

International Non-Profit Association
“EUROPEAN GARAGE EQUIPMENT ASSOCIATION”,
abbreviated as “EGEA”

42, Boulevard de la Woluwe
WOLUWE SAINT-LAMBERT (1200 BRUSSELS)
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I. NAME, HEADQUARTERS, AIMS, DURATION

Article 1 – Name

An international non-profit association has been formed with the name “European Garage Equipment Association”, to be known by the abbreviation “EGEA”, hereafter referred to as “the association”. Each of these names may be used together or separately.

The association is ruled by the provisions in section III of the Belgian law of June 27, 1921 regarding non-profit associations, international non-profit associations and foundations.

This name shall be immediately preceded or followed by the words “international non-profit association” or the set of initials “AISBL” as well as the address of its head office in all acts, invoices, advertisements, publications or any other document the association shall issue.

Article 2 – Headquarters

The association has its head office in Belgium, 42, boulevard de la Woluwe in Woluwe Saint-Lambert (1200 Brussels) in the judicial district of Brussels. It may be transferred to any other location by simple decision of the Board of Directors, published in the Annexes of the Moniteur belge.

Article 3 – Aims

3.1. The association is vested with the mission of performing scientific, economic, technical and administrative studies of all problems relating to the manufacture and distribution of garage and test equipment and which concern international economic integration, in particular within the EU, together with research into and application of suitable solutions to such problems.

More particularly, the objectives for which the association is established are:

- to encourage and to promote a unity of purpose among European members of the garage and test equipment industry including manufacturers, distributors and dealers in the fields of interest of its members and specifically, but not exclusively, the pursuance of:

- the establishment in the interest of quality, safety, and efficiency, of common standards for the design, construction, installation and operation of garage and test equipment;
- the exchange of information on existing and proposed European and national regulations affecting the design, construction, installation, operation and servicing of garage and test equipment, and preparation of representations to the EU and national governments to seek alliances with other associations;
- the standardisation of vehicle in-servicing testing procedures within Europe;
- the harmonisation of dates of garage equipment tradeshow throughout Europe. Each member country retains the right to determine its own dates;
- the collection and exchange of market information in order to prepare and circulate general European market data.

3.2. In the pursuit of these aims, the association shall, in particular:

3.2.1. assure good relations with EC authorities and other international organisations as well as with European and international organisations representing all partners of the profession represented by the association;

3.2.2. organise conferences, meetings, study days and so on;

3.2.3. study or commission the study of all commercial, technical, legal, social or other matters of general interest to the manufacturing, import, export and servicing of garage and test equipment with the intention of running a continuous review of business practices and promoting more comprehensive knowledge of the international market in order to bring together both manufacturers and distributors;

3.2.4. actively and adequately inform, at the national and international levels, the public and public and legislative authorities, social and economic institutions, consumer associations and all other trade or inter-trade associations of the results of its work;

3.2.5. inform the member organisations.

3.2.6. create, develop (including specifications requirements and schemes) and award quality labels

3.3. The above list is not exhaustive and the association has complete freedom to take any steps or actions which it considers would help it to fulfil its aims. The board of directors is the only body with the authority to interpret, in accordance with the law and the current statutes, the scope of the aims for which the association was formed.

Article 4 – Duration

The association has been formed for an indefinite period.

II. Membership, admission, resignation, membership fees

Article 5 – Members

5.1. The national trade associations legally constituted in Europe in accordance with the laws and customs of their country of origin and representing the activities mentioned in article 3, either as independent associations or as separate sections representing manufacturers, importers or exporters within an organisation with wider terms of reference, are qualified to belong to the association as active members.

5.2. Trade associations from countries outside Europe, legally constituted in accordance with the laws and customs of their country of origin, may be accepted as associate members.

5.3. Companies in European countries that do not have a trade association that is a member of the EGEA may become non-voting sponsoring members unless they form a group reaching a total of membership fees equal to or greater than association membership, at which stage they can apply for full membership with full voting rights.

5.4. Associate and sponsoring members do not hold all social rights. They do not have a vote and their delegates may not be elected director. Upon their admission, the general assembly may determine a special application fee.

5.5. Each country may be represented by one representative body only.

5.6. The members are not exposed to any personal obligations following the social engagements.

Article 6 – Admission

6.1. A written application must be sent to the president at the headquarters of the association.

6.2. The general assembly is the final arbiter for the admission of active members. It also decides upon the admission of associate and sponsoring members. The general assembly will verify whether the conditions for admission defined in article 5 of these statutes are respected. The general assembly's decision need not be justified and will be notified to the candidate in writing.

6.3. Decisions shall be taken by a majority of two thirds of active members present or represented.

Article 7 – Resignation

7.1. Each member is free to withdraw from the association.

7.2. Resignation must be notified before October 1st of the year of effective membership in writing to the president of the board of directors at the headquarters of the association.

