



CECRA's statutes

I. Name, registered office, aims

Article 1: Name

A non-profit international association has been formed called "Conseil Européen du Commerce et de la Réparation Automobiles", "European Council for Motor Trades and Repairs", ("Europäischer Verband des Kraftfahrzeuggewerbes", "Europese Raad voor de Automobielhandel en -herstelling", "Consiglio Europeo Del Commercio e della Riparazione Automotoristica", "Europæiske Råd for Automobil-detailhandel og -reparation", "Consejo Europeo del Comercio y la Reparacion de Automóviles", "Conselho Europeu do Comércio e da Reparação Automóvel," Rada Evropy pro obchod a opravy motorových vozidel", "Det Europeiske Rådet for Bilforhandlere og Bilverksteder", "Autoalan Kaupan ja Korjaamotoiminnan Euroopan Keskusjärjestö", "Europeiska föreningen för bilhandel och verkstäder", "Gépjármű-márkakereskedők és Javitók Európai Tanácsa"), to be known internationally by the abbreviation C.E.C.R.A., A.I.S.B.L. Hereinafter called "the Association".

The Association is governed by the provisions of Title III of the Belgian law of 27 June 1921 on non-profit associations, non-profit international associations, and foundations, as amended by the law of 22 May 2002.

Article 2: Registered office

The Association's registered office shall be situated in a municipality within the Brussels jurisdictional district. Its present address is Boulevard de la Woluwe n°42 in Woluwe Saint Lambert. The registered office may be moved to any other address within Brussels' boundaries if the Board of Directors so proposes and the General Meeting decides, and such decision has to be published within one month in the Supplements to the Belgian official Monitor.

Article 3: Aims

- 1) The Association's aim is to represent and defend the interests of the members' undertakings operating in automotive distribution and services and related sectors, more particularly with a view to their economic integration in the European Union and EFTA.
- 2) In the pursuit of these aims the Association shall, in particular:
 - i. Promote and maintain relations with the EU-authorities and EFTA, and the European organisations representative of all the partners of the profession
 - ii. Be a lobbying body at all levels of the EU structure — including the Commission, Parliament, Council of Ministers, Economic and Social Committee — and assure the co-ordination of the lobbying work of its members
 - iii. Keep member organisations informed and updated on current issues affecting automotive trade and services and its future developments
 - iv. The above list is not exhaustive and the Association has complete freedom to take any steps or actions which it considers would help it to fulfil its aims

II. Members

Article 4: Composition of the Association

The Association shall consist of Active and Passive members- the latter are termed Observer and Goodwill Members

A) ACTIVE MEMBERS

A 1) Active members being national automotive trade associations

The national trade associations based in EU and EFTA member states that are legal entities set up in accordance with the laws and common practices of their own countries and which are the trade associations involved in automotive distribution and/or services and/or related sectors.

A 2) Active members being European Brand Dealer Associations

The professional organisations representing at the EU and EFTA level a part of the professional activities of the above-mentioned active members (such as dealer councils or others) which are legal entities set up in accordance with the laws and common practices of the country where their registered office is based.

A 3) Special Cases (See also B 1.iii below)

If there is no National All-Makes Automotive Trade Representative body in a country AND there is no European Dealer Association for a Brand, but a National Brand Dealer Association exists, then it may apply for Active membership of the Association, to the Board.

B) PASSIVE MEMBERS

B 1) Observer members

- i. Any trade association directly involved in the retail motor trade based in a country outside of the boundaries of the European Union and EFTA
- ii. Any trade association directly involved in the retail motor trade as in A above who are accepted as Passive Members by the General Meeting - either at the Association's own request or pending a decision by the General Meeting on their full and active membership
- iii. Special Cases - (See A3 above) If there is a National Single Brand Association as in A3 above and such Association believes it more appropriate it may apply for Passive - Observer Membership

B 2) Goodwill members

Any natural person or corporate body, that wishes to support the Association's activities.

