

Bylaws of Battery Safety Organization e.V. (BATSO)

- Approved at the inaugural meeting on April 7th, 2011, duly signed by the founding members

§1 Name – Registered office – Financial year

1. The association operates under the name "Battery Safety Organization e.V. ", abbreviated as "BATSO".
2. The registered office and domicile of the association is at Charlotten Strasse 65, 10117 Berlin, Germany. It is registered in the Register of Associations at the district court Berlin-Mitte as an association in accordance with §21 of the German Civil Code (BGB).
3. The financial year of the association is the calendar year; the first financial year runs from the date the association is established to 31.12.2011.

§2 Aim of the Association

1. BATSO assists members in the areas of technical safety, quality, environmental protection and efficiency of energy storage and energy systems to provide their independent and neutral services, such as testing, assessing, certifying and training.
2. BATSO represents the interests of members in common affairs in the previously mentioned areas in Government (e.g. politicians, law-making institutions, ministries) business circles, associations and in the public sphere.
3. BATSO pursues the goal of continuous further development in step with technological progress on all relevant fronts, especially the sciences.
4. BATSO will take over all international rights on the BATSO brand from the ExtraEnergy e.V. including the brand name as well as the trade mark rights and will develop and maintain the international protection further if necessary. BATSO e.V. will provide as necessary for its purpose the members usage rights to fulfill the BATSO e.V. targets. The transmission of the existing rights of use on the mentioned brands from Extra Energy e.V. to BATSO e.V. will remain unaffected.
5. As a non-profit organization BATSO does not aim to operate profitably.

§3 Duties of the Association

1. To fulfill the mandate given it by this constitution, BATSO specifically assumes the following duties:
 - a) It pursues uniformity in all relevant areas while conducting technical monitoring, collects the knowledge and insights gained and shares them with participants (exchange of technical knowledge and insights),
 - b) It actively participates in the drafting of legislation and standards for the safe, qualitative and sustainable use of energy storage, energy systems and their peripheral devices,
 - c) It develops rules, guidelines and suggestions which promote the name BATSO as a uniform and safe standard for energy storage and energy systems as far as logistics and use are concerned,

- d) It actively participates in the development and establishment of national and international test, certification and accreditation systems, also by accepting specific functions,
- e) It advises responsible organizations such as parliaments, ministries, committees and other relevant institutions in Germany, the EU and internationally on appropriate legislation and regulation for ensuring high technical safety and quality standards,
- f) It publicizes the common positions of members, or groups among the members, on issues in the society, media and economic environment which interest and/or affect members,
- g) It stands selfless in service of the overall well-being of the fields of technology and science and promotes their overall well-being.

2. To fulfill the aforementioned duties, BATSO provides, among others, the following services to its members:

- a) Provides information and writes reports on proposals made regarding legislation, ordinances and regulations relevant to members,
- b) Provides information and writes reports on observations made as representative of the political interests of members,
- c) Provides information and writes reports on the latest developments in BATSO affairs,
- d) Drafts opinions and position papers on themes and legislative proposals of interest to members,
- e) Organizes information sessions, training and scientific events,
- f) Advises members on the services offered by BATSO,
- g) Takes up themes relevant to members, sets up appropriate discussion platforms and identifies the common interests of members,
- h) Prepares and appoints BATSO committees for the subject areas which are relevant to members,
- i) Helps members to cooperatively develop technical standards, products and services,
- j) Concludes cooperation that promote the goals of the association and drafts the necessary contractual frameworks for these cooperation,
- k) Establishes all legal entities necessary to fulfill the duties assigned to it by the constitution, or takes interests in legal entities and carries duties over to them.

§4 Membership

1. The following may become members of the association:

- a) Legal entities under public and private law,
- b) Partnerships,
- c) Individuals,

who are interested in the aims of the association.

2. The General Meeting decides whether written membership applications should be accepted. The managing committee may offer an applicant provisional membership for the period up to the next General Meeting. A provisional member has the same rights and responsibilities as the full member, with the exception of the right to vote in the first General Meeting.

The BATSO membership terminates at the end of the financial year in which a written notice of termination was handed to the managing committee, if it was handed in at least 3 months before the end of that financial year. The membership of a legal entity expires when it loses its capacity to act; the membership of a partnership expires when notice of termination is given, or the partnership is dissolved, and the membership of an individual expires when he dies, or when he is expelled. The managing committee may expel a member, when he is in arrears with his member contributions and had been requested to pay the contributions several times in writing and for other serious reasons.

