

**VHPready: An industry standard for  
controlling decentralized power plants –  
standardization, certification and advancement**



**Constitution of the Industry Alliance VHPready e.V.**

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### **§ 1 Name, registered office, legal structure and fiscal year**

- 1.1. The name of this Association shall be “Industrieforum VHPready” (Industry Alliance VHPready). It shall be registered with the Registry of Associations of the local court Charlottenburg and shall then bear the suffix “e.V.”.
- 1.2. The Industry Alliance VHPready is an association within the meaning of sect. 21 German Civil Code and shall be based in Berlin.
- 1.3. The fiscal year corresponds to the calendar year.

### **§ 2 Purpose**

- 2.1. The Industry Alliance VHPready shall promote the realization of the energy transition by creating and using a standardized network of decentralized energy systems.
- 2.2. The Industry Alliance VHPready shall contribute to the integration of renewable energies into the energy market and shall enable the balancing of volatilities through the orchestrated interaction of decentralized energy systems. The standard VHPready and its certification ensure a seamless, reliable and cost-effective interaction of all controllable components as well as their compatibility and provide the foundation for flexible aggregations of decentralized energy systems into virtual power plants.
- 2.3. It shall be the Industry Alliance VHPready’s purpose to promote the interconnection of decentralized energy systems in the industry through standardization, certification, applied research and advanced training.
- 2.4. The Industry Alliance VHPready shall not aim primarily to make a profit.
- 2.5. The Association may participate in limited liability companies by holding all, a majority or a minority of shares.

### **§ 3 Functions**

- 3.1. The Industry Alliance VHPready shall develop an industry standard for interconnecting decentralized energy systems, a certification program as well as the corresponding testing tools in a cooperative and transparent manner with interested actors.
- 3.2. In order to implement the operational processes resulting from the Alliance, a service company shall be entrusted with the following functions:
  - a) Operational management of the certification process
  - b) Maintaining contractual relationships with external partners in order to implement the certification process, e.g. for accessing testing systems for the verification of conformity and reference systems for the verification of interoperability.
- 3.3. The main functions of the Industry Alliance VHPready shall be:
  - a) Promoting the technological advancement and standardization of VHPready, its testing specifications and the certification process
  - b) Representing the interests of the members organized within the Industry Alliance VHPready when dealing with national and international agencies and organizations
  - c) Representing the members organized within the Industry Alliance VHPready in the public sphere by carrying out PR and marketing and when dealing with trade fair companies and associations.
- 3.4. The Industry Alliance VHPready shall ensure a balanced representation of the members, particularly taking into account the interests of medium-sized and young businesses.
- 3.5. The Industry Alliance VHPready shall not pursue economic or party political purposes, nor shall it primarily aim to make a profit.

### **§ 4 Membership**

- 4.1. The Industry Alliance VHPready shall have full members, which may be sponsoring, contributing, user or research members, and associated members.
- 4.2. Only legal entities may become full members.
- 4.3. Only natural persons of age, partnerships or associations may become associated members.
- 4.4. The membership levels shall be set out in the Membership Rules of the Industry Alliance VHPready.
- 4.5. An application for membership to the Industry Alliance VHPready requires the written form.

- 4.6. Decisions on applications for membership shall be made by the Committee. A denial may be appealed within one month from receipt of the letter of denial. The Committee shall present the notice of appeal for decision at the next General Assembly.
- 4.7. Every full and every associated member shall appoint a proxy to represent them in the Industry Alliance VHPready. Changes regarding the proxy must be communicated to the Committee in writing.

