

AVERE STATUTES January 2016 – Appendix update 2018

AVERE

THE EUROPEAN ASSOCIATION FOR ELECTROMOBILITY

STATUTES

Article one – Form and Title

AVERE “The European Association for Electromobility”, hereinafter also referred to as the “Association”, has been formed in 1978 under the aegis of the European Union.

The Association is subject to Belgian law and administered in accordance with the law of 25 October 1919, as superseded by the law of 2 May 2002 on the non-profit associations, the international associations and the foundations.

The full names may be used together or separately abbreviated.

All acts produced by the association shall bear its name accompanied by the terms “international non-profit association”, or the abbreviations “AISBL” or “IVZW”.

Article two - Object

The Association is non-profit making.

Its objective is to promote the widespread use of electromobility in general and (Battery, Hybrid and Fuel Cell) electric vehicles in particular in Europe and Africa.

Its field of activity comprises everything with regard to electric road vehicles and inland boats meaning battery, hybrid and fuel cell vehicles and of other related technology.

In particular, the association aims at:

- instigating technical and technological improvements to optimize existing products with the aim of meeting market requirements;
- encouraging the introduction of advanced techniques likely to improve vehicle performance significantly and result in the rational utilization of energy sources;
- initiating and, whatever possible, coordinating research and development projects;
- organising symposia, discussions and conferences;
- facilitating studies by means of study committees;
- collaborating with other international bodies with which it has common interests;
- finding the necessary financial resources;
- undertaking all other activities relevant to the object of the Association;
- providing information to political authorities and any other decision makers

The Association, recognised by its members as representative body at the European level in the field of electric vehicles, acts in close co-operation with the Commission of the European Communities and with other international authorities.

Article three – Registered offices

The registered office of the Association is located in Brussels, located in the judicial administrative district of Brussels. This term includes all the communes in the Brussels area.

It is at present Bd. de la Plaine, 2 - 1050 Ixelles, Brussels

It may be transferred by decision of the General Assembly to any other commune in the Brussels area. The decision shall be carried on the basis of a Special Majority as defined in Article 6.6§4 and §5. This should be indicated in the Belgian Monitor.

Article four – Duration

The duration of the Association is unlimited. The Association may be dissolved at any time by decision of a General Assembly. The decision shall be carried on the basis of a Special Majority as defined in Article 6.6.

Article five – Membership

5.1. Categories of Membership

The Association is composed of the following types of members:

- Effective members;
- Affiliated members;
- Associate members;
- Partner members;
- Honorary members.

5.1.1. Effective members

Effective members are National Sections from European countries. There is only one effective member per country.

National Sections are associations covering a country and which include organisations, groups or individuals, in the public or private sectors, whose activities are related to electric road vehicles or inland boats, as well as higher education or research institutes and governmental bodies or any other interested parties.

5.1.2. Affiliate members

Affiliate members are National Sections as described per Article 5.1.1 above in the whole region covered by AVERE. Affiliate members pay lower fees and have less influence in the Association.

There is only one affiliate member per country. There are only affiliate members in countries without effective members.

5.1.3. Associate members

Associate Members are international bodies (groups, associations, etc.) concerned with the development of electromobility.

5.1.4. Partner members

In case there is no national section in a country covered by AVERE, or should this latter not be interested in membership, any organisations, groups or individuals, in the public or private sectors, whose activities are related to electric road vehicles or inland boats, as well as higher education or research institutes and governmental bodies or any other interested parties may become partner member.

5.1.5. Honorary members

The General Assembly may, at the proposal of the Board, decide that an individual is admitted as an Honorary Member because of his special interest in the object of the Association.

5.2. Members' Rights and Obligations

Obligations

Members of the Association have to comply with the provisions of these statutes and with any other obligations proposed by the Board and approved by the General Assembly. Payment of membership fee has to be within the stipulated delay.

