

# INTERNATIONAL DUCTILE IRON PIPE PRODUCERS ASSOCIATION



## ARTICLES OF ASSOCIATION – 1/3

### Interpretation

1. In these Articles:

'*the Association*' has the meaning of the affiliation of individuals representing pipe producers from different companies and countries.

'*the Chairman*' is provided by the host country and shall coordinate the group with the assistance of the Secretary.

'*Secretary*' means any person appointed to perform the duties of the Secretary of the Association in assisting the Chairman;

'*Voting Member*' means a member of the Association holding the right to vote on motions and resolutions of the Association.

'*Associate Member*' means a member of the Association sharing in the benefits of membership but having no voting rights.

'*Company*' means any company or its affiliated or related companies, whether located in one or more countries.

### Admission of Members

2. The Members shall be made up of the subscribers to the Memorandum and Articles of Association.

3. Every nomination for membership shall be in one of the forms set out in Form A or in such other form as the Association shall prescribe from time to time.

4. Eligibility and limitations of membership

- a. Membership is not limited by country; there may be more than one member from each country.
- b. There are no geographic limits.
- c. There may be more than one member from each Company.
- d. Only one member per eligible Company may vote

At the next meeting of the Association after the receipt of any application for membership, such application shall be considered by the Association who shall decide whether to admit or reject the applicant.

### Retirement of Members

5. A member shall cease to be such;

5.1 if by notice in writing lodged with the Secretary he, she or it shall resign his, her or its membership;

5.3 if an organisation, ceases to exist in its own right as a separate company;

5.4 by means of a resolution of at least 75% of the votes cast by the Association members and by voting at a properly convened meeting.

### General Meetings

6. The Association shall hold a general meeting in each year as its Annual General Meeting, in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it. Not more than twenty four months shall elapse between the date of one Annual General Meeting of the Association and the date of the next. The Annual General Meeting shall be held at such time and place, as the Association shall appoint. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

7. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by at least 60 clear days' notice, and all other general meetings shall be called by at least 90 clear days' notice. A meeting of the Association may be called by shorter notice if it is so agreed:

7.1 in the case of an Annual General Meeting, by all the members entitled to attend and vote; and

7.2 in the case of any other meeting, by a majority in number of the members having a right to attend and vote, being a majority together representing not less than seventy five per cent of the total voting rights at that meeting of all the members.

The notice shall specify the place, the day and the hour of the meeting, and the general nature of the business to be transacted; and shall, in the case of an Annual General Meeting, specify the meeting as such.

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## ARTICLES OF ASSOCIATION – 2/3

8. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting, by any person entitled to receive it shall not invalidate the proceedings at the meeting.

### Proceedings at General Meetings

9. No business shall be transacted at any general meeting unless a quorum of voting members of the Association is present at the time when the meeting proceeds to business; four voting members of the Association present in person shall be a quorum.

10. If a quorum is not present within an hour after the time appointed for the meeting, the meeting shall stand adjourned to a date to be advised by the Chairman/Secretary.

11. The Chairman of the Association shall be selected by the host country. If there is no such Chairman, or if he is not present within one hour after the time appointed for the holding of the meeting or is unwilling to act, the members of the Association present shall elect one of their number to be Chairman of the meeting.

12. If at any meeting no member of the Association from the host country is willing to act as Chairman, the members of the Association present shall choose one of their number to be Chairman of the meeting.

13. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

14. A resolution proposed at any general meeting shall be approved if a simple majority of the votes cast at the meeting are in favour of the resolution, except where the Act or these Articles prescribes a different majority.

15. At any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands (in which case, every Voting Member present in person shall have one vote)

unless a poll is demanded (before or on the declaration of the result of the show of hands).

A poll may be demanded:

15.1 by the Chairman; or

15.2 by at least two voting members of the Association present in person.

16. Unless a poll is demanded, a declaration by the Chairman that a resolution has been carried or lost on a show of hands, whether unanimously or by a particular majority, and an entry to that effect in the book containing the minutes of proceedings of the Association, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution.

### Votes of Members

17. Each member to have one vote, subject to Clause 18.

18. Individual companies may nominate more than one member, but voting is limited to one vote per company

19. Admission of new members requires a simple majority.

20. Expulsion of members requires a seventy five percent majority.

21. All internal matters requiring voting pass with a simple majority.

22. The Chairman shall have the casting vote when so required.

### Association

23. It is intended that the Association's voting membership shall be drawn from operating ductile iron pipe producers. Associate Members may include but are not limited to

- a. suppliers of pipe manufacturing equipment
- b. suppliers of raw materials for pipe manufacture
- c. pipe fittings manufacturers
- d. individual persons or consultants

24. Associate Members have no voting rights and are ineligible for the office of Chairman and Secretary

# INTERNATIONAL DUCTILE IRON PIPE PRODUCERS ASSOCIATION



## ARTICLES OF ASSOCIATION – 3/3

### Chairman

25. The Association shall have a Chairman who shall be appointed from the host country members on a rotating basis. He or she shall coordinate the Association, in particular presiding over the preparation for, the execution of and dissemination of all outputs from the Association's meetings. The role is voluntary and without remuneration. The Chairman shall confirm the meeting location and date, and be responsible for preparing and disseminating the agenda.

### Secretary

26. The Association shall have a Secretary who shall be appointed by the Chairman of the host Country. The role is voluntary and without remuneration. The Secretary shall prepare, and disseminate minutes of meetings to all members. All material relating to meetings shall be retained by the Secretary and forwarded to the next nominee, prior to any meeting.

### Members

27. All Members shall be responsible for reviewing the agenda for the forthcoming meeting and advising the Chairman of any concerns or issues, or add agenda items for consideration, within 30 days of a meeting. The chairman shall ensure that all such concerns, issues or agenda proposals shall be included for discussion at the meeting.

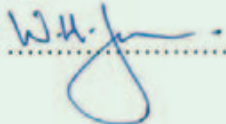
28. All members shall be responsible for reviewing the minutes of the previous meeting and advising of any concerns or issues to the secretary, within thirty days of receipt of minutes or the next meeting, whichever is sooner.

### Amendment of Articles of Association

The Articles of Association can only be amended by voting, by at least seven five percent majority.

Agreed this 15<sup>th</sup> day of July, 2004.

**Chairman** William Howell Jones

**Signature.** 

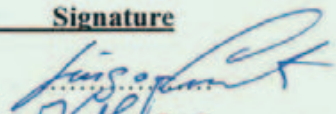
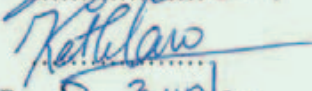
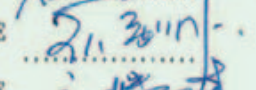


**Company** Tyco Water

**Secretary** Hilton Terry

**Signature.** 

**Company** Tyco Water

In the presence of:

<u>Officer</u>	<u>Company Name</u>	<u>Signature</u>
JUERGEN LUTZ	BUDERUS GUSS GMBH	
KEITH LAW	TYCO WATER	
WANG WEIMING	SHANGHAI SHENTONG PIPE	
LIU GUICAI	SHANGHAI SHENTONG PIPE	
STEPHEN FLOWERDEW	PT GROWTH PAMINDO	
DALE WEST	ELLWOOD NATIONAL FORGE	