

Articles of Association for POSC Caesar Association

Approved in the annual meeting on December 19th, 2023.

1. Name

The name of the organization is POSC Caesar Association (“PCA”).

2. Purpose

PCA is a global, not for profit, member organization that shall promote the development of openly available specifications to be used as standards for enabling the interoperability of data for industrial and commercial applications through promoting semantic technology in the energy and process industry.

PCA has a special responsibility for the maintenance and enhancement of ISO 15926: "Industrial automation systems and integration—Integration of life-cycle data for process plants including oil and gas production facilities".

PCA is founded on a strong commitment to sustainability with the aim to safeguard people, protect the environment, and secure assets and operations. PCA shall pay special attention to cyber security to protect its digital assets and secure safe use of the products made available to the industry.

3. Business scope

The business scope of PCA shall include the following activities:

- Develop, manage and publishing Reference Data Libraries (RDLs), i.e., vocabularies, ontologies and templates for all relevant industries with special emphasis on ISO 15926;
- Managing and participation in standardization work related to development and application of ISO 15926 and related standards;
- Develop, manage and publish Reference Designation System for the oil and gas industry (RDS O&G) with special emphasis on ISO/IEC 81346;
- Promote and facilitate development and application of the standards, ontologies and specifications published by PCA; and promote and strive for cooperation with other associations and projects with similar purpose as PCA.

4. Financial model

Financing of PCA is regulated by the following principles:

- POSC Caesar Association is a non-profit member organization;
- PCA shall be self-financed through annual membership fees and income from users of products and services provided by PCA; and

Special projects with defined scope, deliverables and a defined, limited time schedule should be financed through external funding and in-kind work contribution.

5. Membership

Membership in PCA shall be open to any company or organization, however so that the individual members of such organizations shall not be considered members of PCA unless they formally apply, and pay, for such membership.

Membership of PCA is conditional on compliance with these articles of association and on payment of annual dues according to their class of membership as defined in Table 1. Membership is renewed automatically unless cancelled by written notice 3 months within year end.

Upon termination, or withdrawal from PCA, any rights granted to the member according to these articles of association shall terminate.

Group	Gross revenues from the total group of companies	Annual dues Proportional values	Votes at annual meeting
1	Owners/operators with Gross Revenues > MEuro 2,000	25	5
2	Other Companies with Gross Revenues > MEuro 2,000	10	3
3	Companies with Gross Revenues MEuro 200 - MEuro 2,000	10	3
4	Companies with Gross Revenues MEuro 20 - MEuro 200	5	2
5	Companies with Gross Revenues < MEuro 20	2	1
6	Non-profit and governmental organizations	2	1
7	Academic organizations	0	0

Table: Principles for membership fees and voting rights at the annual meeting

The gross revenues are defined as the revenues of all companies belonging to the same group where ownership is more than 50% by the parent company.

The annual membership fees are decided by the board of directors.

6. Benefits for the members

PCA grants the members a license to use the following products and deliverables (hereinafter "Products"):

- PCA Reference Data Libraries ("RDL");
- Reference Designation System for O&G ("RDS"); and
- Ontologies, specifications, and models.

Unless otherwise explicitly stated in these articles, PCA grants to its members at discounted rates worldwide, non-exclusive, non-transferable right to use and further develop the Products for its ordinary business purposes.

The members shall further have the right to:

- Influence the development of products, specifications, and standards.
- Participate in collaboration working groups and member meetings.
- Participate in courses and seminars organized by PCA at discounted rates.

The board of directors may decide additional benefits for each year.

7. Intellectual Property Rights

Membership in PCA shall not imply any transfer of intellectual property and rights thereto, including but not limited to, software, applications, databases, ontologies, templates, specifications, models, project results, checklists, standards, and documents (hereinafter "IPR") owned or developed by, or for, PCA.

Participation in PCA shall not in any way change the rights, including any IPR, that any member owns or develops individually, before or after joining PCA.

PCA shall hold sufficient user rights in, and to, any IPR which PCA licenses out to its members.

PCA shall grant equal user rights to all of its members, unless otherwise explicitly set out in these articles.

PCA may grant license rights to use the Products, and other standards, to non-members of PCA subject to a fee and in accordance with licensing terms to be determined by the board of directors.

8. Annual Meeting

The annual meeting is the supreme body of PCA and is open to all members. All member organizations can bring as many representatives as they wish but are limited to voting as defined by their membership status.

The annual meeting shall be held each year before the end of May. The Board of Directors shall call for the Annual Meeting with at least 1 month written notice. The notice shall at least state the time and place for the meeting, and the agenda. Matters not included in the agenda may not be acted upon at the annual meeting.

Any member may suggest matters for discussion or resolution in advance of the annual meeting. Any such matter must be submitted to the board at least two weeks before the annual meeting.

To constitute a quorum at least 30% of the members' votes must be present.

The annual meeting shall at least deal with the following matters:

- Approve the annual financial statement.
- Elect members to the board of directors.
- Review and approve changes in the Articles of Association.
- Any other matters submitted.

Unless otherwise specified in these articles of association, any resolution requires more than half of the votes present at the annual meeting. The board of directors, or one or more members representing at least 10% of the members' votes, can call for extraordinary meetings in addition to the annual meeting.

9. Board of Directors

The Board of Directors will have minimum 3 and maximum 7 members elected by the members in the Annual Meeting. The Board shall be represented in a balanced fashion with respect representatives from various industry sectors and geography. Each member shall have no more than one representative on the board.

The board of directors shall appoint a general manager and may establish working groups made up by member representatives with defined scope and mandates as needed to facilitate projects in order for the Association to meet its purposes and goals.

In addition, the board of directors shall:

- Approve guidelines and criteria for acceptance of new projects;

- Approve the business strategy and annual work plan;
- Approve the budget; and
- Recommend the annual financial statement to the annual meeting.

The board of directors shall appoint a chair and a vice-chair amongst themselves. If a seat on the board of directors is vacant by retirement, resignation, illness, disability or death of a director, the board of directors should appoint a successor to serve the director's term.

A majority of the elected board of directors shall constitute a quorum at all Board meetings. Each Director has one (1) vote unless holding others by proxy. All decisions are made with a majority of more than 50% of the votes with the chair holding the casting vote. All board members shall be given at least 14 days' notice before a board meeting. The chair shall call board meetings and propose the agenda.

There shall be a minimum of 4 board meetings each year. The general manager is secretary to the board of directors and is responsible for producing the minutes of the meetings but has no voting rights.

PCA shall be signed by the general manager and the chairperson of the board of directors jointly, and the general manager shall have procura. The board may also assign signatory rights on behalf of PCA.

The board of directors shall not be paid a salary nor travelling and accommodation by PCA.

10. Law and jurisdiction

PCA shall be governed by Norwegian law. Any claim or dispute which is not resolved by negotiations within a reasonable time shall be exclusively subject to the jurisdiction of the courts of Oslo, Norway.

11. Termination

The annual meeting can with a majority of $2/3$ of the votes present at the meeting decide to dissolve PCA. All the debts of PCAs shall in such a case be paid, and all contracts be terminated. If there are not enough assets to cover debts, the members are not liable for the shortfall. If there are still assets when all debts are paid, they shall be divided proportionally between the members according to the dues paid during that year.