

## ARTICLES OF ASSOCIATION

### **A. NAME, LOCATION AND OBJECTIVE**

#### **1. NAME AND LOCATION**

a) Under the name

E U W A  
Association of European Wheel Manufacturers

an association is formed pursuant to Art. 60 et seq. of the Swiss Civil Code to speak as one voice on behalf of, and in the common interest of, all eligible wheel manufacturers on the European continent (including the Asian part of Turkey; the “**Association**” and the “**European Wheel Manufacturers**”).

b) The Association and its legal seat are located in Manno, Switzerland.

c) The financial year is the calendar year.

#### **2. OBJECTIVE**

a) The overall objective of the Association is the protection and promotion of the common interests of its members on an international level within the framework of free and fair competition.

b) The Association shall in particular:

- ➔ assure an exchange of opinion or experience about technical issues related to the wheel manufacturing industry
- ➔ attend to technical and basic economic challenges of the wheel manufacturing industry
- ➔ deal with, and have a sustainable impact on, national and international technical regulations and standardisation, including the relative legislation related to, or impacting, the wheel manufacturing industry
- ➔ deal with the participation of the wheel manufacturing industry in national and international common projects
- ➔ study the long-term trends of the economic factors essential for the wheel manufacturing industry, particularly in the European Union and the European Economic Area.

Cognizant of the heritage of the wheel manufacturing industry in Europe, and at the same time conscious in terms of the global challenges and the opportunities of the future, the Association commits to execute its objectives based on the principles of economic, ecological and social sustainability. By doing so, it strives to continuously improve its ecological and social footprint and to adapt to a changing economic, social and ecological environment.

- c) The Association will care for the necessary contacts to and between its members and will communicate with national and international authorities, associations and the wider public to represent its interests efficiently and with responsibility.
- d) The Association will be open for a dialogue with organisations and associations of non-members based on reciprocity.
- e) The Association is not engaged in a profit-making activity.

## **B. MEMBERSHIP**

### **1. CONDITIONS FOR MEMBERSHIP**

European Wheel Manufacturers are eligible for membership subject to the following conditions which are cumulative:

- a) the applicant must accept these Articles of Association;
- b) the applicant must at all times safeguard and promote the implementation of the Association's objectives;
- c) the applicant must comply with the applicable anti-dumping and anti-trust regulations in its state of domicile and where it operates, as well as with any other legislation of each jurisdiction where it sells its products and where it is located; and
- d) the applicant, alone or through any of its legally or otherwise affiliated group or groups of companies, must have at least one production facility on the European continent and at least 20% (twenty percent) of their global installed production capacity within the European continent, as defined in Article A.1.a above.

### **2. AFFILIATED COMPANIES**

- a) Each member represents the affiliated companies over which it has effective control (as a rule over 50% equity participation, the "**Controlled Companies**").
- b) Controlled Companies have no membership of their own and no vote, but they participate in the Association through the controlling company. Controlled Companies



are taken into consideration when assessing the membership dues of the controlling company.

### **3. BEGINNING AND END OF MEMBERSHIP**

- a) Requests for membership are to be made in writing to the Executive Council who decides on the admission, after having carefully evaluated whether the applicant meets the requirements and conditions for admission set out in Article B.1. above. The Executive Council, deciding at its sole, full and unfettered discretion, after due and careful consideration, shall have the power to reject applications without indication of reasons and without the right to appeal.
- b) Members may cancel their membership, effective at the end of the financial year, by written declaration addressed to the President at least 6 months before the effective date.
- c) The Executive Council may, with a majority of two-thirds of the given votes, exclude a member who is acting against the objectives of the Association or these Articles of Association, harms the reputation of the Association, or who does not or not any longer comply with the conditions for membership (pursuant to Article B.1.). The exclusion will become effective as soon as the decision has been taken.
- d) The cancellation of membership does not rescind the obligation to pay membership dues for the current year or dues in arrears.

### **4. ASSOCIATED MEMBERSHIP**

Associated membership shall be open to national associations of European companies manufacturing or selling wheels as well as associations or individual companies with proven expertise and knowledge in the area of wheel technology having their emphasis in testing and certification of wheels.

#### Requirements and conditions for associated membership

- a) The potential new associated member must be presented by a current full member. The Executive Council will, after having evaluated whether the potential new associated member meets the requirements and conditions, decide on the admission, such decision being final and not open for contestation.
- b) Cancellation of associated membership will follow the same criteria as stated in items b), c), d) of Article B.3.
- c) Associated members may attend the yearly General Assembly but without right to vote. Moreover, they are allowed to attend the meetings of the Technical and Logistic



Commissions, or any future commission that may be installed by the Association, in terms of “observers”.

