



**Statute of the**

**Software Alliance for E-Mobility („S.A.F.E.“)**

**Association for the Promotion of Research and  
Consumer Protection in the Field of Electric Mobility**

(hereinafter referred to as the "Association")

*Note:*

*This document contains an English translation of the statutes of the association. This translation is for information purposes only and no claims can be derived from it. Only the German original version is legally binding.*

## Preamble

1. For many years now, in Germany, the transparent billing of services has been an important issue particularly for ensuring consumer protection standards are upheld. The Regulatory Arbitration Committee / "Regelermittlungsausschuss" (REA) in their report, '6-A Uniform Requirements for the Collection of Measured Values at Charging Stations', stipulated the requirements for a nationwide, uniform framework. Based on this, operators of charging stations are obligated to implement the calibration law requirement
2. In addition to a local memory and display module (SAM), the market is also developing a so-called Favourable Solution in Compliance with Calibration Laws / "Günstige Lösung im Sinne des Eichrechts" (GL). Essentially this means providing recorded values with end to end signatures, so that consumers can check the accuracy of the recorded values of their charging process, with reassurance, even after a time delay. For this requirement to be made possible, a transparency software must be applied, which can check the digital signatures of the measured values. The software uses signature data and the so-called "Public Key" which is stored in the measuring device of the charging station. The signature verification makes it possible for consumers to check the measured values and accounting data.
3. The aim of the Association is to provide all companies active in the field of electric mobility with a uniform standardized transparency software and thereby ensure consumer protection.
4. For this purpose, some of the founding members of the Association have come together with other individuals and companies who are active in the field of electric mobility or developing research on transparency software. Together with another founding member, has.to.be gmbh, the first transparency software for electric mobility has been developed.
5. End users (individuals and legal entities), who charge their electric vehicles at the charging points where the transparency software is installed, currently have the ability to check the measured values and billing data regarding their charging process free of charge.
6. Hardware manufacturers of charging infrastructures shall be provided with the software as a part of their membership with S.A.F.E. and upon confirming the terms of a license agreement. Further details are included in the license agreement.



7. Furthermore, the Association will continue to work with its membership to advance and promote this field of technology, so that the results are beneficial to the public.
8. For this purpose, an association shall be founded which is dedicated to the above-mentioned endeavors and who shall own the license rights to the transparency software.
9. Every individual and legal entity who are active in the field of electric mobility or who intend to be active in this area, are welcome to join the Association as members or supporting members.
10. The transparency software was tested by VDE (test report from 18.04.2019 -5024855-1470-0001/254265 TL4/shf). The correct functioning of the transparency software was tested and certified and is guaranteed by the VDE test report. The source code and documentation for all components shall be published by the Association on 01/01/2020. As regards future versions of the transparency software, which will equally be checked and certified by a conformity assessment authority, their source code and documentation shall also be disclosed by the Association.

## **§ 1 - Name and Legal Form**

- (1) The Association bears the name:  
"Association for the Promotion of Research and Consumer Protection in the Field of Electric Mobility".  
The Association participates in legal transactions under the acronym "S.A.F.E.".
- (2) The Association shall be entered in the Register of Associations.  
Upon registration the name will bear the additional letters 'e.V'.
- (3) The Association has its seat in Berlin.
- (4) The business year is the calendar year.

## **§ 2 - Purpose of the Association**

- (1) The Association forms a community of interests. The purpose of the Association is to promote research and consumer protection in the field of electric mobility; in particular through the (further) development of a uniform transparency software that can provide transparent billing for electric mobility services which can be maintained over the long term.
- (2) To this end, the Association strives to:
  - a) provide the end customer with a free and secure means of carrying out loading sessions in conformity with the calibration regulations.
  - b) promote, maintain, and further develop the above-mentioned transparency software.
  - c) propose standardised processing and integration of the transparency software and the corresponding data into market communications (e.g. e-roaming).
  - d) about promote the common interests of the members towards public authorities, trade Associations, administrative bodies, politics, and other organisations (e.g. AGME, PTB, BMWi).
  - e) carry out public relations work and maintain contact with press and media (technical journals, newspapers, magazines, radio and television).
  - f) f) inform members and interested third parties about the topic of calibration law and important, directly related topics, and also to publicly position itself with regard to such topics.
- (3) The Association works independently of political parties and affiliations.



