

Home Gateway Initiative

STATUTES

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Abstract and Changes Since Version 1.5

This document describes the statutes of the Home Gateway Initiative (HGI) association. The current version includes the following changes:

- Removal of the list of officers from the end of the document and the inclusion of the url where the current list of officers can be found
- Revision of Section 4.8 relating to IPR statements
- Changes to the Section 8.2 relating to the 'Term' directors may serve
- Changes to Section 15.2 extending the HGI lifetime to 9 years

[End of abstract]

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Article 1 Name

The "Association **Home Gateway Initiative**" (hereinafter referred as "HGI") is constituted as an association under the terms of Articles 60 et seq. of the Swiss Code and these Statutes.

Article 2 Seat

The seat of HGI is in Geneva, Switzerland.

Article 3 Purpose

The purpose of HGI is to specify a range of cost effective, high capability end-to-end multi-service systems in a timely manner, and which provide communication tools for the residential and SOHO (Small Office Home Office) environment based on a gateway between access networks and service platforms on one side and networked devices and applications on the other side.

The goals are realized through the open international collaboration of all interested parties, on reasonable terms applied uniformly and openly. HGI will contribute the results of its activities to appropriate formal standards bodies, and especially to an organization such as the ITU-T.

- **The business of HGI shall not be conducted for the financial profits of its Members but for their common benefits of consumers, manufacturers, network operators and service providers through expediting the development of related technology and standards.**
- **The Members understand that in certain lines of business they may be competitors and that it is imperative that they and their representatives act in a manner which does not violate any European and/or international antitrust laws and regulations.**
- **Without limiting the generality of the foregoing, The Members acknowledge that any discussions about sales levels, methods, channels of distribution, markets, marketing practices, credit terms, customers, volume of production, terms or conditions of sales, prices or profitability or any other topic which would restrict use of technologies are prohibited.**

Article 4 Membership

4.1 *Application Conditions*

Any corporation and individual firm, partnership, governmental body or international organization supporting the purpose of HGI may apply for Membership.

HGI does not restrict Membership on the basis of race, color, sex, religion or national origin and in general without any discrimination.

The Members agree to respect all legal provisions and these Statutes concerning HGI. In principle, HGI will not develop technology. Therefore the normal working procedure consists in:

- Identifying and adopting standards where they exist and where agreed to be appropriate,

- Identifying gaps in standards and proposing solutions.

In the case that technological specifications are developed, the following applies: each proponent has to declare himself individually and collectively committed to open competition in the development of technologies. The Members are not restricted in any way from designing, developing, marketing and/or procuring the technologies developed.

Members are **not** bound to implement or use specific technology standards, or recommendations by virtue of participation in HGI.

4.2 Voting Rights

The Members who shall have the right to vote are called Principal Members.

The Members who shall not have a voting right are called Associated Members. Associated Membership is limited to Not for Profit Organisations (*e.g.* SDOs, Universities, State Organisations).

The Administrative Council (hereinafter referred to as "Board of Directors") may from time to time propose to the General Assembly the establishment of one or more classes of non-voting Members.

Votes are taken during the Annual Assembly to decide on the approval of the report made by the Board of Directors on financial and organization issues. The technical decisions are taken in the framework of the working procedures as described hereafter.

Companies who are neither Principal nor Associated Members, may be invited, after a prior information and the authorization of the Chairman of the Board of Directors, to attend HGI General Meetings and any Technical Working Group Meetings as observers only.

4.2.1 Rights and Obligations of the Principal Members

A Principal Member:

- is entitled to one (1) vote at the Annual Meeting and general meetings and to take part in any Technical Working Group Meeting and has the ability to appeal to the Management Committee on a decision made within a Technical Committee
- is entitled to access to all working documents, minutes of meetings (Board of Directors, Management Committee and Technical Committees, annual and general meetings) and written contributions by HGI, by electronic means
- may be requested by the Board of Directors to provide qualified representatives to further the work of the Working Groups he has subscribed to.
- is committed to ease the fast progress of the work of HGI and to avoid any type of blocking attitude.

4.2.2 Rights and Obligations of Associated Members

An Associated Member in good standing:

- has no voting right at the Annual meeting and has no appeal right to the Management Committee within the Technical Committees,
- is entitled to access to all working documents, minutes of meetings (Management Committee and Technical Committees, annual and general meetings) and written contributions by HGI by electronic means
- has all obligations of Principal Members

- can apply for Principal Membership, and if agreed according to admission procedure described hereafter, will become a Principal Member solely by payment of the difference between the Membership fee for an Associated and for a Principal Member.

