

# European Car-Transport Group of Interest (ECG)

## ARTICLES OF ASSOCIATION

### INTERNATIONAL ASSOCIATION

Effective 1<sup>st</sup> January 2020

#### **ARTICLE § 1 - DENOMINATION**

1. The international association (the "Association") is denominated European Car-Transport Group of Interest, or "ECG" in short.
2. ECG is an international non-profit making association ("*Association internationale sans but lucratif*") governed by the Belgian Code of Companies and Associations of March 23 2019.

#### **ARTICLE § 2 - REGISTERED OFFICE**

1. The registered office of ECG is located at B – 1030 Brussels, BluePoint Brussels, Bld. A. Reyers 80. It is situated in the district of the Courts of Brussels. The registered office may be transferred to any other address in Belgium provided this is approved by the Board of Directors and published in the "Annexes du Moniteur Belge".
2. ECG may, subject to a majority of at least 2/3 of the votes of the Full Members present or validly represented at the General Assembly, set up additional administrative or operational headquarters in Belgium and establish offices abroad.

#### **ARTICLE § 3 – PURPOSE**

1. The purpose of the Association is totally non-profit and shall be essentially scientific in nature and will promote and assist scientific and technology research on the products and processes in the field of handling, storage, preparation, treatment and transport of automotive vehicles in view of harmonizing the international standards in the sector. It shall be essentially advisory and investigative in nature. It shall consist of promoting and assisting research on process in the said fields of activity.

2. Within this framework, the Association can represent, promote and defend the interests of the Logistics Service Providers vis-à-vis the European authorities, other international bodies and associations, the Original Equipment Manufacturers (OEMs) and other relevant parties. To this end, the Association shall co-ordinate and circulate the opinions of its members on any issue facing the industry in the technical, economic and legal fields. The Association shall also supply its members and third parties with information of interest to them, inasmuch as this remains the framework of its social purpose.
3. In the direct or indirect pursuit of its purpose, the Association shall be free to acquire all manner of property, goods and chattels, to enter into forms of contract, to accept bequests and covenants, to sell, to grant liens, to mortgage or transfer assets, pursuant to the provisions of the law, to the present statutes and to any subsequent amendments thereof.
4. The purpose of the Association will be implemented in particular, but not exclusively, through the following activities:
  - Representation of the vehicle logistics sector within the EU and other appropriate countries, especially towards the standardization bodies
  - Representation of the vehicle logistics sector towards the OEMs
  - Ensure international collaboration
  - Identify the needs for research and other programmes
  - Establish and facilitate working groups within the Association
  - Establish and facilitate education programmes in support of the industry

#### **ARTICLE § 4 - TERM**

ECG is set up for an unlimited period of time.

#### **ARTICLE § 5 - INTERNAL RULES**

The internal rules of ECG (including any proposed changes thereof) are drafted by the Board of Directors and submitted by the President to the General Assembly for approval. The internal rules determine all organisational, administrative and operational procedures applicable in ECG. The internal rules are not part of the articles of association. In case of a conflict between the provisions of the internal rules and the provisions of the articles of

association, the latter prevail.

## **ARTICLE § 6 - MEMBERSHIP, RIGHTS AND OBLIGATIONS**

ECG includes "Full Members" and may include "Associate Members" (hereinafter together referred to as the "Members").

### **FULL MEMBERS**

1. Any application to become Full Member must come from:
  - A company providing vehicle logistics services or facilities (including any vehicle logistics companies related to production companies, importers or dealers) in Europe (a "Company"); or
  - A concern of companies providing vehicle logistics services or facilities in Europe which handle, store, prepare, treat and transport automotive vehicles and run actual preparation facilities in the field of vehicle distribution, whereby a concern of companies is defined as a group of companies organised as legal entities in which one undertaking controls the other undertaking(s) (a "Concern").

Companies and Concerns are hereinafter jointly referred to as "Organisations".

