

DLMS User Association

*Chemin de Merdisel 9 Tel. +41 41 850 3920
CH-1242 Satigny-Geneva Fax +41 41 850 3916*

STATUTES

Name, registered office and objects

Art. 1 The name of the Association shall be the "DLMS User Association". The registered office is situated in Geneva, the Association is in conformance with Art. 60ff of the Swiss Civil Code. The duration of the Association is unlimited.

Art. 2 The objective of the Association is the promotion of the application of communication protocols based on DLMS (Device Language Message Specification). The promotion of the DLMS-based communication protocols (called hereafter Protocols) by the members of the Association shall take place specifically by:

- Collaboration with national, European and international standards bodies, with the task of standardising the Protocols;
- analysing possible applications of the Protocols;
- promoting the Protocols to interested users;
- promoting the Protocols to standards bodies;
- distributing information concerning the Protocols amongst members of the Association;
- exchanging experience concerning the Protocols amongst members of the Association;
- defining criteria to apply for a Protocol conformance label. The owner of the label shall be the Association;
- defining and supervising upgrades of the technical specifications of the Protocols by supporting the existing standards bodies.

Membership

- Art. 3 Membership shall be open to;
- Any legal entity or person supporting the objectives of the Association as stated in these statutes (Full member),
 - Similar associations having similar goals and interests as the Association (Associated member). Associated membership is open to any association working in the same field of activities as the Association, which is interested to co-operate with the Association and willing to provide to the Association the same advantages as granted to the Associated member under the present statutes. An Associated member is not subject to the payment of any membership fees but is not entitled to vote at General Meetings and can not be elected as member of the Management Committee.
- Membership shall start on the written request of joining the Association and on the date when
 - the Management Committee has acknowledged the receipt of payment of the joining fee and the annual subscription (Full members) or
 - the receipt of the confirmation that the (Associated) member is willing to grant the same advantages as granted to him by the Association.
 - Membership can be terminated at any time by a written declaration to the Management Committee, with a six months prior notice.
 - Full Membership of the Association can be terminated by the Management Committee in the event that;
 - Fees due to the Association have not been paid within three month of the due date,
 - Activities of a member are manifestly inconsistent with the objectives of the Association as stated in these statutes.

Associated membership can be terminated by the Management Committee, especially in the event that Associated members no longer provide to the Association the same advantages as granted to the Associated member under the present statutes.

Art. 4 The constituent bodies of the Association are

- the General Meeting
- the Management Committee
- the auditor

The General Meeting

Art. 5 The General Meeting shall be held once a year.
It has the following powers:

- election of the Management Committee and of the auditor
- acceptance of the annual report and the accounts
- changes or amendments to the Statutes
- decide on membership fees
- decisions on proposals of the Management Committee or the members
- dissolution of the Association

Art. 6 An extraordinary General Meeting shall be held

- on request of 1/5 of the Full members
- on request of the auditor
- on a decision by the Management Committee

Art. 7 Invitations to a General Meeting shall be sent in writing to all members at least two weeks before the meeting. The agenda shall be added to the invitation.

Art. 8 Each Full member shall have one vote. Decisions of a General Meeting require a simple majority of the votes of the Full members present or represented.

A decision concerning the dissolution of the Association or any modification of the Statutes, with the exception of the decision on membership fees, require a majority of 2/3 of the votes of the Full members present or represented.

The Management Committee and the Office

Art. 9 The Management Committee shall consist of three to seven representatives from Full members, being understood that each Full member shall only present one of its representatives for election as member of the Management Committee.

- The Management Committee members are elected by the General Assembly for one year, re-election is possible.
- The Management Committee shall be entitled to establish internal rules of procedure for the Association as long as those rules do not conflict with any of the provisions of the present Statutes.
- The Management Committee represents the Association for exterior matters. For legal and financial matters, two signatures are required.
- The Management Committee is responsible for the daily business of the Association. It prepares the annual report and the budget for the General Assembly.

- A President is elected by the Management Committee among its members for one year, re-election is possible. The President has a casting vote in the Management Committee.
- A General Secretary, who does not need to be a member of the Management Committee, is appointed by the Management Committee. The General Secretary assumes administrative and executive functions in compliance with the decisions of the Management Committee, and shall not be of the same member company as the President.
- The Auditor, who shall not be of a member company of the DLMS User Association, is elected by the General Assembly for one year. Re-election is possible.

Working Groups

Art. 10 Working Groups may be formed to action specific tasks on behalf of the Management Committee. The formation of a Working Group will be of the responsibility of a convenor duly appointed and endowed by the Management Committee.

Working Groups will present their findings to the General Meeting and act as advisors to the Management Committee. A Working Group shall not represent the Association for exterior matters without the permission of the Management Committee.

The dissolution of a Working Group is the responsibility of the Management Committee.

Funds and Liability

Art. 11 The auditor supervises the accounts and the yearly budget of the Association.

Art. 12 The activities of the Association are financed through membership fees and other revenues.

Art. 13 The membership fees as stated in annex A are composed of;

- a joining fee,
- an annual subscription.

Art. 14 Any liability of the Association shall be limited to the total value of the assets of the Association. In the case of the dissolution of the Association, the Full members will share in equal parts the remaining assets and liabilities.


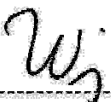
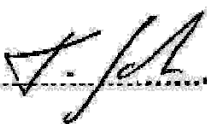

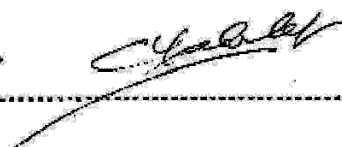

Art. 15 The deliberations and decisions of the General Meeting and of the Management Committee shall be kept as minutes.

Taking Effect

Art. 16 These revised statutes shall enter into force once approved by the General Meeting.

The original version of the statutes is in the English language. In case of translation of the statutes or of the minutes of meetings in any other language, the English version shall prevail. This second edition of the statutes cancels and replaces the first edition published 31 of March 1997.

Date and signatures

6 th September 2000		Gyöző Kmethy Schlumberger Industries
6 th September 2000		Martin Wisy DZG Consulting GmbH
5 th September 2000		Thomas Schaub Siemens Metering
6 th September 2000		Giovanni Riboldi Görlitz Computertechnik AG
6 th September 2000		Cyril Galabert EDF DRD
6 th September 2000		Touko Salo Enermet Oy

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Annex A to the Statutes: Membership Fees

The General Meeting decides on the membership fees (Art. 5 and Art. 13 of the Statutes).

Full membership

A) Joining fee

Each Full member is due to pay a joining fee of **EURO 1 000 .-**

B) Annual subscription

Each Full member is due to pay an annual subscription fee of **EURO 1 000 .-**

This fee covers the membership of one calendar year or a part of it in the case of the beginning or the end of the membership during the calendar year. If a termination of membership is not stated in writing before July 1st, the full membership fee of the next calendar year is due.

Associated membership

No membership fee.