4.2.3 Rights and Obligations of Observers

The purpose of introducing the status of Observers is to promote membership in HGI by opening HGI Member Meetings to non-member companies on a limited basis.

The HGI welcomes non-member companies to send up to two representatives to attend and participate in one (1) HGI Member Meeting in order to help their decision in potentially becoming members of the HGI, upon signing and submission of the HGI NDA to the HGI Board of Directors.

Non-member companies that have previously participated in an HGI Member Meeting may only attend a subsequent HGI Meeting if the company becomes an HGI member with the appropriate membership fee received by the HGI prior to the designated meeting, or upon the invitation from or approval by the HGI Board of Directors.

Any materials or documents distributed and copies of the presentations made at HGI Member Meetings, regardless of the source, are available to HGI Members **only**, and shall not be provided to Observers.

4.3 Admission Procedure

Any Entity desiring to become a Member of HGI shall make written application to the HGI. Such application must contain a signed agreement to be bound by the Statutes. The initiation fee shall be disclosed to the applicant. The Membership Application, in a form prescribed by the Board of Directors, shall be completed by a duly authorized representative of the applicant and submitted to the Corporation.

The Membership and Nominating Committee recommends the approval or rejection of the application to and in accordance with the criteria defined by the Board of Directors. The criteria shall be objective and non-discriminatory and shall be published and shall allow any party who acts in good faith to become a Member. The basis for these criteria is the acceptance by the candidate of the present statutes and proven involvement in the progress of the goals of the HGI.

The final decision as to the admission rests with the Management Committee. Any applicant will be admitted upon payment of the requisite fee, and will subsequently be entitled to access any HGI material accordingly.

4.4 Terms and Conditions

Membership is for one (1) calendar year and is renewable on payment of fee without any new approval.

Membership fees are due in January of the respective calendar year (*i.e.* the middle of the fiscal year).

The Membership fee for new members during the running year drops to half the amount after the 3rd plenary meeting in that year has been held.

4.5 Suspension, Exclusion and Expulsion

The Board of Directors can decide to suspend or expel a Member and shall state the cause. In particular, the Board of Directors may so act in the following cases:

- delay in or default of payment of fees
- violation of the Statutes, procedures or resolutions adopted by the Board of Directors

The Board of Directors shall not act in a discriminatory manner in suspending, excluding or expelling a Member.

Membership shall automatically cease in case of bankruptcy, withdrawal or cessation of business or of such as change in the nature of business that criteria for Membership would no longer be complied with.

In case of delinquency of any Member relating to its payment of fees obligation, the Board of Directors can suspend such Member by written notice. The suspension shall be effective thirty (30) days after the date of the notification unless the default of payment has been cured during such period.

A suspended member will lose his access rights to the organisations web-servers, email- lists and shall not be allowed to participate in meetings and voting.

Any Member shall automatically be excluded and expelled if his fees are not paid within ninety (90) days following the effective date of the suspension notice. In case of expulsion, the Member forfeits any fees paid during Membership.

The admission of an expelled Member is subject to his payment of all arrears in fees during the period he was a member and any other possible financial debts to HGI.

In reference to Article 4.4, an expelled member returning to HGI is not considered a new member.

4.6 *Resignation*

Resignations have to be notified in writing to the Board of Directors.

The resignation becomes effective as soon as the resigning Member has fully paid any outstanding amounts still due to the HGI. In case of resignation, the Member forfeits any fees during Membership.

4.7 *Member in Good Standing*

A member in good standing is a member who has paid their membership fees in a timely manner, and who has neither resigned nor been expelled nor suspended.

4.8 *Intellectual Property Rights*

4.8.1 *Intellectual Property Rights of the Members*

All patents, copyrights or other intellectual property owned or created by any Member shall remain the property of that Member. Such ownership shall not be affected in any way by the Member's participation in HGI, unless the Member specifically agrees to otherwise according to the rules defined in the Statute.

The Members grant to HGI a worldwide, irrevocable, royalty-free, non exclusive copyright license to reproduce, modify, adapt, translate and/or create any derivative work, distribute, display, perform, including the right to sublicense those rights, to any contribution presented to HGI or its committees for incorporation into, and actually incorporated into a specification produced by HGI. Those rights are limited solely to the copyrights and solely for the purposes of developing, publishing and distributing any such specification produced by HGI, including the right to sublicense those copyrights to the following standards organization : ITU-T, ISO, IEC and ETSI, for the publication of any specification incorporating wholly or partly such a

specification produced by HGI. If requested by the appropriate listed standard organization, the Members agree to license and/or negotiate for assignment those copyrights described above.