For the purpose of this article, "Europe" is deemed to include Turkey, the Russian Federation and other regions as appropriate in line with the marketing activities of the OEMs.

2. Any Organisation wanting to become a Full Member submits its application to the Executive Director, specifying (and substantiated by relevant documentation) compliance with the conditions set out in article § 6.1. The Executive Director verifies the fulfilment of those conditions after which he submits the application to the Board of Directors for approval. The Board of Directors decides whether or not the applicant is admitted as Full Member.
3. Without prejudice to article § 6.6 (Associate Members), subsidiaries of Full Members are treated as part of the Full Member for membership purposes when at least 80% of the shares of the subsidiary are directly or indirectly owned by the parent-Full Member and not as a separate Full Member.

4. Each Full Member pays the membership fee as determined by the Board of Directors on an annual basis.
5. No Full Member shall transfer or assign its membership of ECG.

### **ASSOCIATE MEMBERS**

6. Any application to become Associate Member must come from:
  - Ports in Europe handling automotive trade and acting only as landlord to operators
  - Joint ventures between two (2) or more Full Members
  - Subsidiaries of Full Members (where at least 80% of the shares of the subsidiary is directly or indirectly owned by the parent-Full Member) who wish to have individual membership in their own name
  - Industry associations from outside Europe
  - Non-European companies and concerns which otherwise fulfil the conditions of article § 6.1
  - Natural persons, provided that they have an interest or an influence in the vehicle logistics sector
7. Any association, Organisation or person wanting to become an Associate Member submits its application to the Executive Director, specifying (and substantiated by relevant documentation) compliance with the conditions set out in article § 6.6. The Executive Director verifies the fulfilment of those conditions after which he submits the application to the Board of Directors for approval. The Board of Directors decides whether or not the applicant is accepted as Associate Member.
8. Each Associate Member pays the membership fee as determined by the Board of Directors on an annual basis.

### **COMMON PROVISIONS**

9. Each Member accepts to recognize and to comply with the provisions of the articles of association and the internal rules of ECG (including any amendment thereof).
10. Any Member wanting to terminate its membership for the following calendar year notifies the Board of Directors thereof by registered mail before 30<sup>th</sup> September. Any membership fee paid for the current year remains acquired by ECG. No membership fee is reimbursed by ECG under any circumstances.
11. In case of a breach of any of the provisions of the articles of association or the internal rules by a Member, the President notifies the Member thereof and gives it the possibility to remedy the breach (if capable of being remedied) within a reasonable period which shall not be less than thirty (30) days. In the absence of adequate remedy, the President submits a proposal for exclusion to the General Assembly, stating the reason for the exclusion. The relevant Member is invited to the General Assembly and is given the opportunity to present its defence. The final decision on the exclusion is adopted by the General Assembly. The vote of the Member who may be excluded shall not be taken into account.

### **ARTICLE § 7 - LIABILITY OF MEMBERS**

1. The liability of a Member for any debts or liabilities incurred by ECG is limited to its membership fee for the relevant year.
2. No Member has any claim on or entitlement to the assets of ECG, nor has it any claim to a refund of any fee paid, bequest or covenant made by it.

### **ARTICLE § 8 - GENERAL ASSEMBLY**

#### *Composition*

1. Each Member appoints one (1) representative for its representation in the General Assembly. The members of the Board of Directors are invited to attend the General Assembly. Third parties, including sponsors, may be invited to attend the General Assembly with consultative status.

### Powers

2. Save for the decisions which are explicitly attributed to the Board of Directors according to applicable mandatory legislation or pursuant to these articles of association, all decisions of ECG are adopted by the General Assembly. The General Assembly has the power to, inter alia:
  - Appoint and revoke the President, the Vice-President and the other members of the Board of Directors;
  - Approve the annual report of the President, ECG's budget and annual accounts;
  - Grant discharge to the members of the Board of Directors;
  - Amend the articles of association and the internal rules;
  - Dissolve ECG;
  - Set up or dissolve special committees or working groups.

