**SparkLink Alliance Charter**

**Chapter 1 General Provisions**

**Article 1** The Alliance is a cross-industry, open, and non-profit technology industry organization voluntarily established by enterprises, institutions, community organizations, colleges and universities, and scientific research institutes on the basis of equal and mutually beneficial cooperation.

**Article 2** The Alliance register address is Building 1, East Side, No. 58, Dongbeiwang West Road, Haidian District, Beijing.

**Chapter 2 Service Scope**

**Article 3** The vision of the Alliance is “SparkLink, New Short Range, New Experience”.

**Article 4** The Alliance is committed to promoting SparkLink technology innovation and build an industry ecosystem that drives intelligent vehicle, smart home, smart device, and smart manufacturing applications.

**Article 5** The Alliance works in the following areas:

1. Standards development: Collaborate with relevant standards organizations to develop standards and regulations.
2. Test certification: Certify testing, license technologies and trademarks, and provide other related services.
3. Development strategy: Study the industry development strategy to promote the specialization of technical standards.
4. Ecosystem construction: Leverage the industry's upstream and downstream resources to endorse the commercial use of innovative technologies and standards developed by the Alliance, creating a thriving ecosystem.
5. Application demonstration: Cooperate with industry partners to develop and demonstrate applications based on the Alliance's technical achievements.
6. External cooperation: Seek cooperation with external organizations to globalize the industry and standards.
7. Technical exchange: Facilitate technical exchange and cooperation among Alliance members.

**Chapter 3 Membership**

**Article 6** The Alliance comprises member entities.

**Article 7** Members who apply to join the Alliance must:

1. Be legally registered enterprises, institutions, community organizations, colleges and universities, or scientific research institutes.
2. Uphold the Charter of the Alliance.
3. Have certain influence in a business domain relevant to the Alliance.
4. Fulfill their Member obligations and actively participate in Alliance activities.

**Article 8** The procedure of joining the Alliance is defined as follows:

1. An applicant submits an application to the SparkLink Alliance Secretariat (the Secretariat).
2. The Secretariat reports it to the Alliance Council (the Council) after preliminary review.
3. The Council reviews and approves the application.
4. The applicant becomes an Alliance member after completing the formalities.

**Article 9** The members of the Alliance are classified as follows:

**Chairs:** Selected from major founding members, they should have clear plans for early investment, a product roadmap and marketing plan, as well as continuously invest in the strategic planning and technical development route of the Alliance. On top of this and in accordance with Article 5 of the *SparkLink Alliance IPR Management Regulations*, they should select FRAND-RF licensing in the *Letter of Commitment for Joining the SparkLink Alliance*.

**Council Members:** Selected by the major founding members, they should actively participate in standard initiation and formulation, and actively participate in innovation demos and marketing. On top of this and in accordance with Article 5 of the *SparkLink Alliance IPR Management Regulations*, they should select FRAND-RF licensing in the *Letter of Commitment for Joining the SparkLink Alliance*.

**General Members:** Applicants can become general members after being reviewed by the Secretariat and approved by the Council.

**Article 10** Members of the Alliance are entitled to the following rights:

**General Members:**

1. Participate in the alliance membership conference.
2. Participate in the formulation of alliance standards (proposal, standards drafting, etc.).
3. Propose standard topics.
4. Participate in activities organized by the Alliance, such as communication, training, and international cooperation.
5. Participate in the relevant activities of each Alliance working group.
6. Obtain technical materials provided by the Alliance.
7. Use the Alliance's standards, trademarks, and other intellectual property rights (IPR) within the scope of authorization.
8. Enjoy preferential policies for the test certification service if members have selected the FRAND-RF licensing option in the *Letter of Commitment for Joining the SparkLink Alliance, as* stipulated in Article 5 of *SparkLink Alliance IPR Management Regulations*.

**Council Members:**

In addition to all the rights of general members mentioned above, council members have the rights to:

* 1. Recommend one representative as the council member of the alliance.
  2. Vote on the issues of the Council.
  3. Elect chairs/deputy chairs.
  4. Nominate the deputy leader of working groups.
  5. Recommend one expert for the Expert Committee.
  6. Enjoy preferential policies for the test certification service.