4.8.2 HGI Publications and Confidentiality

All materials and information presented to HGI or its Committees shall be maintained in confidence and not be disclosed to non-members, except for the following circumstances:

- a) such material or information is incorporated into a published specification produced by HGI which is publicly available,
- b) the disclosing Member has developed or obtained the information independently of its participation to HGI,
- c) the information is generally known to the public
- d) information that has to be disclosed pursuant to a court order or as otherwise required by law or any regulation.

Any receiving Member may use any of such confidential materials or information solely for evaluation of its incorporation into a specification to be produced by HGI.

Subject to the foregoing confidentiality obligations, HGI may publish documents to promote its objectives and purposes.

The foregoing obligations with respect to any of said confidential information shall continue in force for a period of eighteen (18) months from the date of its presentation to HGI or its Committees, and shall survive the cessation of participation of any receiving Member in HGI until expiration of such eighteen month term. This period may be extended by a decision of the Management Committee.

Members' employees may be cited as co-authors when appropriate and provided the potential co-author agrees.

The use of any Member's name, trademarks or trade names by HGI or a Member describing HGI work is prohibited without prior written consent of the concerned Member, even after the Member's resignation, exclusion or expulsion.

4.8.3 Statements on Intellectual Property Rights

Members proposing new contributions within the HGI Working Groups shall agree to grant licences for any relevant essential intellectual property rights (IPRs) owned by the proponent under FRAND (fair, reasonable and non discriminatory) terms and conditions. The Member also agrees to comply with the rules and guidelines, particularly those related to Intellectual property rights, of the fora and standard organizations (limited to ITU-T, ISO, IEC, ETSI, provided they continue to operate under their current¹ FRAND rules) to which HGI will contribute, according to the article 6.5.

During the opening session of each HGI meeting, Members will be encouraged to notify to the General Assembly or the HGI Chairman of all potential IPRs that their company may own in relation to the contributions presented:

¹ Current: at the date of approval of these statutes by HGI General Assembly

The Members take note that they are encouraged to:

- investigate in their company whether their company does own IPRs which are, or are likely to become Essential in respect of the work of the HGI such information should be provided in good faith and on a best effort basis, and such investigation do not imply any obligation on members to conduct IPR searches
- notify to the Chairman or to the General Assembly of the HGI all potential IPRs that their company may own
- make licenses available for all their IPRs under FRAND terms and conditions and provide, as soon as feasible, detailed disclosures.

Every published HGI specification or guideline will contain a declaration about the possible incorporation of IPRs in the document and the procedure followed for their declaration.

Article 5 HGI Bodies

5.1 *The bodies of HGI are:*

- the General Assembly
- the Administrative Council (herein referred to as " Management Committee ")
- the Board of Directors, including Officers
- Advisory Groups and Working (Technical) Groups

Article 6 General Assembly

6.1 *Organization*

The General Assembly is formed by the Principal Members. It is the supreme body of HGI which take decisions on statutory and financial matters.

Associate Members and others member classes (if any) may attend the General Assembly as observers and will have no voting rights.

6.2 *Meetings*

6.2.1 *Annual Meeting*

The Annual Meeting at the direction of the Board of Directors shall be on such date and time and at such place as shall be designated from time to time by the Board of Directors and stated in the notice of the meeting.

6.2.2 *General Meeting*

Due to special reasons a General Meeting may be held at any place anywhere in the world designated by the Chairman of the Board of Directors or the Board of Directors.

The Board of Directors shall call a General Meeting within thirty (30) days of the receipt of a written request setting forth the proposed agenda signed by at least twenty percent (20 %) of the Members.

6.3 Notice

Written notice of the time and place and purpose of holding any Annual or General Meeting shall be given to each Member of HGI who on the record date of notice is permitted to attend such meeting at least thirty (30) days, but no more than ninety (90) days, prior to the scheduled date for the meeting. The written notice of a meeting will include the proposed agenda. All notices shall be given at the address on file with HGI either personally, or by fax, electronic mail or by first class, registered or certified mail.

6.4 Quorum

Thirty percent (30%) or more of the Principal Members, excluding proxies, shall be necessary for the initial establishment of the quorum for the management of business. For subsequent establishments of the quorum proxies shall be counted.

