

ECMA

CONSTITUTION

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ECMA CONSTITUTION

1 NAME AND REGISTERED OFFICE

1.1 The name of the association will be the "European Castor and wheel Manufacturers' Association", but still to use the initials of ECMA.

1.2 The seat of this Association is in the country member of the European Union at the address of the Secretariat.

2 DURATION

The association expires at the end of year 2030.

3 OBJECTIVES

The objectives of the association are:

- To facilitate contacts between its members and to reinforce the bonds of fellowship which should unite all the members of a single industry;
- To promote cooperative action among its members and to foster equity in business usage;
- To consider and deal in a lawful manner with those common intra-industry problems of management, such as those involved in the production, distribution, employment and financial functions of this industry;
- To undertake such other usual activities of industry associations as may be designated from time to time, which are designed to promote the interests of the industry, and in general to carry on any other business in connection with the foregoing;
- Through its support or by any other means, to promote all trade or general organisations whose objectives are scientific and economic research, to centralise and disseminate documentation of general or specific interest to the trade, and to promote and support all research and studies concerning the trade;

- To endeavour to resolve any difficulties which may arise between the members of the association and to reconcile the parties;
- Produce and deliver accurate statistical information as may serve the members in conducting their business intelligently and with a knowledge of existing general conditions in the industry, in accordance to what specified within this constitution.

4 MEMBERS

Members are European manufacturers of castors and wheels: companies with registered premises in a country within Europe in which designing and manufacturing and selling take place.

4.1 Membership application

- 4.1.1 Application for membership must be made in writing to the Secretary of the Association. Applications for membership will be entered into the agenda of the Board meeting following the date of the application.
- 4.1.2 Decisions to admit new members must be passed by a 4/5 majority vote of the Board, with a minimum of 2/3 of the Board present; should an application for membership be rejected, an appeal may be made to the General Assembly, where a majority vote of 4/5 of the members present or represented must be obtained to overturn the decision of the Board.
- 4.1.3 Membership is not limited in number.

4.2 Limited Membership

- 4.2.1 Members whose capital is owned over 50% by one or more Members, will be admitted with no voting rights. Their membership is called “limited”.
- 4.2.2 Should this condition occur or cease after joining, then the Member or Limited Member must inform immediately the Secretary and the President of their change of status: the issue is added to the agenda of the next Board’s meeting for adoption.

4.3 Membership resignation, suspension and expulsion

- 4.3.1 Resignation will not become effective until the end of a calendar year. Any Member wishing to resign from the association must

advise the Secretary not later than July the 1st of the year of required resignation.

- 4.3.2 The Board may decide to suspend the Member in case such Member is recognised as having acted detrimentally to the Association or to one or more of its Members or is failing to comply to obligations set forth by this constitution. This decision of the Board must be confirmed and rendered final by a decision of the next General Assembly taken by a 4/5 majority vote of the association members at which a minimum of 2/3 of the members are present or represented.
- 4.3.3 Resigning, suspended or expelled Members will still be liable for the payment of their subscription for the current year and will under no circumstances be able to lay claim to any damages or to the assets and property of the Association.
- 4.3.4 Each member can be represented within the association by persons that own the company or hold the office of Managing Director.

5 STATUTORY BODIES

The statutory bodies of this association are:

- a) General Assembly
- b) Secretary
- c) Treasurer
- d) Board
- e) President
- f) Vice-President
- g) Working Groups

5.1 General Assembly

5.1.1 The General Assembly is composed of the Members of the association and is convened at least once a year by the 30th June.

5.1.2 The following are reserved for examination by the annual General Meeting:

- The report on the business of the Association presented by the President;
- Treasurer's financial report;
- The appointment of the Treasurer;
- Alterations to the constitution, which may only be decided upon by a 4/5 majority vote at a General Assembly, details of which must be notified to all Members in writing with the notice of the meeting;

5.1.3 The President will call for a General Assembly under the following circumstances:

- once a year, the annual meeting, on a date and place as approved by the Board;
 - any time, should the circumstances so require, after obtaining the agreement of the Board
 - on request submitted by at least five Members of the association.
- 5.1.4 Notice of General Meetings must be given at least four weeks in advance and indicating the agenda.
- 5.1.5 Each Member has one vote in the General Assembly. Members with “limited membership” may not vote, but can hold proxy only for the Member which controls him as indicated in section “Members”.
- 5.1.6 Members not attending the General Meeting may vote by proxy. Each Member can hold not more than two proxies. Proxies must be in written form and must reach the Secretary and the President two days before the venue.

5.2 Secretary

- 5.2.1 The duties of the Secretary are:
- ensure the constitution of the association is upheld at all times;
 - assist other statutory bodies in their tasks;
 - execute the decisions taken by the Board and the General Assembly;
 - keeping of the statutory accounts of the Association;
 - issue the notices to convening all meetings, attend all meetings and be responsible for drawing up the agenda of each meeting in liaison with the President and issuing the minutes of each meeting after obtaining the approval of the Chairman of the meeting as to their accuracy;
 - prepare an annual report of the association activities for each year to be presented to the General Assembly at the annual General Meeting.
- 5.2.2 The Secretary is appointed by the Board on an annual basis, including the remuneration to fulfil its duties and functions.