### Meetings

3. The Ordinary General Assembly is held annually in the period between March 1 and June 30. It is convened by the President (or by the Secretariat on his behalf) and held at the registered office of ECG or at any other venue as stated in the convening notice.
4. The President and/or the Vice-President are entitled to convene an Extraordinary General Assembly at any time. The President and/or the Vice-President convene(s) an Extraordinary General Assembly upon the written request of at least one fifth (1/5<sup>th</sup>) of the Full Members. The meeting is held within forty-five (45) days of the receipt of the said request.
5. Convening notes, including the agenda and the proposed resolutions to be adopted, are sent by the Secretariat on behalf of the President, or as the case may be, the Vice-President, to the Members, the members of the Board of Directors, the Executive Director and, as the case may be, third parties at least fifteen (15) days before the date of the General Assembly, either by mail, electronic mail or fax. The General Assembly can only take decisions on items mentioned in the agenda.
6. The General Assembly is chaired by the President or, in his absence, by the Vice-President. The Executive Director is the secretary of the General Assembly. In his absence, the President appoints an alternative.

7. A register is kept of dates and minutes of the meetings of the General Assembly. The minutes of the meetings of the General Assembly must be signed by the President and the secretary and be communicated to the Full Members. Associate Members may consult the minutes at the registered office of ECG.

#### Quorum

8. The General Assembly is deemed to have the authority to deliberate and vote on the items on the agenda if at least a simple majority of the Full Members are present or validly represented. If that is not the case, the General Assembly has to be convened again and can validly vote without quorum.
9. A Full Member who is unable to attend a General Assembly can give a written proxy to another Full Member or the Executive Director, to be sent to the President, via the Secretariat, at least 10 days before the date of the General Assembly. A Full Member and the Executive Director can hold an unlimited number of proxies. Votes by mail are not accepted.

#### Voting

10. Unless otherwise stated in the articles of association, decisions are taken by a simple majority of the votes of Full Members present or validly represented.
11. The following decisions require at least a majority of 2/3 of the votes of the Full Members present or validly represented at the General Assembly:
  - Exclusion of a Member;
  - Revocation of the mandate of the President or Vice-President;
  - Changes or amendments to the articles of association or the internal rules;
  - Dissolution and liquidation of ECG.

### **ARTICLE § 9 - THE BOARD OF DIRECTORS**

#### Composition

1. The Board of Directors is composed of minimum six (6) and maximum fifteen (15) members.

### Appointment by General Assembly

2. Each Full Member has the right to submit one (1) candidate for the position of President, Vice-President or member of the Board of Directors. An Associate Member is not entitled to submit a candidate for the position of President, Vice-president or member of the Board of Directors. Any candidate must be submitted by the relevant Full Member by formal written nomination to the President, via the secretariat, at least ten (10) days prior to the date of the General Assembly.
3. The President and the Vice-President are appointed with a simple majority of the votes of the Full Members present or validly represented for a period of two (2) years.
4. After the appointment of the President and the Vice-President, the other members of the Board of Directors are appointed by the Ordinary General Assembly by simple majority of the Full Members present or validly represented for a period of one (1) year.
5. If the number of candidates exceeds the number of mandates available, the candidates with most of the votes are appointed as President, Vice-President or member of the Board of Directors. In case of a tie, the candidate proposed by the Full Member with the longest membership of ECG shall be appointed.
6. One (1) of the members of the Board of Directors is appointed as treasurer.
7. The members of the Board of Directors can be re-elected, save for those members who did not receive discharge in accordance with article § 8.2.

