

## **Rule of procedure of the VDMA Working Group Machines in Construction 4.0**

### **§ 1 Basis**

The Working Group "*Machines in Construction 4.0*", formed in accordance with § 15 of the Statutes of the German Mechanical Engineering Industry Association (VDMA) e. V., Frankfurt/M., is a subdivision of the VDMA and its governing bodies. Its aim is to deal with product and production technology topics in the field of digitisation in all areas of Construction - Equipment and Plant Engineering, as well as all other relevant topics for all players along the entire value chain in the field of digitisation.

### **§ 2 Purpose**

- (1) The purpose of the Working Group "*Machines in Construction 4.0*" is,
  - to offer a platform for the exchange in the field of digitization of Construction - Equipment and Plant Engineering and the following industries and processes.
  - to represent and promote the economic, technical and scientific interests of the construction equipment industry and the interests of the active actors along the value chain required for digitisation
  - to form an industrial network of component manufacturers, machine manufacturers, suppliers, users and end customers
  - to coordinate the relevant events and the interest of the relevant industry in this area
  - to be a source of information in a wide range of activities in this area
  - to be a strong partner towards German and European legislators and decision-makers and to represent these interests internationally as well
  - To initiate and support corresponding standardization projects and to actively promote their development and elaboration
  - to be a coordinator for the necessary research funding in Germany and Europe
- (2) VDMA will support the Working Group in an advisory capacity through its institutions.

### **§ 3 Membership**

- (1) Members of the Working Group may be members of the VDMA who are active in the field of Construction - Equipment and Plant Engineering or in an area relevant to the digitisation of this sector and have declared their willingness to cooperate in the Working Group. Their membership ends with the end of their membership in VDMA. A new membership according to §. 2 is possible.
- (2) Companies which do not fulfil the requirements for membership of the VDMA university institutes may also become members of the Working Group if they are active in the fields described in para. These also include companies from the fields of automation, control, software, sensor technology, etc., as well as universities, research institutes and consultants who deal with these topics as part of their activities. They are only entitled to use the services of the Working Group.
- (3) Companies that meet the requirements for membership of the VDMA can only join the Working Group as members if they also become a member of VDMA.
- (4) In the case of differences of opinion regarding membership of the Working Group concerning the admission and exclusion of the companies/persons named in § 1 and § 2, the Executive board of the Working Group shall decide. The appeal against the decision of the Executive board of the Working Group is decided by the VDMA's restricted board.
- (5) Membership of associations or comparable institutions is not possible.

### **§ 4 Beginning and ending of membership in the companies and university institutes mentioned in § 3 (2)**

- (1) The application for membership must be submitted in writing; the Executive Board decides on it.
- (2) Membership in the Working Group ends
  - a) by voluntary resignation,
  - b) by dissolving of the company or organization
  - c) by opening insolvency proceedings,
  - d) by cessation of their activities in the field specified in §3 ( 1) and (2),
  - e) by exclusion.

Voluntary resignation is affected by written declaration to the Executive Board with six months' notice at the end of a calendar year. In all other cases, membership ends on the day of the respective date, which must be notified to the Board in writing.

In the event of expulsion, the rights and obligations of the member concerned shall be deemed suspended until a final decision has been taken.

On the day of resignation or expulsion, the member concerned loses his right to assistance and support from the Working Group. Contributions and levies paid will not be reimbursed and contributions and levies established or due during the membership period must be paid.

## **§ 5 Rights and duties of members**

- (1) ) All members have equal rights and obligations within the Working Group.
- (2) The members of the Working Group have the right to use the contents developed in the Working Group, unless otherwise agreed in writing and no third-party property rights have been infringed. The members of the Working Group can make suggestions for the work of the Working Group.
- (3) If members of the Working Group use the results of the work of the Working Group for their own purposes, they do so at their own risk. VDMA, the Working Group and the organs are not liable to their members for the correctness of information or functionality of compiled contents.

## **§ 6 Contributions**

- (1) In order to cover the costs of the Working Group, the members shall pay contributions to the VDMA in accordance with § 3 (2) of the Working Group. These contributions shall exclusively benefit the promotion of the special purpose of the Working Group.

The collection and amount of the contributions is laid down in separate contribution regulations, which require the approval of the VDMA's Executive board.

