



BY-LAWS OF THE G3-ALLIANCE

Approved on November 28th 2023

Article 1 - Incorporation

These By-Laws create an association between the members, in accordance with the French law of July 1, 1901 and the decree of August 16, 1901. This association is known as “G3-Alliance” (the “Association”).

Article 2 - Purpose

This Association has been created in order to:

- Promote G3 technologies in Internationally recognized standards organizations (IEEE, ITU, IEC, ISO, etc.);
- Promote G3 technologies technical features, performance, and overall value;
- Organize certification tests in collaboration with test laboratories;
- Issue G3-Alliance certifications with the support of laboratories, in accordance with the specifications published by the G3-Alliance;
- Organize and operate the industry user group to maintain G3 specification and interoperability;
- Promote G3 technologies in other applications such as home/building energy management, home automation, vehicle-to-grid and vehicle-to-charging station communications, lighting control and management, factory automation; optimization of smart grid performance;
- Promote G3 technologies interoperability activities.

Article 3 – Association headquarters

The Association is headquartered in France at the following address: 34, Place des Corolles - 92079 Paris La Défense.

The headquarters may be moved by an extraordinary decision of the Strategic Steering Committee.

Article 4 - Term

The term of the Association is set at 99 years from the date of the filing of these By-Laws at the Paris “Prefecture” unless dissolved beforehand or extended.

Article 5 - Membership

The Association is composed of the following different categories of members:

- (i) Executive Members
- (ii) Active Members
- (iii) Regular Members
- (iv) One Administrative Member

- (i) Executive Members are those entities that founded the Association and those who, from time to time, are granted such quality by the General Assembly on the basis of a proposal by the Strategic Steering Committee. Executive Members have the right to take part in

all activities of the Association without restriction, as well as to comprise the Strategic Steering Committee.

- (ii) Active Members are members who take part in all activities of the Association, but are not appointed to the Strategic Steering Committee.
- (iii) Regular Members are members who do not take part in the Association activities except in the meetings of the General Assembly, but who benefit from the promotion of the G3 technology by the Association; they are not appointed to the Strategic Steering Committee.
- (iv) The Administrative Member is an individual member joining the Association on a voluntary basis, membership of whom has been approved by the General Assembly, with the purpose of performing the responsibility of General Secretary of the Association.

Except for the Administrative Member, all members pay an annual membership fee, the amount of which, per category of membership, is to be decided by the General Assembly and defined in the Internal Rules.

The full amount of the annual membership fee shall be due by all members for each started calendar year of their membership (i.e. if they have not discontinued their membership before the end of the previous calendar year), and this whatever is the level of their actual involvement in the Association activities and/or intention to discontinue their membership during the ongoing year. For members joining the Association in the course of an ongoing year, the annual membership fee is calculated according to the number of full remaining quarters before the end of the year.

Article 6 – Admission Criteria

Any entity active in the smart grid sector, including electric grid operators, manufacturers, computer suppliers or systems integrators, or other sectors and having an interest in the G3 technology may become a member of the Association. Membership is also open to universities and research centres.

Subject to the above “technologic” criteria, membership in the Association is not restricted.

Article 7 – Loss of the status of member

The status of member of the Association may be lost by:

- resignation;
- removal for non-payment of the annual membership fee;
- removal for not complying with the By-Laws and/or the Internal Rules of the Association or for other serious cause;
- discontinuation of business activities, prohibition or death.

Detailed rules and methodology regarding the loss of the status of member is detailed in the Internal Rules.

Article 8 – Association financial resources

Association resources are comprised of:

- Membership fees and participations;
- National, regional, departmental and local (municipal) subsidies;
- Donations;
- The revenue of the Association's activities (Certification ...)
- Any capital derived from savings made as well as any capital that the Association may receive by way of legislative and regulatory provisions;
- Any other income not forbidden by applicable law.

Article 9 – Accounting

The fiscal year is January 1-December 31 of each year.

Yearly accountings shall include a profit and loss statement, a balance sheet and appendixes in accordance with the French regulation of February 16, 1999 regarding yearly accounting statements for foundations and associations.

Article 10 – Members representation rule in the Association

Members of the Association being legal persons act in the Association by means of individuals appointed by them as their representative in the Association.

Such individuals, although the members are free to change their representative in the Association at any time, are expected to act on a regular and permanent basis until they are removed or replaced, whatever their position or duty within the Association.