Article 5: General Admission Conditions, Rights and Duties

- 1) The admission of new members is subject to the following conditions:
 - i. The applicants shall address their written application to the President at the Association's administrative address
 - ii. The written application shall be accompanied by a copy of the minutes of the authorized meeting of their members at which it was decided to submit the application; by a translation into English of that part of the minutes that relates to their decision to apply for CECRA membership; by a copy of their most recent accounts including the balance sheet; by a copy of their statutes and internal regulations, and confirmation of the date on which they were formally founded
 - iii. Where there is already in the country of the applicant one or more national trade association(s) in membership, the Secretariat will ask the association(s) to comment in writing on the application. Any such comments which are deemed to be justified and/or objective will be taken into consideration
 - iv. The General Meeting's decision is final and it is the sovereign body in respect of member's admission

- 2 A) ACTIVE MEMBERS - in principal have the right to vote:
 - i. Active members being national trade associations shall have voting rights and the right to nominate a candidate as a director
 - ii. Active members being European Brand Dealers associations shall have voting rights and the right to nominate a candidate as a director
 - iii. Special Case Active Members (see Internal Regulations Article 2 A3) have the right to vote but are not eligible themselves nor do they have the right to nominate a candidate for election as a Director

- 2 B) PASSIVE MEMBERS - in principal do not have the right to vote:
 - i. Observer members have no voting rights nor are they eligible to offer themselves, or propose another, as a candidate for Director
 - ii. Goodwill members have no voting rights nor are they eligible to offer themselves, or propose another, as a candidate for Director
 - iii. Special Case Passive Members (see Article 2 B1.iii) have no voting rights nor are they eligible to offer themselves, or propose another, as a candidate for Director

3) ATTENDANCE

The Board of Directors may determine the appropriate participation of members, delegates/representatives and their advisors/experts at meetings.

Article 6: Withdrawal and Exclusion

Members belonging to the various categories can withdraw on the following conditions:

- 1) A member has the right to withdraw from membership of the Association at any time by giving notice in writing of not less than three (3) months duration. Such notice must be sent by registered mail on the withdrawing member's official letter headed paper addressed to the President at the

Association's administrative address, accompanied by a copy of the minutes of the members' meeting, authorised to make such a decision, duly taken, for the member to withdraw from CECRA.

- 2) If a member resigns before the end of the calendar year, it will not be entitled to re-imbusement of the membership fee or any part thereof.
- 3) Any member whose subscription whether in whole or in part is more than six (6) months overdue is considered to be withdrawing and shall be so warned by registered letter from the Secretariat, which is responsible for informing the overdue member of its status between six and nine months from the date of the original invoice.
- 4) The member whose membership is to be considered "for withdrawal" has the right to present any mitigating circumstances to the General Meeting considering the withdrawal, provided such mitigating circumstances have been previously presented in writing and received by the secretariat no less than one month before the date of such General Meeting.
- 5) The member whose membership is being considered must be notified in writing of the date of the General Meeting that will consider the issue of their (that member's) withdrawal at least 3 months in advance of that meeting. Such notice must also draw the member's attention to their right to present mitigating circumstances to such a General Meeting as confirmed in (4) above.
- 6) The exclusion of a member of the Association may be proposed by the Board of Directors, and determined by the General Meeting after it has heard the interested party's defence, by a majority of two thirds of the votes of the members present or represented.
- 7) Upon cessation of membership for whatever reason, the member loses his right to benefit from the Association's services or assets. The withdrawal or the exclusion shall not hinder the Association's right to claim the membership fees or any other amounts due to the Association for the current Association year.

III. General Meeting

Article 7: Composition and Powers

Article 7.1 Composition

- 1) The General Meeting consists of all Active members:
 - i. Who will be represented by delegates, confirmed to the secretariat before the meeting by each member
 - ii. Each Active member may have only one delegate
 - iii. Active members' delegates may be accompanied by advisors / experts only as approved by the Board (Title II, Art.5.3 – Attendance)
- 2) Observer and goodwill members may attend, but only on a consultative basis and subject to Title II Art.5.3 – Attendance.

