

# Management Procedures of INTELLIGENT TERMINAL MEMORY ASSOCIATION

(This Document have been approved at the first General Meeting  
on November 9, 2020)

## Chapter 1 General Provisions

**Article 1** This document has been prepared in accordance with the Articles of INTELLIGENT TERMINAL MEMORY ASSOCIATION (hereinafter referred to as "Articles") and aims to regulate the Association operations. It shall take effect upon approval of the General meeting or the Board of Directors.

**Article 2** Unless otherwise specified, one member shall have one (1) vote in all Association polls. The term "more than" and "at least" in this document include the number, and the term "exceed" in this document does not include the number.

## Chapter 2 Procedure for Becoming a Member

**Article 3** Prior to the formal establishment of the Board of Directors and the Secretariat, the First Directors registered during the Association registration shall be conferred with the approval of membership applications and shall sign membership agreements on behalf of the Association.

**Article 4** Subsequent to the establishment of the Board of Directors and Secretariat, the application of Executive Membership shall be submitted to the Board for approval and require more than three-quarters of votes of the Directors to pass, while the application of Senior Membership and General Membership shall be conferred with the approval of the Secretariat and then

reported to the Board. The Secretary-General shall sign membership agreements on behalf of the Association.

### **Chapter 3 Procedure for Electing or Removing a Director**

**Article 5** The Directors on the first Board shall be elected from among the Delegates of the founding members of this Association (hereinafter referred to as "First Directors") by the following means:

(1) Each founding member of this Association shall recommend one (1) Delegate to the Association founding preparation team as a candidate to be Director; and

(2) The Association founding preparation team shall submit Director election as a topic for the first general meeting. A candidate shall be elected as a Director by receiving more than two-thirds of the votes.

**Article 6** A Director may designate a permanent proxy to exercise his or her decision-making power in the event of absence from the Board meetings.

**Article 7** Each Board shall hold office for five (5) years. First Directors shall, by default, be nominated as candidates to be Directors when the Board is re-elected, as set forth in Article 11.

**Article 8** If the Delegate of a member is elected as the Director, the respective member shall automatically become a Board Member. A member whose Delegate fails to be elected as a Director shall automatically be qualified as an Executive Member. Upon approval of the Board Chairperson, a Director that leaves the Board during his or her term for personal reasons may be replaced by another person nominated by the respective entity.

**Article 9** In the event that a Board Member is deprived of its membership or resigns, or the number of Directors needs to be increased, the procedure set forth in Article 10 shall be followed.

**Article 10** Procedure for supplementing Directors

(1) Normally, the number of new Directors appointed as supplements each year shall not exceed fifty percent (80%) of the number of incumbent Directors.

(2) An entity's Delegate is eligible as a candidate to be Director on condition that the entity has been accepted as an Executive Member. Such Delegate may, with more than three-quarters of votes of all the Directors, attend the regular Board meetings as an extending director.

(3) The Board shall submit the list of extending directors to the general meeting. An extending director shall be accepted as a Director with more than two-thirds of votes of the members present, and then be entitled to vote at Board meetings. Those who fail to receive two-thirds of votes shall no longer be eligible for attending regular Board meetings.

**Article 11** Procedure for electing Directors upon the expiration of a term of office

(1) The First Directors shall be deemed as candidates to be Directors of each new Board by default. Other Delegates that receive more than two-thirds of votes of the incumbent Directors shall be eligible as candidates to be Directors, with their names referred to the general meeting for a vote.

(2) The election of Directors upon the expiration of a term of office shall be presided over by the Association Secretary-General, who shall appoint two poll watchers to supervise the election.

(3) The general meeting shall vote on the list of candidates to be Directors on the next Board. A candidate shall be elected as a Director by more than two-thirds of votes of the members present.

**Article 12** Procedure for removing a Director

(1) The Board may propose to the general meeting a vote on the removal of a Director. The removal shall require more than three-quarters of votes of all members of the general meeting to pass.

