Guidelines for the Committees and Project Groups/Working Groups

of PROFIBUS Nutzerorganisation e.V. (PNO)

(TC/WG Guidelines)

§ 1   Preamble and Definitions:

The objectives of the Committees and Project Groups/Working Groups of PNO are to develop, standardize and propagate PNO technologies.

There are two groups of Committees, one for communication technologies, and another for comprehensive subjects. There are different types of groups at the working group level: **Project Groups (PG)**, **Working Groups (WG)**, **Ad-hoc PG**, **Staff Units (SU), and Joint Project Groups or Joint Working Groups (Joint PG/WG)**.

PG are established to handle mainly technical tasks within a specific scope.

WG are established to complete long-term tasks, primarily in the areas of quality management and marketing.

Joint PG/WG are PG/WG that are established in a joint project with one or more Partner Organizations. The provisions of these Guidelines apply to the Joint PG/WG accordingly, subject to deviating or additional contractual regulations between PNO and other Partner Organizations.

Ad-hoc PG are established by the Board of Directors to handle special temporary tasks, e.g., the evaluation of a potential new field of tasks.

The Board of Directors can establish an **SU** to handle special long-term tasks, such as Competence Centers.

PG/WG related to one subject area will be integrated into a Committee.

PG/WG are responsible for the following tasks:

- o Developing and maintaining documents (technical Specifications, guidelines, profiles, test and certification Specifications)
- o Developing software to be used by Members and test labs
- o Developing quality assurance tools (e.g., testing tools and procedures)
- o Ensure results by involving end users (use cases)
- o Contribution of the results to international standardization organizations such as ISO and IEC
- o Organizing technical conferences, workshops and roadshows

Committees are responsible, among others, for the following tasks:

- o Coordinating the assigned PG/WG
- o Organizing and coordinating topics that comprehend more than one PG/WG and Committee
- o Formulating topics that comprehend more than one PG/WG and Committee
- o Organization of reporting to the Board of Directors, Management and Advisory Board

All activities of the Committees and Project Groups/Working Groups of PNO take place according to the rules of these Guidelines and the documents "Intellectual Property Rights (IPR) Policy of PROFIBUS Nutzerorganisation e.V. (PNO)", "Code of Conduct for Corporate Social Responsibility of PROFIBUS Nutzerorganisation e.V." and "Code of Conduct: Guideline for association work, instructions for acting in conformance with antitrust laws in the PROFIBUS Nutzerorganisation e.V.".

§ 2   Setting up Committees and PG/WG

PG/WG

1. The Board of Directors makes the decision to set up PG/WG, that the Advisory Board will ratify. The chairperson of a PG/WG is appointed by the Advisory Board, based on a recommendation from the Board of Directors or the respective Committee chairperson.

2. PG/WG can work together with working groups from other technical or scientific organizations and form common working groups (Joint PG/WG). The Board of Directors makes the decision to set up such a Joint PG/WG together with the chairperson of the respective Committee. The decision must be ratified by the Advisory Board. The PNO Board of Directors and the Partner Organization will conclude an agreement in advance with regard to the Joint PG/WG's task and work procedures, Industrial Property Rights, publication of results, etc.
   In all other respects, all provisions pursuant to these Guidelines shall apply correspondingly to Joint PG/WG, subject to deviating or additional contractual regulations between PNO and other Partner Organizations.

3. Ad-hoc PG and SU are established by the Board of Directors outside the regular organization to handle temporary projects and tasks. These Guidelines apply to Ad-hoc PG and SU.

4. PG/WG may independently form temporary teams as needed to handle specific matters and dissolve them once their job is completed. The PG/WG chairperson appoints a team spokesperson. These Guidelines apply to the temporary teams.

Committees

1. Committees are established by the Advisory Board upon recommendation of the Board of Directors and must be ratified at the Members Assembly. The chairperson of a Committee is appointed by the Advisory Board upon recommendation of the Board of Directors.

§ 2   Participants

PG/WG

1.   Participants in the PG/ WG are employees of PNO Member companies or Member companies in related Regional PI Associations (RPA). Joint PG/WG also includes employees of Member companies of Partner Organizations. They are appointed by the chairperson of the respective PG/WG, aiming at a balanced composition.

2.   To ensure working capability and efficiency in the PG/WG, the PG/WG chairperson can limit the number of Participants and exclude Participants, for objectively justified reasons, subject to ratification by the Board of Directors.

3.   In special cases and if ratified by the Board of Directors, guests (e.g., experts, end users) who are not employees of PNO or RPA Members or, in the case of a Joint PG/WG, who are not employees of the Members of the Partner Organizations, may be appointed to a PG/WG respectively Joint PG/WG.

4.   The chairperson of a PG/WG may invite guests to the meetings. The invited guests have no voting rights.

5.   The chairperson of the PG/WG has the right to exclude Participants who have not been present at 3 consecutive meetings from further participation.

