

P.E.P. ASSOCIATION

STATUTES

(updated the 15th of May 2013)

ARTICLE 1 - Constitution

It is set up with the adherents to the present Statute and those later joining, a non-profit Association regulated by the French law of 1 July 1901 modified and its implementing legislation.

The Association shall enjoy legal entity status and full capacity from the day it will be made public by publication in the Official Journal of an extract containing the date, title, and the object of the Association as well as an indication of its head office.

ARTICLE 2 - Name

The name is "Association P.E.P".

ARTICLE 3 – Object

This Association object is to develop and lead in France and abroad, a program of environmental products declarations, named PEP ecopassport program for the electrical, electronic and HVAC-R industries.

This program allows interested companies of those sectors to provide reliable environmental data on their equipment and related products, by publishing PEP (Product Environmental Profile), in compliance with reference international standards requirements.

These requirements are specified in the General Instructions of the PEP ecopassport program.

The Association provides necessary support to conduct and deploy PEP ecopassport program according to the procedures defined in the General Instructions of the program.

It contributes to the promotion of the Program among the interested industries and the competent authorities committed to maintain its actions in a full spirit of objectivity, openness and transparency and without any profit motive.

Its actions are non-profit and all actions that would be out of this framework would be necessarily developed out of the associative structure.

To this end, the Association may ask for any external competencies and enter into any contract for the provision of services and studies likely to help or to ensure the fulfilment of its object.

Marks and logos created in the framework of its actions will remain the property of the Association.

ARTICLE 4 - Headquarters

The headquarters of the Association are set at: 11/17 rue de l'Amiral Hamelin - 75783 - PARIS CEDEX 16. They can be transferred in any other place by simple decision of the Steering Committee.

ARTICLE 5 - Duration

The Association is established for an indefinite period.

ARTICLE 6 - Members

The Association is composed of active members and associate members.

Active members are legal entities who participate in the PEP ecopassport Program and are up to date of their contribution. Active members bring their expertise in the various bodies and have the right to vote in the Assembly.

Associate members are legal entities who work within the purpose the association and are up to date of their contribution. Associate members can bring their expertise in the various bodies. They do not have the right to vote in the Assembly.

Members undertake to respect the objectives and rules of the PEP ecopassport Program.

The members participating in the first General Assembly following the Constituent Assembly are the founder members of the PEP ecopassport program.

ARTICLE 7 - Admission of new members

To become a member of the Association, one must submit a membership application countersigned by an active member. The Steering Committee shall decide on the application by examining the relevance, representativeness and the motivation of the candidate regarding the application domain and the purpose of the Association.

The Steering Committee may admit membership application, postpone it or deny it.

ARTICLE 8 - Loss of membership

The quality of Member is lost by:

8.1 - Resignation

- The automatic resignation of the member in case of its legal entity dissolution. This resignation is acknowledged by the General Assembly, which has all the relevant powers.
- The resignation notified by registered letter addressed to the President of the Association.

8.2 - Exclusion

- The Steering Committee may order the exclusion of any Member who ceases to fulfil the conditions of admission in particular default of contribution payment, or serious breach of the statutes or the General Instructions of the program.

It is not required to give reasons for its decision, but the Member shall have the opportunity to explain itself before the Steering Committee.

ARTICLE 9 - Contributions - resources

The resources of the Association are:

- annual contributions paid by its members which amounts are set each year by the General Assembly,
- any public and private grants that it will receive, in general, for the purpose of the Association,
- possible participation of members at the expense of operation of the program,
- any other resource not prohibited by law or regulations in force.

Operations that require financial resources are decided by the Steering Committee which can determine on a case by case basis, specific distribution key for the financing of sector-based expenditure.

Contribution debt starts on the date of admission. It ends six months after the date of resignation or exclusion.

ARTICLE 10 - Rights and Obligations of the members of the Association

The members of the Association have the rights and obligations defined in the present statutes.

Members participate in the General Assembly of the Association. Only active members, up to date of their contributions, have the right to vote.

ARTICLE 11 - Steering Committee

The Association is administered by a Steering Committee composed at the first General Assembly following the constituent Assembly, of a maximum of eighteen elected members. Its composition is as follows:

- representatives of professional organizations, six active members at most,
- representatives of industrial enterprises, six active members at most,
- representatives of other institutions and representatives of users, six active or associated members at most.

After ratification in the General Assembly, the number of members of the Steering Committee can be changed per three to keep the ratio between the three colleges. The mandate of members is three years. Members may be re-elected.

The Steering Committee meets, at least twice a year, convened by its President.

- It is vested with the broadest powers to administer the Association, within the limit of its object and subject to the powers of the General Assembly.
- It defines the main directions of the association, validates the budget and shall adopt the annual accounts of the association which are submitted to the General Assembly for approval.
- It convenes General Assemblies of the association at least once per year and establishes its agenda.

