

AUTOMOTIVE SKILLS ALLIANCE (ASA)

Statutes

ARTICLE 1

NAME, REGISTERED OFFICE AND OBJECTIVES OF THE ASSOCIATION

1.1 Legal Form and Name

Asbl - non-profit association - Automotive Skills Alliance, abbreviated "ASA asbl"

1.2 Registered Office

Rond-point Schuman 6, 1040 Brussels, in the Brussels-Capital Region, Belgium

1.3 Objectives of the Association

- a. Inform members of the association about the European education policy and the legislative framework for the acquisition of skills, with special regard to the needs of the whole automotive ecosystem.
- b. Promote the interests of members in the pan-European process of developing skills and job roles in the automotive ecosystem and respond to the future demands for new skills, job-roles and professions.
- c. Promote the development of the European Skills Agenda in a broader sense, which helps to ensure the economic, social and environmental development of the European automotive ecosystem and of enterprises in the automotive sector.
- d. Establish networks and connections to policy makers, decision-makers at European and national level and other institutions, to promote the interests of members, with regard to education, skills development and employability in the automotive ecosystem.
- e. Analyse all relevant activities related to the interests of the members of the association and present to the members the relevant results of the analysis. Propose relevant activities, strategies and policies to members and implement them either individually, or in conjunction with other stakeholders.
- f. Provide various services required by members in order to achieve common interests and goals of the association.

1.4 Means of the Association to Achieve its Objectives

- a. Participation in public meetings and discussion topics
- b. Collection and compilation of information available from public sources
- c. Submission of proposals to institutions and organizations
- d. Consultations and petitions
- e. Participation in research projects
- f. Organization of seminars and conferences

ARTICLE 2

MEMBERSHIP IN THE ASSOCIATION, RIGHTS AND OBLIGATIONS OF MEMBERS

2.1 Founding members

The founding members of the association are:

- 1) ACEA (Association des constructeurs européens d'automobiles),
Juridical form : Groupement d'intérêt économique (G.I.E)
Registration No : 0444.072.631
With its registered office at Avenue des Nerviens, 85, 1040 Bruxelles, Belgium
Represented by Eric Mark **Huitema**, born on the 17th of December 1963 à Krimpen aan den IJzel, Netherlands, Dutch nationality, Identity card number– Belgian resident- B 4051525 29
- 2) CECRA (Conseil Européen des Métiers et de la Réparation Automobile),
Juridical form : Association internationale sans but lucratif (AISBL)
Registration No : 450.023.283
With its registered office at Boulevard de la Woluwe, 46, Boîte 9, 1200 Bruxelles, Belgium,
Represented by Bernard Paul E . **Lycke**, born on the 22nd of January 1967 à Asse, Belgium, Belgian nationality, Identity card number 592-9328329-17
- 3) CLEPA (Association européenne des fournisseurs automobiles),
Juridical form : Association internationale sans but lucratif (AISBL)
Registration No: 0455.664.329
With its registered office at Cours Saint-Michel, 30, Boîte G, 1040 Bruxelles, Belgium
Represented by Sigrid Erlinde **de Vries**, born on the 23rd of July 1967 à Schoonhoven, Netherlands, Dutch nationality, Identity card number– Belgian resident - B 3704328 92
- 4) ETRMA (European Tyre and Rubber Manufacturers' Association - Association européenne des fabricants de pneus et de caoutchouc),
Juridical form : Association internationale sans but lucratif (AISBL)
Registration No : 881.606.175
With its registered office at Avenue des Arts, 2, boîte 12, 1210, Bruxelles (Saint-Josse-ten-Noode), Belgique
Represented by Frazilet **Cinaralp**, born on the 11th of May 1960 à Karaman, Turkey, Belgian nationality, Identity card number 592-4984068-95

2.2 Members

A natural person or a legal entity can be a member. If a member is a legal entity, its membership rights and obligations are exercised through its legal authority or designated representative.

2.3 Number of Members of the Association

The number of members of the association may not be less than 3.

2.4 Types of Members

The types of members in the association are:

- a. full members (*les membres effectifs*),
- b. partners (*les membres adhérents*)

All founding members of the association become full members of the association.

2.5 Member Obligations

All members are required to:

- a. observe and respect the statutes, act for the benefit of the association and not act against its interests,
- b. provide the association with all data necessary for the registration of members of the association.
- c. not to damage the good reputation of the association by their actions.
- d. contribute through its activities to the fulfilment of the goals of the association.