### **§ 5 Termination of membership**

- 5.1. The membership of a full or associated member shall end upon dissolution of the legal entity, death of the member or dissolution of the partnership or association. The membership shall furthermore end upon voluntary resignation or exclusion from the Association.
- 5.2. A voluntary resignation shall be effected by written declaration to the Committee. Such a resignation shall only be permissible to the end of a calendar year by giving three months' notice to the end of the year. This notwithstanding, the notice period in the founding year shall be 4 (four) weeks to the end of the quarter.
- 5.3. A member may be excluded from the Association for good cause by resolution of the Committee, in particular if the member has seriously violated the Constitution, the principles and regulations or the interests of the Industry Alliance VHPready, especially if this has caused serious damage to the Industry Alliance VHPready. Prior to adopting the resolution the member shall be given the opportunity to make his views known, subject to a deadline. The resolution on the exclusion shall be reasoned and announced to the member to be excluded by registered letter. The member shall be entitled to appeal the Committee's resolution of exclusion in front of the General Assembly. The appeal must be made to the Committee in writing within one month from receipt of the resolution of exclusion. In the event of a timely appeal, the next General Assembly shall confirm the exclusion. If this does not occur, the resolution of exclusion shall be deemed not to have been adopted. The membership shall be suspended until resolution by the General Assembly.
- 5.4. A member may furthermore be excluded by resolution of the Committee if the member is in arrears with the payment of the membership dues despite two reminders and more than three months have passed since the time the second reminder was sent. The exclusion shall be communicated to the member by registered letter.

### **§ 6 Membership dues**

- 6.1. The Association shall charge its members an annual fee. The General Assembly shall set the annual fees for full and associated members.
- 6.2. When joining the Association during the current calendar year the full annual fee shall be payable.
- 6.3. Further details on the membership dues shall be set out in the Membership Rules.

## **§ 7 Rights and duties of the members**

- 7.1. The rights to control, vote, use, nominate, participate and other rights shall be set out in the Membership Rules of the Industry Alliance VHPready.
- 7.2. In addition, every full member shall be entitled to use the facilities and services of the Industry Alliance VHPready through its holders, committee members, supervisory boards and permanent staff members.
- 7.3. The members shall be bound by resolutions of the Industry Alliance VHPready adopted in accordance with the Constitution. They shall furthermore be obligated to pay the membership dues specified and to provide the Executive Board and other organs of the Industry Alliance VHPready with truthful and timely information which they may need in order to carry out their functions. The duty to provide relevant information shall be exclusively limited to such information which may lawfully be shared and is required for the development of the industry standard. The members may not disclose information marked “confidential” to third parties.
- 7.4. The members shall not be obligated to use the evolving standards or those defined within the Industry Alliance VHPready or to integrate them into their products and/or processes. Every member shall be free to use or develop alternative standards.
- 7.5. Members may appoint members of the board, managing directors, members of the supervisory board and permanent staff members to working groups and other committees and subdivisions in accordance with the Bylaws of the Industry Alliance VHPready.
- 7.6. Any work results developed in the committees, working groups or subdivisions shall be made available to the Industry Alliance VHPready. The Industry Alliance VHPready shall have an irrevocable, simple, indefinite, royalty-free, global, transferable right of use in all work results.

## **§ 8 Organs**

- 8.1. The organs of the Industry Alliance VHPready shall be:
  - a) the General Assembly,
  - b) the Committee,
  - c) the Technical Steering Committee,
  - d) the Executive Board and
  - e) the working groups.

## **§ 9 General Assembly**

- 9.1. The General Assembly shall be the supreme organ and shall decide all fundamental issues relating to the Industry Alliance VHPready or upon request of the Committee. The General Assembly shall also be responsible for the election of the Committee and the cash auditor, the passing of a resolution on an amendment to the Constitution, the Membership Rules

and the dissolution of the Industry Alliance VHPready as well as the discharge of the Committee and the Executive Board.

9.2. The General Assembly shall take place:

- a) Whenever the interests of the Industry Alliance VHPready require, at least once per fiscal year,
- b) Within a period of eight weeks if the President is requested by at least 10 % of the members, stating the purpose and reasons.

9.3. The invitations to the physical General Assemblies must be made in writing or by electronic means, stating the time and place of the assembly as well as the agenda. They shall be announced at least four weeks prior to the day of the assembly. The General Assembly shall be convened and chaired by the president of the Industry Alliance or, in his absence, by the eldest available Vice President. At the request of at least two thirds of the full members present the assembly can appoint another chair. The written or electronic convening shall not require a handwritten signature of aforementioned person entitled to convene the assembly. A machine-made signature or a scanned signature shall suffice.

