

# DISPUTE RESOLUTION POLICY

OF

ODVA, INC.  
(ODVA)

JUNE 6, 2023

## 1. Introduction

ODVA seeks to ensure that, in the event complaints or disputes arise with respect to the conduct of an ODVA member or licensed vendor (as defined in the ODVA Terms of Usage Agreement) (“*Vendor*”), the review, investigation and resolution process of such complaint or dispute affords the Vendor appropriate due process rights to resolve the complaint or dispute. To that end, the purpose of this policy (“*Policy*”) is to adopt governing rules to set forth the steps and procedures for reviewing, investigating and resolving complaints and disputes regarding a Vendor’s alleged conduct.

## 2. Scope of this Policy and Amendment

This document is the complete and exclusive statement of the Policy, consistent with the Bylaws of ODVA, as amended, and applies to and governs all ODVA activities. All ODVA members and licensed vendors shall be subject to this Policy. The Board of Directors of ODVA (“*Board*”) may amend and restate this Policy in its sole discretion from time to time.

## 3. Dispute Resolution Procedure

- a. Notice. Upon learning of an alleged violation of ODVA policies, terms, conditions, and agreements that, if true, could result in harm to ODVA, its members or licensed vendors, or the industrial automation community (a “*Complaint*”) against a Vendor, ODVA will promptly give the Vendor notice of the Complaint and an opportunity to deny or cure the alleged violations (“*Preliminary Notice*”).
- b. Preliminary Investigation. At the direction of the ODVA President and Executive Director or his or her designee, ODVA personnel and/or ODVA’s legal counsel (“*Investigating Personnel*”) will conduct an internal review of the Complaint (the “*Preliminary Investigation*”). Such Preliminary Investigation may include, without limitation, a review of all events, conduct, correspondence, information and materials (i) in ODVA’s books and records, (ii) presented by the Vendor in its defense or (iii) presented by the party or parties submitting the Complaint (the “*Complainant*”). The Investigating Personnel may request that the Vendor, Complainant, and any other relevant parties (as determined in the sole discretion of the Investigating Personnel) provide further information and materials to support the Preliminary Investigation.
- c. Referral to Board. If the Investigating Personnel determine that the Complaint is credible and the Vendor does not satisfactorily correct the conduct alleged in the Complaint within 90 days of the date of the Preliminary Notice (or such extended time period determined in the discretion of the ODVA Board or the ODVA President and Executive Director), the ODVA President and Executive Director will refer the Complaint to the Board for evaluation and resolution.
- d. Dispute Resolution Committee. To assist with its evaluation, the Board may elect to appoint a special committee (the “*Dispute Resolution Committee*”) to, with the advice of legal counsel as appropriate, review the Preliminary Investigation, conduct additional fact-finding as appropriate, and make recommendations to the Board concerning the resolution of the Complaint. The Dispute Resolution Committee will consist of at least two members of the Board and may include members

of the Technical Review Board, Special Interest Groups, ODVA personnel, or other appropriately qualified individuals, as determined in the discretion of the Board.

- e. Final Notice. Upon completing its evaluation of the Complaint, the Preliminary Investigation, and any additional information it deems appropriate, the Dispute Resolution Committee (or, if no such committee is established, the Board) shall provide written notice to the Vendor in question of its conclusions (the “*Final Notice*”). The Final Notice will include (i) the scheduled date of the Board meeting to conduct a final review of the Complaint (which will be scheduled no sooner than thirty (30) days after the Vendor’s receipt of the Final Notice) (the “*Complaint Review Board Meeting*”), and (ii) a description of any and all proposed sanctions against the Vendor. Potential sanctions may include, without limitation, termination of the Vendor’s ODVA Terms of Usage Agreement, disciplinary action, or expulsion from membership in ODVA.
- f. Opportunity To Be Heard. Upon receiving the Final Notice, the Vendor will have twenty (20) days from the receipt thereof to contest the conclusions in the Final Notice by (i) submitting to the Board a written response to the Final Notice, and/or (ii) appearing in person (or via teleconference or video conference) before the Board to advocate its position at the Complaint Review Board Meeting. Any written submission in response to the Final Notice must be received by the Board (or its designee) no later than ten (10) days prior to the Complaint Review Board Meeting.
- g. Final Disposition. At the conclusion of the Complaint Review Board Meeting or, if determined by the Board at such meeting, no later than five (5) days following the Complaint Review Board Meeting, the Board shall, by majority vote of disinterested directors, make a final determination whether to impose any sanctions on the Vendor. This vote may be conducted in person, via teleconference or video conference, or in writing (including by email). The Board shall provide the Vendor written notice of the Board’s decision no later than three (3) days after such final vote is held.
- h. Conflicts of Interest. No individual who has a duality of interest or conflict of interest on any matter (as further defined in Section 19 of the ODVA Bylaws) in connection with the Complaint may participate in the Preliminary Investigation, Dispute Resolution Committee, Complaint Review Board Meeting or other meetings, discussion or votes associated with the Complaint.
- i. Confidentiality. The Complaint Review Board Meeting will not be open to the public, and ODVA may restrict the meeting to only the Vendor, Vendor’s legal counsel, the Dispute Resolution Committee, the Board, ODVA’s legal counsel, and other relevant individuals as deemed appropriate by the Board. All Complaints will be dealt with in a confidential manner, including all written or oral communications, meetings and written notices, opinions, and materials in connection therewith. However, ODVA may announce the resolution of the Complaint or important relevant factors related to the Complaint if, in its sole discretion, the Board determines such announcement is appropriate to protect ODVA’s or the industrial automation community’s interests.