7.3. In relation to membership fees due and decisions taken previously, resignation will not take effect until the expiry of the subscription period during which it has been tendered.

Article 8 – Exclusions

8.1. The general assembly may decide on the proposal of the board of directors and by a majority of two thirds of the members present or represented to terminate membership of a member:

8.1.1. that no longer fulfils the membership conditions defined in article 5;

8.1.2. being a legal entity that has ceased to have a legal existence;

8.1.3. that has not completely paid its subscription after the expiry of six weeks' grace from the day of forwarding of a notification by registered mail;

8.1.4. that has acted in a way contrary to the interests of the association or that has endangered its existence.

8.2. Before making a decision concerning exclusion of a member, the general assembly may request a hearing with the member subject to exclusion to hear arguments in its defence.

8.3. Termination is automatic if a member is no longer doing business in the areas which concern the association, or is suspended, having failed to meet its obligations or having been declared bankrupt;

8.4. A disqualified member is debarred from re-applying for membership.

Article 9 – Subscriptions

9.1. The general assembly is empowered to demand membership fees from member associations and active, associate and sponsoring members to meet the costs of administrative services and the day-to-day expenses of the EGEA which are to be kept at a minimum commensurate with the maintenance of an acceptable standard in the conduct of EGEA affairs.

9.2. Members undertake to pay each year the subscriptions defined by the general assembly. These fees may be calculated differently for active, associate and sponsoring members.

9.3. Members as well as members who no longer belong to the association lose their right to benefit of the association's assets. The resignation or exclusion shall not hinder the association's right to claim membership fees or any other amount due to the association. They do not have, nor their beneficiaries or claimants, the right to pursue the recovery of contributions or deposits made by them or their predecessors nor to require an inventory or to seal the association's assets.

III. GENERAL ASSEMBLY

Article 10 – Composition

10.1. The general assembly is the overall management body of the association and consists of all active members represented by a maximum of three delegates from

each member association. Each association may appoint three substitute delegates. Associate and sponsoring members may attend the general assembly but with a consultative vote only.

10.2. Where a member of the general assembly loses or gives up its duties at the national level, this will result automatically in the termination of its mandate within the general assembly.

Article 11 – Powers

The general assembly has full authority to carry out any measures for the fulfilment of the association's objectives.

Among other things, the general assembly has authority to:

- a) determine the general policy of the association;
- b) direct its work;
- c) take all measures and steps considered useful in order to achieve the objectives for which the association was established;
- d) manage the business of the association and take administrative and management action relevant to its objectives;
- e) appoint the secretary general;
- f) approve the board of directors' activity report, the budgets and financial statements;
- g) define membership fees;
- h) appoint and dismiss directors and, if need be, the auditor;
- i) amend the statutes;
- j) disband the association;
- k) admit and expel members;
- l) draft and amend the internal regulations.

Article 12 – Summons of the general assembly

12.1. Each active member may be represented at the general assembly by no more than three persons one of whom shall be the chief executive officer, the secretary general or the president of the national association. Written proxies should be addressed to the office of the secretary general eight days before the day of the general assembly.

12.2. Chairmen of working groups shall be considered members of the general assembly, receive all necessary correspondence.

12.3. Except for the cases mentioned under article 13.3. and 13.4, the deliberations of the general assembly shall only be considered valid provided that at least 50% of the active voting members are present or represented.

If the quorum is not reached a second general assembly will be summoned according to the same rules. The deliberations of this second assembly shall be considered valid regardless of the number of members present or represented.

Article 13 – Decision, votes

13.1. Except in the cases provided in the present statutes or by law, all decisions shall be taken by a simple majority of votes of all active members present or represented and must be brought to the attention of all the members in writing in the form of a letter or circular letter.

When matters are voted upon, each country has three votes.

Associate and sponsoring members are not entitled to vote.

No decision can be taken on a subject not listed on the agenda.

13.2. Resolutions passed by the general assembly shall be entered in a register which shall be signed by the president and kept by the secretary general at the headquarters of the association where they can be consulted.

If a decision is not unanimous, the opinions expressed by the minority(ies) will also be noted and communicated upon request of such minorities.

13.3. Decisions about bodies wishing to join, exclusions, changes to the statutes or voluntary dissolution of the association can only be taken by a majority of two thirds of the members present or represented.

13.4. For decisions requiring a majority of two thirds, the attendance or representation of at least two thirds of the members of the association is required. If this quorum is not present, a further meeting must take place after a minimum of one month's and a maximum of six months' time and decisions made will stand whatever the number of members present or represented.