Article 7.2 Powers

- 1) With the exception of power delegated to the Board of Directors, the General Meeting has authority to carry out any measures to fulfil the Association's aims.
- 2) The General Meeting shall elect, from among its Active members, the President.
- 3) Among other things, the delegates of Active Members of the General Meeting have authority and responsibility to cast their Active members' votes to:
 - i. Approve budgets and accounts
 - ii. Appoint internal auditors and/or approve an external auditor on the recommendation of the Board of Directors
 - iii. Fix membership fees
 - iv. Elect directors to the Board
 - v. Amend the statutes
 - vi. Wind up the Association
 - vii. Admit and exclude members
 - viii. Elaborate and amend the Internal Regulations
 - ix. Appoint Honorary Officers of the Association, including the Honorary President

Article 8: Convening- The General Meetings

- 1) The General Meeting shall be convened at least once a year by the President either at the Association's registered office or at another address to be stated on the convening notice.
- 2) The General Meeting shall be chaired by the President.
- 3) The notice shall be sent out by the Secretariat by mail or e-mail, at least three weeks before the meeting, subject to the provisions of article 11 of these statutes, and shall include the agenda.
- 4) In addition, extraordinary General Meetings may be convened at any time if the Board of Directors so decides or at the request of at least 20% of the active members.

Article 9: Representation and Quorum

- 1) Each active member, if unable to send a delegate to the General Meeting, may be represented by another Active member's delegate present who has been given a proxy by the absent member. However, no Active member may hold more than two (2) proxies.
- 2) Such a proxy must be confirmed in writing and signed by the appropriate officer of the absent member and received and confirmed by the secretariat of the Association not less than 14 days before the General Meeting.
- 3) To constitute a quorum at any General Meeting there shall be present in person or by proxy at least 50% of Active members' delegates representing at least 50% of the votes.
- 4) If the quorum is not reached, a second General Meeting can be held the same day, notwithstanding the lapse of time stated in Article 8, unless the agenda concerns amendments to the statutes and on condition that the original convocation notice contains an invitation to a second meeting in case the quorum is not reached.
- 5) This second General Meeting will be valid to consider, discuss, vote and enforce the majority decisions, irrespective of the number of Active members' delegates present or represented.

Article 10: Resolutions and Elections

- 1) Except in the cases provided for in articles 6 6), 11 and 12 of these statutes or by law, all decisions shall be taken by a simple majority of votes of all Active members' delegates present or represented and they will be brought to the attention of all members.
- 2) No decision can be taken on a subject that was not put on the agenda.
- 3) Nevertheless with the agreement of two thirds of the Active members' delegates present or represented at the General Meeting, one or more additional points can be added to the agenda and submitted for valid voting, other than a decision on membership fees, amendments of the Statutes, the exclusion of a member or winding up the association which are expressly excluded from this process and cannot be submitted for addition to the agenda.
- 4) Resolutions passed at the General Meeting shall be entered in a register which shall be signed by the President and kept by the secretariat, and made available for examination to all interested members.
- 5) If a decision is not taken unanimously, the opinions expressed by the minority/ies will also be noted and communicated, at the latter's request.
- 6) Each active member is entitled to a number of votes proportionate to its membership fee. This proportion is fixed by the Internal Regulations.

IV. Amendments to the statutes, winding up

Article 11: Amendments

Without prejudice to article 50 § 3, 55 and 56 of the law of 27 June 1921 as amended by the law of 22 May 2002, any resolution to amend the statutes or wind up the Association must originate from the Board of Directors or from a minimum of 51 % of the active members of the Association.

- 1) The Board of Directors must give not less than three (3) months written notice to the Association's members of the date of the General Meeting at which any resolution to amend the statutes is tabled.
- 2) The General Meeting called to consider, discuss and vote on such amendments shall only be valid if a quorum of at least two thirds of the Association's Active Members' delegates are either present or represented by proxy.
- 3) If such amendments concern the aims of the Association, then the quorum must be not less than 80% of the Active Members' delegates in person or by proxy.
- 4) No decision shall be accepted and carried unless it has received a majority of at least two thirds of the Active Members' votes cast.
- 5) If two thirds of the Active members of the Association are not represented, a new General Meeting will be convened. This second General Meeting will be convened after a minimum of 15 days under the same conditions as described directly above.
- 6) Such a General Meeting's resolutions shall be voted by the Active Members present and any Active Members' proxies and fulfilled regardless of the number of members present or represented.
- 7) Amendments to the rules shall be submitted to the Minister of Justice and published in the Appendices of the Belgian Monitor.