Before a decision can be made to expel a member, he must be given an appropriate period within which to respond to the accusations made against him. The resolution to expel a member must be communicated to the member in writing.

The resources of the association may only be used for purposes described in the constitution. No member will have a claim on the assets of BATSO, while he is a member of BATSO, or thereafter, or for a pay-out, or payback of amounts, or deposits of whatever kind. Terminating a membership does not free the member from his duty to fulfill any commitments towards BATSO which may still exist.

Excellent promoters may be handed honorary memberships by the managing committee, even if they are not members of the association. As honorary members, they may participate in the General Meeting, but do not have voting rights.

§5 Contributions

1. The expenses of the association are financed by member contributions, donations, grants and payment received for services delivered by the association.

The General Meeting fixes the member contributions for the year ahead by agreeing to a Contribution Arrangement, which arrangement can fix different contributions for different members. The fees and due dates of fees charged by the association for services delivered, are fixed by the managing committee.

§6 Organs

The association consists of the following organs:

- Steering committee and
- General Meeting

§6.1. Steering committee

1. The Steering committee consists of the chairman (president), the representative of the chairman and the operational head of BATSO. The Steering committee is the managing committee described in §26 of the BGB. Inside and outside a court of law BATSO is represented by at least two members of the Steering committee acting together.

2. Every Steering committee member is elected separately by the General Meeting in an open ballot with a simple majority. The Steering committee's term of office is three years, but it stays in office at least until a new committee has been elected.

3. The Steering committee tables by-laws for the Steering committee and its office at the General Meeting for approval by the meeting. Furthermore, when acting as representative of BATSO, resolutions taken in this regard by the General Meeting, and any possible conditional approvals of by-laws, must be taken into account by the Steering committee.

A member of the Steering committee can be removed from his post by the General Meeting, if there is an important reason for doing so, such as, when a Steering committee member grossly neglected duties ascribed to him by the constitution, or by legislation. The prior notice on the agenda as well as three-quarters of the votes of the members in attendance is needed for a member to be removed. If the operating head of BATSO is removed from the Steering committee, all possible claims he may have in terms of his employment contract remain in place, as far as this is relevant.

4. The Steering committee meets at least twice during a calendar year. The chairman of the Steering committee or his representative in case he is unable to attend, invites Steering committee members to the meetings two weeks before the scheduled dates. In urgent cases the chairman of the Steering committee, or his representative in case he is unable to do so, may obtain a written or verbal decision, for instance by telephone, from the Steering committee.

5. The Steering committee acts on behalf of, and represents BATSO and its members with the state, community, public, business, associations and politicians. It coordinates and directs BATSO's activities on issues of fundamental importance to the positioning, duties, responsibilities and activities of BATSO members as a group, or of a dominant majority in the group, and which requires a uniform course of action.

This includes specifically the following duties:

- a) Drafting of the principles, guidelines and primary goals of BATSO's work,
- b) Protecting and promoting the common interests of members as far as they are relevant to the constitution and the association's goals,
- c) Coordinating the participation of BATSO members in supra-regional, governmental or rule-making committees, as well as other committees, such as DIN, ISO, IEC,
- d) Appointment of BATSO committees (e.g. panels, commissions, coordinating bodies) and the committee chairmen and their representatives, as proposed by the committees,
- e) Deciding whether to take up cooperative research and development proposals and deciding on activities of interest communities overseen and/or coordinated by BATSO.

In addition, the following are specifically included in the duties of the Steering committee:

- f) Commissioning of a publicly appointed auditor to audit cash management and bookkeeping, as well as the annual financial statements. These should be drawn up in an appropriately professional way,
- g) Acceptance of the annual financial statements,
- h) Making decisions on important BATSO-related issues, which are required in the short term.

6. The Steering committee may make decisions when at least two Steering committee members are present. Resolutions are taken with a majority of the votes, with every Steering committee member having one vote. Members of the Steering committee may not vote on issues which affect themselves personally. One member of the Steering committee may get another member of the Steering committee to represent him. Minutes of resolutions of the

Steering committee must be signed by the chairman of the Steering committee and the member who is operational head of BATSO, and immediately be distributed to all Steering committee members.