- d) The amount of the yearly fixed and reduced membership dues as well as the entrance fee for associated membership is established by the Executive Council.
- e) Associated members must use the EUWA name and logo correctly and carefully in such a way to avoid any possible confusion with the full members (for instance they have to clearly state to be only “associated member”).
- f) After two years from the acceptance, the Executive Council will evaluate the position of these members to reconfirm them or possibly to invite them to become full members, provided that they meet the necessary requirements.

## 5. HONORARY MEMBERS

- a) The Executive Council is entitled to create the category of “**Honorary Member**” and to grant this title to honourable persons whose activities substantially contributed to the progress and the prestige of the EUWA Association.
- b) Such persons can for example be: founding members, past Presidents and Vice Presidents, members of the Executive Council, Chairmen of the Commissions.
- c) The honorary members will be invited to attend the yearly General Assembly, but they have no right to vote.

## C. ORGANISATION

### 1. ORGANS

The organs of the Association are:

- ➔ The General Assembly (cf. Article C.2.)
- ➔ The Executive Council (cf. Article C.3.)
- ➔ The Auditor (cf. Article C.4.).

### 2. GENERAL ASSEMBLY

- a) The General Assembly constitutes the supreme body of the Association.
- b) The General Assembly shall have the following authority:

- Election of the Executive Council and Auditors.
  - Resolution and approval of the accounts of the financial period closed and of the budget of the new financial period.
  - Determination of membership dues and other contributions by members.
  - Ratification of the Executive Council's acts and vote on motions submitted by the Executive Council.
  - Discharge of the Executive Council and Auditors.
  - Amendment of the Articles of Association or internal regulations.
  - Resolution regarding the Association's dissolution and the disposal of its assets.
- c) The ordinary General Assembly will take place once in the financial year. It will be convened by the Executive Council observing a minimum of 4 weeks' notice. In case all the members accept a date suggested by the President, it will not be necessary to respect such a period for the convocation. The President may convene in special cases an extraordinary General Assembly. Upon written demand of 1/5 of all members, the President will be obliged to convene an extraordinary General Assembly. General Assemblies must be convened in writing with an agenda on the subjects to be dealt with.
- d) The President, or, in the event that he or she is unavailable, the Vice President, presides over the General Assembly.
- e) The General Assembly shall consist of one delegate per member. Members shall nominate competent, high-level, i.e. C-suite, management representatives as their delegates.

Other representatives of members or guests may attend the General Assembly during a part or the whole session in justified cases only and with the agreement of the President. They have no vote.

- f) Each member will have one vote. The simple majority of the given votes will be decisive provided the Articles of Association do not stipulate a different procedure. Amendments of these Articles of Association require a 2/3 majority of the given votes.

The votes can only be given by the delegates of the present members. In case of even votes (tie), the President has the right to cast an additional vote.

The General Assembly invited correctly according to sub-item c) will be capable of passing resolutions if at least half of all the members are represented.

If the General Assembly has no quorum, the President will have to convene a new General Assembly observing a convocation time according to sub-item c). The new Assembly shall have a quorum irrespective of the number of members represented.

- g) Based on a decision by the Executive Council any question for which the General Assembly is competent may be submitted to the members in writing. Such circular resolutions requires a 2/3 majority of all members. They are equally committing as if taken at a General Assembly.
- h) The proceeding of the General Assembly and the decisions taken are to be recorded in minutes to be signed by the President and the Secretary. If no Secretary has been appointed, the minutes are signed by the President and the Vice President.

### **3. EXECUTIVE COUNCIL**

#### **3.1.1 General provisions**

- a) The Executive Council is entrusted with the Association's operations.
- b) It consists of a minimum of 5 and a maximum of 9 persons elected by the General Assembly from among its members every 2 years and which are re-eligible without limitation.
- c) Members wishing to propose a candidate for election to the Executive Council may submit an application to the Executive Council not later than three months before the General Assembly. The Executive Council reviews the applications and proposes the candidates to all members of the Association for election in due time following an internal vote and taking into account the prerequisites for composition of the Executive Council as set out in limb d) below.

In the event of more candidates standing for election to the Executive Council than seats available, all members of the Association shall have the right to vote. Each member receives one vote and can elect from among the candidates according to the number of available seats. Giving proxy to another member is possible. Members can also choose to abstain from voting, in which case they will follow the majority of the votes.