(2) After the removal takes effect, the Board shall initiate the procedure for appointing a new Director.

## **Chapter 4 Procedure for Electing or Removing a Board Chairperson or Deputy Chairperson**

**Article 13** Procedure for electing a Board Chairperson or Deputy Chairperson

(1) The Directors recommend candidates and vote.

(2) If only one (1) candidate is recommended, he or she shall be elected as the Board Chairperson or Deputy Chairperson by more than two-thirds of votes of the Directors present; if multiple candidates are recommended, the one receiving the most votes, which shall be exceed half of the votes of the Directors present, shall be elected as the Board Chairperson or Deputy Chairperson.

(3) The Secretariat shall announce the newly elected Board Chairperson or Deputy Chairperson on the Association's official website.

**Article 14** Procedure for removing a Board Chairperson or Deputy  
Chairperson

(1) The removal of a Board Chairperson or Deputy Chairperson shall only be applied for on condition that it is supported by three (3) or more Directors.

(2) The removal shall require more than three-quarters of votes of all Directors to pass.

**Article 15** Procedure for a Board Chairperson or Deputy Chairperson to  
resign

(1) The Board Chairperson or Deputy Chairperson shall notify the Directors at least ninety (90) days in advance. The Directors shall then consider candidates.

(2) A Board Chairperson shall leave office only after presiding over the last Board meeting and following the election of the new Board Chairperson.

## Chapter 5 Procedure for Electing and Removing a Secretary-General

**Article 16** By default, a Secretary-General shall hold office for five (5) years and then continue to serve as the Secretary-General for the next term. A new Secretary-General shall be elected in accordance with the following procedure in the event that the Association is established or the former Secretary-General resigns or is removed:

(1) The First Directors shall nominate candidates to be Secretary-General, and the Directors shall vote.

A candidate shall be elected as the Secretary-General by receiving more than three-quarters of votes of the Directors.

(3) After the new Secretary-General and the former Secretary-General complete the work handover, the Secretariat shall announce the newly elected Secretary-General on the Association's official website.

**Article 17** Candidates to be Deputy Secretary-General shall be nominated by the Secretary-General or the Directors, and shall be elected as the Deputy Secretary-General by more than three-quarters of votes of the Directors. After the new Deputy Secretary-General and the former Deputy Secretary-General complete the work handover, the Secretariat shall announce the newly elected Deputy Secretary-General on the Association's official website.

**Article 18** Procedure for removing a Secretary-General

(1) The removal of a Secretary-General shall only be applied for on condition that it is supported by three (3) or more First Directors.

(2) The removal shall require more than two-thirds of votes of all member of General Meeting to pass.

**Article 19** Procedure for removing a Deputy Secretary-General

(1) The removal of a Deputy Secretary-General shall only be applied for to the General Meeting on condition that it is approved by the Secretary-General and supported by three (3) or more Directors.

(2) The removal shall require more than two-thirds of votes of all member of General Meeting to pass.

**Article 20** Procedure for a Secretary-General to resign

(1) The Secretary-General shall notify the Chairperson of the Board of Directors at least 30 days in advance.

(2) The new Secretary-General shall be elected in accordance with Article 16.

(3) The Secretary-General shall continue to serve as the Association's legal representative and perform duties accordingly until the newly elected Secretary-General has been registered as the Association's legal representative and work handover has been done.

**Article 21** Procedure for a Deputy Secretary-General to resign

(1) The Deputy Secretary-General shall notify the Secretary-General in advance. T

(2) The new Deputy Secretary-General shall be elected in accordance with Article 17. The Deputy Secretary-General shall not leave office until his or her work is handed over to the newly elected Deputy Secretary-General.

## **Chapter 6 Procedure for Hiring Experts for the Expert Committee**

**Article 22:** The Expert Committee is a decision advisory body for the Board.  
Procedure for hiring experts

(1) The Secretariat shall make a plan and financial budget for hiring experts, and submit them to the Board for approval which requires more than three-quarters of votes of the Directors to pass.