Rights

Members of the Association enjoy the rights determined by the General Assembly and in particular:

- may participate in the different discussions and bodies related to the setting up of the EVS;
- may, when relevant, participate in studies or project that are set up by the Board, or Secretariat
- receive the documents published by the Association on the most favorable terms;
- make use of the services of the Association Secretariat to obtain any information it can provide;
- receive every assistance from the Secretariat in obtaining introductions to members of the Association in any country.

5.3. Admission

The admission of members of the Association is decided by the Board

5.4. Termination of membership

If during the first year following his admission a member gives his resignation, this only becomes effective after a 12 months' notice. This notice is reduced to a minimum of three months during subsequent years, the resignation becoming effective at the end of the current financial year. In no case membership fees will be restituted.

The member resigning shall fulfill any obligations that were contracted before his resignation notice.

Nonpayment of membership fee for 6 months after due date will automatically end the AVERE membership. In the case where payments are overdue the member will not benefit from AVERE services or have voting rights.

Any member may be expelled by resolution of the General Assembly in accordance with a normal Majority for examples but not exclusively in the following cases:

- noncompliance with the provision of the Statutes or with any other obligations decided on by the General Assembly;
- actions considered to be incompatible with the principal aims of the Association;

The member expelled shall not be automatically relieved of the obligations incumbent on him.

5.5. Resources

5.5.1. Membership fees

Honorary members are exempted from the payment of any membership fee.

The other Members pay annual membership fees, the respective amounts of which is decided by the General Assembly in accordance with the procedure laid down as per APPENDIX

Each member shall pay his membership fee within three months following the request for payment.

Membership fees are due for each financial year started.

5.5.2. Activities or Studies undertaken by the Association

The Secretariat may participate in activities or studies that are undertaken to achieve special objectives in the framework of research, dissemination, circulation of information or coordination of activities that are related to electric vehicles.

Article six – General Assemblies

6.1. Admission

All representatives of the members, as well as their own members, have the right to attend the General Assemblies.

6.2. Meetings

The Ordinary General Assembly meets every year in principle in October. If possible, at a location which coincides with the holding of an event of international character, such as congress, symposium, colloquy or any other meeting in relation with the object of the association as defined in art. 2 of the present statutes, or else automatically in Belgium on the last working day in October, all even years at 3 p.m. at the registered office.

Extraordinary General Assemblies can be convened by decision of the Board. At the request of at least one third of the Board members an Extraordinary General Assembly will be convened.

Notice of the Meeting is sent to all members at least one month before the date of the meeting.

6.3. Composition

The composition of the General Assembly, of which at least one delegate has to be of Belgian Nationality, is as follows:

- the representatives of the Effective Members;
- the representatives of the Affiliated members;
- the representatives of the Associate Members;
- the representatives of the Partner Members;
- the immediate past President.

The delegates are confirmed by the General Assembly for a term of 3 years on the proposal of the respective members.

Any delegate not fulfilling its obligation may be dismissed by decision of the General Assembly carried on the basis of a Special Majority as defined in Article 6.7§4 and §5. The member that this delegate represented shall propose a substitute to terminate the mandate.

Effective and Affiliate members are allowed a number of votes (one or more delegates)

- not exceeding 4 for Germany;
- not exceeding 4 for France;
- not exceeding 4 for Italy;
- not exceeding 4 for Spain;
- not exceeding 4 for United Kingdom;
- not exceeding 3 for Poland;
- not exceeding 3 for Norway;
- not exceeding 3 for Holland;
- not exceeding 2 for Belgium;
- not exceeding 2 for Austria;
- not exceeding 2 for Sweden;
- not exceeding 2 for Switzerland;
- not exceeding 2 for Turkey;
- not exceeding 1 for all other countries
- not exceeding 1 for Affiliate members.

Each Associate member is represented by one delegate.

Each group of partner members established in one same country is represented by one delegate.

Groups of partner members established in the European Union have the right to propose one additional delegate to represent it at the General Assembly each time the number of their respective members reaches a multiple of five. However, the number of delegates representing these groups shall not exceed the number of delegates representing Effective Members.

Termination of Membership of AVERE will result in simultaneous termination of any GA representation and voting rights.