**Chairs and Deputy Chairs:**

In addition to all the rights of general members and council members mentioned above, chairs and deputy chairs have the rights to:

* 1. Appoint one person as the chair/deputy chair of the Alliance.
  2. Propose amendments to the Charter.
  3. Propose key development plans for the Alliance.
  4. Nominate additional chairs and deputy chairs.
  5. Recommend one or two experts for the Expert Committee.
  6. Apply to set up a new working group.
  7. Submit the proposal for establishing a new working group.
  8. Nominate the leader/deputy leader of the working group.
  9. Enjoy preferential policies for the test certification service.

**Article 11** If a member needs to update its entity information as a result of mergers or acquisitions, a change application should be submitted to the Council. The Council will then decide on the validity of the applicant’s membership.

**Article 12** Members of the Alliance should perform the following obligations:

* 1. Abide by the Charter and execute the decisions of the Alliance.
  2. Pay the membership fee in accordance with the regulations.
  3. Actively participate in the activities of the Alliance and take the initiative to undertake and complete the tasks assigned by the Alliance.
  4. Keep the trade and technical secrets of the Alliance safe.
  5. Use trademarks and technology within the scope of the Alliance’s authorization.
  6. Maintain a healthy relationship with all members of the Alliance, attract more industry partners, and uphold the overall image and reputation of the Alliance.
  7. Appoint dedicated people to liaise with the Secretariat and carry out day-to-day work.
  8. Actively promote the implementation of industrialization and build an industrial ecosystem.

**Article 13** Members should submit application documents to exit the Alliance. If a Chair, Deputy Chair or Council Member submits such an application, the Alliance should complete the internal examination process and return a result within 60 calendar days from the day the application is received. If a General Member submits such an application, the Alliance should complete the examination and approval within 30 calendar days from the day of receiving the application. Membership will be invalidated for such an applicant as of the date of application approval.

If a member is dismissed for breaching Article 15 and does not file a complaint in accordance with Article 16 herein, its membership will be terminated 30 calendar days after the issuance of dismissive action as voted by the Council. If the member submits a complaint in accordance with Article 16 but the complaint is rejected, its membership should be terminated as of the issuance of the rejection.

**Article 14** Members who seriously violate Articles in this Charter should be dismissed from membership after approval by the Council through a vote.

**Article 15** Within 30 calendar days of being dismissed by the Council, a member can lodge a complaint, its membership may be restored or may still be revoked upon consideration by the Council.

**Chapter 4 Organization**

**Article 16** The organizational structure of the Alliance consists of the General Assembly, Council, Expert Committee and Working Groups. A secretariat works for the Council.

**Article 17** All members constitute the General Assembly of the Alliance, which represents the highest authority of the Alliance. Its main functions are:

* 1. Review the development plan and working guidelines of the Alliance.
  2. Review the work reports of the Council.
  3. Make key decisions regarding the future of the Alliance.

**Article 18** A general assembly should be convened only when over two thirds of members (or representatives of the members) are present. In principle, it should be convened annually, and any decisions made should take effect only after being approved by over half the members present through voting.

**Article 19** The Council is the executive agency of the General Assembly. It guides the Alliance to perform its daily tasks and takes charge of the General Assembly. Its main functions are:

* 1. Review the Charter.
  2. Organize elections for the Alliance.
  3. Decide on the appointment of the Director, Deputy Director and members of the Expert Committee.
  4. Plan and execute alliance strategies and formulate annual key tasks of the Alliance.
  5. Review and issue the Alliance association standards.
  6. Review and approve the setup and candidates of working groups as well as admit new members to the Alliance.
  7. Review and approve major topics and proposals submitted by the Expert Committee, working groups, and members, as well as white papers, standards, development platforms, and test platforms officially published by the Alliance, and finally, formulate resolutions accordingly.
  8. Supervise, guide, and review the work of the Secretariat.
  9. Review and make decisions on other important documents, management measures and regulations of the Alliance except for the Charter.
  10. Accept the Supervisory Board's advice on handling violations within the Alliance and propose solutions, subject to the supervision of the Supervisory Board.
  11. Review and make decisions on other important matters.

**Article 20** Council meetings should be held at least once a year. When necessary, the Chair may convene an interim meeting of the Council. Meetings must be held only when over two-thirds of the Council members are present. In special circumstances, council meetings can also be held remotely. Decisions made by the Council take effect only after being approved by at least two-thirds of the Council members.

**Article 21** The Council of the Alliance should be composed of representatives from the Chair, Deputy Chair and governing units. The Chair and Deputy Chair of the Alliance should be elected by the Council for a three-year term. More Deputy Chairs may be elected according to the development needs of the Alliance, and the number of elected members should be determined by the Council.

