

# CAPE-OPEN Laboratories Network (CO-LaN)

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## Bylaws (as per version voted on October 15, 2020)

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### IMPORTANT NOTICE

This document is an English translation of the official bylaws of the CO-LaN, established as a French "1901 Not-for-Profit Society". They are provided in order to facilitate understanding and decision making of non-French speakers.

### TITLE I - NAME, PURPOSE, OFFICES, DURATION

#### Section 1

Creation of the not-for-profit Society CO-LaN "CAPE-OPEN Laboratories Network", governed by the law of July 1<sup>st</sup>, 1901 and the decree of August 16, 1901, was recorded on February 8, 2001 between the individuals and legal entities adhering to these bylaws. Duration of Society was until December 31<sup>st</sup>, 2005. The Society has been extended until December 31<sup>st</sup>, 2010 by decision of the Extraordinary General Meeting of December 15, 2005 and again until December 31<sup>st</sup>, 2015 by decision of the Extraordinary General Meeting of November 25, 2010, and again until December 31<sup>st</sup>, 2020 by decision of the Extraordinary General Meeting of December 10, 2015, and again until December 31<sup>st</sup>, 2025 by decision of the General Meeting of October 15, 2020.

#### Section 2 - Purpose

The primary purpose of this Society shall be to promote the use and the development of the CAPE-OPEN standard in Computer-Aided Process Engineering (CAPE) software, and more generally to encourage all actions aiming at facilitating the use of CAPE software tools in industry, administration and academia. More specifically, the main activities of the Society shall be:

1. User priorities for CAPE-OPEN standard: work with software vendors to clarify user priorities for process modelling software component/environment interoperability, and also to promote communication and co-operation among CAPE software vendors to insure that the CAPE-OPEN standard actually translates into commercially valuable interoperability;

2. Exploitation and dissemination: promote the CAPE-OPEN standard to end-users and distribute CAPE-OPEN information and technology internationally;
3. CAPE-OPEN specifications life cycling management: organise the maintenance, evolution, and expansion of the specifications following user priorities;
4. Testing, interoperability facilitation: supply compliance testers to support development of components, organise interoperability tests between suppliers of Process Modelling Components and Process Modelling Environments;
5. Training/Migration facilitation: ensure that training modules guidelines and tools to facilitate component wrapping are developed and available.

This Society is organised and shall be operated as a non-stock, not for profit member organization.

### **Section 3 - Location**

The registered place of business of the Society is at Paris Innovation Campus, Direction Scientifique, Les Loges en Josas - BP 126, 78354 JOUY-EN-JOSAS Cedex, France.

The Management Board is hereby granted full power and authority to change the principal office from one location to another after ratification by the General Meeting of Members.

### **Section 4 - Duration**

The duration of the Society is limited to December 31<sup>st</sup>, 2025. The General Meeting of Members may decide to prolong this duration according to methods defined in Section 13.

## **TITLE II - MEMBERSHIP**

### **Section 5 – Joining the Society**

The basis of membership is a Member's interest in the goals and values of the Society.

In order to become a Member of the Society, it is necessary to fill a membership application form, which must then be approved by the Management Board. Members can be Individual Members (persons) or Corporate Members (companies, associations, partnerships, organisations, corporations).

Upon joining the Society, Corporate Members must appoint a representative able to make all decisions regarding the Society on their behalf. Any change of appointed representative shall be immediately notified to the Management Board.

Membership is organised in two categories: Full Members and Associate Members. Full Members are industrial users of CAPE software. Associate Members are providers of CAPE software, government agencies, academic institutions and other interested parties.

Corporate Associate Members and Individual Associate Members are split into three groups A, B and C:

- Group A contains commercial providers of CAPE software with more than 20 full-time equivalent (FTE) employees,
- Group B contains commercial providers of CAPE software with 20 or fewer full-time equivalent (FTE) employees,
- Group C contains the remaining Associate Members.

In case of doubt about a Member's category and/or group, the Management Board will decide on the category and/or group. If the Member does not wish to join the Society in that category and group, the Member will be able to withdraw its application and any fees paid with the application will be returned.

Each Member commits to abide by the present bylaws, which are communicated to the Member upon its entry into the Society.

Associate Members have no voting rights. Each Full Member has voting rights and its appointed representative casts the Member's vote in decisions and elections of the Society.

