

G3-Alliance

INTERNAL RULES OF THE G3-ALLIANCE

Approved on November 28th 2023

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Preamble

These Internal Rules of the “G3-Alliance” Association are developed in accordance with and subject to the Association By-Laws.

Their purpose is to detail and/or to set forth provisions not entirely or specifically covered by the By-Laws. In case of any discrepancy between these Internal Rules and the By-Laws, the provisions of the By-Laws shall prevail.

Article 1 – Rights and obligations of the members

Each member shall benefit from rights and obligations given to him by the By-Laws and these Internal Rules in accordance with his category of membership.

Each Association member shall comply with all decisions of the General Assembly, the Strategic Steering Committee as well as those decisions taken by the President and the General Secretary.

Article 2 – Membership fee

Executive Members shall pay a yearly membership fee of 18,000 euros (From year 2016) or 5,000 euros for small companies (i.e. less than 250 employees) or universities.

Active Members shall pay a yearly membership fee of 10,000 euros.

Regular Members shall pay a yearly membership fee of 5,000 euros.

The yearly membership fee for each category of Association members shall be determined on a year-by-year basis by the Ordinary General Assembly.

The Administrative Member is exempted from any membership fee.

Article 3 – Loss of the status of member

The status of member may be lost by way of:

3.1. - Resignation

A member may withdraw from the Association at any time. Such resignation shall be notified to the Association by registered letter and become effective upon receipt of the letter by the Association.

3.2. – Removal for non-payment

One month before the meeting of the Strategic Steering Committee convened to prepare the Ordinary General Assembly, the General Secretary shall send a reminder notice by registered letter to each of those members that are not up-to-date regarding the payment of their membership fee and request their payment to be made immediately.

Three working days before this meeting of the Strategic Steering Committee, the General Secretary shall establish a list of those members who have not yet fully paid their membership fees and shall submit such list to the Strategic Steering Committee, which shall ultimately decide whether to remove the defaulting members.

The Strategic Steering Committee shall then publish an updated list of the members of the Association that will be convened to the Ordinary General Assembly.

3.3. – Removal for serious cause

Before any decision to remove a member from the Association for serious cause or for any failure to comply with the By-Laws or these Internal Rules, the Strategic Steering Committee must first invite the member concerned to provide a written explanation regarding the behaviour in question, by registered mail with return receipt. The concerned member, within fifteen days of receipt of such letter, shall be given the right to, at its convenience, either provide a written response to the Strategic Steering Committee by registered mail or demand to be heard by the Strategic Steering Committee, which shall only decide on the removal of the member after the fifteen days mentioned above has expired.

The member thus removed has the right to appeal against the decision of the Strategic Steering Committee before the next Ordinary General Assembly. The member shall be allowed to present its defence before the Ordinary General Assembly which is the final decision-making authority with regard thereto.

For the purposes of this article, “serious cause” means any behaviour which may damage or have a strong negative impact on the Association and on its ability to perform its purposes and reach the objectives of the Association.

3.4. – Removal for discontinuance of business activities, death or prohibition

Any (i) person who is individually a member who has died or (ii) any person or company or organization who is prohibited by law from participating or (iii) any person or company or organization who no longer operates in the business sector outlined in the By-Laws shall cease to be a member of the Association, without prejudice to any payment, either by them or their heirs, for outstanding amounts due.

Article 4 – Legal compliance – competition

The members of the Association 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.

The members of the Association undertake to thoroughly brief their representatives attending meetings in respect of their obligations under EC and/or national competition laws and not to engage in any conduct that could as a consequence involve the Association and/or other members of the Association in a real or potential infringement of EU and/or other national competition laws.

Article 5 – Intellectual Property

The purpose of the Association is not to create any Intellectual Property (“IP”), and neither corresponding IP rights of any sort, but to facilitate the standardization and the certification of the G3 technologies.

Membership in the Association shall not be considered 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 his own IP, IP rights, titles of any sort, knowledge and proprietary information he owned before joining the Association. The same rule applies to any IP a member might develop on its own during the period of his membership in the Association. In particular, no member of the Association has to share any IP or IP rights with other members of the Association.

Each member commits to comply with the Common Patent Policy of ITU-T/ITU-R/ISO/IEC. The Patent Policy encourages the early disclosure and identification of Patents that may relate to Recommendations/Deliverables under development.