2.6 Full Members

A full member has the right to:

- a. be informed of all matters concerning the association,
- b. to participate in the General Meeting of Members and to exercise their voting rights at this meeting,
- c. terminate their membership in the association, through resignation,

2.7 Partners

The partner has the right to:

- a. be informed of all matters concerning the association,
- b. to participate in the general assembly of members, but only as an advisor without voting rights,
- c. terminate their membership in the association, through a resignation.

ARTICLE 3

ESTABLISHMENT AND TERMINATION OF MEMBERSHIP

3.1 Membership Application

An applicant for membership in the association must send a complete application for membership to the board of directors of the association.

The application must contain:

- a. for legal entities: the name of the entity; legal form; company registration number; residence; the name of the representative who will represent the member in the association
- b. for natural persons: name; birthdate; residence.

Each application must also contain the contact details of the member (telephone, e-mail), the reason for interest in membership in the association, the main field of activities of the applicant and consent to the processing of personal data.

3.2 Membership Application Processing & Decision

The Board of Directors decides on the applicant's application. In the case of consent, it decides on the admission of the applicant as a partner or as a full member of the association. The applicant becomes a partner at time of delivery of the decision of the Board of Directors on admission as a partner of the association. They become a full member at time of delivery of the decision of the Board of Directors on admission and payment of the membership fee.

3.3 Membership Denial

Should the Board of Directors not agree with the admission of a new candidate, it will notify the candidate in writing of its decision.

3.4 Legal Right to Membership

There is no legal right to membership in the association and the Board of Directors is not obliged to justify why a membership was not accepted.

3.5 Membership Fee

The founding members and every other full member of the association must pay an annual membership fee. The basic annual membership fee is set at a level of 2,000 EUR. The change of the minimal membership fee is subjected to the approval of the General assembly.

3.6 Non-payment of Membership Fee(s)

If a full member does not pay the annual membership fee by the 31st March of a calendar year, they remain a member of the association, but cannot exercise voting rights at the general meeting or in the bodies of the association.

3.7 Membership Expiration

Membership in the association expires:

- a. through an agreement between a member and the board of directors of the association,
- b. unilateral withdrawal of a member from the association,
- c. expulsion of a member of the association,
- d. death of a member, if he is a natural person or by dissolution of a legal entity that is a member of the association,
- e. termination of the activities of the association without a legal successor.

3.8 Membership Withdrawal

A member may withdraw from the association upon presenting a written notice to the Board of Directors; the withdrawal shall take effect thirty days following the date of the receipt of the notification by the Board of Directors.

3.9 Member Expulsion

A member may be expelled from the association if they commit serious misconduct against the objectives of the association, the statutes of the association or against another member of the association. The General Assembly decides on the exclusion on the basis of a proposal from a full member of the association. The request for exclusion must be in writing and must state the reason for the exclusion and the facts on which the request is based. Prior to the issuance of the decision on expulsion of a member, the Board of Directors is obliged to send

a copy of the proposal to the affected member of the association together with the deadline for any comments. The member against whom the request is addressed shall have the right to request to be heard by the general assembly, which shall decide on the proposal for expulsion after consideration. The decision to expel a member must be in writing, must state the reasons and must be delivered to the member in question.

3.10 Termination of Membership

Termination of membership in the association during the calendar year does not entitle the former member of the association or his legal successor to a refund of the membership fee already paid, not even a proportional part.

ARTICLE 4

LIST OF ASSOCIATION MEMBERS

4.1. List of Members

The Board of Directors maintains a list of members of the association and makes regular updates. This obligation only applies to full members, partners may not be included.

4.2 List of Members – Contents

The list includes:

- a. for natural persons - name and surname, date of birth, place of residence, postal address, if it is not the same as permanent residence, telephone and e-mail,
- b. for legal entities – data which are in the public register, together with data on the legal representative to the same extent as for a member who is a natural person,
- c. the date of commencement and termination of membership

Changes in the list of members must be entered into the register by the Board of Directors within eight days of learning about them.

4.3 List of Members – Accessibility

The list is not public. Members of the association can view the register of members at the seat of the association. To do so, they must submit a written request to the Board of Directors.