### **§ 3 – Membership**

- (1) The Association provides the option of full membership and supporting membership. Ordinary members are hereinafter referred to as "members", supporting members are referred to as "supporting members".
- (2) Individuals and legal entities can become members of the Association, who are active or will be active in the field of electric mobility and who are willing to support the objectives of the Association. Legal entities can nominate one representative each.
- (3) In addition, members can be persons and associations who can promote the goals of the Association due to their knowledge, experience, influence, and the like.

### **§ 4 - Admission of Members**

Anyone interested in full membership must express their interest in writing (letter or e-mail) to the Executive Committee of the Association. In this written communication the applicant undertakes to observe the terms and the regulations of the Association. The Executive Committee decides with a majority vote. The decision is communicated back in writing (letter or e-mail). There is no right to admission.

### **§ 5 - Rights and Duties of Members**

- (1) Members have the right to request the support of the Association within the statutory field of activity of the Association. Every member can send applications to the Executive Committee and the general membership.
- (2) Members are entitled to participate in all general meetings.
- (3) Members promote the purpose and reputation of the Association to the best of their ability. They therefore have a duty to be professional in their conduct.
- (4) Each member is obliged to share with the Association all pertinent information with regard to the achievement of the goals of the Association.

## **§ 6 - End of Membership**

- (1) Membership is terminated in the event of:
  - a) death or, in the case of legal entities and associations, by ceasing to operate.
  - b) resignation, which must be declared at the end of the calendar year and submitted to the Executive Committee no later than 01.10. of the respective calendar year.
  - c) formal exclusion by resolution of the Executive Committee in accordance with the following Paragraph (2).
- (2) The Executive Committee can exclude a member or supporting member if the member:
  - a) behaves in a way that is against the purpose or the interests of the Association in a significant way (once) or continues to infringe upon the terms of Association despite being provided with formal warning of a possible expulsion.
  - b) is three months and despite reminders and a warning of expulsion from the Association in arrears as per the contribution terms.
- (3) The Executive Committee shall inform the member concerned in writing (letter or email) of the exclusion. The decision may be challenged within two months since the date of receipt of the letter from the Executive Committee. If the Executive Committee does not support the appeal, the final decision is held over for the general meeting. The rights of the member or supporting member are suspended pending the decision on the appeal by the general meeting.

Upon termination of membership, for whichever reason, their rights and obligations with the Association expire. A repayment of deposits, contributions, levies, donations, or other support is excluded. The claim of the Association for outstanding membership fees remains unaffected.

## **§ 7 - Contributions, Fees and their Appropriate Use**

- (1) An admission fee is payable upon joining the Association.
- (2) In addition, an annual membership fee is to be paid, which is due by 15.03. of each year or when first admitted to the Association.
- (3) Admission and membership fees are used to fulfil the purpose of the Association.
- (4) Details and the amount of the fees and charges are set out in the fee schedule, which is decided at the general meeting.
- (5) On the recommendation of the Executive Committee the general meeting may decide the sharing of additional costs between the members if there is an extraordinary financial need or an investment opportunity that was decided upon at the general meet-



ing. Further details are regulated by the fee schedule.

- (6) Funds of the Association may only be used for purposes in accordance with the statutes. The members and supporting members do not receive any payments from the Association, except if it is for the reimbursement of expenses which serve the purpose of the Association.
- (7) No person or entity may be reimbursed for expenses that are not in accordance with the purpose of the Association or are disproportionately high for the remuneration.

## **§ 8 Statutory Bodies of the Association**

- (1) The official statutory bodies of the Association include:
  1. the General Meeting of the Members and
  2. the Executive Committee.
- (2) The Executive Committee may appoint an advisory board or committees that provide an advisory function without being statutory bodies of the Association.

## **§ 9 - General Meeting**

- (1) The Executive Committee shall convene an ordinary General Meeting at least once a year by providing a written notice (letter or e-mail) stating the place, time, and proposed agenda. The written notice must be sent to all the members at least four weeks prior to the meeting. The Executive Committee proposes the agenda. Each Member may propose additions to the agenda in writing (letter or e-mail) at least two weeks before the general meeting. The amended agenda will be announced separately to members and supporting members, at least one week prior to the general meeting.
- (2) The General Meeting takes place either in person (face-to-face event), or virtually in a forum or chat room accessible only to members (online procedure). The Executive Committee shall decide whether the General Meeting will be held in person or virtually. The Executive Committee is authorised to adopt a procedure for a virtual General Meeting, provided that the option for members of the Association to participate in such meetings is not thereby made impossible or unreasonably difficult. Under the same conditions, the Executive Committee is also authorised to adapt or amend the procedure. If the procedure provides for several possible versions of holding a virtual General Meeting, the Executive Committee shall decide on the version to be applied in each case. Participation in a virtual General Meeting is only possible and permitted via the email address referred to at (1), or via the access data transmitted to that email address. Each member is responsible for



ensuring that the invitation sent to this email address, and any access data contained therein, are not made accessible to third parties, and for preventing any third party from participating without authorisation in the General Meeting in addition to or instead of the member.