When disclosing their own Patents to ITU-T/ITU-R/ISO/IEC, Patent holders have to use the Patent Statement and Licensing Form. The declaration form gives Patent Holders the means of making a licensing declaration relative to rights and Patents required for implementation of a specific Recommendation/Deliverable.

Patent holders' licensing their Standard Essential Patterns to standards implementers on reasonable and non-discriminatory (RAND) terms is a cornerstone of the standards development process.

All details are defined in the "Guidelines for Implementation of the Common Patent Policy for ITU-T/ITU-R/ISO/IEC".

Article 6 - Communication

6.1 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 and enhancement of G3 technologies. Any violation of this rule shall constitute a serious cause for the immediate withdrawal of the member from the Association in accordance with Article 3.3 of the Internal Rules.

6.2 All discussions and work undertaken within the Association shall remain confidential. The President and the General Secretary, subject to prior unanimous authorization by the Strategic Steering Committee, are the sole persons authorized to communicate or issue any press release or other publication in the name of the Association.

Article 7 - Confidentiality

7.1 "Confidential Information" means all and any information exchanged in the framework of the Association, which is of whatever technical, commercial or any other nature, and which is marked as confidential by a Party, provided by a member of the Association, in any form whatsoever, directly or indirectly, by delivery of documents or by providing products, samples, equipment, materials, or orally, in particular during meetings between members of the Association or brought to their attention in connection with the Association.

7.2 Any member of the Association ("Receiving Party") shall (i) keep in strict confidence the Confidential Information received in any form whatsoever, (ii) protect it with the same diligence for its own confidential information, and (iii) not disclose it to any third party, except for members of its staff, external legal advisors or other consultants and provided that they

were informed of the confidential nature of such information and that such third parties are subject to confidentiality undertakings at least as protective as the confidentiality obligations of this Article 7.

The Receiving Party agrees to use the Confidential Information received from another member of the Association only in connection with the Association and agrees not to use them for any other purpose, unless with the prior written consent from the member of the Association disclosing such Confidential Information, or in any other manner which could be detrimental to such member of the Association.

7.3 The Receiving Party will, upon written request of the rightful member of the Association, immediately return or destroy (at the latter's option) any Confidential Information provided by such member of the Association, as well as copies or duplicates that were made. To the extent that such information would be destroyed, the Receiving Party, upon written request of such member of the Association, will have to provide a certificate signed by the legal representative of the Receiving Parties confirming the destruction of such copies or duplicates.

7.4 The obligations of confidentiality set out in this Article 7 shall not apply to the Confidential Information for which the Receiving Party reasonably demonstrates that:

- (i) it was in his possession before or at the time of being a member of the Association;
- (ii) it was publicly available at the time of disclosure by the member of the Association, or published with the approval of the rightful member of the Association, or that it was in the public domain through no fault of the Receiving Party;
- (iii) it was obtained by the Receiving Party from a third party who was/is not bound by any obligation of confidentiality or nondisclosure regarding said information;
- (iv) it is legally required (by oral questions, interrogatories, requests for information or documents, subpoena requests in the context of a civil or criminal investigation or similar process) to disclose the Confidential Information, provided that the Receiving Party has notified these requests as quickly as possible (in all cases before disclosing) to the rightful member of the Association so that it can take appropriate measures. The Receiving Party will assist the rightful member of the Association to safeguard the confidentiality of the Confidential Information concerned.

7.5 A member of the Association disclosing the Confidential Information makes no warranty as to the completeness, accuracy, or correctness of Confidential Information transmitted for any purpose whatsoever or for any result based on such information.

7.6 Members of the Association undertake to respect the confidentiality obligations as outlined in this Article 7 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 8 - Disputes

During the life of the Association as well as in case of its liquidation, any claim or dispute either between member(s) and the Association, and/or between and among the members themselves regarding the affairs of the Association or pertaining to the interpretation or performance of the provisions of the By-Laws and these Internal Rules, shall first be submitted to the President for resolution. In the event that such dispute is unsolved by the President, it shall be submitted at President's initiative and/or at the concerned member's request to the Extraordinary General Assembly. In the event that such dispute is not amicably solved by the Extraordinary General Assembly, the dispute shall be exclusively submitted for settlement to

the competent court in the Paris Court of Appeal jurisdiction and the law to apply to the dispute resolution shall be French law.

IP issues between members are expressly excluded from the purpose of the Association and thus IP disputes between members are expressly excluded from this jurisdiction clause.