If such quorum is not met at any meeting, a majority of the Principal Members present in person or by proxy, shall have power to adjourn the meeting from time to time without notice other than announcement at the meeting of the time and place to which the meeting is adjourned.

6.5 Decisions

A fifty percent plus one (50% plus 1) or more vote of the Principal Members in good standing present or represented by proxies is required to pass a resolution of the Members in the following cases:

- approval of the audited accounts
- election of the Directors to the Board of Directors
- appointment of the Auditors
- approval of the minutes of the previous meeting

A two-third (2/3) or more vote of the Principal Members in good standing present or represented by proxies is required to pass a resolution of the Members in the following cases:

- decision of the ITU-T, ISO, IEC et ETSI standards organization to which HGI will contribute. It is hereby agreed and acknowledged that these standards organizations remain eligible for such contribution as far as they operate under a FRAND (fair, reasonable and non discriminatory) IPR policy.
- winding up of HGI
- approval of the budget and the annual fees
- removal of a Director from the Board of Directors
- indemnification pursuant to Article 13 of these Statutes
- revision of these Statutes

6.6 Proxies

At all meetings of HGI any Principal Member shall be entitled to vote either in person or by a duly accredited proxy. A proxy shall not be valid for more than the meeting for which it is intended to be used or any adjournment thereof. No Principal Member shall validly hold more than two (2) proxies.

Article 7

Board of Directors

7.1 *Organization*

The Association shall be managed by a Board of Directors which shall have three (3) Members for the foundation act of HGI only and an uneven number of no less than five (5) and no more than eleven (11). Members are elected by the General Assembly, upon proposals made by the Management Committee.

The Officers (Chairman, Vice-Chairman, Treasury and Secretary) are chosen among the Board of Directors.

Directors shall receive no salary for their services.

7.2 *Candidates*

Director Candidates are proposed to the General Assembly by the Membership and Nominating Committee.

The Directors are selected from among the Principal Members' employees.

No Member should have more than one of its employees appointed as a Director.

7.3 *Term*

The Directors shall serve terms of two (2) years.

A Director should usually not serve more than two (2) consecutive full terms of office. However, subsequent terms shall be allowed, if the Board decides this is in the best interests of the HGI for reasons of continuity and historic knowledge.

After each two year term, new Board members will be encouraged to apply.

7.4 *Removal*

Directors may be removed in the following cases:

- by the Board of Directors, if the Director has been declared unsound mind or convicted of a felony
- by the Board of Directors, if the Director has failed to attend 3 consecutive Board meetings and did not provide proper justification
- by decision of the General Assembly with a two-third (2/3) majority vote

7.5 *Vacancies*

Any vacancy in the Board of Directors should be filled until the next meeting by decision of the Board of Directors on a simple majority of the present Directors at any meeting of the Board of Directors.

The Member whose employee is chosen for filling the vacancy shall not already be represented in the Board of Directors and has to be confirmed as Director by the next subsequent General Assembly.

7.6 *Meetings*

Meetings of the Board of Directors may be held anywhere in the world.

The Chairman shall determine the regular meetings' time, place and the intervals between these meetings.

Special meetings shall be called by the Chairman on at least fourteen (14) days notice prior to the meeting; the notice shall contain date, time and place of the meeting and shall be sent personally, by mail or electronic transmission, with acknowledgement of receipt.

Special meetings shall be called the same way on written request of one-third (1/3) of the Directors.

Urgent matters may be discussed by teleconference.

7.7 Quorum and Majority

At any duly called meeting, any transaction of business is possible as soon as a simple majority of all the Members of the Board is present.

Other decisions than sanctions against Members are taken on a simple majority vote of the present Directors.

Sanctions against Members, including removal, are taken on a two-third (2/3) majority vote of the present Directors.

The Chairman shall cast the deciding vote in case of a tie.