- (3) The general meeting decides with a simple majority of the present or represented members on whether any additional items to the proposed agenda may be decided (applications for urgency); amendments to the statutes as a result of an application for urgency may only be adopted in a subsequent general meeting.
- (4) A member's right to vote is suspended if the member does not appear or is not represented or if the member is subject to a process for exclusion according to § 7 paragraph (3). The same applies to legal entities as long as they do not have a representative appointed.
- (5) An extraordinary general meeting is to be convened if the interests of the Association require it or, if at least 20% of the members propose one in writing (letter or e-mail) to the Executive Committee.
- (6) Each member has one vote in the general meeting.
- (7) The general meeting is responsible for:
  - a) the appointment, approval, and discharge of members of the Executive Committee according to § 11 and the appointment of the financial auditors pursuant to § 13.
  - b) discussion and resolution of applications to the general meeting and amendments to the statute of the Association.
  - (c) the decision on the fee schedule and any amendments thereto.
  - (d) the appeal by an applicant against a decision of the Executive Committee according to § 7.
  - e) the dissolution of the Association according to § 15.
- (8) Only members are entitled to vote in the general meeting. The transfer of the right to exercise membership rights (especially participation in general meetings and voting rights) may be transferred to another member if expressed in writing (letter or e-mail). Each member may have a maximum of two voting rights, including their own vote. If a member of the Association is a legal entity, the right to vote can be transferred to an employee of that entity.
- (9) Resolutions of the general meeting are passed by a simple majority of the present or represented members, unless otherwise provided for in the statute of the Association or by law. Abstentions are not counted. In the event of a tied vote an application is denied.
- (10) A vote shall be taken in writing if at least one third of the present or represented members with voting rights request it.
- (11) The general meetings are chaired by a member of the Executive Committee.





## § 10 - Executive Committee

- (1) The Executive Committee shall consist of at least five and at most seven members and shall consist of a 1st chair, a 2nd chair (deputy chair), a Treasurer, and up to four other members.
- (2) The members of the Executive Committee are elected for a period of two years. Their re-election is permissible. Incumbent Executive Committee members shall remain in office beyond their respective terms of office until the number of successors required by these Statutes has been elected, but no longer than a further 6 months. Their term of office also ends with the termination of their or their entities membership in the Association. As an exception, half of the members in accordance with paragraph 1 (rounded down if an odd number is given) are elected for a three-year term at the founding meeting.
- (3) The Executive Committee manages the business affairs of the Association. The Executive Committee is represented by the 1st or 2nd chair. The 2nd chair is internally instructed to exercise their right to represent the Association only in case the 1st chair is prevented to do so.
- (4) The Executive Committee decides on resolutions in Executive Committee meetings, which shall take place at least four times a year (in person or via web conference). In the event of a tied vote, the vote of the 1st. chair rules, if the 1st chair is unable to attend, this applies to the 2nd chair.
- (5) The invitation to an Executive Committee meeting is issued with a notice period of one week by the 1<sup>st</sup> chair; it should contain a proposed agenda, if possible. The presence of three members of the Executive Committee shall suffice to constitute a quorum. Votes are decided by a simple majority of the present members.
- (6) The Executive Committee has the following responsibilities:
  - a) Preparation and convening of the general meeting.
  - b) Implementation of resolutions of the general meeting.
  - c) Preparation of the budget.
  - d) Accounting and preparation of the annual report.
  - e) Representation of the Association.
  - f) Overseeing the fulfilment of the Association's purposes.
  - g) Making the annual report and budget accessible to all members and supporting members.
  - h) Admission and exclusion of members and supporting members.
  - i) Preparation of and proposals for amendments to the fee schedule.
- (7) Members of the board shall not receive any remuneration.
- (8) The general meeting authorises the Executive Committee to independently make changes to the statutes which are based on objections of the Registry Court or of the



Tax Authority where applicable. The Executive Committee can approve amendments with unanimous vote. In the following general meeting, the Executive Committee shall inform about such amendment.