6.4. Voting and proxy voting

All members eligible to vote may be represented at General Assemblies by an appointee who is himself a representative, provided that the Secretary General receives the proxys before the beginning meeting of the General Assembly. The deciding vote is cast by the President if necessary. Members are only eligible to vote if they have paid membership fee within the stipulated delay.

6.5. Minutes

Minutes are sent to the members by ordinary letter or e-mail. Draft minutes will be sent within a period of 30 calendar days and comments need to be received within 30 days.

6.6. Powers and Duties

The General Assembly is possessed of all powers necessary for achievement of the registered object and in particular:

- is presented by the Board with a progress report and a financial report on the preceding financial year;
- appoints, for a duration of 3 years, two auditors chosen from member representatives with exception of members of the Bureau, the previous President or the previous Treasurer;
- adopts the accounts of the Association and gives discharge to the members of the Board;
- confirms the Board Members,
- fixes members' annual membership fee to finance the following operating budget of the Association in accordance with Article 5.5.1
- defines, on a proposal by the Board, the policy and the major objectives of the Association for the following financial year;
- Approves a budget for the next year presented by the Board;

6.7. Quorum and Majority

The General Assemblies may only take decisions provided that two thirds of the member representatives having voting rights are present or represented.

No quorum is required for an Extraordinary General Assembly following a General Assembly where the quorum could not be reached.

Decisions are normally taken by a simple majority of vote of delegates present or represented.

For important matters decision will be passed only with a 70% special majority vote of delegates present or represented.

Such special majority procedure will be applied when indicated in the statutes.

Vote holders at the General Assemblies are the representatives of the members eligible to vote. Members indicate any changes in representatives at least 15 days prior the meeting, by the legal representative of the member, to the Secretary General.

Article seven – Board

7.1. Powers and Duties

The most important responsibilities of the Board are:

- 1 Determine the Organization's Mission and Purpose
- 2 Determine and Monitor the Organization's Programs and Services
- 3 Select the Secretary General
- 4 Support the Secretary General
- 5 Provide input to and approve an operation plan
- 6 Ensure Adequate Resources and financial planning
- 7 Enhance the Organization's Public Image
- 8 Decide on the appointment of Committee (standing or temporary) to deal with specific topics
- 9 Define a charter for an Advisory Board and select its members
- 10 Approves new members

The Board is the executive body invested by the General Assembly with all the powers of administration and management of the Association. It is empowered to take all decisions within the scope of the policy and the major objectives defined by the General Assembly.

7.2. Composition

The Board consists of one board member nominated by each Effective Member.

Termination of Membership of AVERE will result in simultaneous termination of any Board membership representing that member.

7.3. Quorum and Majority

The Board may legitimately confer when at least half of the delegates are present or represented.

A delegate who is absent or prevented from attending may, by letter, telefax or e-mail, empower one of his colleagues to represent him at a Board meeting and to vote in his stead. However, nobody may represent more than two of his colleagues in this way.

Decisions are taken by a simple majority of the votes of the members present or represented. In the event of the votes being equal, the President of the meeting has the casting vote.

In case of death, incapacity, repetitive absence or resignation of a delegate, the member that is represented by this person may propose a replacement to the Board to terminate the mandate.

7.4. Presidency

Each time a new Board is appointed, the delegates elect a President and three Vice-Presidents.

The President and three Vice-Presidents must be delegates from different National Sections.

The President must be delegate from an Effective Member. The Vice-Presidents must be delegates from either Effective or Affiliated Members.

The election of the President is deemed to have been carried by a simple majority vote of the members of the Board present or represented.

The outgoing President presides over such a meeting.

The term of office of the President is for three years and is renewable once. The terms of office of the Vice-Presidents is for three years and may be renewed.

The President takes the chair at meetings of the Board and takes the required steps to ensure implementation of the decisions.

In the event of death, incapacity, absence or resignation of the President, the Vice-Presidents decides which of them will assume the President's duties until he returns, or in the other cases, until a new President has been elected. In case no agreement could be reached, the elder of the Vice-Presidents shall assume the interim.

