



# **Constitutions of KNX Middle East**

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### 1. Name

This Association should be known as “KNX Middle East”.

### 2. Place of Business

2.1. The place of business shall be: **[Address to be entered]**

2.2. In case of any change in place of business, the same should be within the jurisdiction of **Bahrain, Jordan, Kuwait, Lebanon, Oman, Qatar, Saudi Arabia or the United Arab Emirates**. Any decision in respect of changes in place of business shall be made by a simple majority of the Board Members and should be notified to all the members within 30 days. The new place of working should be notified with the Registrar of Companies.

### 3. Duration

KNX Middle East is established for an indefinite period.

### 4. Objectives

The objectives of the Association are:

- To represent and promote KNX in **Bahrain, Jordan, Kuwait, Lebanon, Oman, Qatar, Saudi Arabia or the United Arab Emirates** (Hereafter referred as Middle East);
- To promote the development and applications of KNX Systems for the expansion of Intelligent Building Control;
- To advance, and actively promote and support education and technical training to include KNX in the local teaching-curriculum;
- To act as the advisory, consultative and coordinating body for KNX in Middle East;
- To act as a negotiating body for members of the association concerning intelligent building control systems and technology with users, specifiers and relevant regulators;
- To assure compliance with the rules of KNX Association International for all areas of certification by KNX Association International.
- To acquire new members for the KNX Association International

- To promote the usage of the Engineering Tool Software (ETS)
- To organize and/or participate in exhibitions, conferences for the promotion of its activity;
- To promote trade, friendly relations and contacts;
- Generally to do all lawful things as the association may consider incidental or conducive to the attainment of objects of the association or any of them.

To achieve the association's objectives, KNX Middle East shall organize any activities it deems advisable and, subsequently, promotes the KNX standard in the country.

### **5. Membership**

#### **5.1. *Category A – Board Membership:***

The Board Membership is open to all members of KNX Association International, respectively to only one of their official representative in Middle East.

All applicants must have ordinary domicile in Middle East and comply with applicable national regulations. Board Members are decision makers for all activities of KNX Middle East during the Board meetings (2-3 / year). Board Members have a weighted vote of 5 in the General Assembly (hereafter referred to as "GA").

In case a Member of the KNX Association International is applying for Board Membership, while already having an official Agent representing him as a Board Member, the member of the KNX Association will be listed as a board member, whilst the official Agent will be listed as a Category C – Integrator Member, having only the duties and rights of an Integrator Member at his disposal (see 4.3).

5.2. *Category B – Ordinary Membership:*

The Ordinary Membership is open to all members of KNX Association International, respectively to only one of their official representative in Middle East. Ordinary members are invited to the GA (1/year) in order to approve the common budget for the next financial year. Ordinary Members have a weighted vote of 2 votes in the GA.

In case a Member of the KNX Association International is applying for Board Membership, while already having an official Agent representing him as a Board Member, the member of the KNX Association will be listed as a board member, whilst the official Agent will be listed as a Category C – Integrator Member, having only the duties and rights of an Integrator Member at his disposal (see 4.3).

5.3. *Category C – Integrator Membership:*

The System Integrator Membership is open to persons, involved in the integration of KNX Solutions in home and buildings (like contractors, system integrators, consultants, specifiers and architects). Integrator Members are invited to the GA (1/year) in order to approve the common budget for the next financial year. Integrator Members have a right of one weighted proportionate in the GA.

5.4. *Category D – Educational Membership:*

The Educational Membership is open to educational institutions, i.e. universities and (vocational) schools that are directly linked to the KNX Technology for supporting the aims of the association. Educational Members have no right to vote in the GA.

5.5. *Category E – Associated Membership:*

The Associated Membership is open to companies, institutions, statutory bodies and relevant regulators of national standings, supporting and promoting the aims and essence of the association. Associated Members have no right to vote in the GA

5.6. Board, Ordinary and Integrator Members may put forward candidates to be nominated as office bearers at a KNX Middle East GA according to the rules as set out in the articles of KNX Middle East.