Article 12: Winding-Up

Without prejudice to article 50 § 3, and 56 of the law of 27 June 1921 as amended by the law of 22 May 2002, any resolution to wind-up the Association must originate from the Board of Directors or from a minimum of 51 % of the active members of the Association.

- 1) The Board of Directors must give not less than three (3) months written notice to the Association's members of the date of the General Meeting at which there is a resolution tabled proposing the winding-up of the Association.
- 2) The General Meeting called to consider, discuss and vote on the winding-up of the Association shall only be valid if a quorum of at least 80% of the Association's Active Members are either present or represented by proxy.
- 3) No proposition shall be accepted and carried unless it has received a majority of at least two thirds of the votes cast.

- 4) If less than two thirds of the Active members' delegates of the Association are not present, a new General Meeting will be convened. This second General Meeting will be convened after a minimum of 15 days under the same conditions as described directly above.
- 5) Such a General Meetings decisions shall be voted and fulfilled regardless of the number of Active Members' delegates present or represented.
- 6) The manner in which the Association is to be wound up and liquidated, as well as the allocation of any remaining assets, shall be decided by the General Meeting fairly and appropriately.

V. Administration

Article 13: Composition- Board of Directors and Officers of the association

The business of the Association shall be conducted by a Board of Directors composed of:

- 1) The President of the Association, appointed by the General Meeting who shall chair the Board.
- 2) The Chairpersons of the divisions, proposed by their divisions from amongst the representatives of their participating Active members and elected by the General Meeting.
- 3) A Treasurer elected by the General Meeting from amongst the representatives of the Association's Active members.
- 4) The immediate past President.
- 5)
 - i) Where one of the Association's 5 biggest contributing active members is not represented on the Board of Directors, the General Meeting may elect an additional Director to the Board, proposed by that otherwise unrepresented Active Member association
 - ii) Where the representatives of the Association's smaller (not the big 5) active members are not represented on the Board of Directors, a supplementary Director from one such member organisation may be proposed and elected by the General Meeting
 - iii) The General Meeting can elect any other representative of an Active member association to the Board of Directors but limited as under 5) iv and vi)
 - iv) The number of Directors elected from any country must be limited to not more than three.
 - v) If more than one Director, proposed from among a European Brand dealer association, is from the same country, the restriction shall apply as noted in point 5 iv)
 - vi) The Board of Directors must be composed of not less than 5 and not more than 12 persons other than directors elected under point 5) i) and 5) ii)
- 6)
 - i) The Board of Directors shall elect from among its members 3 Vice-Presidents
 - ii) The Board can elect an 'Executive' Vice President from amongst the three Vice Presidents if they believe it to be necessary for the efficient operation of the Association
 - iii) If filled, the office of the Executive Vice President is that of the Board Member principally responsible for liaising with the Executive Director and for the operation of the secretariat
 - iv) The duties of the Executive Vice President shall include fulfilling the various roles of the President in his absence

- 7) The Board of Directors' term of office shall be for a period of three (3) years and can be renewed, subject to re-election at the General Meeting.
- 8) The members of the Board of Directors fulfil their function on a voluntary and unpaid basis, except for expenses within reason. Such expenses should be those directly generated by work representing CECRA and not expenses incurred from attending CECRA's own members meetings.
- 9) Directors and holders of Honorary Offices may be dismissed if the General Meeting so decides by a majority of two thirds of the Active members' delegates present or represented.
- 10) Any director who dies, resigns or is dismissed may immediately be replaced by co-option of an Active member's representative (with the agreement of that Active Member Association) by the Board of Directors. However for the co-opted Director to remain on the Board of Directors beyond 1 year, the co-option must be ratified at the annual General Meeting.
- 11) Should the elected number of Directors be less than 12 as under point 5)vi, then the Board of Directors is free to co-opt up to 2 additional Directors from amongst the Active members, subject to ratification as under point 10) and the restriction of point 5, iv) as above.
- 12) Apart from the President and Immediate Past President, each Director may nominate another Director as deputy who will participate in the meetings of the Board of Directors if the Director is not able to attend.
- 13) Honorary Offices of the Association may attend meetings, including Board meetings, in a non-voting consultative capacity only, subject to Title II, Art.5.3 – Attendance.
- 14) Honorary Officers of the Association who are also delegates for their Active Member Associations, or who are elected to other Offices by the General Meeting, shall not be restricted by their Honorary Office from fulfilling their other elected roles.