(2) The Directors or Secretariat may propose a list of target experts and consultants to the Board, who shall make decisions about hiring.

(3) The Secretariat shall sign employment agreements with experts and consultants, and pay salaries to them.

## Chapter 7 Procedure for Electing or Removing Chairperson of Workgroups and Professional Committees

**Article 23** Apart from First Chairperson or Deputy Chairperson, Each Workgroup Chairperson or Deputy Chairperson's term of Workgroups and Professional Committees shall be three (3) years. The Chairperson or Deputy Chairperson of Workgroups and Professional Committees shall be elected by the Board (hereinafter referred to as "First Chairperson or Deputy Chairperson") at the establishment of Association or the respective workgroup or professional committee . The term of First Chairperson or Deputy Chairperson shall be one(1) year. Chairpersons or Deputy Chairpersons of Workgroups and Professional Committees shall be elected by vote upon the expiration of terms of office or for Chairperson supplementation purposes.

**Article 24** Procedure for electing the First Chairperson or Deputy Chairperson  
(1) Candidates shall be selected from the Delegates of Executive Members and Board Members.

(2) The Directors shall elect the First Chairperson or Deputy Chairperson by a vote. If multiple candidates are recommended for a position, the one receiving the most votes, which shall be more than two-third of the votes of the Directors present, shall be elected as the Workgroup Chairperson or Deputy Chairperson; if only one (1) candidate is recommended, he or she shall be elected as the Workgroup Chairperson or Deputy Chairperson by more than two-thirds of votes of the Directors present.

**Article 25** Procedure for electing a Workgroup or Professional Committee Chairperson or Deputy Chairperson (a) upon the expiration of terms of office or (b) for Chairperson supplementation purposes

(1) A Workgroup Chairperson or Deputy Chairperson candidate must be a Delegate of an Board Members or Executive Member or a Senior Member, and shall have attended at least three (3) of the latest five (5) workgroup meetings or professional committee meetings in person.

(2) A representative of the Secretariat shall preside over the vote and assign two (2) poll watchers.

(3) The Delegates of Board Members, Executive Members and Senior Members that attend the meeting shall be entitled to vote on Workgroups or Professional Committees' Chairpersons or Deputy Chairpersons. Each member has one (1) vote.

(4) The candidate receiving the most votes shall be elected as the Workgroup Chairperson or Deputy Chairperson. The Secretariat shall announce the newly elected Workgroup Chairperson or Deputy Chairperson on the Association's official website.

**Article 26** Procedure for a Workgroup or Professional Committee Chairperson or Deputy Chairperson to resign

(1) The Workgroup Chairperson or Deputy Chairperson to resign shall notify the Secretariat thirty (30) days in advance, and the Secretariat shall start an election as set forth in Article 25.

(2) In the event that a Workgroup Chairperson resigns, the Deputy Workgroup Chairperson shall serve as the Workgroup Chairperson until a new Workgroup Chairperson enters office.

(3) Workgroups or Professional Committees shall elect a new Workgroup Chairperson or Deputy Chairperson as set forth in Article 25. The newly elected Workgroup Chairperson or Deputy Chairperson shall hold office until the expiration of the resigned Workgroup Chairperson or Deputy Chairperson's original term of office.

**Article 27** Procedure for removing a Workgroup or Professional Committee Chairperson or Deputy Chairperson

(1) A workgroup or professional committee-wide vote on the removal of a Workgroup or Professional Committee Chairperson or Deputy Chairperson shall be arranged only on condition that the removal is approved by three (3)



or more Directors. Such vote shall be presided over by a representative of the Secretariat.

(2) The Board Members, Executive Members and Senior Members that have consecutively attended the workgroup or professional committee 's latest two (2) or more meetings shall be entitled to vote. Each member has only one vote.

(3) The removal shall require more than three-quarters of votes to pass. The Secretariat shall then start organizing a Workgroup Chairperson or Deputy Chairperson election.