ARTICLE 5

BODIES OF THE ASSOCIATION

5.1 Bodies of the Association

The bodies of the association are:

- a. Board of Directors (*L'Organe d'administration*)
- b. General Assembly (*L'Assemblée générale*)
- c. Advisory Board (*Conseil consultatif*)

ARTICLE 6

BOARD OF DIRECTORS

6.1 Board of Directors

The Board of Directors is a collective body of the association and is entitled to act in all matters concerning the association (including, for example, change of registered office, website, email address, social contacts, etc.), which do not fall within the competence of the General Assembly.

6.2 Board of Directors – Terms of Election

The Board of Directors is elected by the General Assembly. The term is 3 years.

6.3 Number of Board of Directors' Members

The number of members of the Board of Directors is at least 3 (three); the board of directors also elects the chairman and vice-chairman of the Board of Directors during the first inaugural meeting of the Board, as well as after any change of the composition of the Board.

6.4 New Board of Directors' Member

In the event of the vacancy of a member of the Board of Directors before the end of their term of office, the remaining members of the Board of Directors have the right to propose a new member. The first subsequent General Meeting must confirm the mandate of the proposed member of the Board of Directors or propose another one.

6.5 Decision Making

The Board of Directors makes decisions by a simple majority of votes. If the number of votes is equal, the vote of the Chairman of the Board of Directors is decisive.

6.6 Board Meetings

The Board of Directors meets as required and at least once per calendar year. Meetings of the Board of Directors are convened by the Chairman or Vice-Chairman or, if necessary, by 2 other members of the Board of Directors, if the number of members exceeds 3.

6.7 Board Meeting Notice

Notice of the event must be sent to members at least 2 weeks before the scheduled date of the meeting. This deadline does not have to be met if more than 50% of the members of the Board of Directors agree with the date of the meeting.

6.8 Per Rollam Decisions

The Board of Directors may also decide "per rollam" by written correspondence, e-mail or videoconference. The conditions for the adoption of a decision "per rollam" are the same as for the adoption of a decision in ordinary session.

6.9 Regulations

The Board of Directors has the right to set binding internal rules for all matters not regulated by these Articles of Association.

6.10 Communications

The Board of Directors may communicate all official information with its members via e-mail address, provided that the member has provided a verified and active e-mail address and has not expressly excluded the sending of communications by electronic means.

6.11 Dissolution & Liquidation Proposal

Each member of the Board of Directors has the right to propose the dissolution and liquidation of the Association if the Association does not carry out its activities or if the Board of Directors or the General Meeting is not convened for a period of 2 years.

6.12 Member Reduction

The number of members of the Board of Directors may exceptionally be reduced to 2 members, in which case unanimity is required for all votes and decisions.

6.13 Other provisions

For all matters not regulated by these statutes; the Board of Directors has the right to establish binding regulations. The regulations must be in conformity with the law and the statutes of the association, under penalty of nullity of these regulations

ARTICLE 7

GENERAL ASSEMBLY

7.1 General Assembly

The highest body of the association is the General Assembly of Members composed of all full members of the association. The first general assembly to be called by the Board of Directors within 3 months after the establishment of the organisation.

7.2 Regularity of Meetings

The Ordinary General Assembly is held at least once a year and is convened by the Board of Directors or if 1/5 of the full members request it.

7.3 Decisions

The General Assembly has a quorum with more than half of the full members of the association. A simple majority of votes of the members present or represented (via proxy to other member) is required for a decision.

7.4 Rights of the General Assembly

The rights reserved to the General Assembly are:

- a. decision on the establishment, transformation or dissolution of an association,
- b. decision on the adoption and amendment of the articles of association,
- c. decision on expulsion of a member,

- d. discussion and approval of the annual report, financial statements and budget of the association,
- e. decision on settlement of property in case of dissolution of the association,
- f. decision on the establishment or dissolution of the bodies of the association,
- g. decisions on further actions, if required by law

7.5 General Assembly Meeting

The General Assembly is convened at least one month before the day of the event. The notice convening the General Assembly is sent by the Board of Directors and must contain:

- a. venue address and full information to reach general assembly electronically
- b. date and time of the meeting,
- c. information on whether it is an ordinary or extraordinary general meeting,
- d. the agenda of the General Meeting

7.6 Agenda Changes

In the event that a member of the Association requests a change in the agenda of the General Assembly, he must send the proposal to the Chairman at least 21 days before the General Assembly.