**Article 22:** The Expert Committee should be composed of well-known experts in the industry, field experts, and corporate technical directors recommended by governing units of the Alliance, that are selected and appointed by the Council. The Expert Committee should have a director and a deputy director as nominated by the Chair and should serve for a three-year term upon approval by the Council. The main functions of the Expert Committee are:

1. Provide professional advice for the draft of Council’s plans for the Alliance and annual key tasks;
2. Provide plans, practical development paths and advice for the Alliance's technologies and strategies;
3. Technical outputs of the Alliance to industries, including but not limited to white papers, standards, development platforms, and test platforms, need to be submitted to the Council for decision-making.
4. Provide expert advice to members of the Alliance.

**Article 23:** The Alliance should establish a secretariat for carrying out daily office work and should establish a Secretary-General and a Deputy Secretary-General. The Secretary-General and the Under-Secretary-General should serve for a three-year term after the approval of the Council. Its main functions are:

1. To implement the decisions made by the Council of the Alliance and to organize, manage and coordinate the work of the Alliance.
2. Responsible for the preparation and organization of annual meetings, Council meetings, Expert Committee and working groups.
3. To draft the annual work plan of the Alliance and implement it.
4. To accept applications for joining in and withdrawing from the Alliance.
5. To organize cooperation between the Alliance and governments, enterprises, and other institutions.
6. To build and maintain web pages, organize media publicity, promote related industries, exhibitions, and workshops of the Alliance,
7. Responsible for legal and related affairs.
8. To raise funds for industrial development.
9. Responsible for other matters assigned by the Council and Expert Committee.

**Article 24:** The Alliance should have a Director of the Supervisory Board, who should be nominated by the Chair and should serve for a three-year term. They will be accountable to the Council once approved.

**Main responsibilities:**

1. Attendance at the Council.
2. Supervise the activities of the Alliance and its leading members in accordance with relevant laws and regulations.
3. Encourage the Alliance and its leading members to carry out activities in accordance with the approved articles of association, business scope and internal management system.
4. Check whether members violate the regulations or damage the reputation of the Alliance.
5. Monitor the financial situation of the Alliance.
6. Propose opinions on the handling of internal violations and report them to the Council while supervising its implementation.

**Article 25:** The Alliance can establish branches and representative offices, and their work should be managed and supervised by the Alliance.

**Chapter 5: Management and Use of Financial Assets**

**Article 26:** Sources of funds of the Alliance include:

* 1. Raised by the Chair, Deputy Chair and Council of the Alliance
  2. Social donations, grants and membership fees
  3. Income from carrying out technical activities or services within the approved business scope and from undertaking related projects
  4. Interest
  5. Other lawful income

**Article 27:** The daily office expenses should be primarily used for the daily work of the Council, Expert Committee and the Secretariat, while the remuneration of the full-time staff employed by the Secretariat, and other expenses will be approved by the Council.

**Article 28:** The remuneration of Council members, Expert Committee, and Secretariat who are not appointed by the Alliance should be borne by the respective employers. The expenses required for carrying out Alliance tasks should be provided by the dependent organization of the secretariat, including but not limited to labor cost, conference expenses, marketing expenses, payment for experts, office rental, and business trip expenses.

**Article 29:** Assets of the Alliance should be managed in accordance with the applicable financial management regulations enacted by China and should be subject to supervision of the Council, responsible financial departments, and the auditing departments.

**Article 30:** No unit or individual may misappropriate or privately divide the assets of the Alliance.

**Article 31:** The Secretariat should submit a list on fund use and a financial audit report to the Council on an annual basis.

**Chapter 6: Termination Procedure and Post-Termination Property Disposal**

**Article 32:** In case the Alliance completes its purpose or dissolves itself, the Council should file a motion for termination.

**Article 33:** Before the termination of the Alliance, a liquidation organization should be established under the guidance of the responsible entities to clear up claims and debts and distribute the money accordingly. No other activities should be carried out during the liquidation period.

**Article 34:** The surplus property after the termination of the Alliance should, in accordance with applicable laws enacted by China, be used for the development of undertakings related to the purposes of the Alliance.

**Chapter 7: Supplementary Provisions**

**Article 35:** This Charter was approved by the Council through a vote conducted on November 28, 2020. It should take effect immediately after the approval.

**Article 36:** Amendments to the Charter should take effect only after they are approved by more than two-thirds of Council members.

**Article 37:** The Council reserves the right to interpret this Charter.