9.4. Every full member may file for amendment of the agenda in writing or electronically until two weeks prior to the assembly. The decision whether or not to amend shall be made to the best judgment of the Committee. However, it shall be amended if the application for amendment of the agenda is supported by at least one tenth of the members eligible to vote.

9.5. At the General Assembly every full member shall have one vote. Representation by another full member shall be permissible on the basis of a simple written proxy. A full member may represent no more than three other full members. Associated members shall not be entitled to vote.

9.6. The General Assembly shall, in principle, have a quorum regardless of the number of participants and resolutions shall be passed by simple majority of the votes cast. Resolutions on changes to the Constitution or dissolution of the Industry Alliance VHPready require the consent of at least 2/3 of the votes cast. In no event will abstentions or votes not cast or invalid votes be considered when calculating the majority, regardless of the electoral procedure chosen. The chair shall announce the outcome of the vote on the resolution.

9.7. Resolutions and elections (hereinafter collectively referred to as „Passing of Resolution”) by the General Assembly may be carried out among attendees or by written ballot without holding a physical assembly. A resolution passed via tele- or videoconferencing shall also be deemed to be a Passing of Resolution among attendees.

9.8. In the event of a Passing of Resolution by casting votes in writing, the person who would have held the hereby replaced General Assembly according to cipher 3 (hereinafter referred to as “Person chairing the vote”) shall submit a resolution proposal in text form to all members eligible to vote, stating the method of voting chosen by him. The members

shall also be given a deadline of two weeks within which they may object to the Passing of Resolution in text form as well as concurrently another deadline of two weeks within which the vote on the issue in question must be received by the recipient stated in the proposal of the resolution. Votes received after expiration of the deadline shall not be considered. If at least 1/10 of the members eligible to vote object to the Passing of Resolution in text form within the one week deadline it shall be inadmissible. Above rules shall apply correspondingly to electronic resolutions and elections, e.g. per email.

- 9.9. Minutes shall be drawn up following elections and resolutions during physical General Assemblies and shall be signed by the chair. In the event of a Passing of Resolution by written ballot, the chair shall establish the outcome of the Passing of Resolution and shall inform all members of the Association in writing or electronically and draw up minutes.
- 9.10. Further provisions on elections within the Industry Alliance VHPready are set out in the Industry Alliance's election regulation.

## **§ 10 Committee**

- 10.1. The members of the Committee shall be elected by the General Assembly. Only natural persons proposed by full sponsoring members may be elected to the Committee. The Industry Alliance VHPready will endeavor to elect at least one member who is part of a small or medium-sized enterprise to the Committee. In this context, the structure of the Committee should reflect the member structure. The Committee shall consist of the President, up to two Vice Presidents and up to four associate committee members. The details shall be set out in the Industry Alliance VHPready's election regulation.
- 10.2. The term of office of the Committee members shall be two years. A re-election shall be permissible; the president shall only be eligible for re-election once. If a member of the Committee resigns during his term of office, the Committee may co-opt a board member to be chosen among the representatives of the sponsoring members of the Industry Alliance for the remaining term of office.
- 10.3. The President, the Vice Presidents and the other committee members shall constitute the Committee within the meaning of sect. 26 German Civil Code. All Committee members shall remain in office until a new election has taken place. The Industry Alliance VHPready shall in and out of court be jointly represented by two members of the Committee. As for internal affairs, the President and another Committee member shall represent the Association; if the President is unavailable, he may delegate this right to one of the Vice Presidents by written declaration.
- 10.4. It shall in particular be incumbent upon the Committee to
  - a) quickly decide on important and critical issues, in cases where they are not expressly reserved to the General Assembly,

