

AQUA STATUTES

Approved by the General Assembly on the 15th of May 2009 in Hamburg.

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1 – NAME OF THE TRADE ASSOCIATION

The Trade Association is registered under the laws of France (Law of July 1st, 1901 and its regulation of August 16th, 1901) and bears the name of "Association Européenne des Fabricants de Compteurs d'Eau et d'Energie Thermique", in short "AQUA".

The Association complies with all relevant French and European legislation.

2 - MEMBERSHIP

2.1- AQUA is an Association open to any legal entity manufacturing and selling water meters (hereinafter referred to as "Water Meters") and heat meters (hereinafter referred to as "Heat Meters") in the European Economic Area (which for the purpose only of this Association shall be deemed to include also Switzerland) who wish to fulfil the goals of AQUA and meet both the following cumulative criteria:

- a) has manufactured¹ directly in the European Economic Area under its own trademark at least 50,000 new Water Meters per year, including significant added value produced in the European Economic Area and this for at least three consecutive years and ,
- b) has sold under its own trademark in the European Economic Area at least 50,000 new Water Meters per year and this for at least three consecutive years.

And/or

- c) has manufactured¹ directly in the European Economic Area under its own trademark at least 50,000 new Heat Meters per year, including significant added value produced in the European Economic Area and this for at least three consecutive years and ,
- d) has sold under its own trademark in the European Economic Area at least 50,000 new Heat Meters per year and this for at least three consecutive years.

2.2- Only one company belonging to a Group of Companies can be a Member.

¹ "Manufacturer": Minimum requirement: design, assembling , conformity assessment and legal marking according to European Directives

A company shall be deemed to be part of a Group of Companies if it is owned by more than 50% by the same ultimate parent company as another company Member of the Association

- 2.3 Admission of a new Member shall require in addition to the criteria defined in 2.1:
- filing of a reasoned written Membership application including a written commitment to comply with these Statutes, as well as with the decisions of the General Assembly and of the Executive Committee.
 - approval of the application by the Executive Committee and its ratification by the next General Assembly.
 - the immediate payment of a fee on admission to Membership which shall be the annual subscription of the year where the Member is admitted for Membership
- 2.4- A Member shall inform the President as soon as it becomes aware of circumstances that would prevent that Member from continuing to meet the criteria defined in 2.1 on a continuing or permanent basis.
- 2.5 Each Member shall be represented by one person of its company or Group of Companies (such person to be substituted by another person at the discretion of the Member at any time), "the Member Representative". Such Member Representative shall have the authority to make commitments on behalf of the Member.
- 2.6 Each Member may use the name and logo of AQUA in accordance with the rules defined by the Executive Committee.

3 - PURPOSE

- 3.1- The purpose of AQUA is as follows:
- a) the evaluation and resolution among its Members of problems of common interests of a scientific, technical, economical or legal nature relating to the manufacturing of Water Meters and/or Heat Meters and the application of technical standards and regulation.
 - b) encouraging the application of an international regulation with an aim to ensure a high quality for the Water Meters and/or Heat Meters to be manufactured and sold,
 - c) the exchange of information and experiences of a general nature among its Members with a view to optimise the technical and economical progress of the water and heat metering business as a whole,

- d) the advancement of interests of its Members as a whole in front of competent national or international authorities whether public or private, including the right to act in court to defend the interests of the Association and of its Members as a whole;
- e) the collaboration to the elimination of all restraints of trade of whatever nature preventing free and fair competition in the field of Water Meters and Heat Meters in accordance with applicable European legislation.

4- DURATION - FINANCIAL YEAR - REGISTERED OFFICE MEMBERSHIP FEE AND ANNUAL SUBSCRIPTION

- 4.1- The duration of AQUA is unlimited.
- 4.2- Each financial year shall be for a period of twelve months starting from January 1st of each year.
- 4.3- The registered office of AQUA shall be in (92) Courbevoie – France at the registered address of the "Fédération des Industries Mécaniques". It may be moved at any time upon the decision of the General Assembly.
- 4.4- The annual subscription payable by each Member may be revised by the General Assembly each year in accordance with the funding requirements of the Association.

