof, shall include any discussion which might be construed as an attempt to prevent any person or business entity from gaining access to any market or customer for goods and services, or to prevent any business entity from obtaining a supply of goods or services or otherwise purchasing goods or services freely in the market.

9.3 The IOT FORUM is not a standard-setting organisation and neither it nor any committee or Member thereof shall make any effort to bring about the standardisation of any product or service for the purpose or with the effect of preventing the manufacture, sale or supply of any product or services not conforming to a specified standard.

10. Dissolution

¹ Affiliate(s) of a party shall mean an entity which is directly or indirectly controlling such party, which is under the same direct or indirect ownership or control of such party, or which is directly or indirectly owned or controlled by such party. For these purposes, an entity shall be treated as being controlled by another if that other entity has fifty percent (50%) or more of the votes in such entity, is able to direct its affairs and/or to control the composition of its board of directors or equivalent body.

The IOT FORUM may be dissolved by a two-thirds majority vote of the General Assembly. Any balance remaining after liquidation shall be donated to a tax-exempt association with the same or similar goals. The distribution of the balance among the IOT FORUM Members shall be excluded.

11. Governing Law - Disputes

Any dispute, controversy, or claim arising out of, or in relation to, these Articles of Association, including the validity, invalidity, breach, or termination thereof, shall be resolved by arbitration in accordance with the Swiss Rules of International Arbitration of the Swiss Chambers' Arbitration Institution in force on the date on which the Notice of Arbitration is submitted in accordance with these Rules.

The number of arbitrators shall be three;

The seat of the arbitration shall be Zurich;

The arbitral proceedings shall be conducted in English language.

12. Language

English shall be the working language of the IOT FORUM and all IOT FORUM Documents shall be in the English Language.

13. Entry into Force

The IOT FORUM shall enter into force upon signature of the founding organisations Alexandra Instituttet A/S, ARC Research Network on Intelligent Sensors, Sensor Networks and Information Processing, Copenhagen Business School, Dunavnet D.O.O., Easy Global Market SAS, ESP Central Limited, Grundfos, Hildebrand Technology Limited, ICT Technology Network Institute, iHomeLab, Hochschule Luzern T&A, Institute for Information Industry, Mandat International, Nabto, and University of Surrey.

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