7.8 Powers

The Board of Directors:

- interprets and administers these Statutes, other documents and agreements related to HGI
- supervises the good execution of these Statutes
- manages the properties and business of HGI
- proposes the budget to the Members
- sets the fee's annual scale or provides a pro-ratio fee for new Members to accommodate the financial year - all so that the fees for any class of Membership is easily affordable by all Members and is thus non-discriminatory
- determines the rights and obligations of non voting Members
- sanctions Members
- drafts the annual report of HGI for the General Assembly
- represents HGI
- calls the meetings of the General Assembly
- elects employees of Members to fill vacancy in the Board of Directors until confirmation or replacement
- elects Officers, prescribes their duties except otherwise provided by these Statutes and may remove them
- sets up and controls
 1. standing Committees other than those foreseen in these Statutes,
 2. special Committees as may be found necessary or desirable to carry out the objects and purposes of HGI,

3. Working Committees

- and determines their powers, duties and responsibilities, if they are not already set up by these Statutes
- orders the publication of documents proposed by the Working Committees
- acts within and according to the provisions of these Statutes

Article 8 Officers

8.1 *Organization*

The Board of Directors shall elect the Officers after the Annual Meeting of the General Assembly.

The Officers shall be:

- the Chairman
- the Vice-Chairman
- the Secretary
- the Treasurer

The Chairman and the Vice-Chairman are automatically Officers.

The Secretary and the Treasurer may be the same person or their offices may be filled by the Vice-Chairman.

The Officers shall receive no salary for their services.

8.2 *Term*

Officers shall hold their offices for one (1) year or until their successors are chosen. If they are Directors, the rules of Article 7.3 shall be applied accordingly.

8.3 *Removal*

Officers may be removed by resolution of the Board of Directors. No indication of cause is necessary for the removal.

8.4 *Vacancies*

In case of death, resignation, removal or disqualification of any Officer, the vacancy shall be filled by the Board of Directors. If the Officer is a Director, the rules of Article 7.5 shall be applied accordingly.

8.5 *Chairman*

The Chairman shall:

- preside over the General Assembly and the Board of Directors
- call the meetings of the Board and determine the intervals between the regular meetings
- propose the agenda
- oversee the execution of the General Assembly's and Board of Directors' resolutions

- automatically be a member of standing and special Committees

8.6 Vice-Chairman

In case of the Chairman's impediment, the Vice-Chairman shall:

- perform all the duties of the Chairman
- exercise all the power of the Chairman

The Vice-Chairman shall also perform all other duties prescribed by resolution of the General Assembly, the Board of Directors or these Statutes.

8.7 Secretary

The Secretary shall:

- keep the complete list of references (names, addresses, *etc.*) of HGI Members and of their employees interested in HGI
- attend all the General Assembly's and Board of Directors' meetings
- keep a correct record of all the transactions in these meetings in a minute book belonging to HGI
- be the custodian of the corporate records, except those pertaining to the office of the Treasurer
- send out notice of meetings to every Member
- conduct all correspondence, except correspondence pertaining to the office of the Chairman, the Vice-Chairman or the Treasurer
- perform all other duties and orders prescribed by the Board of Directors, the General Assembly or these Statutes
- keep or cause to be kept a copy of the Statutes, as amended to date, at the HGI seat.

8.8 Treasurer

The Treasurer shall:

- disburse, collect and receive any money due and belonging to HGI
- manage the deposits of HGI under the supervision of the Board of Directors and as designated by it
- notify the Secretary of any Member's delinquency relating to its payment obligations
- draft the annual financial report of HGI for the Board of Directors prior to the Annual General Assembly
- maintain the financial records of HGI according to the Generally Accepted Accounting Principles (GAAP) and Swiss law.

8.9 Signature

Except as provided elsewhere in these Statutes, all documents which purport to bind HGI must be signed by the Chairman and another Officer.

Article 9

Management Committee

9.1 Organization

The technical co-ordination of the work and the validation of results are performed by a Management Committee (MC). Each Service Provider (where a service provider is defined as an entity who owns and operates infrastructure for the provision of public communications services *as the main business*), who is a member in good standing, will be able to be represented on the Management Committee if they so wish, subject to complying with the attendance requirements described in section 9.2.

9.2 Candidates

Operators, who are Principal HGI Members, may nominate one or two representatives for the Management Committee, who must be acceptable to the Board of Directors. If two members from each operator are selected, one will have delegated responsibility, in case of the prime Management Committee member is unavailable.

No Member should have more than one voice within the Management Committee.

To be entitled to continue to be part of the Management Committee, the MC Members must have attended at least three out of the previous four face-to-face meetings, and have taken part in at least 50% of the conference calls in the previous four months.

In order to ensure the neutrality of technical decisions, those HGI Members having commercial interest in manufacturing and selling HGI equipment or sub-components thereof (the "Vendors") shall not be permitted to have employees as members of the Management Committee.

All the chairpersons of technical working groups (including the architectural task force) are expected to participate in the meetings of the Management Committee in an ex-officio capacity.