## **Chapter 8 Standardization Organizations and Procedures**

**Article 28** The workgroups, Board of Directors, and Secretariat shall assume responsibility for standards establishment and amendments, standards establishment and amendment approval, and standards documentation maintenance respectively.

**Article 29** Currently, the Technical Specification Workgroup, Testing Specification Workgroup, and Marketing Workgroup shall establish product technology, product testing, and product trademark use standards respectively. New workgroups will emerge with the Association's development, and the workgroup responsibilities will be subsequently adjusted.

**Article 30** The Technical Specification Workgroup shall be mainly responsible for:

- (1) Defining the nouns, terms, symbols, etc. involved in the Association's standardization activities;
- (2) Releasing requirement and technical feasibility research reports prior to standardization, with a focus on the intelligence terminal memory requirement research and scenario analysis, etc.; and

(3) Establishing technical standards for memory products, including the product forms and features, electrical interfaces, mechanical appearance, and read and write protocols.

**Article 31** The Testing Specification Workgroup shall be mainly responsible for:

- (1) Defining testing specifications in accordance with the memory standards defined by the Technical Specification Workgroup;
- (2) Defining qualification standards for test labs; and
- (3) Defining a management framework for product assessment and certification.

**Article 32** The Marketing Workgroup shall be responsible for the Association's product trademark development, including:

- (1) Defining a trademark for the products defined by the Technical Specification Workgroup; and
- (2) Setting out rules for trademark use; and
- (3) Collecting market and application requirements, and transfer standardization and technical research requirements to the technical specification work team.

**Article 33** The Accreditation & Arbitration Committee shall be responsible for:

- (1) Accreditation of the qualification of the testing laboratory;
- (2) Identification of the self-declaration and test report of the brand manufacturer;
- (3) Re-test the complained product and evaluate the re-test result (pass the re-test or impose corresponding penalties).

**Article 34** Bye-laws for workgroups

- (1) A workgroup's meeting shall be presided over by its Chairperson, or by its Deputy Chairperson if the Chairperson is absent.
- (2) During the process of establishing standards and specifications, a Workgroup Chairperson or Deputy Chairperson shall organize discussions

within the workgroup with the aim of reaching consensus. In the event that such efforts fail, the Delegates that have consecutively attended at least two (2) of the workgroup's latest meetings shall be entitled to vote on the standards and specifications, and each member has only one (1) vote. A resolution shall require more than two-thirds of votes to pass.

**Article 35** Procedure for initiating a standards project

(1) A standards project initiation application shall first be completed in accordance with the template released by the Association Secretariat. The project may be led by two (2) entities jointly, and shall be supported by a minimum of five (5) entities.

(2) The application shall be discussed at the meeting of the respective workgroup, where a resolution on whether to submit an application to the Board shall be reached. If the application is to be submitted, the Workgroup Chairperson shall submit the application to the Secretariat.

(3) The Secretariat shall apply to the Board for a vote on the project initiation. The Workgroup Chairperson who has applied for the project initiation, as well as experts from the Expert Committee, may be invited to the initiation decision-making and discussion before the Board votes if necessary.

(4) The initiation of a project shall require more than two-thirds of votes of the Directors to pass.

**Article 36** Procedure for releasing standards

(1) A workgroup shall deliver the draft standards, for which it has provided guidance, to the Secretariat.

(2) Prior to submitting the draft standards to the Board for approval, the Secretariat shall arrange for expert teams, or the Professional Committee if it exists, to review the standards.

(3) The Board shall vote on the draft standards. The standards approval shall require more than two-thirds of votes of the Directors to pass. In the event that

the application is rejected, the feedback must be provided to the workgroup, who shall revise the standards and submit the updated version again.

**Article 37** Procedure for amending standards

(1) Amendments or updates to the standards that have been formally released shall be made by the workgroup that has established the standards.