Article 9 – Strategic Steering Committee

9.1 Organization

The Strategic Steering Committee is appointed in accordance with the By-Laws.

The maximum number of members of the Strategic Steering Committee is 20 (twenty).

The Strategic Steering Committee is chaired by the President. However, in the event of the President's unavailability and if the member who appointed the President did not use his right to appoint another representative to replace him for the said meeting of the Strategic Steering Committee (in accordance with Article 10 of the By-Laws), then the President shall be vested with the right to delegate the chairmanship of the Strategic Steering Committee to another member of the Strategic Steering Committee.

All members of the Strategic Steering Committee have one vote. The President does not have a casting vote (an extra vote given to decide an issue when the votes on each side are equal). Members of the Strategic Steering Committee are not remunerated for the performance of their function in the Strategic Steering Committee and may only be reimbursed for any fees and/or expenses borne in the performance of their function, as the case may be, subject to the prior approval of these fees and expenses by the Strategic Steering Committee.

9.2 Strategic Steering Committee Powers

The Strategic Steering Committee is vested with the broadest powers to act under all circumstances on behalf of the Association and, notably, to manage projects either with members or with third-party private or public organizations.

The Strategic Steering Committee has the powers to:

- define the technical, strategic and financial directives and decisions to be implemented to promote G3 technologies as well as its potential future expansion,
- create workshops and define their rules of functioning, and authorize all contracts and operations that are within the scope of the Association and which do not fall under the purview of the General Assembly,
- decide over the development and approval of activities and projects of the Association related to the smart grid and other application areas,
- delegate, to one or several of its members or to third parties any special assignment or commission regarding one or several specified objectives,
- take all necessary decisions for the proper operation of the Association regarding the use of funds, resources and other assets held by the Association.
- determine the agenda of the Ordinary and Extraordinary General Assembly meetings and instruct the President to convene it (except when otherwise provided in the By-Laws and/or these Internal Rules),

- oversee the actions of the President, the Treasurer and the General Secretary and demand a full report regarding their actions,
- propose to the General Assembly new members to be granted the status of “Executive Members” to be appointed to the Strategic Steering Committee,
- take decisions regarding any new member admission and/or member removal from the Association,
- take decisions regarding any legal suit to be entered into on behalf of the Association,
- authorize any expenditure which is not included in the budget approved by the General Assembly, of an amount exceeding 10,000 euros,
- authorize, before any public release, any communication or other written publication, such as press releases, relative to the Association and/or its activities (requires a unanimous vote of the Strategic Steering Committee).

9.3 Strategic Steering Committee Meetings

The Strategic Steering Committee shall meet as often as necessary according to the interests of the Association and at least once every three months.

The Strategic Steering Committee shall be convened by the General Secretary or upon demand by one of the members by e-mail, at least two weeks (fourteen (14) calendar days) before the considered date of the Strategic Steering Committee meeting.

The meeting summons shall include the agenda of the meeting.

Meetings may be conducted over any telecommunications medium such as conference calls or video conference calls.

An attendance record of the participants, either physically present or participating through a conference or video call shall be kept by the General Secretary.

The deliberations of the Strategic Steering Committee shall be recorded in the minutes to be prepared by the General Secretary who shall send a copy of such to each Strategic Steering Committee member within fifteen (15) calendar days following the meeting. Each Strategic Steering Committee member shall have ten (10) business days to approve these minutes or provide its comments. In the absence of any member comments within a ten (10) business days period following such mailing of the General Secretary, the minutes shall be deemed accepted by all the Strategic Steering Committee members and shall be subsequently signed by the President and General Secretary.

9.4 Decision-making in the Strategic Steering Committee

The Strategic Steering Committee makes decisions by a simple majority vote of those members present.

However, for extraordinary matters a three-fourths majority of those present is required for any decision to pass, provided a quorum of at least half of the Strategic Steering Committee members is present or represented.

For the purpose of this clause “extraordinary matters” are matters concerning:

- the budget,
- the partnership agreements with third parties,

- the transfer of headquarters,
- the nomination of the President, the General Secretary and the Treasurer.

Decisions of the Strategic Steering Committee related to communication and press releases shall require the unanimity of those present for any decision to pass, provided a quorum of at least half of the Strategic Steering Committee members is present or represented.

Article 10 - Certification Program Executive Committee

The Certification Committee is in charge of organizing the process of certification (Conformity, interoperability, performance) and defining all relevant procedures.