## **Section 6 – Membership fees**

Each Member may be requested to contribute an annual membership fee to meet the needs of the Society.

Over the period running from January 1<sup>st</sup>, 2021 till December 31<sup>st</sup>, 2025, annual membership fee is set for each Full Member at 10,000 (ten thousand) euros, for each Associate Member in Group A at 2000 (two thousand) euros and for each Associate Member in Group B at 100 (one hundred) euros. Associate Members in Group C are not requested to pay a membership fee.

Associate Members in Group B must pay simultaneously their membership fees for the current calendar year and for the subsequent calendar year(s) till the end of the duration of the Society defined in Section 4 of these Bylaws. Full Members and Associate Members in Group A may pay their annual membership fees for several years in advance to the limit of the duration of the Society. Upon resigning from the Society, membership fees paid in advance by any Member are refunded to the Member by the Society on request, but only for future calendar years.

## **Section 7 - Deprivation of membership**

Membership is deemed to be terminated by:

- ❑ Death for an Individual Member
- ❑ Liquidation or dissolution for a Corporate Member
- ❑ Resignation by sending a certified letter to the Management Board stating intention to resign
- ❑ Non-payment of fees more than 90 days after the due date
- ❑ Cancellation for serious reasons

Deprivation of membership shall be effective upon a vote gathering an absolute two-third majority of the Management Board after hearing the concerned Member when deprivation is considered for serious reasons.

## **TITLE III - RESOURCES**

### **Section 8 - Revenue sources**

The revenue sources of the Society are:

- ❑ membership fees;
- ❑ subsidies from States, Governments, international or local administrations;
- ❑ benefits from events organised by the Society;
- ❑ revenues of loans, bonds and other certificates owned or operated by the Society;
- ❑ gifts from Members or from supportive organisations;
- ❑ revenue generated from services to the Members and to others;
- ❑ sales to the Members;
- ❑ any other revenue that is legally compliant with purpose and operation of the Society.

## **TITLE IV - ADMINISTRATION AND OPERATION**

### **Section 9 – Management Board**

The business and affairs of the Society shall be governed by its Management Board, which possesses all the powers of the Society, and is elected by the General Meeting of Members.

Only Full Members can be elected as members of the Management Board.

The Management Board elects the Chairman of the Board and the Treasurer within the members of the Management Board. Offices of Chairman of the Board and of Treasurer cannot be occupied by the same member of the Management Board.

The Management Board may elect a Secretary among the members of the Management Board. The office of Secretary may be occupied by the Chairman of the Board or by the Treasurer.

The Management Board may elect a Vice Chairman among the members of the Management Board. The office of Vice Chairman cannot be occupied by the Chairman of the Board or by the Treasurer.

The Management Board can add extra members as appropriate between General Meetings and such additions will be ratified at the next General Meeting.

The Chairman of the Board represents the Society in all acts of life. The Chairman of the Board has, in particular, authority to be party to legal proceedings for the Society.

The Vice Chairman assists the Chairman in all his responsibilities, and deputize for him at his request. On this account, he can act for the Society in all acts of civil life.

The Secretary is responsible for all of the mail and archives of the Society. The Secretary writes minutes of the meetings and assemblies, and, more generally all texts relative to the operation of the Society, except financial matters. The Secretary manages the Special Register defined in Section 5 of the French law of July 1<sup>st</sup>, 1901 and Sections 6 and 31 of the Decree of August 16, 1901. The Secretary executes the tasks as requested in those Sections.

The Treasurer executes or directs the execution of the accounting of the Society. He makes all payments and receives all amounts due to the Society, under the control of the Chairman of the Board. The Treasurer may not dispose of the reserve fund of the Society without authorisation from the Management Board. The Treasurer maintains an up-to-date accounting of all financial and cash flow operations and reports to the annual General Meeting of Members, which must approve the accounting made by the Treasurer.

## **Section 10 - Meetings of the Management Board**

The Management Board meets at least once every six months upon call by the Chairman of the Board.

Decisions are taken by a simple majority of votes, except for decisions on the deprivation of membership which must be taken by an absolute two-thirds majority.

The Chairman of the Board has a deciding vote in case of even numbers of votes for or against a decision.

Vote by proxy is possible. Each Director in the Management Board can be represented if necessary by another Director, with a limit of two such proxies.

A quorum of four Directors, present or represented, is requested for all decisions of the Management Board.

All meetings of the Management Board are recorded in writing.