The Steering Committee works by consensus. If necessary, its decisions are taken by a majority of two thirds of the members of the Committee present or represented. Each Member has one vote. It may have additional power delegated to him by another Member who cannot be present.

The Steering Committee meets, at least twice a year, convened by its President by all means: mail, registered letter with acknowledgment of reception, fax, email, send at least 8 days before the meeting date.

ARTICLE 12- Board

The Steering Committee shall elect from among its active members a President, three Vice-Presidents, a Treasurer. It shall also elect a Chairman of the Technical Committee among its members or among association members not elected in the steering committee. In this last case, the Chairman of the Technical Committee will sit in the board as a non-voting member.

The mandate of the members of the Bureau applies for the period of three years between two elections to the Steering Committee. In the event that this mandate is conferred between elections, it expires first renewal following. These mandates are renewable. The President is elected for three years. His mandate is renewable only once for three years.

The Board prepares and enforces decisions of the Steering Committee and the General Assembly, ensures the management of the association and directs the policy defined by the Steering Committee, by its propositions and its impulse. It prepares the budget that is validated by the Steering Committee and then approved in the General Assembly.

The President executes the decisions of the General Assembly and ensures the proper functioning of the Association. He represents the Association in all acts of civil life and is invested to this effect of the powers to act on behalf of the Association within the limits of its purpose. If not available, the President is replaced by a Vice-President. In the event of resignation of the President elected in mandate, President-designate to succeed completes his mandate, whose duration is not taken into account when new election.

The Treasurer is responsible for the financial management of the Association. He collects revenues and makes payments, under the control of the President. He, or someone else under his responsibility, keeps regular accounts of all transactions.

The Board shall appoint and revokes a General Secretary who ensures the day-to-day operations related to the functioning of the Association.

ARTICLE 13 - Technical Committee

The Steering Committee appoints a technical committee composed of members of the association, so that it ensures the development and the update of the PEP Product Category Rules and the monitoring of the technical aspects of the PEP ecopassport program. The Chairman of the Technical Committee is a member of the Board.

The Technical Committee works on the way of consensus. It may establish and dissolve working groups to carry out its tasks, in particular for the update or the creation of new PEP product Category Rules. It may use the expertise of qualified third parties, non-members of the association.

ARTICLE 14 - General Assembly

The General Assembly is convened by the Steering Committee by all means available: mail, registered letter with acknowledgment of reception, fax, email, send at least 15 days before the meeting date.

The General Assembly comprises all members of the association. Members shall designate a permanent, representative physical person. Only active members, update with their contributions, have the right to vote. Each Member may be represented by another Member of the Association mandated to this effect. Each active member has a vote with a number of votes weighted according to its contribution, in accordance with the rules laid down in the rules of procedure. It can have delegations for authority given by one or several other members, who cannot be present, within the limits of the rules of procedure.

The General Assembly elects the Steering Committee for three years. The Steering committee is renewed annually by third parties, in accordance with the terms specified in the rules of procedure.

Decisions are made to the relative majority of votes of the members present or represented with a quorum of half of the members. The General Assembly hears and approves the activity and financial reports on the situation of the association and the conduct of the PEP ecopassport program. It votes the budget.

The amendment of the statutes or the dissolution of the association may be decided only in an extraordinary meeting of the General Assembly.

Deliberation is valid only if the number of members present or represented includes at least two-thirds of the total number of members. If this quorum is not reached, a new meeting is convened more than fifteen days apart. Decisions are then taken in the relative majority, regardless of the number of members present or represented. But, they shall be limited to the items on the agenda of the first meeting.

ARTICLE 15 – Fiscal Year

Fiscal year of the Association begins January 1 and ends December 31 of each year. Exceptionally, the first exercise begins the first free day after publication of the association in the Official Journal to the closing date of the first exercise.

ARTICLE 16 - Annual accounts

Regular accounting operations of the Association must be kept. The financial report on the operations of the year and the annual accounts are presented by the Treasurer to the General Assembly for approval within six months of the end of the year.

The General Assembly may appoint a statutory auditor

ARTICLE 17 - Dissolution

In the event of the dissolution of the Association for any cause whatsoever, the extraordinary General Assembly refers to one or more liquidators in charge of liquidation operations. At the close of the liquidation, the founding members of the PEP ecopassport program pronounce on the devolution of the net assets and the ownership of the mark.

ARTICLE 18 - Rules of procedure: General Instructions of the PEP ecopassport program

The rules of procedure consist of General Instructions of the PEP ecopassport program established by the Steering Committee which may modify them later.

These articles were approved at the constituent Assembly on 14 December 2009, amended during the Extraordinary General Assembly on 15 Mach 2011, then during the Extraordinary General Assembly on 14 May 2013.

Jean-Michel Rossignol

President

Richard Beuhorry

Treasurer