

BYLAWS OF THE GLOBAL INTELLIGENT IOT CONSORTIUM

Chapter I General Provision

Article 1 The full name of the organization is Global Intelligent IoT Consortium (hereinafter referred to as “GIIC”).

Article 2 GIIC is an international, industry-driven, non-profit social organization committed to advancing the development of the smart Internet of Things (IoT) industry. GIIC is constituted voluntarily by industry organizations, universities, scientific research institutions, and enterprises from across the world.

Article 3 GIIC aims to aggregate the industrial ecosystem, develop technically advanced IoT standard portfolio, and promote the high-quality growth of global smart IoT industry.

GIIC shall abide by the laws, regulations and policies of the country where it is registered.

Article 4 GIIC shall operate under the guidance, supervision and administration of the Ministry of Civil Affairs of the People's Republic of China (hereinafter referred to as “Registration Authority”).

Article 5 GIIC is domiciled in Shenzhen, Guangdong Province, China.

Chapter II Scope of Activities

Article 6 GIIC will:

(I) Conduct research, policy consultation and requirement analysis in IOT industry;

(II) Develop IoT standards and promote the application of standards;

(III) Carry out international communication and cooperation, and build a global platform for industry development and academic communication and exchange;

(IV) Build open source ecosystem for IoT, to facilitate project development, community operation, technical support, and application promotion for open source;

(V) Conduct test and certification for products and services implementing IoT standards, promote technology innovation and new technology application;

(VI) Provide training and marketing campaign in the field of IoT;

(VII) Engage in other activities that drive the high-quality development of IoT industry.

Chapter III Membership

Article 7 GIIC only offers entity membership.

Article 8 Applicants for membership of GIIC shall:

(I) Uphold and agree with the GIIC Bylaws;

(II) Express willingness to join GIIC;

(III) Have certain influence in the field of IoT.

Article 9 The procedures for an applicant to join GIIC are as below:

(I) The applicant submits a membership application;

(II) The application is reviewed and approved by the Board of Directors of GIIC;

(III) A membership certificate is issued to the applicant by the Board of Directors or an institution authorized by the Board of Directors.

Article 10 Members shall have the following rights:

(I) The right to elect, be elected and vote in GIIC;

(II) Participate in activities of GIIC;

(III) Priority access to services provided by GIIC;

(IV) The right to propose criticisms and opinions, and supervise the work of GIIC;

(V) The right to voluntarily join and freely exit GIIC.

Article 11 Members shall fulfill the following obligations:

(I) Abide by the Bylaws and execute resolutions of GIIC;

(II) Protect the legitimate rights and interests of GIIC;

(III) Complete the tasks assigned by GIIC;

(IV) Pay the membership dues as required;

(V) Furnish relevant information to GIIC.

Article 12 Member to withdraw the membership shall inform GIIC in written form and return the membership certificate. If a member fails to pay its membership dues or never participated in any activity of GIIC for more than 1 year without special circumstances, shall be deemed as a voluntary withdrawal of its membership.

Article 13 Member who seriously violates the Bylaws of GIIC shall be expelled upon approval by the Board of Directors.

Chapter IV Formation and Removal of Organizational Structure and Persons in Charge

Article 14 The General Assembly shall be the highest authority of GIIC and shall exercise the following duties and powers:

- (I) Develop and amend the Bylaws;
- (II) Elect and dismiss members of the Board of Directors;
- (III) Review and approve the work reports and financial reports of the Board of Directors;
- (IV) Formulate and modify the membership dues policy;
- (V) Decide the termination/dissolution of GIIC;
- (VI) Decide other major issues.

Article 15 The required quorum for the General Assembly meeting shall be more than 2/3 of all members, and each resolution

will take effect only upon the approval of more than 1/2 of present members by voting.

Article 16 The General Assembly meeting shall be held annually. An Ad Hoc General Assembly meeting may be held upon the request of the Board of Directors or more than 1/3 of GIIC members.

Article 17 The Board of Directors shall be the executive body of the General Assembly, serving on a term of 3 years. The Board of Directors is responsible for the operation of GIIC and answerable to the General Assembly during the recess period.

Article 18 The Board of Directors shall exercise the following duties and powers:

- (I) Implement resolutions of the General Assembly;
- (II) Elect and dismiss the Board Chair, Vice Chairs and Secretary General;
- (III) Prepare for the General Assembly meeting;
- (IV) Report the work and financial status to the General Assembly;
- (V) Decide on the admission and expulsion of members;
- (VI) Decide on the establishment, organizational change, and termination of administrative offices, branch offices, representative offices, and entity organizations of GIIC;
- (VII) Decide on the appointment of Deputy Secretary General and persons in charge of GIIC institutions;

- (VIII) Lead the work of GIIC institutions;
- (IX) Formulate internal governance policies;
- (X) Decide on other major issues of GIIC.

Article 19 The required quorum for the Board of Directors Meeting shall be at least 2/3 of all members of the Board of Directors (also referred to as “Directors”), and each of its resolutions shall take effect only upon the approval of more than 2/3 of present Directors by voting.

Article 20 The Board of Directors shall hold a meeting at least once a year. Under special circumstances, the meeting may be held by means of correspondence.

