

KNX UK Internal Rules

1 Introduction

This document lays down the internal rules of KNX UK. In the case of discrepancies between this document and the KNX UK Articles, the latter shall be the binding document.

2 KNX UK membership

2.1 Request for membership

Potential new members shall make a formal application addressed to KNX UK, whereby they express their commitment to abide by the articles of KNX UK and the internal rules.

Pre-conditions for a membership are:

- Candidates must commit to promote the joint goals as given in the articles of KNX UK;
- Candidates must show that they belong to one of the following categories

| Reference | Type | Description |
|-----------|--------------|--|
| M | Manufacturer | Companies manufacturing, or solely distributing for one manufacturer, KNX compatible solutions in the UK. The headquarters of such members shall also be a member or a licensee of KNX International. The manufacturers shall be committed to promote the design and commissioning of KNX installations by KNX accredited companies. |
| I | Integrator | Companies, with one or more KNX partners, involved in the integration of KNX solutions in homes and buildings e.g. contractors, system integrators, consultants, specifiers & architects. |
| T | Training | KNX training providers based in the UK. |
| W | Wholesaler | Companies distributing at least two or more KNX manufacturer certified products in the UK. The headquarters of such members are not a member or a licensee of KNX Association. |
| A | Associated | Companies/Individuals who supply complementary products or services to those provided by KNX UK Members in other categories and do not manufacture/wholesale/install KNX products or those of a competing system. |
| S | Student | Evidence required of formal ongoing studies culminating in a recognised qualification relating to the built environment. |

M, I, T & W members may put forward one or more candidates to be nominated as trustees at a KNX UK General Assembly (hereafter referred to as "GA") according to the rules as set out in the articles of KNX UK Limited and as detailed in section 3

KNX UK Internal Rules

below. Manufacturer (M) members who do not have a UK office are not eligible to stand for election as Trustees. The decision whether or not to grant membership is taken by a vote of the Trustees. The Trustees also determine the category of the applicant on the basis of its centre of commercial interest especially where the applicant may satisfy the criteria for more than one membership type.

In the event that the Trustees resolve that the candidate does not comply with the pre-conditions for membership and rejects the application, the candidate may appeal against this rejection to the GA, by letter, within a period of four weeks after the decision of the Trustees.

Reconfirmation of the original decision of the Trustees requires a majority of the weighted votes. The decision of the GA is final and cannot be appealed.

The Trustees review and set the annual membership fees and these are payable on an annual basis unless instalment payments are specifically requested. Renewals thereafter are subject to payment within 30 days of invoice date.

Membership of KNX UK is continuous until terminated by resignation or expulsion.

From time to time The Trustees may promote special membership fee offers. These may have specific terms and conditions attached to them with regards to membership period and resignation terms. Offers will only be made following agreement, by a majority of the Trustees, of the terms of the offer.

The Trustees offer the option for members to list additional office locations or business interests where they are run by the same company, individual or partnership for an additional fee of £100 per listing per annum. This is offered solely at the Trustees discretion and the option maybe withdrawn by the board at any time. Any remaining period of the additional listing would either be honoured or the fees paid refunded if applicable. The Trustees also reserve the right to waive the £100 fee where an existing member wishes to list a training centre, in addition to their normal membership category listing. This is offered in order to promote KNX training. The free training centre listing cannot be the only membership listing for any member company.

2.2 Resignation

KNX UK membership is terminated by written resignation. Any voluntary resignation shall be forwarded to KNX UK, by registered letter or e-mail and the notice period will commence from the date the letter, or email, is received by the KNX UK secretary. Receipt will be acknowledged by the same method as the resignation was sent i.e. letter or email. Such resignation becomes effective from the first day of the month following the expiry date of six months' notice. Up to this time, the member concerned has to meet any commitments resulting from this agreement and, in particular, the financial charges incumbent on the members. Resignation of an additional website listing can be done by giving six months written notice even if the original listing is still required. Resignation of the main/original location will be deemed to apply to all additional listings as well.