9.3 Term

Management Committee members are appointed for a period of two years.

Members who have completed their term on the MC may be re-appointed for a further term by the BoD.

9.4 Decisions

The Management Committee takes decisions upon request by a Working Group to approve the technical document issued by the Working Group. This approval is taken by a simple Majority of fifty (50) percent of its members plus one. In the case this majority is not reached, the Technical Working Group will have to reconsider the submitted document upon the guidance provided by the Management Council.

In case of a disagreement with the decision being taken by a Technical Working Group and prior to the final submission to the Management Council, any Principal Member may appeal to the Management Committee to overturn the decision taken within the Technical Working Group : this overturn decision should be approved by the qualified majority of two thirds (2/3) of the Management Committee to effectively overturn the decision. Management Committee shall then provide clear guidance to the TC on which way to go towards a new decision.

Article 10 Advisory Groups

10.1 *Organization*

HGI may designate in particular standing and special Advisory Groups as described hereinafter.

Each Advisory Group shall have one (1) Member at least, who is nominated by the Management Committee and chairs the Committee.

10.2 *Quorum and Votes*

The quorum for the transaction of business in a Group is the simple majority of its present members which are Principal Members.

Advisory Groups take their decisions on a simple majority vote of their present Members.

Directors in Advisory Groups have no voting rights.

10.3 *The Membership and Nominating Group*

This Group (whose role can be played by the Management Committee) shall:

- review the qualifications of each applicant for Membership
- recommend the approval or rejection of each application by the non-discriminatory application of published objective non-discriminating criteria
- propose nominees for election to the Board of Directors taking into account the requirements for a balanced geographical representation
- propose nominees for all Officer positions to be filed by the Board of Directors

10.4 *The Finance and Audit Group*

This Committee shall within the financial year (July 1st of the running year to June 30th of the following year):

- review the account and finance of HGI and prepare the audit report for the Board of Directors
- propose to the Board of Directors the revised schedule of fees to be paid by the Members of HGI
- recommend an annual budget
- recommend auditors for appointment by election to the Board

Article 11 Technical Working Groups

11.1 *Organization*

The Management Committee establishes Technical Working Groups to accomplish the technical work of HGI.

Each Technical Working Groups and subgroup of it shall consist of Members of HGI.

11.2 *Procedures and Vote*

The work of the Technical Working Groups is regulated by the Procedures for Technical Work. These procedures are established by the Management Council. In the absence of such rules, decisions are taken within the Technical Working Groups on the basis of consensus. The consensus is deemed realized if none of the principal members set an appeal to the Management Council.

Article 12 Logo

HGI shall have a Logo.

Article 13 Liability

For its obligations HGI is liable with its assets only.

The Members Officers and Directors are not liable for the debts, actions/inactions of or on behalf of HGI, provided such actions/inactions are in accordance with the Statutes and/or directions of the General Assembly or the Board of Directors.

Article 14 Indemnification

To the fullest extent permitted by law and these Statutes, HGI shall indemnify its Directors, Officers and other persons, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with their correct execution of their duties prescribed herein.

On written request to the Board of Directors by any person seeking indemnification, the Board of Directors shall promptly determine whether the applicable standard of conduct has been met and, if so, the Board of Directors shall recommend indemnification to the General Assembly. If the Board of Directors cannot recommend indemnification because the number of Directors who are parties to the proceedings with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties to that proceeding, the Board of Directors shall promptly call the General Assembly. At that meeting, the Members shall determine whether the applicable standard of conduct has been met and, if so, shall authorize indemnification in accordance with this article.

Article 15 General Provisions

15.1 *Membership Fees*

Membership fees will consist of a one time initiation fee, and a yearly membership fee, whose amount is currently (year 2009) 7000 euros. The exact sum is determined according to article 6.5 of these statutes.

15.2 *Term of HGI*

HGI shall have a term of nine (9) years and shall be wound up upon expiry of such term unless agreed otherwise by a written decision of two third (2/3) of the Principal Members.

15.3 *Dissolution*

Should HGI be wound up, the balance of its assets shall, after deduction of debts, not be returned to the Members in proportion of their contribution, but be donated to a not-for profit goal, the members explicitly renouncing any payment from the net assets remaining after liquidation of HGI 's property.

Note: The current list of officers on the HGI Board of Directors is available at: http://www.homegateway.org/aboutus/BOD/Index_BoD.html

For acceptance

Name _____ Signature _____

Company _____

Date _____