Article 14 – Meetings

14.1. The general assembly will meet at least twice a year.

14.2. Meetings are called by the president who determines the date and venue of the meeting and its agenda in agreement with the board of directors. Summons to meetings will be sent by letter at least four weeks prior to the meeting, except in case of emergency.

14.3. The minutes kept by the secretary general, shall be drawn up in English, the official language of the association. However, any decision that must be published by law are to be drafted in French.

14.4. Extraordinary general assemblies may be convened at any time by decision of the board of directors or at the request of at least one third of the active members.

14.5. Any proposal from a member association about which the board has been informed in writing at least two weeks before the meeting will also be put on the agenda of the general assembly.

14.6. With the agreement of its national association, any member unavoidably absent may appoint as proxy for that meeting only, his/her substitute or the secretary general or a delegate of another member association to act and vote on his/her behalf. No individual may hold more than one proxy. The proxy must be written and forwarded to the office of the secretary general by no later than the evening before the meeting.

14.7. Members of the bodies which are members of the association may be invited to attend the general assembly and meetings of its working groups as observers.

IV. ADMINISTRATION

Article 15 – Board of directors

15.1. The general assembly elects among the delegates of its members, by secret ballot, a board of directors composed of at least four and no more than seven active members.

The board of directors shall appoint a president, two vice presidents and a treasurer. The vice presidents shall belong to other countries than that of the president.

15.2. All powers of management and administration are vested in the board subject to any limitation imposed by the general assembly. The day-to-day management may be delegated to the president or to a member of the board or to the secretary general. Moreover, it can delegate under its responsibility special and well-defined powers to one or several persons.

The board of directors shall meet as often as required by the activities of the association and at least twice per year.

The president or vice president replacing the president of the board of directors shall summon the meetings. The notice shall be addressed in writing to the board members at least two weeks before the meeting, except in case of emergency. The notice shall specify the date and place of the meeting as well as the agenda.

Meetings of the board of directors must be attended by at least half of its members, by proxy if necessary, for the deliberations to be considered valid. A director unable to attend a meeting of the board of directors may give a written proxy to another director who may, however, not hold more than one proxy. If half of the members are not present or represented, a new meeting must be called.

The Board of Directors is presided by its President or in case the latter is unable to attend, by the oldest Vice-President present or in case he is unable to attend by a director appointed by the other directors present.

15.3. Decisions are made by the board by simple majority of members present or represented. In the event of a tie, the president has a casting vote.

Resolutions adopted by the board shall be entered in a book of minutes by the president and the secretary general and kept by the secretary general at the disposal of the members of the association.

15.4. The board is the executive body of the general assembly and reports to the assembly on its activities during the two annual meetings. This report is approved by vote.

It sets, among other things, the agenda of the general assemblies, prepares its meetings and sees to it that the acts and documents covered by the law are included in the file held at the Registry of the Chamber of Commerce at the association's headquarters and published, if applicable, in the annexes of the Moniteur belge. By law, it also establishes the annual financial statements for the previous fiscal year as well as the budget for the following year. The financial statements and budget are submitted to the general assembly for approval.

15.5. The board or, in an emergency, the president alone, is authorised to make all necessary decisions, on condition that approval is obtained for such decisions as soon as possible and in any case at the next meeting of the general assembly.

15.6. The term of office of the members of the board is two years except for the mandate of the members of the board elected during the founding general assembly. This assembly may, in such case, determine the mandate of the members of the board. The mandate may be renewed. The mandate is honorary.

15.7. Board members can be dismissed by the general assembly by a two thirds majority of active members present or represented.

Article 16 – Vice presidents

The vice presidents assist the president in carrying out his/her duties. In his/her absence, one of them presides over meetings of the general assembly, in order of precedence.

Article 17 – Treasurer

The treasurer is charged with the unrestricted audit of all operations performed by the association. He/she may enquire into the books, correspondence, minutes and all other association records.

He/she draws up the inventory of assets, the operating accounts and a draft budget for submission to the board of directors before approval by the general assembly.

Article 18 – Auditor

If the association must, according to applicable law, nominate a statutory auditor, such nomination shall be made by the board of directors from among the members of the "Institut des Réviseurs d'Entreprises". The auditor shall be in charge of auditing the financial situation of the association, the annual financial statements and the regularity pursuant to the law and the statutes regarding operations to be stated in the annual financial statements. The auditor shall be appointed for a three-year renewable mandate. His/her report shall be submitted to the general assembly that will vote on the approval of the annual financial statements.

Article 19 – Office of the secretary general

The secretary general shall be the association's chief administrator and shall be authorised to attend all meetings.