7.5. Meetings of the Board

The Board has to meet not less than once a year.

In addition, it may meet whenever convened to do so by the President, or at the request of at least 4 Board members.

The convening notices must be sent at least three weeks prior to the meeting.

Whenever deemed appropriate, subject to the Board approval, an outside person may be invited to participate in specific discussion as an expert. Such a person attends only the relevant part of the meetings and as an observer.

In case of an emergency, the President may request a vote by correspondence.

The minutes of the meetings are sent by a simple letter or e-mail addressed to all the members of the Board.

Article eight – Administration

8.1. Bureau

The Board includes officers, gathered in a Bureau, and entrusted to take all decisions of an executive nature which may be necessary between two meetings of the Board and to draw up recommendations in respect of other matters that require a resolution.

The Bureau is as follows:

- the President;
- the Vice-Presidents;
- the Treasurer;
- the Secretary-General.

The Bureau meets at the request of the President as often as necessary or at the request of two of its members.

8.2. Treasurer

The Board elects a treasurer, preferably from among its Effective or Affiliated members. His term of office is of three years and is renewable.

8.3. Secretary-General

The Board appoints a Secretary-General and whose duties are:

- to assist the President and the Bureau;
- to represent AVERE on a daily basis acting as executive officer
- to execute the AVERE work program
- to manage the AVERE staff and projects
- to organise the preparation and distribution of documents;
- to organise and service the meetings of the Board and the General Assemblies;
- to serve as platform to defend and promote the associations' views;
- to implement the Board and General Assembly decisions;
- to participate in studies and actions that may have been deemed necessary by the Board and General Assembly.
- to report all realized activities to Board and present a synthesis to the General Assembly

8.4. Study Committees

For the purpose of carrying out studies, tasks or to implement specific decisions, ad hoc Committees may be set up on the initiative of the Board.

The Board appoints the President of each Committees and the members thereof upon recommendation from the members.

The Committees meet at the request of their respective President as often as necessary to carry out their assignment.

The President of each Committee reports to the Board which may, at any time, decide to terminate the activities of each Committee.

8.5. Signature of legal documents

The Association is committed towards third parties, only upon the signature of the President, or a Vice-President and another member of Board.

8.6. Representation in law

Legal actions, whether as plaintiff or defendant, is followed, pursued and executed by the Board represented by its President or an administrative officer nominated for this purpose by the former.

Article nine – Amending the Statutes

The General Assembly may amend the provisions of the present Statutes.

Decisions are taken on the basis of the procedure as defined under 6.6§4 and 5 above.

Amendments to the Statutes take only effect after approval after fulfilment of the conditions regarding publicity laid down in title III of the law of 2 May 2002

Article ten – Dissolution

In the event of dissolution, the General Assembly conferring as for amendment of the Statutes shall appoint one or more liquidators to liquidate the property of the Association. The net assets shall be bestowed upon other associations or groups with an object similar to that of the Association. None of the beneficiaries may be previous member of the Association

Article eleven – Languages

The language for all meetings and for all publications of the Association is English.

APPENDIX I

REGULATIONS CONCERNING DUES

The annual contribution dues are equal to the number of points allotted to each member, multiplied by the value of such point.

The value of the point is fixed by the General Assembly upon motion by the Board, in accordance with the Association's requirements.

Splitting up of points allotted to the various types of members

Effective Members

Germany, France, Italy, United-Kingdom, Spain 200

Netherlands, Poland, Norway 160

Belgium, Austria, Sweden, Switzerland 120

Denmark, Ireland, Finland, Portugal, Greece, Turkey 80

Affiliated Members 40

Associate Members 40

Partner Members

- Companies 120
- Governmental organisations 80
- Research organisations 40



The European Association
for Electromobility

- Trade associations 40

Honorary members are exempted from the payment of any membership fee.

The actual value of the points for 2019: 43 Euro ref General Assembly of 161018

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