The Management Board can hold virtual meetings by way of teleconference, videoconferences or other means.

### **Section 11 – Technical Activities**

CO-LaN maintains and develops the CAPE-OPEN interface specifications and manages the software component testing process. CO-LaN organises a collaborative process leading to consensus on new and updated CAPE-OPEN interface specifications. Typically, the Management Board will initiate Special Interest Groups (SIGs) for this purpose. The charters of such SIGs will include, at a minimum, their membership, decision making process, resource requirements, time line, and scope of work.

### **Section 12 - Compensations**

The CO-LaN may establish a policy of compensating Directors on the Management Board for their travel expenses upon presentation of documents in proof. Their personal contribution is voluntary.

### **Section 13 – Ordinary General Meeting of Members**

With a minimum quorum of one third of the Full Members and at a simple majority, the ordinary General Meeting of Members is enabled with the powers:

- to elect the members of the Management Board,
- to control the Management Board business and financial activities related to the Society,
- to modify the place of business of the Society,
- to change the duration of the Society,
- to define the membership as well as the membership fees,
- to approve the internal regulations proposed by the Management Board.

With a minimum quorum of one third of the Full Members and at a minimum two-third majority rule, the ordinary General Meeting is enabled with the powers to amend the bylaws.

The General Meeting includes all Full Members and Associate Members. Full Members only are entitled to vote on the resolutions presented to the General Meeting.

The General Meeting of Members takes place annually on a date decided by the Management Board.

Full and Associate Members must be notified three weeks before the General Meeting takes place. The convocation will indicate the format of the meeting (physical or remote), the meeting venue and agenda, which should comprise a financial report, a management report, and any other business. Within eight days, any Member of the Society can propose to the Chairman of the Board the addition of one or more items on the agenda.

Decisions are taken by the Full Members physically or remotely present or represented according to the majority conditions defined in the current article. Each Full Member has one vote. Each Member may be represented exclusively by another Member of the same category. A Full Member cannot receive more than two voting mandates from other Full Members. The decisions are made using secret ballots if requested by at least one Full Member.

The Chairman of the Board chairs the meeting with assistance from members of the Management Board. The Chairman reports on the general status of the Society. The Treasurer reports on the financial management of the Society, and submits the balance report for approval by the General Meeting.

Minutes of the General Meeting are written and co-signed by the Chairman of the Board and by the Secretary.

#### **Section 14 – Extraordinary General Meeting**

Upon request from at least one third of all Members (Full and Associate), or upon request from the Management Board, the Chairman may call for an Extraordinary General Meeting in accordance with the rules set in Section 13 of these Bylaws. Decisions of this Extraordinary General Meeting are taken with a two-third majority rule and with a quorum of half the Full Members plus one. Each Member may be represented exclusively by another Member. A Member cannot receive more than two mandates from other Members.

The extraordinary General Meeting is given the powers of the General Meeting plus is enabled with the powers of terminating the Society and creating subsidiaries.

Minutes of the meeting will be written and co-signed by the Chairman of the Board and by the Secretary.

#### **Section 15 – Internal regulations**

The Management Board may decide to implement internal regulations. In such a case these regulations will be proposed for approval to the General Meeting. Such regulations are applied to all Members of the Society.

### **Section 16 – Amendments to the bylaws**

Modifications to these Bylaws may be proposed by the Management Board for approval by the next General Meeting of Members, following provisions of section 13.

### **Section 17 - Dissolution**

Dissolution is pronounced by the Extraordinary General Meeting, which names an official liquidator. The assets will be disposed of as defined in Section 9 of July 1<sup>st</sup>, 1901 French law.

## **TITLE V - GENERAL PROVISIONS**

### **Section 18 – Member responsibility**

No Member of the Society shall be made personally liable for any commitment made by the Society.

### **Section 19 – Subsidiaries**

The Management Board may create subsidiaries of the Society at any time and in any location with a two-thirds majority rule and with a quorum of half the potential votes plus one.

### **Section 20 – Rights in Intellectual Property**

All intellectual property, specifications, guidelines and any other technology or assets (collectively, "Technology") developed by the Society, whether developed by employees of Members while working for the Society, or by employees of the Society, shall become the sole property of the Society, unless otherwise determined by the Management Board.

No technology shall be made available by Members of the Society to non-members prior to general release of such technology as approved by the Management Board of the Society.