### Termination

8. In the event that a member of the Board of Directors does not participate in two (2) consecutive meetings, his position as member of the Board of Directors is reviewed. In addition, if a member of the Board of Directors fails to attend three (3) or more meetings during a particular year, such member is excluded from re-appointment by the General Assembly, unless the Board of Directors unanimously decides otherwise.
9. During the term of the mandate, the membership of the Board of Directors ends in the following cases:



- Revocation of the mandate by the General Assembly in case a member of the Board of Directors (i) acts against the interest of ECG as defined by the General Assembly or (ii) is not fulfilling his responsibility properly;
- Termination of the professional relationship between a Full Member and the member of the Board of Directors who was working for that Full Member. In such case, the mandate ends automatically without further notice;
- Resignation by a member of the Board of Directors;
- Decease or any other circumstance which renders the performance of the mandate impossible.

In the above cases, the remaining members of the Board of Directors, even if their number is less than six (6), may co-opt a member from amongst the Full Members to join the Board of Directors as a replacement for the remainder of the term of the mandate.

#### Powers

10. The Board of Directors is entrusted with all powers explicitly attributed to it according to applicable mandatory legislation or pursuant to the articles of association. The Board of Directors acts as a council. The Board of Directors is the body which transposes the general political strategy of the General Assembly into practice. The Board of Directors prepares all necessary studies for the President to fulfil his function and appoints the Executive Director.

#### Meetings

11. The Board of Directors meets regularly, at least four (4) times a year, upon reasonable advance written notification by the President or the Vice-President. It shall also be convened whenever at least three (3) of its members so request.
12. The Vice-President is the chairman of the Board of Directors.
13. A register of dates and minutes is kept at the registered office of ECG.

#### Quorum

14. The quorum of a meeting of the Board of Directors is that at least five (5) of its

members are present or validly represented at the meeting.

15. Any member of the Board of Directors who is unable to attend a meeting can give a written proxy to another member of the Board of Directors. Any member can hold a maximum of two (2) proxies in its name. Votes by mail are not allowed.

#### Voting

16. Each member of the Board of Directors has one (1) vote. The President has a casting vote in case of a tie. Decisions are taken by a simple majority of members present or validly represented.

### **ARTICLE § 10 - FISCAL YEAR AND ANNUAL ACCOUNTS**

1. The fiscal year of ECG starts on January 1 and closes on December 31 of the same year.
2. Upon the treasurer's proposal, the Board of Directors submits the annual accounts of the preceding fiscal year to the General Assembly for approval, together with the budget for the current fiscal year, which shall occur at the occasion of the Ordinary General Assembly mentioned in article § 8.3. The annual accounts have to be verified and audited by an independent auditor who is appointed by the Board of Directors.

### **ARTICLE § 11 - REPRESENTATION**

The President represents ECG by all means. For this purpose, the President can give a written power of attorney to the Executive Director, acting individually. All acts which commit ECG, except for special proxies, are signed by the President or, in his absence, by the Vice-President, who will not be required to justify their authority.

### **ARTICLE § 12 – ECG FINANCES**

1. The Executive Director, acting individually, can authorize expenditure up to five thousand euro (EUR 5.000).
2. For all expenditure between five thousand euro (EUR 5.000) and one hundred thousand euro (EUR 100.000), two (2) signatures are required from amongst the Executive Director, the treasurer, the President or the Vice-President.
3. For all expenditure exceeding one hundred thousand euro (EUR 100.000), three (3) signatures are required from amongst the Executive Director, the treasurer, the President or the Vice-President.

### **ARTICLE § 13 – LEGAL ACTIONS**

Legal actions in which ECG is involved are assumed by the Board of Directors represented by the Vice-President or a member of the Board of Directors designated for that purpose by the President.

### **ARTICLE § 14 – LIQUIDATION OF ECG**

In case of liquidation of ECG, the remaining assets of ECG are distributed to a non-profit association or another organisation with a social purpose.

### **ARTICLE § 15 - MISCELLANEOUS**

Anything which is not provided for by these articles of association and in particular the publications to be made in the "Annexes du Moniteur Belge" is governed by applicable mandatory legislation.

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