Committees

1.   Committee Participants include the chairperson of the Committee, the chairpersons of the assigned PG/WG and the PNO Executive Director(s) as well as further experts appointed by the Committee chairperson.

In addition, Advisory Board members can join all Committee and WG, PG, Ad-Hoc PG and SU meetings (according to the Rules for Board of Directors and Advisory Board).

§ 3   Procedures

PG/WG

1.   The respective PG/WG chairperson plans and organizes the PG's/WG's work. This includes:

   o   Preparing a Call for Experts before starting a new task
   o   Distribution of these Guidelines, the IPR Policy and any other applicable regulations of PNO to Participants of the PG/WG representing a company which is not a Member of PNO or an RPA, but is a guest, or a Member of a Partner Organization at a Joint PG/WG (according to § 2, Abs.3).
   o   Working on the completion of a task
   o   Formal coordination of the completed documents with the PNO Business Office
   o   Provision of the documents for approval by the Board of Directors and Advisory Board

2. Participants of a PG/WG take part in the meetings, work together constructively, and prepare the contributions.

3. The Participants of a PG/WG who or whose companies are non-members, accept in writing the regulations of these Guidelines, the "Intellectual Property Rights (IPR) Policy of PROFIBUS Nutzerorganisation e.V. (PNO)", the "Intellectual Property Rights (IPR) Policy of the respective RPA", the "Code of Conduct for Corporate Social Responsibility of PROFIBUS Nutzerorganisation e.V.", as well as the "Code of Conduct: Guideline for association work, instructions for acting in conformance with antitrust laws in the PROFIBUS Nutzerorganisation e.V.", and confirm to the chairperson of the PG/WG that they have received these documents for their information. The above applies subject to deviating or additional contractual regulations between PNO and the Partner Organizations.

4. The Participants of a PG/WG agree on the language of the meetings. If there are non-German speaking Participants, these Participants must expressly agree to allow the meetings to be conducted in German. Otherwise, the meetings shall be held in English.

5. Participants of a PG/WG each represent their own expert opinion. They aim for consistency with the position of the delegating PNO or RPA Member, or of the Member of a Partner Organization.

6. The PG/WG chairperson keeps a list of Participants, ensures that the results of each meeting are recorded in writing and distributes these to a distribution list agreed with the PNO Business Office.

7. The PG/WG chairperson creates project plans for the group's work and coordinates these plans with the respective Committee chairperson.

8. The PG/WG chairperson reports to the respective Committee chairperson and supports her/him in the reporting process.

9. Teams report at the PG/WG meetings, and upon request, to the PG/WG chairperson.

10. Ad-hoc PG and SU report directly to the Board of Directors and Advisory Board.

11. Documents should be created in MS Word format and in English and should follow the current IEC/ISO directives. The PNO Business Office provides up-to-date templates in each case.

12. For the documentation of change requests of PG/WG Participants, the PNO "PROFIBUS-Projects" project database is to be used when creating new versions of a document.

13. Should open-source software be used or contributed, the PG/WG shall endeavor to review any licensing terms and ensure a) that PNO can use all Copyright use rights to the extent described in Article 4 of the IPR Policy and b) that no open-source software is

contributed whose licensing terms permit editing or copying only on the condition that the complete new source code is disclosed (so-called copy-left license).

14. PG/WG chairpersons who are no longer able to perform their duties must notify the Board of Directors or the chairperson of the respective Committee.

Committees

1. Committees meet at least twice per year. The Committee chairperson organizes the meetings.

2. The Committee chairpersons keep a list of Participants, ensure that the results of each meeting are recorded in writing and distribute these to a distribution list agreed with the PNO Business Office.

3. The Committee chairpersons are required to report to the Board of Directors, Executive Directors and Advisory Board. Furthermore, reports on results must be created for distribution to the Members and forwarded to the Business Office no later than four weeks after the reporting period (normally the end of the calendar year). The Business Office provides a standardized template for the reports.

4. Committee chairpersons who are no longer able to perform their duties must notify the Board of Directors. A successor will be appointed according to § 1.

§ 4   Intellectual Property

The handling of intellectual property in PG/WG and Committees is governed by the document "Intellectual Property Rights (IPR) Policy of the PROFIBUS Nutzerorganisation e.V. (PNO)".

§ 5   Confidentiality

Information and Contributions shared in connection with PNO activities in the PG/WG are not confidential. Participants are therefore advised to carefully consider whether to submit or disclose Contributions that they wish to protect as trade secrets.

However, all non-public versions of PNO Specifications, software and other Work Results are considered PNO confidential information and will be marked as such.

If, in special cases, further confidential information marked as such is made available during the activities in the PG/WG, in particular, confidential information from third parties, the PG/WG will make explicit reference to this in writing, e.g., in the minutes.