5.3 Treasurer

- 5.3.1 The Treasurer will be appointed annually by the General Meeting and his re-election will not be restricted.
- 5.3.2 To be responsible for the preparation of the draft budget for the association after taking into account all current and future initiatives of the association as agreed by the Board and/or the General Assembly.
- 5.3.3 The Treasurer will prepare and obtain the agreement of the Board for the annual budget of the association including the salary to the

Secretary or his agents for the work to be undertaken by the Secretary. Any tasks undertaken outside the normal function of the association will be budgeted for separately and the costs agreed by the Board.

5.3.4 The Treasurer will also be responsible for calculating the annual subscription required by the association to undertake the tasks as set out in the budget and to obtain the authority of the Board to issue the agreed subscriptions to each individual Member in accordance with decisions adopted by the Board.

5.3.5 To collect the subscriptions from the members and any other subsidy, which the association may receive.

5.4 Board

5.4.1 The Board governs the Association.

5.4.2 Board Members are elected by the General Assembly for a mandate of two years. Their election must conform to the following:

- Their number is from 3 up to 9;
- Not more than two Board Members from each country;
- Members with “limited membership” may be appointed only if none of Board Members who is controlling the “limited member” or is dependant from the same controlling member are in office;
- The immediate Past President, is de facto a member of the Board, until the President currently in office becomes himself the Past President.

5.4.3 The Board will, in principle, meet annually or whenever the interests of the association so require; the meeting will be convened by the President, either on his own initiative or on request of the majority of the members of the Board. In principle, the meetings will take place three weeks after notice convening it has been given. Meetings can be held by correspondence or by other electronical means (included tele- or video-conferencing).

5.4.4 Each Board Member has one vote. In case the votes for and against are equal, that of the President counts for two.

5.4.5 The Board will have extensive authority to administer the association in accordance with its objectives, and specifically to decide and determine the utilisation of its funds.

5.4.6 The Board may decide to issue subscription charges to its members to finance its functions, calculated according to the budget and the number of members, and which will be collected under the supervision of the Treasurer. All payments made by a Member will become the definitive property of the Association.

5.4.7 The Board can fix charges to Members for the participation to activities organized by the association or services supplied.

5.5 President

5.5.1 The President is elected by the General Assembly.

5.5.2 The President will serve for 2 years and may not be re-elected after serving for two consecutive terms of office.

5.5.3 The President shall:

- represent the Association;
- presides the General Assemblies and the Board meetings;
- be responsible for the execution of the decisions taken by the General Assembly, by the Board and by Working Groups, and will be empowered to do so;
- perform such other duties that are incident to the office of President of the Association.

5.6 Vice-President

5.6.1 The Vice-President is elected by the General Assembly.

5.6.2 The Vice-President will serve for 2 years and may be re-elected.

5.6.3 The Vice-President, in case of absence, inability or death of the President, will perform the duties of the President.

6 STATISTICS

6.1 It shall be a condition of membership that the Member commits to furnish accurate statistical information of the kind and manner outlined in the procedures adopted by the Board or General Assembly.

6.2 Collection and processing of data will be carried out in such a way that it is not disclosed to the Members.

6.3 The information will be released to the Members in a consolidated format. Statistics will be disseminated only if they pertain to three or more members and in no case shall statistics be disseminated which are revealing in respect to the operations of any Member.

6.4 Members who receive statistics are under a special obligation to maintain their confidentiality.

7 OFFICIAL LANGUAGE

7.1 The official language of the Association will be English.

7.2 Members may have any text translated at their own expense, but will use English as the official language for all oral and written communications with or within the Association.

Members may be assisted by personal interpreters at their cost.

8 DISSOLUTION OF THE ASSOCIATION

- 8.1 Should it become necessary to dissolve the association this measure must be taken by an extraordinary General Assembly convened for this purpose.
- 8.2 In order to be valid, this decision of the extraordinary General Assembly must be taken by a 4/5 majority vote of the total membership of the association. This extraordinary General Assembly will decide on the process and procedure of the dissolution in accordance with the regulations in force.

9 OTHER CLAUSES

- 9.1 The financial year will commence on 1st January of each year and will end on 31st December. Exceptionally, the first financial year will commence on the date of formation of the association and will end on 31st December of the following year.
- 9.2 The law and jurisdiction applicable to this constitution is that of the country where the European Court of Justice of the European Union resides.
- 9.3 Any claim arising from the application or related to this constitution must be presented to the President for discussion during a meeting of the Board. If the claim concerns one or more Board members, then the case is presented to the General Assembly. A decision taken with the majority of 2/3 will close the case.
- 9.4 Should any clause of this constitution be considered invalid or null, it will not be of prejudice to the whole act: only the clause invalid or null will cease to be effective.