7.7 General Assembly Process

At the beginning of the General Assembly, the Chairman and Secretary of the General Assembly are elected and the agenda of the General Assembly is approved. Issues that are not included in the draft agenda of the General Assembly may be decided only if they are present and agreed by all full members who have the right to vote on the issue.

7.8 Removal of a Member of the Board of Directors

The removal of a member of the Board of Directors outside the election period requires the presence of 4/5 of the members and 4/5 of the votes of the members present or represented at the General Assembly. All founding members of the association must vote for the appeal at the same time.

7.9 Expulsion of a Member

At the General Assembly, the consent of 2/3 of the votes of the members present or represented is required to expel a member.

7.10 Amendments to the Objectives of the Association or its Transformation

To change the goal or transform the association, the presence of 2/3 members and 4/5 votes of the members present or represented is required at the General Assembly.

7.11 Voluntary Termination or Dissolution of the Association

For the voluntary termination of the activities or dissolution of the association, the presence of 2/3 of the members and 4/5 of the votes of the members present or represented is required at the General Assembly

In the event of the dissolution of the association, the members of the Board of Directors and the members of the association shall, at an Extraordinary General Meeting, allocate any positive financial balance from the liquidation to a disinterested purpose which comes as close as possible to the purpose for which the association

was established.

7.12 Meeting Conditions

It is allowed to hold the general meeting remotely (electronically). The invitation to the general meeting shall contain a clear description of the procedures for the participation of members at a distance. The ways in which it is possible to record that a member is attending a general meeting by electronic means of communication and can therefore be considered present is defined as follows: the member must be authenticated by his video camera at the beginning and end of the session. The Association organizes the remote possibility to participate in the General Assembly, whether or not the persons authorized to participate in the General Assembly use it; there is nothing to prevent these people from participating physically, even if the possibility of participating electronically is organized. The minutes of the General Assembly must list all problems and technical events that prevented or disrupted electronic participation in the General Assembly or voting.

ARTICLE 8

ADVISORY BOARD

8.1 Establishment

The Association establishes an Advisory Board (*Conseil consultatif*) as an advisory body to the Board of Directors. The Advisory Board is established at the inaugural general assembly of the association and its members are representatives of the founding members of the association. The founding members appoint their representatives in the Advisory Board at the constituent general meeting or notify the board of directors in writing.

8.2. Rights

The Advisory Board supervises the work of the Board of Directors and provides recommendations to improve the work of the Association as such as well as Board of Directors. The Advisory Board issues recommendations, either individually or at the request of the Board of Directors (members of the Board of Directors have no voting rights in the Advisory Board). The Advisory Board may not act on behalf of the Association, it is not authorized to interfere in the operation of the Association or in the decisions of the Board of Directors or the General Assembly.

8.3. Advisory Board Members

The members of the Advisory Board are appointed for a period of 5 years, with the exception of the first term of office, which is 7 years. In the event of the vacancy of a member of the Advisory Board before the end of his term of office, the founding member who nominated the released member shall have the right to co-opt the new member. The first subsequent General Assembly will confirm the mandate of the co-opted member of the Advisory Board.

ARTICLE 9

FINANCIAL YEAR

9.1 Term

The financial year begins on the 1st January and ends on 31st December. The exception is the first financial year, which begins with the date of establishment of the association and ends on 31 December 2021.

9.2 Budget & Activities

The activities of the association are carried out on the basis of the budget proposed by the Board of Directors and approved by the General Assembly.

ARTICLE 10

CONFLICT OF INTEREST

10.1 Conflict of Interest – Board Member

If a member of the Board of Directors of the association is confronted with a conflict of interest (i.e. a direct or indirect interest that is in conflict with the nature of the decision or measure falling within the competence of the board), he must notify the other members before a decision is made. Thereafter, they may not take part in the debate or vote on this particular item. An explanation of this conflict of interest must be provided in the minutes of the Board of Directors' meeting.

10.2 Conflict of Interest – Majority of the Board

If the majority of the members of the Board of Directors present or represented have a conflict of interest, the decision or transaction must be submitted to the General Assembly. If the General Assembly approves the decision or operation, the Board of Directors may implement it.

ARTICLE 11

FINAL PROVISIONS

11.1 Other

All matters not addressed in these Articles of Association are governed by generally binding legal regulations.

11.2 Period of Establishment

The association is established for an indefinite period.

11.3 Language Use

The original version (published in official Belgian bulletin - Moniteur Belge) is in French