Article 14: Appointment of Secretariat and its Duties

- 1) The Board of Directors shall appoint:
 - i) An Executive Director who shall be the chief administrator and who shall attend all meetings
- 2) The Executive Director's duties shall be, amongst others, to:
 - i) After the President and the Executive Vice President to be the primary spokesperson of CECRA
 - ii) Manage the secretariat
 - iii) Reports to the Board of Directors and on a more regular basis to be determined by the Board to the President and the Executive Vice President
 - iv) Recommend a strategy plan for CECRA to the Board Of Directors to be approved by the General Meeting
 - v) Ensure that the decisions of the General Meeting and of the Board of Directors are carried out;
 - vi) Represent CECRA, in its best interests, externally and perform lobby activities under the direction of the Board of Directors
 - vii) Supervise external communication
 - viii) Monitor, promote and campaign on relevant topics at European level and to analyse their impact for CECRA members

- ix) Develop a strong network of contacts within the EU institutions as well as with CECRA members lobbyists

Article 15: Convening – The Board of Directors

- 1) The Board of Directors shall meet when convened by the Association's President, and, in any case, a minimum of 4 times a year.
- 2) Extraordinary meetings of the Board of Directors can be convened at the request of one third of the Directors.
- 3) A director may be represented by another director; however the latter may not hold more than one (1) proxy.
- 4) A quorum of two thirds (the highest complete number below the calculated number if it is not exact whole number) of the Board's members must be present or represented for a meeting to be valid.

Article 16: Powers

- 1) The Board of Directors shall have full powers of management and administration, other than the prerogatives of the General Meeting.
- 2) The Board of Directors may create Divisions and Working Groups according to the different professional activities/businesses represented in CECRA.
- 3) The Board of Directors is responsible for establishing the various Division's operating methods.
- 4) For the day-to-day management and administration of the Association, the Board may delegate its authority to the Executive Director or other member of the Association's Secretariat alone.

Article 17: Resolutions

- 1) For resolutions of the Board of Directors to be valid a majority of votes of the directors present or represented is required.
- 2) If the votes are equal the President shall have the casting vote.
- 3) The Secretariat shall minute meetings of the Board of Directors, such minutes to be signed by the Association's President and the Executive Director after approval by the Board of Directors during its following meeting.
- 4) The Secretariat shall keep a copy of the signed minutes at the Association's administrative address and shall enable members to inspect them when they so wish during normal office hours.

Article 18: Engagements and Commitments

- 1) Except where special powers have been granted to the Executive Director or other member of the Association's Secretariat, all deeds which bind the Association and have been agreed by the Board of Directors shall be signed by the President, or in his absence a Vice-President, and the Treasurer.

- 2) The President, Vice-presidents and Treasurer are not accountable to third parties for the powers they have been granted to this end.

Article 19: Legal matters

- 1) Legal matters, in both prosecution and defence, shall be dealt with by the Board of Directors represented by its President or a director specially appointed by him for this purpose and the Executive Director.
- 2) Should any legal action be required 'internally' between the Association and any of its members – Active or Passive - that process should take place in Belgium and under the application of Belgian law.
- 3) Where possible, any other legal process should take place in Belgium and under the application of Belgian law.

VI. Budgets and Accounts

Article 20: Finances

- 1) The accounting year shall end on the 31st December in each year.
- 2) The Association's financial audit, the years' accounts and the budget for the following year shall be submitted to the General Meeting for approval.
- 3) The "normal" budget and the amount of the subscription fees for the following year shall be expressed in euros and be fixed at the General Meeting before the 30th of September of the current year except under exceptional circumstances.
- 4) The 'normal' budget will exclude, in the interests of prudence, 'abnormal' income, such as that falling under Article IV, Members A3, B1 and B2, which will merely be noted.
- 5) The amount due from each member is subject to the stipulations of the internal regulations.