5- TERMINATION OF MEMBERSHIP

- 5.1- Any Member shall have the right to leave AQUA at any time upon notice to the President by registered letter (acknowledgement receipt requested). The date of the receipt of the letter shall be the date on which the resignation shall take effect.
- 5.2- Membership shall be forfeited:
 - upon termination of operations or upon filing of bankruptcy proceedings,
 - upon termination by decision of the General Assembly. Termination can be based on a Member's non-compliance with the provisions of these Statutes or for violation of decisions taken in accordance with these Statutes or the interests of AQUA.
- 5.3- A Member who resigns or forfeits its Membership shall loose all rights and obligations as a Member of AQUA as of the date of its resignation or removal. Notwithstanding the above, any subscription paid including the one for the financial year concerned is not refundable and the Member is not released from any accrued financial obligations towards AQUA at the time of termination.

6 - GENERAL PROVISIONS

- 6.1- All Members must comply with the Statutes and are expected to contribute to the success of AQUA projects.
- 6.2- All Members must pay their respective annual subscription to the Treasurer within one month of the General Assembly.

7- ADMINISTRATION AND MANAGEMENT

7.1- General Assembly

- 7.1.1 The General Assembly shall decide on all matters of principle and general order and shall proceed to²:
- the election of the secretary and the Treasurer,
 - the approval of the annual accounts,
 - the approval of the annual budget,
 - the election of new members,
 - determine and eventually revise the annual subscription for Members
 - and decide on any other matter added to the agenda by a Member, such matter having been submitted at least 10 days before the date of the General Assembly.
- 7.1.2 The Ordinary Meeting of the General Assembly shall take place once a year, at the end of each financial year and preferably in May or in June. The General Assembly decides on the date and location of the next General Assembly. An Extraordinary General Assembly may be called either (i) by at least half of the Members, (ii) at the initiative of the President, (iii) or if at least half of the Members of the Executive Committee request it.
- 7.1.3 The summoning of Members for the General Assembly shall be in writing and accompanied by the agenda and shall be sent by post or electronic mail at least thirty days prior to the date of the General Assembly.
- 7.1.4 Each Member can propose the addition of a matter to the agenda at least 10 days before the date of the General Assembly.
- 7.1.5 Any Member shall have the right to be represented at the General Assemblies by a Member Representative of its company.
- 7.1.6 A Member who cannot take part in the General Assembly may delegate its powers to another Member. A Member may represent one or several other Members.

² Non exhaustive list

- 7.1.7 The General Assembly shall only proceed if at least two-thirds of the Members are present or represented.
- Should this quorum not be reached, another General Assembly shall be called within two weeks of the meeting where the quorum was not reached. This new General Assembly shall then take all the necessary decisions regardless of the number of Members present or represented.
- 7.1.8 The President shall chair the meeting.
- 7.1.9 Each Member has a right to one vote.
- 7.1.10 To be valid, all decisions of the General Assembly must have received the votes in favour by at least 2 third of the Members present or represented.
- 7.1.11 A General Assembly shall only consider matters indicated on the agenda. However, other matters may be discussed if all the Members are present or represented and are in unanimous agreement.
- 7.2 **Executive Committee**
- 7.2.1 The Association is managed by an Executive Committee.
- 7.2.2 The Executive Committee shall:
- a) study and prepare all matters concerning AQUA,
 - b) facilitate the exchange of information,
 - c) take all urgent measures concerning AQUA which are not of the exclusive responsibility of the General Assembly,
 - d) generally, ensure the effective operation of AQUA and verify the implementation of the decisions of the General Assembly.
- 7.2.3 The executive Committee shall consist of all the member representatives .
- 7.2.4 Each Member Representative bears the title of Vice President and is appointed for a term of two years. Each Member undertakes to notify the Secretary of the Association as quickly as possible in case of resignation, termination or death of any of its Member Representative (including the President).
- 7.2.5 Each Member Representative can delegate its powers either to another Member or to another appointed Member Representative of its company or Group of Companies. In such cases, the Member shall notify the President before the meeting.