However, as an exception to the previous item, in case of unavailability of a representative of a member to take part in a corporate meeting such as a Strategic Steering Committee or a General Assembly meeting, the member is allowed to appoint another representative to replace the unavailable representative for the said meeting and such representative is vested with the same rights, obligations and powers as if the permanently appointed representative was taking part in the meeting himself.

Article 11 – Strategic Steering Committee

11.1 Composition

The Strategic Steering Committee is the primary executive body of the Association. It is composed of Executive Members. Each Executive Member appoints a representative in the Strategic Steering Committee. Such appointment, as well as any change of representative, shall be notified to the General Secretary within the shortest possible period of time following its occurrence by email.

The Ordinary General Assembly may, at the proposal of the Strategic Steering Committee, confer additional members with the status of "Executive Member", with the corresponding rights attached and, notably, the right to enter into the Strategic Steering Committee.

11.2 Powers

The Strategic Steering Committee is vested with the broadest powers to act under all circumstances on behalf of the Association.

The Strategic Steering Committee notably appoints by secret ballot vote:

- the President;
- the General Secretary;
- the Treasurer.

Detailed powers and organization rules of the Strategic Steering Committee are dealt with in the Internal Rules.

Article 12 – General Assembly

The General Assembly, whether it is Ordinary or Extraordinary, includes all the members of the Association regardless of their membership category, up to date with the payment of their membership fee. Each member has one vote.

Convening of a General Assembly shall be done in writing by letter or email by the President at his own initiative or on request of the Strategic Steering Committee, at least fifteen (15) calendar days before the scheduled meeting date. The agenda shall be included in such notification. Only those issues appearing on the agenda may be discussed during the said General Assembly. The proposed resolutions (as well as a draft proxy) must be attached to the convening notice.

Detailed procedural rules for the Ordinary and Extraordinary General Assembly meetings are outlined in the Internal Rules.

Article 13 - President

The Association is represented by a President appointed by the Strategic Steering Committee amongst its members.

As Association members are Legal Persons, the individual to perform the duty of President of the Association is an individual appointed by the Legal Person elected as President, and acting on behalf of this Legal Person.

The term for a President mandate is two (2) years, however, such a mandate may be renewed an unlimited number of times.

Detailed provisions relative to the President are outlined in the Internal Rules.

Article 14 – General Secretary

A General Secretary is appointed by the Strategic Steering Committee.

The General Secretary is an individual, whose responsibility is the day-to-day management of the Association.

The term for a General Secretary mandate is two (2) years, however, such a mandate may be renewed an unlimited number of times.

Detailed provisions relative to the General Secretary, his responsibility, powers and obligations are outlined in the Internal Rules.

Article 15 - Treasurer

A Treasurer is appointed by the Strategic Steering Committee.

The term for a Treasurer mandate is two (2) years, however, such a mandate may be renewed an unlimited number of times. The Treasurer may be assisted by external auditors.

Detailed responsibility of the Treasurer is outlined in the Internal Rules.

Article 16 – Internal Rules

Internal Rules of the Association are adopted by the Extraordinary General Assembly on Strategic Steering Committee proposal.

The Internal Rules purpose is to clearly define issues that are not included or are not dealt with in depth, in these By-Laws, specifically those provisions that relate to the internal administration of the Association and its corporate bodies.

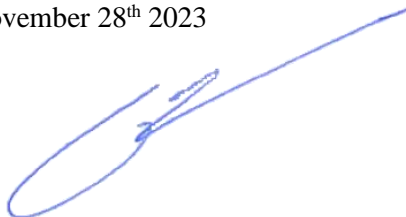
Article 17 - Dissolution

In the event of a vote of the Extraordinary General Assembly deciding the dissolution of the Association, one or several administrators shall be nominated by the Extraordinary General Assembly and the assets, if any such exist, shall be distributed in accordance with Article 9 of French law of July 1, 1901 and the decree of August 16, 1901.

Article 18 – Definition of “G3 technology”

G3 technology is standardized under ITU-T G.9903 and use the existing powerline infrastructure as well as radio for cost-effective data communication. The specification is maintained by the G3-Alliance in collaboration with ITU-T.

Approved on November 28th 2023



Marc DELANDRE
Chairman



Leon VERGEER
General Secretary