## **§ 11 - Advisory Board and Committees**

- (1) The advisory board and committees shall be composed of one or several persons who need not necessarily be members of the Association, whereby number and terms of office shall be determined by the Executive Committee according to the requirements of the Association. They should dispose of a high level of technical and organisational experience and should be willing to contribute to the Association in a beneficial way.
- (2) The primary task of an advisory board is to advise the Executive Committee in matters pertinent to the Association. The primary task of the committees are the preparation and implementation of individual projects that contribute to the purpose of the Association.
- (3) The members of the advisory board and the committees are appointed by resolution of the Executive Committee. They are to be bound to confidentiality and report internally to the Executive Committee.
- (4) The Executive Committee may invite individual advisory board or committee members to General Meetings and other events conducted by the Association. They do not have voting rights at these events, but may be given the floor at the request of the Executive Committee
- (5) The advisory board has no supervisory board function.

## **§ 12 -Working Groups**

- (1) The Executive Committee may convene working groups on topics relating to the purpose of the Association. Working groups may also be proposed by the membership. Only members shall participate in working groups. The Executive Committee shall determine the participants. The working group leader may make suggestions to the Executive Committee with regard to the admission or dismissal of participants. The participation of third parties in an advisory capacity requires the express permission of the Executive Committee.
- (2) Working groups have the sole purpose of preparing actions for the Association, and of creating the foundation for Executive Committee decisions. They regularly report to the Executive Committee.

- (3) The leader of a working group shall be appointed by the Executive Committee based on a suggestion from its participants. Suggestions for participants in working groups may be furnished by the working group itself.

## **§ 13 – Finances**

- (1) To keep proper accounts and ensure financial control of the Association, a treasurer is elected by the general meeting. They have the responsibility of keeping receipts in an orderly manner and to once a year calculate the cash balance over the past calendar year. In consultation with the Executive Committee, they may use the services of a third party or a service provider for this purpose.
- (2) Expenses which have been incurred by the Association prior to its formation, can be reimbursed (with approval of the Executive Committee).
- (3) Funds of the Association shall only be used for the purposes and in accordance with the statutes of the Association.
- (4) No person may be reimbursed for expenses that are not for the purposes of the Association or are disproportionately high. If necessary, officers of the Association can, upon decision by the Executive Committee and within the limits of budgetary possibilities, have contracts and be employed against payment or against reimbursement of costs and expenses in accordance with § 3 No. 26a EStG. Any decision regarding any work for the Association against remuneration shall be taken by the Executive Committee. The same applies to the contents of the contracts and their termination.
- (5) The Treasurer can process payments exceeding the amount of 500 EUR only with the signature of another member of the Executive Committee.
- (6) The financial management of the Association is controlled by two financial auditors, who are appointed by the general meeting for a maximum of two years. A re-election of the auditors after two years is not possible; a new election at a later date is possible. Their financial report shall not assess the appropriateness of the expenditure incurred by the Executive Committee. The general meeting may alternatively decide by a simple majority vote to have a certified public accountant look at the financials.
- (7) At the general meeting, the auditors shall inform the members and supporting members about the outcome of the financial audit.



## **§ 14 – Minute Keeping**

Minutes are to be kept of the resolutions of the Executive Committee and of the general meetings. The resolutions of the Executive Committee are to be signed by the chair or the Deputy. The resolutions of the general meetings are to be signed by the chair of the meeting and the minute keeper.

## **§ 15 – Licenses**

Members, who are active in the hardware market as manufacturers of charging infrastructure, will be entitled to use the transparency software after signing a license agreement. Further details are stipulated in the license agreement.

## **§ 16 - Foundation and Dissolution of the Association**

- (1) The Association comes into existence on the date of its foundation and is in unlimited in time.
- (2) The dissolution of the Association can only be decided by a general meeting convened exclusively for this purpose. The meeting has a quorum if at least two thirds of the members are present or/and represented. If the general meeting does not have a quorum, a decision must be made at a new general meeting which must be convened within four weeks with the same agenda and which must be held within a further period of two weeks at the latest. This general meeting shall have a quorum regardless of the number of attendees and/or members represented.
- (3) The general meeting deciding to dissolve the Association also decides on the utilization of the remaining assets of the Association, which should be donated to a charitable organization.

Berlin, 15 September 2020