- b) draw up bylaws and directives for the organs of the Association, to decide on membership applications or propose the exclusion of members to the General Assembly,
- c) prepare the items to be discussed and applications for the General Assembly,
- d) propose fee regulations to the General Assembly and perform the tasks delegated to it by the fee regulations,
- e) set up and dissolve working groups and other types of committees and subdivisions and decide on their bylaws,
- f) reach a final decision on matters presented to the committees referred to under e) at the request of the chairman of the respective committee,
- g) perform the tasks and works which the General Assembly has delegated to the Committee to be handled independently,
- h) draw up a budget and present it to the General Assembly for resolution,
- i) draw up the annual financial statements and present them to the General Assembly for resolution,
- j) prepare resolutions of the General Assembly,
- k) appoint and dismiss the executive secretaries and draw up bylaws for the Executive Board if required.

10.5. The Committee may establish its own bylaws.

10.6. The work of the Committee shall be done on an honorary basis.

## **§ 11 Founding board**

11.1. At the founding assembly a founding board shall be appointed which shall temporarily conduct the Association's business. The founding board shall consist of one natural person. It shall be replaced by electing the Committee. This election shall take place no later than 3 (three) months after successful registration with the Registry of Associations. Until then the appointment may be revoked by decision of the members. The revocation shall be followed by the election of a new founding board.

11.2. The power of representation of the founding board shall be limited to founding activities. This shall in particular include making declarations to and receiving declarations by notaries and agencies for the purpose of registration with the Registry of Associations as well as the representation in and out of court with regard to related legal transactions. The founding board shall not be entitled to take out loans or effect real estate transactions without the prior consent to be given by decision of the members. The restriction of the power of representation shall apply to third parties.



## **§ 12 Technical Steering Committee of the Industry Alliance VHPready**

- 12.1. The Technical Steering Committee of the Industry Alliance VHPready shall develop the Industry Alliance's technical strategy with regard to the advancement of the standard VHPready, its testing specifications and its certification process. The General Assembly shall be entitled to vote on the proposed strategy.
- 12.2. The Technical Steering Committee shall consist of at least two members up to a maximum number equaling the number of sponsoring members of the Industry Alliance. The Committee shall decide on the appointment and dismissal of the members of the Technical Steering Committee.
- 12.3. The work of the Technical Steering Committee shall be done on an honorary basis.

## **§ 13 Executive Board of the Industry Alliance VHPready**

- 13.1. An Executive Board may be appointed in order to perform the Industry Alliance VHPready's ongoing tasks and manage its assets; the Executive Board shall work according to the Committee's and, in particular, the President's instructions.
- 13.2. The Executive Board shall consist of one or more members. The Committee shall decide on the appointment and dismissal of the members of the Executive Board.
- 13.3. The General Assembly shall decide whether the members of the Executive Board work on an honorary basis or are hired by the Association.

## **§ 14 Working groups**

- 14.1. Working groups may be set up in order to process subject-related tasks related to the development, advancement and use of the standard VHPready, its testing specifications and the certification process of the Industry Alliance VHPready; the work of the working groups shall be based on the strategy developed by the Technical Steering Committee and adopted by the General Assembly.
- 14.2. The working groups shall consist of at least two members. In addition to the persons entitled to work in the working groups (please see Membership Rules) the Technical Steering Committee may appoint additional members to the working groups.
- 14.3. The work within the working groups shall be performed on an honorary basis.

## **§ 15 Changes to the Constitution and dissolution of the Industry Alliance VHPready**

- 15.1. With a notice period of four weeks prior to a General Assembly the Committee or at least 1/4 of the members eligible to vote may file motions to change the Constitution or dissolve the Industry Alliance VHPready with the president in writing, stating the purpose and the reasons.
- 15.2. In the event of dissolution of the Industry Alliance VHPready, the last General Assembly shall dispose of the Industry Alliance VHPready's assets remaining after paying all liabilities. The Association's funds shall be used for purposes within the meaning of this Constitution.

The respective resolutions by the General Assembly may only be carried out with the prior approval of the competent tax office.