Article 21 The Board Chair, Vice Chair and Secretary General of GIIC shall:

- (I) Have significant influence in the field of IoT;
- (II) Be no more than 70 years old. the Secretary General shall be on full time.
- (III) Be in good health, and be able to carry on the regular duties;
- (IV) Have no criminal record;
- (V) Have the full capacity for civil conduct.

Article 22 If the Board Chair, Vice Chair and Secretary General are above the maximum age of 70 years old, their appointments shall be approved by the Board of Directors and then by the Registration Authority.

Article 23 The Board Chair, Vice Chair and Secretary General of GIIC serve a term of 3 years, and can serve with a maximum of two consecutive terms. In special circumstances requiring further extension, it shall be approved by more than 2/3 of the members of the General Assembly and then by the Registration Authority.

Article 24 The Board Chair shall be the legal representative of GIIC.

Under special circumstances, the Vice Chair or the Secretary General may act as the legal representative of GIIC, as authorized by the Chairman, approved by the Board of Directors and then by the Registration Authority.

The legal representative shall sign related important documents on behalf of GIIC.

The legal representative of GIIC shall not concurrently act as the legal representative of other organizations.

Article 25 The Board Chair of GIIC shall exercise the following duties and powers:

- (I) Convene and preside over the Board of Directors meeting;
- (II) Supervise the execution of resolutions of the General Assembly and the Board of Directors;
- (III) Deal with other issues authorized by the Board of Directors.

Article 26 The Secretary General of GIIC shall exercise the following duties and powers:

(I) Lead GIIC administrative offices to carry out routine work and organize the implementation of the annual work plan;

(II) Coordinate branches, representative offices and entity organizations to carry out work;

(III) Nominate the Deputy Secretary General and persons in charge of GIIC's institutions, and submit the list of nominees to the Board of Directors for approval;

(IV) Offer recommendations for full-time staff of administrative offices, representative offices and entity organizations, and submit the recommendations to the Board of Directors for approval;

(V) Deal with other routine work.

Chapter V Principles of Asset Management and Use Utilization

Article 27 The funds of GIIC may come from:

(I) Membership dues;

(II) Donations;

(III) Government subsidies;

(IV) Income from activities or services conducted by GIIC within the approved business scope;

(V) Interests;

(VI) Other legitimate income.

Article 28 GIIC will collect membership dues pursuant to relevant regulations of the country where it is registered.

Article 29 The funds of GIIC shall be used for the business and activities in accordance with the scope of activities stipulated in the Bylaws, and shall not be allocated among its members.

Article 30 GIIC shall set up and practice strict financial management system to guarantee that the accounting data are legitimate, authentic, accurate and intact.

Article 31 GIIC shall have a qualified accountant. The accountant shall not concurrently hold the post of cashier. The accountant shall conduct financial accounting and carry out accounting supervision. Any accountant who will transfer to other post or resign, shall make a complete handover with his/her successor.

Article 32 The assets of GIIC shall be managed pursuant to the financial management regulations of the country where it is registered, and be supervised by the General Assembly and the government financial department. Funds from government subsidies, social support or donations shall be supervised by auditing authorities and the relevant information shall be disclosed to the public in appropriate ways.

Article 33 Before the election and formation of a new Board of Directors or replacement of the legal representative, GIIC shall conduct a financial audit.

Article 34 No institution or individual shall misappropriate, privately divide or embezzle the assets of GIIC.

Article 35 The salaries, insurances, benefits and welfare of GIIC full-time staff shall be paid subject to the regulations of the country where GIIC is registered, and taking into account the relevant internationally recognized rules.

Chapter VI Amendment

Article 36 Amendments to the Bylaws shall be submitted to the General Assembly for approval after adoption by the Board of Directors by voting.

Article 37 Amendments to the Bylaws shall be reported to Registration Authority within 15 days after being approved by General Assembly. The amendments shall take effect after being approved by Registration Authority.

Chapter VII Termination Procedures and Asset Disposal after Termination

Article 38 In the case of the dissolution of GIIC after accomplishing its purposes, or dissolution on its own right, or deregistration due to reasons of division or merger, the Board of Directors shall file a motion for termination.

Article 39 The termination motion of GIIC shall be voted by the General Assembly for approval.

Article 40 A liquidation group shall be established under the instruction of relevant authorities prior to the dissolution of GIIC, to settle claims and debts and deal with the aftermath. During the period of liquidation, no activities irrelevant to the liquidation shall be carried out.

Article 41 GIIC shall be dissolved upon the completion of the deregistration procedures with the Registration Authority.

Article 42 Remaining assets after the dissolution of GIIC shall not be embezzled or privately distributed by any members, but shall be used to develop the undertakings in relation to the purposes of GIIC under the supervision of the Registration Authority, according to relevant laws and regulations.

Chapter VIII Supplementary Rules

Article 43 The Bylaws are adopted by General Assembly on June 18th, 2024.

Article 44 The Board of Directors of GIIC reserves the right to interpret these Bylaws.

Article 45 These Bylaws shall come into effect upon review and approval of the Registration Authority with which GIIC is registered.