The Certification Committee is a subset of the Strategic Steering Committee; only Executive members can attend it.

Article 11 – Use of G3-Alliance logos

All the G3-Alliance Members may use the G3-Alliance, G3-PLC, G3-Hybrid and P2P-PLC logo on any kind of documentation (website, printed documentation ...)

G3 certificates may be issued by the Alliance to its members. These certificates are issued with the support of laboratories, in accordance with standards and protocols published by the G3-Alliance.

Only the official G3-Alliance, G3-PLC, G3-Hybrid and P2P-PLC certification logos can be displayed on chipsets, platforms and products, provided these chipsets, platforms and products have been certified by the G3-Alliance and the member signed the G3-Alliance Certification logo license agreement. This agreement is shared with members in the certification process. Any other G3-Alliance, G3-PLC, G3-Hybrid and P2P-PLC mention on chipsets, platforms and products is not allowed.

For the final products with an existing certification process, the certification logo can be displayed on the front of the product, provided the product has been certified.

For any other final product for which a certification process has not been established by the G3-Alliance, “G3 Inside” can be displayed, as long as a full certification process for this kind of application has not been set up by the G3-Alliance.

Article 12 - President

The President represents the Association. The President is vested with the broadest powers to act, under any circumstances, on behalf of the Association, subject to different rules provided for in the By-Laws, these Internal Rules as well as in any instruction or decision given or taken by any competent corporate body of the Association.

Subject to the decision of the Strategic Steering Committee, the President has the power to bring a suit on behalf of the Association and, in all cases, to represent the Association in any court proceedings regarding any matters.

The President ensures the execution of the decisions made by the General Assembly and the Strategic Steering Committee as well as the general operation of the Association. In order to

accomplish this, the President may delegate his/her powers to the General Secretary within the framework of a general delegation of powers.

The President chairs the Strategic Steering Committee and the General Assembly meetings. However, in the event of his unavailability and if the member who appointed the President did not use his right to appoint another representative to replace him for the said meeting (in accordance with Article 10 of the By-Laws), then the President is vested with the right to delegate the chairmanship of the meeting to another member of the Strategic Steering Committee.

The President has full authority to engage without limits expenditures in accordance with the budget approved by the General Assembly. For any expenditure which is not included in the budget approved by the General Assembly, the President has the authority to engage an amount not exceeding 10,000 euros, per deal and per calendar year.

The President may, under his responsibility and within the limits of his powers provided by law, the By-Laws and these Internal Rules, delegate to one or several members of the Strategic Steering Committee and/or to the General Secretary any special assignment or commission regarding one or several specified objectives.

Article 13 – General Secretary

The General Secretary directs and manages the Association in accordance with the By-Laws, these Internal Rules and within the limits of the delegation of powers granted to him by the President and/or the Strategic Steering Committee.

The General Secretary is responsible for (this list not limiting):

- Properly implementing the decisions and directions established by the General Assembly and the Strategic Steering Committee,
- recording the Strategic Steering Committee and General Assembly meetings minutes,
- preparing all documents and carrying out all formalities, except accounting entries, necessary for the proper running of the Association,
- managing the day-to-day action of the Association and coordinating its works,
- liaising and connecting with third parties and other appropriate alliances and institutes,
- communicating with partners and third parties,
- proposing partnerships with third parties,
- presenting and facilitating the works of the Strategic Steering Committees,
- sending technical reports to interested Executive and Active Members provided they are general and comply with the terms of the By-Laws and/or the Internal Rules of the Association,
- keeping updated the special register required by article 5 of the French law of July 1, 1901 and articles 6 and 31 of the decree of July 16, 1901 and by all applicable legislative and regulatory texts.

The General Secretary is not authorized to act beyond the scope of its mission defined above and the powers that might be granted to him by the President and/or the Strategic Steering Committee.

In particular, the General Secretary is not allowed to make any commitment on behalf of either one or all members without their prior written approval. Specifically, the General Secretary shall not have the ability nor the power to approve any amendments to contractual undertakings

of one of the members without prior written approval given by the member concerned, and the General Secretary shall not have the ability nor the power to approve any amendments to contractual undertakings of the Association without prior written approval given by the Strategic Steering Committee.

Article 14 - Treasurer

The Treasurer is responsible for the management of Association funds. He acts under delegation given to him by the President.