## **6. Administration**

KNX Middle East shall be administered by an Executive Board, whose members shall be appointed amongst the board members, in accordance with the following stipulations:

- 6.1. The Executive Board shall consist of at least three and at the most of nine members. The candidates shall be proposed and elected at the GA for a period of 2 years.
- 6.2. The voting member may elect up to the maximum number of proposed board members and is entitled to maximum one (weighted) vote per candidate.
- 6.3. Those candidates are elected as Board members that receive the most votes, with a minimum of 20 per cent of the total (weighted) votes cast at the election, unless the minimum number of Board members is not reached.
- 6.4. If the company that proposed the elected Board candidate informs KNX Middle East that this person will no longer be representing them, the relevant company may validly delegate the Board membership to a substitute but only until the next GA. There the GA confirms the replacement, but only until the next overall re-election of the board, should this election not be organized at this GA.
- 6.5. The GA may decide to remove a Management Board member. Such a decision requires a two-third majority of the weighted votes of the members present or represented.

## **7. Request for Membership**

- 7.1. Potential new members shall complete the application form addressed to KNX Middle East, whereby they express their commitment to abide by the articles of KNX Middle East and the Constitution.
- 7.2. Candidates must commit to promote and achieve the joint goals as given in the articles of KNX Middle East;
- 7.3. The decision to grant membership is at the sole discretion of the Executive Board's members by simple majority.

In case the applicant is being rejected, he/ she may intimate such rejection and appeal to the GA by letter within a period of four weeks from the date of receiving the Executive Board's decision. The confirmation or reinstatement of such applicant would further require a majority vote of the members of GA. The decision stands binding on the applicant.

**8. Resignation**

- 8.1. KNX Middle East Membership can be cancelled only by the voluntary termination of service by the member themselves. Such letter shall be forwarded to KNX Middle East through registered post within six months before the end of the financial year.
- 8.2. Such resignation becomes effective as from the first day of the following financial year. The member concerned has to complete and satisfy any commitments resulting from this agreement and, in particular, the financial charges incumbent on the members.
- 8.3. Any member who has not paid his contribution, despite the written reminders through registered post, is automatically considered as having resigned after expiration of the time provided for payment. This will not reduce the financial binding on the members till all the payments are satisfied. In spite of this resignation, legal steps will be taken against the member for the outstanding debts.
- 8.4. Resigned and terminated members have no claim in the assets of KNX Middle East.
- 8.5. Resigning members would remain bound by obligations as may be set out in contracts concluded between them and KNX Middle East till such contracts are frustrated

**9. Expulsion**

- 9.1. Expulsion of a member may be declared only for serious reasons, defined and by decision of the Executive Board at the sole discretion and which should be voted for by at least two-thirds present or represented Executive Board Members.
- 9.2. Reasons for expulsion are gross violations against the interests of the Association or against the "Professional Rules of Conduct" set out by the Association.

- 9.3. Such expulsion becomes effective on the date set by the Executive Board with the member expelled having the same status as a resigning member as far as his rights and commitments in relation with the statutes and internal rules are concerned. Both, KNX Middle East and its members are released from any liabilities for possible damages resulting directly or indirectly from any expulsion declared in conformity with these internal rules.
- 9.4. An expelled member has the right to appeal against this expulsion to the GA by registered letter within a period of four weeks after the decision of the Executive Board. Reconfirmation of such an Executive Board's decision requires a majority of the weighted votes. The decision of the GA is final and binding and cannot be appealed.

## **10. Entrance Fee, Annual Subscription**

- 10.1. The entrance fee of AED 7 000 for the Board, Ordinary, System Integrator and Associate Membership is payable within two weeks of election to membership.
- 10.2. The entrance fee will be waived for the founding Members of KNX Middle East.
- 10.3. The Annual Subscription shall be determined time to time by the GA on recommendation.
- 10.4. As of date, the Annual Subscriptions are payable as follows:
- *Category A* – Board Membership: AED 30 000
  - *Category B* – Ordinary Membership: AED 15 000
  - *Category C* – Integrator Membership: AED 5 000
  - *Category D* – Educational Membership: AED 2 500
- 10.5. The possible annual fee for “Category E – Associated Membership” shall be set after discussion with the Board and approved by the GA.
- 10.6. Annual subscriptions are payable in advance within the first month of the year. If a member falls into arrears with his subscription or other dues, he shall be informed immediately by the Secretary. If he fails to settle his arrears within 4 weeks of their becoming due, the President may order his name be posted on the societies notice board and he be denied the privileges of membership until he settles his account. If he falls into areas for more than two months' dues, he will automatically cease to be a member and the Committee may take legal actions against him after intimating him about his debts through registered post provided.