In particular, his/her duties shall be:

- to organise the office under the authority of the president;
- to ensure that the general assembly's decisions are carried out;
- to do whatever is necessary to promote the aims and objectives of the association and to report to the board of directors thereon;
- to advise on all administrative and organisational matters;
- to collaborate with the treasurer in the preparation of the budget, which shall then be submitted to the general assembly for approval;
- to ensure that the day-to-day operating costs are in line with the budget;
- to receive recommendations, resolutions and suggestions and ensure that they are passed to the relevant commissions so they can be properly dealt with, and to ensure that members are informed of the manner in which they have been followed up;
- to decide if a quorum has been reached when specified by the statutes;
- to note the proposals and votes of both the general assembly and the board of directors.

Article 20 – Working Groups

20.1. At the request of Member associations or within the framework of specific matters, the General Assembly may decide to set up Working Groups.

20.2. The Working Group Chairpersons shall report to the Board of Directors

20.3. Each Working Group consists of a maximum of two official representatives from each Member association nominated by their national association. Each national association has one vote.

Additional experts from companies may attend the Working Group meetings, upon proposal of the national associations and after prior consultation of the Secretariat. The number of the group should be kept to a maximum of twenty six, however under special circumstances this number can be increased.

20.4. Decisions within the Working Groups are taken by consensus. If no consensus can be reached, a two-third majority shall be required.

20.5. Working Groups are governed by its own official rules of procedures.

Article 21 – Delegation of powers, commitments, legal matters

21.1. Matters of ordinary or day-to-day management, receipts and payments for railroad, post, telegram and telephone services to the Office for postal orders and all other State Offices, provincial and local councils – including cheques and money orders, requests to open an account with a financial organisation or bank, deposits or payments – may be signed by the secretary general or by individuals authorised to do so by the board through a special resolution, within limits and conditions stipulated by the board.

21.2. Except otherwise decided, all acts which bind the association shall be signed by both the president or, in his/her absence, by one of the vice presidents, and the secretary general who need not to give evidence of their powers.

21.3. All legal actions, either as plaintiff or defendant, will be handled by the board of directors represented by its president (or a director designated by the president) and the secretary general.

V. OTHER MATTERS

Article 22 – Budget and financial statements

22.1. Each year on December 31st, the financial statement of the association shall be drawn up. However the financial statement concerning the year during which the association has been founded by means of authentic deed shall be drawn up on 31st December of the following year.

The board shall submit to the approval of the next general assembly the financial statement for the previous year.

22.2. The budget and the membership fees for the following year shall be expressed in € and must be defined by the general assembly before October 31st of the current year, unless exceptional circumstances require otherwise.

22.3. Once approved by the general assembly, the financial statements must be included in the file held by the Registry of the Chamber of Commerce of the association's headquarters.

Article 23 – Changes to the statutes, dissolution

23.1. The present statutes may be amended or the association may be disbanded at the request of the board or of at least half of the active members of the association.

23.2. The date of the general assembly as well as the contents of any proposed amendments must be notified to members of the association at least three months in advance.

23.3. The deliberations of the general assembly shall only be considered valid provided at least two thirds of the voting members are present or represented.

23.4. No decision shall be adopted unless it is approved by a majority of at least two thirds of the active members present or represented.

23.5. However if less than two thirds of the active members of the association are present or represented at the general assembly, a new general assembly shall be convened in the same conditions as the preceding one, to definitively and validly decide on the proposals in question, irrespective of the number of members present or represented.

23.6. Amendments to the statutes, confirmed, if applicable, by authentic deed, and approved by royal decree if foreseen by law, as well as the revised text of the statutes following these amendments shall be included in the file held at the Registry of the Chamber of Commerce of the Association's headquarters and published in the annexes of the Moniteur belge.

23.7. The association may be voluntarily dissolved in accordance with the rules relating to quorum and majority set out in articles 13.3 and 13.4 here above. The decision is taken by the general assembly on the recommendations of the board and confirmed by authentic deed.

This decision will determine at the same time the conditions for the liquidation, appoint the liquidators and determine the disposal of any assets remaining after payment of the liabilities.

The liquidators shall allocate the net assets for a purpose as close as possible to the aim for which the association was constituted and in each case will allocate them for a disinterested purpose.

Article 24 – Arbitration

All disputes regarding the interpretation of the present statutes will be dealt with by the general assembly which will decide by secret ballot, without recourse and with full authority.

Article 25 – Liability

The president and the members of the board of directors and general assembly are not personally liable for commitments assumed by the association. Their liability is limited to the carrying out of the mandate they have accepted.

Article 26 – EU Antitrust rules

All members agree to comply strictly with all laws that govern their and the associations activities, particularly all EU competition and antitrust rules.

VI. GENERAL CONDITION

Article 27

Matters not covered by these statutes and more precisely publications that must be made in the annexes of the Moniteur belge will be governed by the provisions of the Belgian law of 27th June 1921 regarding non-profit associations, international non-profit associations and foundations.