- d) The composition of the Executive Council shall adequately reflect the main countries in which wheels are manufactured. In the composition, it should further be considered that the following categories are represented in the Executive Council:
  - (1) At least one member per category pursuant to Article D.2. and separate regulation, whereas within category 1 each member shall receive one seat.
  - (2) Members producing steel wheels as well as aluminum wheels.
  - (3) Members producing wheels for passenger cars, trucks resp. trailers as well as Off-the-Road vehicles (OTR).
  - (4) Members engaged in the OEM business as well as members engaged in the AM business must be present.
- e) Members of the Executive Council cannot belong to affiliated companies.

- f) The Executive Council determines the membership fee annually and presents it to the General Assembly for approval.
- g) The Executive Council determines the compensation of the President.
- h) The Executive Council convenes whenever the President or the majority of its members so require, however, at least four times a year, once to prepare the affairs of the General Assembly. It is expected that the members of the Executive Council participate in all Executive Council meetings. Furthermore, the members of the Executive Council shall have an active role in both the Technical and the Logistic Commissions.
- i) The Executive Council establishes its own procedural rules of operation. According to items on the agenda it can invite representatives of members or third parties. It will consult closely with the various commission chairmen.

### **3.1.2 President and Vice-President**

- a) The President and Vice President are elected by the Executive Council from among its members for a period of two years. They can be re-elected to the same function without limitation.
- b) The President takes all necessary actions and initiatives to promote the objectives of the Association.

The President represents the Association towards third parties and authorities. He prepares and leads the General Assembly and the meetings of the Executive Council.

The President has a seat both on the Technical and the Logistic Commission (cf. Articles 3.1.3.1 and 3.1.3.2 below), and any future commission that may be established by the Association.

- c) The Vice President works together with the President as his deputy and represents the President in the event that he or she is unavailable.
- d) The President and the Vice President cannot belong to the same member company.

### **3.1.3 Commissions**

- a) Commissions are formed and dissolved by decision of the Executive Council that determines their objectives and elects members and chairman of each commission.

- b) Commissions convene by invitation of their chairman as often as required by their task, but at least once a year. If not otherwise decided by the Executive Council, each commission fixes its own procedural rules of operation.
- c) The Commissions can invite assistance from individual experts or working groups. By decision of the Executive Council a commission can be entitled to co-opt delegates of non-members on a temporary or permanent base.
- d) The President is “ex officio” entitled to participate at all meetings of commissions. He shall have no vote.
- e) The chairmen report on the work of their commissions and on any particular issue of relevance – whenever required – to the President or Executive Council. On the occasion of the General Assembly, they establish a summarizing report to the latter.

#### **3.1.3.1 Technical Commission**

- a) The Chairman of the Technical Commission is elected by the Executive Council preferably among its members for a period of two years. He can be re-elected for an unlimited number of terms.
- b) The Technical Commission has the task to investigate and to present the factors having an influence on logistics, technical development and research in the field of wheel manufacturing (namely for automotives, trucks and trailers as well as off the road vehicles) and particularly methods of production and development and logistics, relative expert opinions, investigations and statistics, as well as national and international specifications, standards, regulations and legislation.
- c) The Technical Commission is a permanent organ of the Association.
- d) The Technical Commission will consist of specialised, highly qualified representatives of the members. It will closely coordinate its activities with the Head of Competence Center (cf. Article 3.1.4.2 below).
- e) The Technical Commission convenes at least twice a year. On these occasions, a presentation by certain invited suppliers may be organised, showing their latest solutions and developments in the particular fields every time chosen by the members.

#### **3.1.3.2 Logistic Commission**

- a) The Chairman of the Logistic Commission is elected by the Executive Council preferably among its members for a period of two years. He can be re-elected for an unlimited number of terms.



- b) The Logistic Commission has the task to investigate ways to optimize the supply chain of wheels from production locations to final destinations. The Logistic Commission focuses on standardization and weight reduction of packaging, internal and external wheel handling and optimization of shipment load ability.
- c) The Logistic Commission is a permanent organ of the Association.
- d) The Logistic Commission will consist of specialised, highly qualified representatives of the members.
- e) The Logistic Commission convenes at least twice a year. On these occasions, the Logistic Commission invites external logistics and transportation companies to present their concepts and solutions for the optimization of the supply chain of wheels. Invitation and participation of presenting companies need to be done according to resp. needs to fulfil objective criteria.

#### **3.1.4 Staff units**

The Executive Council is entitled to appoint staff members on behalf of the Association to perform the assignments defined in the following Articles C.3.1.4.1 and C.3.1.4.2. The Executive Council must adhere to the available budget. Such expenses must be approved by the General Assembly as part of the approval of the budget (cf. Article C.2.b above).