10.7. Any additional fund required for special purposes may only be raised from members with the consent of the general meeting of the members, and the members should also be notified the same in writing. Such decision should be made through Board Resolution undertaken by the simple majority of GA.

## **11. Offices of KNX Middle East**

11.1. Candidates for offices are nominated by the Board, Ordinary and System Integrator Members at the GA.

11.2. The GA appoints from among a list of candidates:

- a President,
- a Vice-President,
- a Secretary
- a Treasurer

11.3. The President, as well as the Vice-President, shall be elected among the Executive Board Members. The Secretary and the Treasurer shall be elected among Integrator Members only.

11.4. Names for the above officers shall be proposed and seconded at the GA and election will follow on a simple majority vote of the members. All office-bearers, except for the treasurer, may be re-elected at the same or related post for a consecutive term of office. The tenure of office is 2 years.

11.5. Election will be either by show of hands or, subject to the agreement of the majority of the voting members, by a secret ballot. In the event of a tie, the Chairman of the meeting shall have a casting vote.

11.6. Meetings of the office bearers are convened at minimum once a year prior to the GA. The invitation is accompanied by the agenda of the meeting and dispatched at least one week beforehand.



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**12. Duties of the Board**

- 12.1. The duty of the Executive Board is to organize and supervise the daily activities of the Society. The Executive Board will not do anything contrary to the expressed wishes of the GA and would always work under the consent and authority of GA.
- 12.2. An Executive Board meeting shall be held at least once every 4 months after giving seven days' notice in writing to the Committee Members. The President may call an Executive Board Meeting at any time by giving five days' notice to all the Committee Members. At least 50% of the Executive Board Members shall approve the proceedings of the Board meeting in writing.
- 12.3. Any member of the Executive Board absenting himself from an Executive board meeting shall hand in satisfactory explanations in written form. This shall be done within two weeks from the date of the Executive Board meeting.
- 12.4. Any member of the Executive Board absenting himself from a board meeting without satisfactory explanations submitted and received by the Executive Board within two weeks from the date of the Executive Board meeting shall be deemed to have withdrawn from the Executive Board and a successor may be co-opted by the Executive Board to serve until the next Annual General Meeting.
- 12.5. Any member of the Executive Board absenting himself from three meetings consecutively without satisfactory explanations submitted and received by the Executive Board within two weeks from the date of the last Executive Board meeting shall be deemed to have withdrawn from the Executive Board and a successor may be co-opted by the Executive Board to serve until the next Annual General Meeting.

**13. Duties of Office Bearers**

- 13.1. The President shall chair all General and Committee Meetings. He shall also represent the Society in its dealings with outside persons.
- 13.2. The Vice-President shall assist the President and deputize for him in his absence but will not take any decision without the consent of the President.
- 13.3. The Secretary shall coordinate the National Group's activities and keep all records of the Society and shall be responsible for their correctness. He will be responsible of the minutes of all Board meetings and GAs. He shall maintain an up-to-date Register of Members at all times.

- 13.4. For the Secretary's work, the Secretariat will be remunerated from the funds as raised via membership fees as set by decision of a majority of the GA.
- 13.5. The Treasurer shall keep all funds and collect and disburse all monetary transactions and shall be responsible for their correctness, he is authorized to expend up to - per month for petty expenses on behalf of the Society. He will not keep more than - in form of cash and money in excess of this will be deposited in a bank to be named by the Committee. Checks, etc. for withdrawals from the bank will be signed by the Treasurer and either the Secretary or the President.
- 13.6. If circumstances allow/require, the office of the Treasurer can be executed by the Secretary. The final decision to have a joint office, consisting of Secretariat and Treasury has to be taking within the GA

#### **14. Audit and Financial Year**

- 14.1. The financial year begins on and ends on.
- 14.2. Two voting members shall be elected as Honorary Auditors at each Annual General Meeting.
- 14.3. They:
- a. Will be required to audit each year's accounts and present a report upon them to the Annual General Meeting.
  - b. May be required by the President to audit the Society's accounts for any period within their tenure of office at any date and make a report to the Committee.
- 14.4. Fees and contributions are determined in such a way that their sum permits a balanced budget.
- 14.5. The GA may schedule additional budgets for specific fields of interest to certain members of KNX Middle East.
- 14.6. The Results of the financial year as well as the report of the Auditors shall be approved by a simple majority of the General Meeting.