## **§ 7 Bodies**

The tasks of the Working Group are carried out by

1. The general meeting
2. Executive board
3. The general manager

## **§ 8 General meeting**

The general meeting of the Working Group discusses and decides on all questions concerning the Working Group, unless they are assigned based on different regulations, other bodies of the Working Group or the VDMA.

- (1) The general meeting decides on
  - the election of the executive board,
  - the levying and number of levies,
  - Adoption and amendment of the statutes and contribution regulations (approval of the board of the VDMA Construction - Equipment and Plant Engineering).
- (2) The general meeting takes place
  - a) At least every four years,
  - b) by resolution of the Executive Board
  - c) within a period of two months if at least twenty percent of the members submit a written request to the board stating the purpose and reasons.
- (3) The invitation period is 21 days, in writing and stating the agenda. Electronic invitations (email) are permitted.

(4) The general meeting is convened and chaired by the chairman of the board, in the event of being prevented from attending, by the vice-chairman, and if he is also prevented from attending, by another member of the board or by the management.

(5) Each member has one vote in the general meeting. Only owners, board members and managing directors or other members of member companies who are authorized to represent the member by commercial court registration or written power of attorney are entitled to vote.

A member may be represented by another member by written power of attorney. In this case, the power of representation is limited to two other votes in the meeting.

(6) The general meeting passes resolutions with a simple majority of the votes cast. In elections, the person who receives the most votes is elected. In the event of a tie, a run-off vote decides between those who have received the same number of votes.

The chairman of the meeting decides on the type of voting in the meeting, unless the majority of those present wishes a special type of voting.

(7) The Executive Board may provide for resolutions to be passed in writing or by e-mail in cases it deems appropriate. Paragraph 5 (1) shall apply mutatis mutandis.

(8) Minutes are to be taken of elections and resolutions of the general meeting, which are to be signed by the chairman of the meeting.

## **§ 9 Executive board**

(1) The Executive Board of the Working Group consists of the chairman, two deputy chairmen and up to 10 further Executive Board members.

(2) In addition to the members of the executive board mentioned under (1) the managing director of the department of *Construction - Equipment and Plant Engineering* has a permanent seat on the Executive Board of the Working Group

(3) Due to the existing cooperation agreement of the department of *Construction - Equipment and Plant Engineering* with the Hauptverband der Deutschen Bauindustrie (HDB), the HDB has a permanent seat on the Executive Board.

(4) Only owners, company board members, managing directors or registered executives of member companies of the Working Group or their representatives, who can document the consent of their management with written authority of their company to make decisions can become members of the Executive Board. Membership in the board is personal and is exercised on a voluntary basis.

(5) The Executive Board elects the Chairman and the Deputy Chairmen from among its members by a simple majority.

(6) The executive board is elected by the general meeting for a period of four years. The board remains in office until a new election is held. Re-Election is possible.

(7) A member can only appoint one member of the Executive Board.

(8) The board shall represent a balanced composition of the members

represented in the Working Group.

- (9) During the current term of office, the Executive Board may appoint a maximum of two additional members were appointed to the Executive Board.
- (10) The Executive Board may set up and dissolve task forces at any time.

#### **§ 10 The general manager**

The managing director of the Construction - Equipment and Plant Engineering is the managing director of the working group. Deviating from this, the managing director of the Construction - Equipment and Plant Engineering may appoint another managing director of the Working Group. The managing director of the Working Group must cooperate closely with the managing director of the Construction - Equipment and Plant Engineering. In this case the managing director of Construction - Equipment and Plant Engineering is then the deputy managing director of the working group.

#### **§ 11 Modification and dissolution**

- (1) Amendments to the rule of procedure are only possible if they are approved by 2/3 of the votes cast at the General Meeting and the department of Construction - Equipment and Plant Engineering approves.
- (2) The dissolution of the Working Group may be affected by the restricted board of VDMA after hearing the Executive board of the Working Group and by the board of the VDMA Construction - Equipment and Plant Engineering.

#### **§ 12 Veto-rights**

- (1) In the case of infringement of the interests of the association, the board of the VDMA Construction - Equipment and Plant Engineering has a veto right.
- (2) In the case of infringement of the interests of the Association, the VDMA has a veto right.

In the founding meeting on 08. April. 2019, the members decided to accept these rule of procedure as Working Group statutes in accordance with §15 (3) of the VDMA statutes.

Munich, the 08. April 2019