##### **3.1.4.1 Secretary**

- a) Upon proposal by the President, the Executive Council may appoint a Secretary to manage all administrative tasks within the Association. The terms of such employment are determined by the Executive Council. The Secretary does not have to be a member of the Executive Council but shall participate in its meetings without voting right.
- b) The Secretary is responsible for the general administration of the Association and the implementation of the decisions taken by the Executive Council and the General Assembly. He/she assists the President, the Executive Council and the Commissions in promoting the objectives of the Association and is furthermore responsible for circulating invitations and working papers as well as taking, issuing and distributing the minutes of the meetings of the Executive Council and of the General Assembly.

He/she ensures a good level of information between the members of the Association, the Executive Council and the Commissions by issuing circulars, studies and reports and, when necessary, organising information meetings. The Secretary and the Head of the Competence Center (cf. Article 3.1.4.2 below) shall closely coordinate their activities.

In consultation with the President, he/she organises meetings of the Executive Council and General Assemblies.

- c) Besides, with the agreement of the Executive Council and according to the instructions given by the President, an “Operative Office” can be established, taking care of all other administrative affairs of the Association.

### **3.1.4.2 Competence Center**

- a) Upon proposal by the President, the Executive Council may appoint a subject matter expert to lead the Competence Center of the Association (“**Head of Competence Center**”). The terms of such employment are determined by the Executive Council. The Head of the Competence Center does not have to be a member of the Executive Council but shall participate in its meetings without voting right.
- b) The Head of the Competence Center will report to the President. He will further report to the Heads of both the Technical and the Logistic Commissions by the means of a dotted line.
- c) The Competence Center will primarily endeavour to ensure an exchange of technical opinions and experience regarding technical issues and technical and fundamental problems of wheel processing.

It will further be engaged to research the essential factors related to the requirements of the internal market.

In addition, the Competence Center is responsible to maintain regular contacts with national and international authorities and associations (lobbying work) in order to represent the interest of all members with lasting efficiency and responsibility.

He/she ensures a good level of information between the members of the Association, the Executive Council and the Commissions by performing regular workshops, issuing informative documents and through leadership (incl. repository setup) and, when necessary or required, organising additional information meetings. The Head of the Competence Center and the Secretary (cf. Article 3.1.4.1 above) shall closely coordinate their activities.

In consultation with the President, he/she supports in organising meetings of the Executive Council, the General Assembly, and the annual Technical Commissions & Logistic Commissions events.

## **4. AUDITORS**

The auditors can be chosen either from among the members of the Association or by appointing a reputable international firm of professional auditors.



## **D. VARIOUS**

### **1. REMUNERATION, EXPENSES**

The respective functions of Vice President, the members of the Executive Council, the Chairmen and members of the commissions are all honorary and receive no remuneration.

The remuneration of the President will be determined by the Executive Council taking into consideration inter alia the following aspects: compensation for the previous year, temporal expenditure and complexity of the concerns and tasks.

Travelling and other expenses related to the execution of these functions are – as a basic rule – to be borne by the member that is represented by the person concerned.

The Executive Council can decide differently in exceptional cases against presentation of proof of payment.

### **2. MEMBERSHIP DUES**

The costs of the Association shall be covered by membership dues taking into consideration the size of the wheel business of the members. The Executive Council is entitled to establish different categories of members of the Association reflecting on the size of the members. The requirements of the current as well as of the previous years shall be considered. The Executive Council will present the dues for the established categories to the ordinary General Assembly annually.

The membership dues for the associated members shall be reduced and the honorary members shall not be obliged to pay any membership dues.

The applicable dues shall be proposed by the Executive Council and shall be approved by the General Assembly. The membership dues for the associated members shall be established by the Executive Council.

### **3. LIABILITY**

Members are not liable for the debts of the Association and their commitment is limited to the membership dues.

### **4. DISSOLUTION**

At the first General Assembly convened for the dissolution of the Association the decision to dissolve requires a majority of two thirds of all members.



If this condition is not fulfilled then a second General Assembly, convened for the same purpose 4 weeks later, can decide with a two third majority of the present members.

The General Assembly deciding on the dissolution decides also on the disposition of the Association's assets.

## 5. LANGUAGE

English is the Association's official language. If necessary, the Secretary will provide translations during meetings or of documentation.

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Brussels, September 28<sup>th</sup> 2023



Marc Hendrickx, President  
European Wheel Association (EUWA)