§6.2 General Meeting

1. All members may represent themselves at the General Meeting. Legal entities may only be represented by members of their statutory representation organs, or by agents with written powers of attorney which are effective in law. Regardless of this, every member may let himself be represented by another member. However, one member may not represent more than two other members in the General Meeting.

2. The General Meeting is responsible for all the duties given to it by law and/or the constitution, and specifically:

- a) Admitting and excluding members,
- b) Fixing the member contributions,
- c) Electing and dismissing members of the Steering committee,
- d) Deciding on the guiding principles and main goals of BATSO as tabled by the Steering committee,
- e) Electing the honorary chartered accountant,
- f) Accepting and approving the BATSO annual financial statements,
- g) Accepting the auditor's report on the previous financial year and approving the BATSO annual financial statements,
- h) Discharging members of the Steering committee,
- i) Deciding the annual budget and estimates for the new financial year,
- j) Appointing an auditor,
- k) Deciding the rules and regulations governing the Steering committee,
- l) Amending the constitution,
- m) Deciding on motions submitted to the General Meeting by ordinary members,
- n) Dissolving BATSO

3. The General Meeting, which should take place annually, is convened in writing by the chairman of the Steering committee, or his representative in case he cannot attend, with a grace period of at least six weeks, giving the location and time it will take place and the agenda. Motions for amendment of the agenda, constitution, dissolution or restructuring of BATSO, elections, resolutions on the budget, or the Contribution Arrangement must reach the chairman in writing not less than two weeks before the date scheduled for the General Meeting. The previously mentioned motions must be put on the agenda by the chairman. The amended agenda must reach members at least one week before the scheduled date of the General Meeting. Other amendments to the agenda may be decided by the General Meeting at any time, as far as these amendments do not affect decision-making.

4. An extraordinary General Meeting can be convened by the chairman of the Steering committee at any time, and if he is unable to attend, by his representative. He is obliged to convene such a meeting when at least one-third of the member votes have been submitted. When an extraordinary General Meeting is convened, the reason for the meeting, agenda, place and time of the meeting must be communicated to members at least two weeks before the scheduled date. The procedures contained in the constitution for the agenda and the procedures on the day are the same for the extraordinary General Meeting as for the General Meeting.

5. General Meetings are chaired by the chairman of the Steering committee and by his representative in case the chairman cannot attend.

6. General Meetings are able to take resolutions, when at least half of all the votes are present, or represented by agents duly authorized by powers of attorney. For decisions to dissolve the association, at least three-quarters of all the votes must be present, or represented by agents duly authorized by powers of attorney.

7. Should a quorum not be present, a second meeting must be convened with the same agenda to take place within four weeks of the first meeting. The second meeting will have a quorum irrespective of the number of votes present, or represented. The second meeting may be held immediately after the meeting in which a quorum was lacking, if the invitation thereto was sent out with the invitation to the first meeting.

8. Resolutions are taken with simple majorities of the votes represented at the meeting, unless a different kind of majority is prescribed by law, and/or the constitution. Decisions on the Contribution Arrangement, exclusion of members, amendment of the constitution and dissolution of BATSO must be taken by the General Meeting with a vote majority of three-quarters of the represented votes.

9. Each member, regardless of the type of membership, has one vote.

10. Unless stipulated differently by the constitution, ballots can be conducted openly, or secretly. Unless a request for a different ballot was received and agreed by a General Meeting, ballots are conducted openly.

11. With the exception of resolutions which require a three-quarter majority, decisions can also be taken by members outside a General Meeting in urgent cases with a written/electronic circulation procedure, or per telephone conference, mediated by the chairman of the Steering committee, or his representative if he cannot attend. In such situations, decisions are taken with a majority of all the member votes and §32, sub-section 2 of the BGB does not apply.

12. Minutes containing all the decisions and based on an electronic recording of the proceedings must be written and completed within 4 weeks after every General Meeting. The minutes must be signed by the chairman of the meeting and the author of the minutes and forwarded to the members. The minutes are accepted on the next General Meeting.

§7 Dissolution of Association

When BATSO is dissolved, the assets remaining after fulfillment of the duties must be given to non-profit, or supportive causes in the technical-scientific field.

§8 Disputes

In case of legal and/or any other dispute regarding the constitution and its interpretation, the German version shall be direction-giving and not the English version.