## **15. Trustees**

15.1. If the Society at any time acquires any immovable property, such property shall be vested in trustees subject to a declaration of trust.

15.2. The trustees of the Society shall:

- a. Not be more than 4 and less than 2 in number
- b. Be elected by the GA every year
- c. Not affect any sale or mortgage of property without the prior approval of the GA.

15.3. The office of the trustee shall be vacated:

- a. If the trustee dies, becomes a lunatic or unsound mind
- b. If he is absent from the Republic of Middle East for a period of more than one year.
- c. If he is guilty of misconduct of such a kind as to render it undesirable that he continues as a trustee.
- d. If he submits notice of resignation from his trusteeship.

15.4. Notice of any proposal to remove a trustee from his trusteeship, or to appoint a new trustee to fill a vacancy, must be given by posting it on the notice board in the Society's premises at least two weeks before the GA, at which the proposal is to be discussed. The result of such GA shall then be notified to the Registrar of Societies.

15.5. The address of each immovable property, name of each trustee and any subsequent change must be notified to the Registrar of Societies.

## **16. Visitors and Guests**

Visitors and guests may be permitted to visit the premises of the Society with the consent of the President or any other person authorized in his behalf for the same but they shall not be permitted to enjoy the privileges of the Society. All visitors and guests shall abide by the Society's rules and regulations.

**17. Prohibitions**

- 17.1. Gambling of any kind, whether for stakes or not, is forbidden on the Society's premises. The introduction of materials for gambling or drug taking and of bad characters into the premises is forbidden.
- 17.2. The funds of the Society shall not be used to pay the fines of members who have been convicted in court of law.
- 17.3. The Society shall not engage in any trade union activity as defined in any written law relating to trade unions for the time being in force of Middle East.
- 17.4. The Society shall not attempt to restrict or interfere with trade or make directly or indirectly any recommendation to, any arrangement with its members which has the purpose or is likely to have the effect of fixing, controlling the price or any discount, allowance or rebate relating to any goods or service which adversely affect consumer interests.
- 17.5. The Society shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.
- 17.6. The Society shall not held any lottery, whether confined to its members or not, in the same name of the Society or its office-bearers, Committee or members unless with the prior approval of the relevant authorities.
- 17.7. The Society shall not raise funds from the public for whatever purposes without the prior approval in writing to the Head, Licensing Division, national Police Force and other relevant authorities.

**18. Amendments to Constitution**

No alteration/deletion to this constitution shall be made except to the GA and with the consent of two-thirds of the voting members present and voting at the GA, and they shall not come into force without the prior sanction of the Registrar of Societies.

**19. Interpretation**

In the event of any question or matter arising out of any point which is not expressly provided for in this constitution, the Executive Board shall have the power to use their own direction. This decision of the Executive Board shall be final unless it is reversed by the GA.

**20. Disputes**

In the event any disputes arising amongst members, they shall attempt to resolve the matter at an Extraordinary GA in accordance with this Constitution. Any dispute arising thereof, would be settled through arbitration in accordance with the arbitration and conciliation act. Should the members fail to resolve the matter, they may bring the matter to a court of law for settlement. The courts in the United Arab Emirates will only have jurisdiction to the disputes arising hereof.

**21. Dissolution**

- 21.1. The Society shall not be dissolved, except with the consent of not less than 3/5 of the total voting membership of the Society for the time being resident in Middle East expressed, either in person or by proxy, at a GA convened for the purpose.
- 21.2. In the event of the Society being dissolved as provided above, all debts and liabilities legally incurred on behalf of the Society shall be fully discharged, and the remaining funds will be disposed of in such matter as the GA may determine or donated to an approved charity or charities in Middle East.
- 21.3. A Certificate of Dissolution shall be given within seven days of the dissolution to the Registrar of Societies.

**- End -**