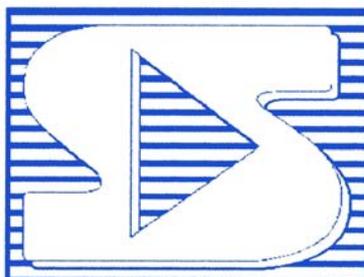


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## THE STANDARD TRANSFER SPECIFICATION ASSOCIATION



### STS AGM MEETING

#### MINUTES

**DATE:** 13 May 2013

**TIME:** 10h00-12h00

**VENUE:** Cape Town

#### MEMBERS

Mr Don Taylor	Chairman	Itron	Present
Mr Franco Pucci		Conlog	Present
Mr Deon van Rooi		Eskom	Present
Mr Andy Stoner		Landis+Gyr	Present
Mr Kobus van den Berg		AMEU	Present
Mr Dennis Ellerman		Vending Manufacturers	Present
Mr Andjar Firmansjah		Meter Manufacturers	Apology
Mr Bruce Barrett		netVendor	Present
Ms Faith Zhang		Nanjing Yuneng Instruments	Apology
Mr Probo Prasetyo		PT Melcoinda	Apology
Mr Liu Xu		Nanjing Sanneng Instruments	Apology
Mr Rully Fasri		PT PLN	Apology
Mr Jean Venter	General Secretary	Secretariat	Present

#### 1. WELCOME AND APOLOGIES

The chairman welcomed members present and the above apologies.

#### 2. PROXIES

The secretary advised that member companies PT INTI and PT PLN have issued proxies in favour of the chairman for purposes of voting on the appointment of new directors.

#### 3. READING AND CONFIRMATION OF THE AGENDA

The meeting confirmed the agenda with no amendments.

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#### 4. READING AND CONFIRMATION OF MINUTES

The meeting confirmed the minutes of the meeting that was held on 21 May 2012.

#### 5. CHAIRMAN'S REPORT

The chairman then presented a written report that was tabled at the meeting, covering activities of the association between the dates of 21 May 2012 and 13 May 2013.

**RESOLVED** to adopt the report of the chairman, to publish the report to members and to post the report to the website of the association after correction of minor typographical matters.

[Chairman and Secretary]

**AGREED** to request that the board considers:

- a. How sub vendors fit into the membership structure in the newly proposed memorandum of incorporation and member's agreement.
- b. Procedures for issuing of supply group codes to manufacturers and sub vendors with specific reference to the status of the end user where a manufacturer or sub vendor applies for a supply group code on behalf of an end-user body.

[Board]

**AGREED** to in future remove the list of members from the chairman's report and to only publish the membership statistics and graphs featured in the current report.

[Chairman]

#### 6. FINANCIAL STATEMENTS

The meeting then considered audited annual financial statements for the year ended December 2012 tabled by the treasurer.

**RESOLVED** to adopt the audited annual financial statements for the year ended December 2013 as tabled.

**AGREED** that the board will review the level of public relations and litigation reserves in the financial statements.

[Board]

#### 7. NEW MEMORANDUM OF INCORPORATION AND MEMBERS AGREEMENT

The chairman advised that changes in South African corporate legislation require companies in that country to adopt new founding documents and that the changes also necessitate a redrafting of the members agreement. The board confirmed that it has commissioned the drafting of these

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documents as required and gave notice that a special resolution in this regard will be tabled to the members at the very next opportunity.

#### **8. ELECTION OF MEMBERS OF THE BOARD**

The secretary advised that three nominations were received for vacancies on the board.

- Mr Bruce Barrett from netVendor (Vending System Manufacturers)
- Mr Andjar Firmansjah from PT INTI (Meter Manufacturers)
- Mr Rully Fasri from PT PLN (End-users)

As all three nominations were unopposed in their respective categories, it was **RESOLVED** that the persons elected and deemed to have been elected at this annual general meeting be and are hereby nominated for appointment as directors, each to represent on the management board, the class of members that nominated such representative, such appointments to be approved and confirmed by the management board unless any such appointment is in contravention of the Act or the memorandum and articles of the STS association.

#### **9. CLOSURE**

There being no further business, the chairman then thanked members and closed the meeting.

**THUS READ AND CONFIRMED**

\_\_\_\_\_  
**CHAIRMAN**

\_\_\_\_\_  
**DATE**