The Treasurer keeps the accounts, carries out expenses, ensures that the budget is respected and informs the Strategic Steering Committee of the financial results of the Association.

The Treasurer prepares the annual accounts, the financial information and the budget of the Association and makes a presentation of them to the members at the Ordinary General Assembly.

The Treasurer supervises the accounting firms responsible for preparing the accounts and supplies any and all financial information necessary for the audit. At the end of the financial year, the accountants shall, under the supervision of the Treasurer, prepare the yearly accounts.

Article 15 – General Assembly

The General Assembly meetings take place at the Association headquarters or any other place indicated in the meeting notice.

An attendance sheet is established and is to be signed by all Association members upon entrance into the meeting and is to be certified as true and correct by the President.

All decisions are voted by raising one's hand, except those regarding granting the quality of "Executive Members" to new members which are voted on by secret ballot.

However, the secret ballot is a right, under any circumstances, if at least one single General Assembly participant requests it.

15.1 – Ordinary General Assembly

The Ordinary General Assembly meets at least once per year, within six months of closing the fiscal year.

Ordinary General Assembly is competent for:

- reviewing the financial and Strategic Steering Committee management reports on the Association activity during the fiscal period just closed (the financial and management reports are filed at the Association headquarters such that they may be consulted by the Association members from the day of the convening notice),
- approving the annual accounts,
- appointing the accounting firm(s) to assist the Treasurer,
- conferring new members the status of "Executive Member" and appointing new members to the Strategic Steering Committee in accordance with Strategic Steering Committee proposal,
- deciding over the amounts of the membership fee,
- voting the budget for the coming year,

- deciding on removal from the Association of members for serious cause in appeal of a decision of the Strategic Steering Committee,
- any and all issues not specifically dedicated to another corporate body or the Extraordinary General Meeting in accordance with the By-Laws and the present Internal Rules.

The Ordinary General Assembly may not validly deliberate unless at least one-half of all Association members are present, represented or cast their vote(s) electronically before the meeting. If this quorum is not established, the Ordinary General Assembly shall be reconvened again within a period not shorter than fifteen (15) days and not exceeding two (2) months after the date of the original meeting, and the Ordinary General Assembly shall then validly deliberate over the same agenda, regardless of the number of members present or represented.

The Ordinary General Assembly adopts its decisions by a two-thirds majority vote of those members present or represented, provided these decisions obtain at least the simple majority of the Executive Members present or represented.

15.2 – Extraordinary General Assembly

The Extraordinary General Assembly is competent for:

- Modifying the By-Laws of the Association,
- Adopting and modifying the Internal Rules of the Association,
- Resolving disputes in accordance with Article 8 of these Internal Rules,
- Dissolving the Association,
- Conferring new members the status of “Executive Member” and appointing new members to the Strategic Steering Committee in accordance with Article 11.1 of the By-Laws in case the Strategic Steering Committee would propose to proceed to this appointment at an occasion different from an Ordinary General Assembly; however, in this particular case, the Extraordinary General Assembly shall act with the same quorum and majority rules that are applicable to the Ordinary General Assembly.

The Extraordinary General Assembly may not validly deliberate unless at least one-half of the Association members are present, represented, or cast their vote(s) electronically before the meeting, provided that at least two-thirds of the Executive Members are present or represented.

If this quorum is not established, the Extraordinary General Assembly shall be reconvened again within a period not shorter than fifteen (15) days and not exceeding two (2) months after the date of the original meeting, and the Extraordinary General Assembly shall then validly deliberate over the same agenda, regardless of the number of members present or represented.

The Extraordinary General Assembly adopts its decisions by a three-fourths majority vote of those members present or represented, provided these decisions obtain at least the two-third majority of the Executive Members present or represented.

Article 16 – Association Activities

Yearly an overview of Association activities shall be presented to the Ordinary General Assembly.

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Association activities, considering the specific nature of the Association's purpose and resources, may comprise the following (the list not limiting):

- organization of several workshops (i.e. working groups); these workshops, access to which will be limited to certain categories of members, are intended to perform long-term work in strict relation with the purpose of the Association;
- organization of workshops, meetings, symposia, seminars, conferences, etc., in France and abroad;
- use of all means of communication, publication of works, reviews, articles, meetings, seminars, symposia, etc.
- acquisition of goods and materials necessary for the Association to succeed in its goal.

Approved on November 28th 2023



Marc DELANDRE
Chairman



Leon VERGEER
General Secretary