(2) The scope and target of an amendment to the standards that have been formally released shall be discussed within the respective workgroup before an amendment application is submitted to the Board. In the event of a technical feature change, deletion, or addition, a new standards project shall be initiated. Other amendments shall be referred to the Board upon the workgroup's discussion and approval, with the application template issued by the Secretariat used.

**Article 38** Procedure for producing a unified product trademark

(1) The Association Secretariat shall send a trademark opinion solicitation notice to the Association members and elaborate on the rule that once a candidate trademark submitted by a member is selected, the member shall undertake to transfer the trademark ownership to the Association.

(2) The Marketing Team shall hold discussions on the solicited candidate trademarks and give preference to the registered trademarks. In the event that a selected trademark has not been registered yet, the Secretariat shall be responsible for the registration of such trademark.

(3) The Marketing Team shall submit the selected trademark to the Secretariat, who shall deliver the trademark to the Board for a vote. The trademark shall become the Association's unified trademark if it receives more than two-thirds of votes of the Directors.

(4) The Secretariat shall sign the trademark ownership transfer contract on behalf of the Association and its members.

## Chapter 9 Membership Fee Management Regulations

**Article 39** Membership fees shall be levied to support the Association operations, including standardization and technical research activities, promotion throughout the industry, infrastructure construction, and day-to-day office work. The membership fees set at the Association creation are as follows:

- (1) CNY150,000 per year for a Board Member;
- (2) CNY50,000 per year for an Executive Member;
- (3) CNY20,000 per year for a Senior Members; and
- (4) CNY10,000 per year for a General Member.

**Article 40** The fees shall be paid (remitted) to the bank account designated by the Association. The membership fee information is as follows:

<b>Account Name</b>	INTELLIGENT TERMINAL MEMORY ASSOCIATION LIMITED	
<b>Account Number</b>	01286620088630	FCY Savings Account(C)
<b>SWIFT Code</b>	BKCHHKHHXXX	
<b>Bank Code</b>	012	
<b>Bank Name</b>	Bank of China (Hong Kong) Limited, Hong Kong	
<b>Bank Address</b>	Bank of China Tower, 1 Garden Road, Central, Hong Kong	

**Article 41** Other standards organizations, industry alliances, and nonprofit bodies, such as universities, that join the Association as members may be exempted from membership fees.

**Article 42** The Association Secretariat may adjust the membership fees on the basis of the (a) operations result of the previous year and (b) work plan for the following year. The application procedure for a membership fee adjustment is as follows:

- (1) Each workgroup or professional committee may, in accordance with their operations, submit membership fee adjustment proposals to the Secretariat.
- (2) The Secretariat shall determine whether to modify the membership fees for the next year, on the basis of the solicited comments, as well as Association operations expenses and estimations.
- (3) The Secretariat shall refer the fee adjustment proposals to the Association for decision-making. The Secretariat submits membership fee adjustment proposals to the Board of Directors for voting. The proposal can only be submitted to the General Meeting for voting after obtaining more than three-fourths of votes of the Board of Directors. The proposal becomes effective after obtaining more than two-thirds of all members of the General Meetings.
- (4) The Secretariat shall publish the new fee standards on the Association's official website [WWW.ITMA.ORG](http://WWW.ITMA.ORG).

**Article 43** In the event that a member changes to another class in a year, the rule of a return of overcharge but no compensation for underpayment shall be applied to the membership fee for that year:

- (1) If a member changes from a Board Member to another member class, from an Executive Member to a Senior or General Member, or from a Senior Member to a General Member, the Association shall not refund the difference between the membership fees before and after the change.
- (2) A member changing from a General Member to a Senior Member, from a General or Senior Member to an Executive Member, or from an Executive Member to a Board Member shall pay for the difference between the membership fees before and after the change.

**Article 44** No member shall be entitled to any refund of membership or donation fees upon ceasing to be a member for any reason.

**Article 45** The Association's incomes and expenditures shall be audited annually in accordance with the provisions of Hong Kong's Companies Ordinance for nonprofit limited companies. The Secretariat shall submit financial audit reports to the general meeting for audits.