The KNX UK board will consider any application for variation to the above. Changes will be at the discretion of the board, any decision will be final and their decision will be recorded in the board minutes for the record.

Any member, who has not paid their contributions, despite reminders and a written warning from the Trustees, by registered letter, is automatically considered as having

KNX UK Internal Rules

resigned after expiration of the time provided for payment. In spite of this resignation, legal steps will be taken against the member for the outstanding debts.

Resigning members have no claim to the assets of KNX UK.

Any resigning member that has a seat on the KNX UK Board will relinquish their seat from the date resignation is issued. Membership will continue for the required notice period, but will be excluded from ongoing Board matters.

Resigning members could remain bound by obligations as may be set out in contracts concluded between them and KNX UK.

2.3 Expulsion

Expulsion of a member may be declared, only for serious reasons, by a decision of the Trustees for which at least two-thirds present, or represented, must have voted in favour.

Such expulsion becomes effective on the date set by the Trustees, with the member expelled having the same status as a resigning member as far as his rights and commitments in relation with the statutes and internal rules are concerned. Both KNX UK and its members are released from any liabilities for possible damages resulting directly or indirectly from any expulsion declared in conformity with these internal rules.

An expelled member has the right to appeal against this expulsion to the GA, by registered letter, within a period of four weeks after the decision of the Trustees. Reconfirmation of the original decision of the Trustees requires a majority of the weighted votes. The decision of the GA is final and cannot be appealed.

3 Trustees and KNX UK Secretariat

3.1 Trustees

The Trustees consists of a maximum of 10 members.

Members of the respective categories nominate candidates for membership of the Trustees.

At the GA

- "M" members elect up to 4 names among the "M" candidates
- "I" members elect up to 4 names among "I" candidates
- "T/W" members elect 2 names among the "T/W" candidates

The KNX UK Chair shall have the casting vote in the event of a tied vote and their decision will be final.

If the number of nominations received for each membership category does not exceed the number of vacancies for each membership category, all those nominated will be appointed without a ballot. If there are more nominations than vacancies, a secret ballot will be held and all members in attendance at the GA will be entitled to

KNX UK Internal Rules

vote.

3.2 Chair / Vice Chair(s)

The Trustees appoint a Chairperson from among a list of candidates put forward by its "M", "I" or "W" members and the Vice-Chairperson(s) will be the outgoing Chairperson, or if this is not possible will be selected in the same way as the Chairperson. All offices will be held on a 12 month rotational basis and decided by vote at the post AGM Board Meeting each year.

3.3 Meetings of the Trustees

Meetings of the Trustees are convened at least once a year prior to the GA. The invitation is accompanied by the agenda of the meeting and dispatched at least one week beforehand.

The Trustees may have themselves represented at meetings of the Trustees by another member of their choice having the right to vote. This member is thus authorised to exercise in addition the voting right of the member they represent, however they may not represent more than two other members.

3.4 KNX UK Secretariat

If needed, the Trustees will appoint, for a renewable term of one year, a company or individual to act as KNX UK Secretariat according to the directives as given by the Trustees.

The activities of the KNX UK Secretariat are given in its statutes. These activities may be extended or restricted by Trustees decision.

Candidates for the KNX UK Secretariat are chosen on the basis of price, quality and independency from the activities of the KNX UK members.

For its work, the Secretariat will be remunerated from the funds as raised via membership fees as set by decision of a majority of the Trustees.

4 Resources and Decisions

4.1 Resources

The corporate year begins on February 1st and ends on January 31st.

Before the beginning of each corporate year the GA decides, by majority, the budget as well as the annual contribution to be paid by any KNX UK member.

These fees and contributions are determined in such a way that their sum permits a balanced budget.

4.2 Additional budgets

The Trustees may schedule additional budgets for specific fields of interest to certain members of KNX UK. The costs entailed are borne by the members concerned according to the proportions fixed by the Trustees.