All confidential information may only be distributed and discussed within a PG/WG or Joint-WG. In the case of cross-Committee and cross-PG/WG topics, confidential information of PNO may also be distributed to an appropriately extended circle, as well as to the Board of Directors and Advisory Board, if required. PG/WG Participants or other recipients, where

applicable, will treat all information marked confidential with a reasonable degree of care, use it only for the purpose specified by PNO or the disclosing party, and not disclose it to third parties without PNO's or the disclosing party's consent. PNO will establish procedures to determine the timing and manner of the release of Work Results or its disclosure to third parties. Information published with the appropriate consent is no longer confidential information.

In special cases, at the request of the PG/WG, the PNO Board of Directors may decide that a separate confidentiality agreement be entered into with the recipients of confidential information.

No confidential information is such information,

- o which was known or was generally available to the public prior to the disclosure or transfer by the disclosing person or that became so at a later date without a breach of a confidentiality obligation;
- o which was already demonstrably known to the recipient prior to disclosure by the disclosing person and without breach of a duty of confidentiality;
- o which was obtained by the recipient without use of or reference to confidential information from the disclosing person himself; or
- o which was handed over or made accessible to the recipient by an authorized third party without breach of a confidentiality obligation.

§ 6   Decisions

1. PG/WG and Committees have a decision-making quorum if the following requirements are met:
   - o Compliance with the invitation period of two weeks
   - o Presentation of an agenda with the invitation.

2. As a rule, decisions should be made by mutual agreement. In case of voting, a decision is made having a simple majority of present Participants.

3. All appointed Participants of the Committee and PG/WC present at voting have voting rights.

§ 7   Business Rules for Project Financing

1. Participation in the PG/WG and Committee is voluntary.

2. For cases in which the PG/WG and/or Committee requires external support on a funding basis for the drafting or preparation of documents, the development of shared hardware or software, expert opinions or for other projects, and external third parties ("Contractors") outside the PG/WG are engaged to produce development results ("External Development Results"), the following regulations shall apply:

   2.1   The project with external support on a funding basis shall be completed within three years.

2.2   The PG/WG formulates the content and the scope of the projects.

2.3   Members willing to provide financing shall agree in advance with PNO on the circle of use rights holders and on use rights to the External Development Results.

    2.3.1   Rules for licenses in project results
- PNO is the proprietor (IP owner) of External Development Results
- Financing Members obtain comprehensive licenses from PNO in the External Development Results
- Other groups (e.g., PI Test Labs for certification tests, all Member companies of PNO and/or other RPA via Download on the Website, and non-members) may obtain a non-exclusive license in External Development Results.

    2.3.2   The licenses for the financing Members shall be regulated by corresponding license agreements before the start of the project.

    2.3.3   PNO receives the license fees from the financing Members for the financing of the project.

2.4   Also, at a later point in time, other Members may acquire a comprehensive license to the project results, in exchange for a corresponding license fee (a share of the project financing).

2.5   With the help of the Business Office, the PG/WG calls for offers for the implementation of a project. The PG/WG provides sufficiently detailed requirements specifications for this purpose. The Business Office keeps a list of potential providers on hand. Regardless of this list, the PG/WG may select other providers, where justified, or make an official call for bids over public communication channels.

2.6   The PG/WG and the Business Office shall evaluate the offers that include sufficiently detailed specifications, a timetable, and conditions of acceptance.

2.7   After a Contractor has been selected and the Board of Directors and/or the Advisory Board have agreed, the Business Office places the order. The conditions (patent clearing agreements, third party SW clearing ...) shall be agreed upon in advance by PNO and the Contractor in a corresponding contract.

2.8   The technical and schedule controlling shall be handled by the PG/WG themselves. The Business Office handles the financial controlling. The acceptance of the External Development Results shall be handled by the PG/WG in consultation with the Business Office.

2.9   The Business Office shall deliver the project results to the financing Members and to the other established groups on the agreed conditions.

§ 8   Quality control

1.   The quality of the documents and their publication is ensured by complying with the PNO "Document Management" rules.

2.   The test specifications and test instructions (test cases) are developed and reviewed under the direction of the Committee responsible for quality control, together with the respective PG/WG.

3.   The accredited PI Test Labs and the PNO Certification Office will be responsible for the quality control of the projects.

§ 9   Dissolution

PG/WG

1.   PG/WG are dissolved by a Board of Directors decision that is ratified by the Advisory Board.

Committees

2.   Committees are dissolved on recommendation of the Board of Directors by decision of the Advisory Board that is ratified at the Members Assembly.

This document is a translation of the German version of the „Rahmenordnung für die Arbeit der Fachausschüsse und Arbeitskreise der PROFIBUS Nutzerorganisation e.V. (PNO) (TC/WG Guidelines)".
The English text constitutes only a non-binding translation. The German text is binding.

This document titled "Guidelines for the Committees and Project Groups/Working Groups of the PROFIBUS Nutzerorganisation e.V. (PNO)", was issued by the Board of Directors and Advisory Board of PROFIBUS Nutzerorganisation e.V., Karlsruhe, Federal Republic of Germany, on March 11, 2022, and confirmed by the General Assembly Meeting on April 25, 2022.