- 7.2.6 In case of death or resignation of one Member Representative (excluding the President), the Member to whom he belonged shall expeditiously proceed to replace him and appoint a new Member Representative until the next General Assembly which will approve the replacement.
- 7.2.7 The Members of the Executive Committee shall meet to elect a President from among its Members. The President may not be elected for more than two successive terms.
In case of resignation or death of the President, the Executive Committee shall appoint a new President.
- 7.2.8 The Executive Committee shall meet when summoned by the President with a prior notice of thirty days. The President shall chair the meetings. Each meeting shall be validly constituted if a majority of its Members is present or represented. Its decisions shall be accepted if they are voted in favour by the majority of its Members present or represented. The President has no casting vote.

Should the above quorum fail to be reached, an immediate notice of another meeting shall be issued, with the same agenda, for a meeting to take place within fifteen days of the aborted meeting.
This new meeting shall proceed no matter how many Members are present or represented.
- 7.2.9 Depending on the nature of matters discussed, any Member is entitled to invite any expert as he will deem fit to participate to the meetings of the Executive Committee as an advisor giving notice to the President before the meeting.
- 7.2.10 The President shall take care of the day to day business of the Association and assume administrative functions, in compliance with the decisions of the Executive Committee and of the General Assembly and is endowed with all necessary powers to this effect. He is in charge of representing the Association to the outside world.
- 7.2.11 A Secretary and a Treasurer shall be appointed by the General Assembly on a yearly basis upon proposals of the Executive Committee. The Secretary and the Treasurer need not be Members of the Executive Committee. The position of Secretary and Treasurer can be held by one person cumulating the two positions.
- 7.2.12 The Treasurer is in charge of the financial management of AQUA and shall prepare each year for the General Assembly the accounts and the budget.
- 7.2.13 The Secretary acts under the authority of the President and is in charge of assisting the President and preparing and disseminating the minutes of the General Assembly and of the meeting of the Executive Committee.
- 7.2.14 The Secretary and Treasurer can be re-elected with no time limit.

7.2.15 The President and/or the Treasurer shall be designated as authorised signatories for the bank accounts of AQUA up to authorised limits determined by the Executive Committee.

7.3 Auditors

Auditors may be appointed by the General Assembly to review the accounts and the yearly budget of AQUA.

8- WORKING GROUPS

8.1 Working groups, technical or otherwise, shall be formed at any time upon the request of one Member made to the Executive Committee and subject to the approval by the Executive Committee of the setting up of that Working Group including its charter, scope of work and objectives (time and deliveries) and a specific credit line, if needed.

8.2 Each Member shall be free to participate in any Working Group.

8.3 The delegates shall elect between themselves a Convenor of their Working Group by simple majority. He will report to the Executive Committee.

8.4 The Working Groups shall act as advisors to the Members. The Working Groups shall submit a report on their work including the different opinions of the delegates. The Working Groups shall not be empowered to take decisions committing AQUA.

9- EUROPEAN DELEGATE

The Executive Committee shall appoint a Delegate to represent AQUA in front of the European authorities or other private and/or public associations. This European Delegate needs not be a Member Representative of the Executive Committee.

10- FUNDS AND EXPENSES

10.1- The Association's funds shall consist of Membership fees and subscriptions. There shall be no distribution of any profits to the Members.

- 10.2- The Members shall be responsible for their own expenses when taking part in the General Assembly, in the Executive Committee or in the Working Groups.
- 10.3- The functions of President, Vice Presidents, , Treasurer, and delegates to Working Groups shall be honorary and shall not be remunerated.
- 10.4- The current expenses relating to the secretary and the AQUA European Delegate shall be borne by the Association. The travel expenses as well as other expenses approved by the Executive Committee incurred by the Secretary and/or the European Delegate shall also be borne by the Association.
- 10.5- If upon the winding up or dissolution of the Association there remains, after satisfaction of all its debts and liabilities any money whatsoever, the same shall be paid to an association having a similar object as decided by the General Assembly or if such association cannot be found, the Association shall dispose of it otherwise in accordance with the relevant provisions of the law.

11- LIABILITY

The liability of the Association and of the Members shall be limited to the amount of its funds.

12- STATUTES AND MINUTES

- 12.1- The deliberations and decisions of the Meetings of the General Assembly and the Executive Committee shall be kept in minutes.
- 12.2- In case of translation of the Statutes or of the minutes in any other language, the English version shall prevail.