

Annex C – Associate Membership Agreement

PARTIES:

- (1) The current Members; and
- (2) whose registered office is at
("New Member")

WHEREAS

The parties to the TALQ Consortium Agreement (the "Members") have entered into an agreement for the establishment of industry standardized interfaces for use between a Central Management Software and Outdoor Device Network Systems to enable compatibility of Outdoor Device Network Systems or Central Management Software (the "TALQ Consortium"). This TALQ Consortium Agreement is attached hereto as Schedule A.

It is the intention of the TALQ Consortium that it is open for participation by third-party legal entities which agree with, are committed to and reasonably demonstrate its ability and willingness to promote the agreed Objectives of the TALQ Consortium. Once a third party has signed this Associate Membership Agreement and it is counter signed by the Secretary General, it becomes an Associate Member of the TALQ Consortium.

By signing the terms of this Associate Membership Agreement, New Member accepts the terms and conditions of the TALQ Consortium Agreement; and Now it is hereby agreed as follows:

1 Interpretation

Words and expressions defined or given a special meaning in the TALQ Consortium Agreement shall have the same meanings where used herein.

"Effective Date" shall have the meaning set out in the second paragraph of Clause 3 of this Associate Membership Agreement.

2 Application of the TALQ Consortium Agreement

On and from the Effective Date:

- (a) New Member shall be a party to the TALQ Consortium Agreement as Associate Member and the TALQ Consortium Agreement shall be incorporated by this reference as an integral part of this Associate Membership Agreement and be binding between New Member and Members.
- (b) New Member may enforce the TALQ Consortium Agreement as Associate Member against any of the Members, and each of the Members may enforce the TALQ Consortium Agreement against New Member in all respects.

3 Duration

This Associate Membership Agreement shall continue from the Effective Date for the duration of the TALQ Consortium Agreement or until New Member has withdrawn, or was removed, from the Consortium pursuant to Clause 6 of the TALQ Consortium Agreement.

This Associate Membership Agreement has been entered into on the day this Associate Membership Agreement is signed by both the New Member and the Secretary General on behalf of the current Members. The effective date of this Associate Membership Agreement shall be the date of signing by the Secretary General as shown below ("Effective Date"). This Associate Membership Agreement has been prepared in two originals of which New Member and the signatory on behalf of the current Members have received one original each.

4 Special Provisions for Associate Members

Notwithstanding anything in the TALQ Consortium Agreement or herein, an Associate Member shall have:

- Access to General Assembly meetings; and
- Access to the minutes of the General Assembly meetings; and
- Access to and the right to comment on Draft TALQ Specifications proposed for approval by the Steering Committee; and
- Access to the Approved TALQ Specifications; and
- No representation in Steering Committee; and
- No voting rights in the General Assembly, Steering Committee or Work Groups; and
- No right to participate in Work Groups; and
- Access only to such Confidential Information as shall be authorized by the Steering Committee.

5 Fees

The Consortium's policy towards expenses and membership fees is set out in the Consortium Financial Policy

6 Representation

The New Member represents and warrants that it has the full power to enter into this Associate Membership Agreement.

7 Notices

All notices or communications to be given under this Agreement, pursuant to the TALQ Consortium Agreement, shall, with respect to New Member, be addressed to:

Name:

Address:

Tel.:

E-mail:

URL:

SIGNED FOR AND ON BEHALF OF

SIGNATURE:

NAME:

POSITION:

Date:

SIGNED FOR AND ON BEHALF OF THE CONSORTIUM:

SIGNATURE:

NAME:

POSITION: TALQ Administrator, Signed on behalf of the Secretary General of the TALQ Consortium

Date: