

ARTICLES
of the
EUROPEAN PARKING ASSOCIATION - EPA

SECTION 1

Name and office

1. The association has the name European Parking Association - EPA
2. The office of the association is based in Cologne, Germany.
3. The association is registered in the association registry in Cologne.

SECTION 2

Purpose and Duties

1. The EPA is the association representing the national parking associations and organisations in Europe.
2. The EPA pursues the following goals:
 - a) The association and the cooperation between the professional parking organisations of different European countries;
 - b) the exchange of professional experience among members;
 - c) mutual support; e.g. in basic questions of the construction and trade law, of government restrictions and the insurance business;
 - d) to facilitate visits to trade shows, exhibitions and congresses as well as company visits;
 - e) the organisation of lectures, congresses and other meetings of all kind.
3. The EPA shall monitor and may exert influence on measures and resolutions of the European Commission and other relevant international bodies relating to parking and urban mobility.
4. The EPA is a not for profit organisation.
5. The EPA can undertake any business activities and measures which help to achieve its association goals.

SECTION 3

Membership

1. The member organisation consists of the following:
 - a) Full Members
 - b) Associate Members
 - c) Honorary Members

2. Full Membership may be given to national professional associations or organisations of a European country which serve the interests of its parking companies and operators and which apply for admission. There will normally be one member association per country. Exceptionally a second association of the same country may be admitted.

3. As Associate Members, the following organisations may be admitted upon application: national professional organisations of European and non-European countries as well as companies or individual persons who are interested in the work of the EPA and who promote its goals.

4. Honorary Membership may be given to individuals who have done outstanding service to the EPA. The nomination of honorary member must be made by resolution of the General Meeting.

5. Applications for Full and Associate Membership must be sent to the EPA Secretariat. The Board shall decide whether to approve applications and by accepting membership, each member agrees to the provisions of these Articles.

6. All members of the EPA are obliged:

- a) to safeguard the interests and the reputation of the EPA and to promote its goals as well as help carry out the decisions of the Association.
- b) to pay the subscriptions in due time, i.e. within the first half of the business year.

SECTION 4

Termination of the Membership

1. Membership in the EPA terminates with resignation, exclusion or with the liquidation of the member association and/or member company.

2. Members may be excluded by the Board if they do not abide by the Articles or if they do not meet their financial obligations despite three reminders which have to be sent at 4 week intervals.

3. Resignation of the membership is possible at the end of the business year. Notice of cancellation must be given to the EPA secretariat in writing 6 months before the end of the business year at the latest, with the date as postmarked applying as the date of the notice of cancellation.

4. An appeal against exclusion may be filed with the first General Meeting following the exclusion. This appeal must be directed by the member concerned to the General Meeting through the Secretariat within three months after notice of the exclusion. Until the final decision about the appeal membership titles and obligations are suspended except for the financial obligations.

SECTION 5

The General Meeting

1. The General Meeting is the supreme authority of the EPA and shall consist of the delegates of the Full Members.
2. The General Meeting will consist of one representative for each member association (full member).
The associations (full members) shall appoint one delegate each who shall be eligible to vote.
The General Meeting will hold an annual meeting and extraordinary meetings if necessary. Other interested persons of the member associations can attend the meetings. However, they shall not have any right to speak. During the meetings, the audience shall be separated clearly from the nominated delegates.
3. Each country represented by one or two full members shall exercise its voting rights by only one of its nominated delegates. A transfer of votes by proxy shall be possible only among the delegates of a member organisation.
4. A country has 2 or 3 or 4 votes:
 - 2 votes – less than 5 million private cars in the country
 - 3 votes – 5 million – 15 million private cars in the country
 - 4 votes more than 15 million private cars in the countryThe number of cars is based on the latest available EUROSTAT figures or equivalent.
5. The General Meeting shall be convened by the President upon the decision of the Board at least once per year. The invitation must be sent out in writing by email four weeks before the assembly date at the latest while at the same time notifying on the agenda. Each Full Member is entitled to put forward motions to extend the agenda which have to be taken into account if having been received by the secretariat two weeks ahead of the General Meeting date.
6. Furthermore, an extraordinary General Meeting shall be convened within two months if so requested by a written application of at least 1/5 of all members and if directed to the Board indicating the purpose and the reasons.
7. The General Meeting constitutes a quorum if at least one half of the Full Members is represented by voting delegates. If this quorum of delegates is not achieved, a new General Meeting with an identical agenda may be convened which constitutes a quorum in any case.
8. Resolutions of the General Meeting are passed with a simple majority of the votes represented in the General Meeting. An exception to this is resolutions on amendments of the articles or on the liquidation of the association which require a 75 % majority of the votes represented.
9. The General Meeting is presided over by the President of the EPA; in his absence, it shall be presided by the Vice-President.
10. Voting is by show of hands. On the request of the delegates of at least three different countries the vote shall be carried out by secret ballot.
11. Minutes must be taken of each General Meeting which must be signed by the President and by the minute-writer. The minute writer shall be the Secretary or any other person appointed by the Board.

SECTION 6

Duties of the General Meeting

1. The General Meeting passes resolutions on all matters which do not lie within the sole competence of the Board, particularly on the following:
 - a) election of the President, and up to nine additional members, who form the Board. The President shall be elected for a period of two years. Board members shall also be elected for a period of two years, so that five members are elected each year.
 - b) approval of the annual budget;
 - c) approval of the annual closing of accounts and discharge of the Board;
 - d) determination of the member contributions for Full and Associate Members;
 - e) appointment of Honorary Members;
 - f) appeals against exclusions from the membership;
 - g) election of two auditors;
 - h) election of the Policy and Strategy Committee;
 - i) amendments of the articles;
 - j) liquidation of the association.

2. The General Meeting shall determine the future tasks of EPA and shall initiate Task Groups to the extent considered necessary by it.
Task Groups can be set up also by the Board or by a "Policy and Strategy Committee" with the consent of the Board.

SECTION 7

The Board

1. The Board consists of a President and up to nine members. The President and seven Board members are representatives of the full members. Two Board Member positions are dedicated to representatives of the Associate Members.

2. The election of the regular seven Board members is performed by the General Meeting from the group of voting delegates nominated by each Full Member. The President and seven Board members who are representatives of the full members are elected according to the voting scheme in Section 5, 4.
The two Board members representing the Associate members are elected by the group of voting delegates and all associate members present in the General Meeting independently of the country they come from. For those two seats each full members delegate and each associate member delegate has one vote which has the same weight. Nominations for these two seats are made by the associate members.
Absent delegates may be elected only if they have agreed in writing to the election. For each country, only one delegate may be elected member of the Board. No company or organisation can have more than one employee on the Board.

3. Applications shall be given to the Secretary four weeks prior to the General Meeting. Criteria for receiving the application in time is the date of communication. The applicants are

to be recommended by at least one Full Member. Candidates for the position of the Associate Board member are nominated by the Associate members. The names of the candidates are to be sent to all Full Members no later than two weeks before the General Meeting. The applicants shall indicate if they apply for election for President, or Board member. In the event that the number of nominations is lower than the number of positions to be elected, direct nomination at the General Meeting shall be possible.

4. The Board shall elect the 2 vice Presidents at its first meeting following a General Meeting.

5. The period of office is restricted to two years. The term of office shall be renewable. In the case of a premature retirement of a member of the Board, election of a substitute shall be carried out for the remainder of the term of office at the next General Meeting to be convened according to Section 5,4. In the case of a vacancy, the Board may co-opt a member until the next general meeting. In exercising this power the Board will take into account the interests of all its members.

6. In all legal matters – jurisdictionally and also out of court- the EPA shall be represented jointly by the President and one member of the Board.

7. Meetings of the Board shall be held as required, if possible, three to four times a year, however, two times a year is a minimum. The Board shall be competent to pass a resolution if at least three Board members are present. Absent members of the Board shall be informed immediately about the resolutions passed.

8. The Board shall allocate specific responsibilities to each Board Member. Their responsibilities shall include finance and legal matters, EU and international affairs, EPA policy and strategy, membership affairs and technical affairs.

SECTION 8

Duties of the Board

1. The Board's duty is to manage the association and to control the daily business. Along with its work, the Board shall look after and represent the interests of all members.

2. The duties of the Board shall include particularly:

- a) Admission and exclusion of the Full and Associate Members;
- b) Execution of the resolutions of the General Meeting;
- c) Monitoring and reacting to EU and international affairs;
- d) Directing and overseeing the Policy and Strategy Committee and establishing task groups as required;
- e) Reports to the General Meeting about the association's work;
- f) Preparation of the closing of accounts and budgets including presentation to the General Meeting;
- g) Preparation of the agenda for the General Meeting and its calling by its President;
- h) Administration of the association's assets;
- i) Prepare an annual business plan for the association;
- j) Appointment of the Secretary;
- k) Coordination and oversight of EPA congress and other events.

SECTION 9

Management

1. The Board shall appoint the Secretary for the management of the daily business. The Secretary shall be responsible for the administrative work in the EPA and usually shall participate in the General Meeting, Board Meetings and other meetings as required.
2. The Secretary shall prepare the agenda for the Board and bring to the Board's attention any relevant matters which have been notified to him.
3. The financial practices shall be the duty of the Secretary to such an extent that the expenses required will be paid by him in mutual agreement with the Board within the limits of the approved annual budget. Any likely overspends of the annual budget shall be submitted to the Board at the point in time when they are foreseeable.
4. Besides reimbursement of cash expenses, the Secretary shall be paid for his work at a level which is determined by the Board.
5. In mutual agreement with the President, the Secretary may hire the staff required for the handling of the administrative work and may determine its remuneration within the limits of the approved annual budget.
6. The Secretary is not a special representative according to §30 of the German Civil Code (BGB).

SECTION 10

Auditors

1. Each year the General Meeting shall elect two auditors. They shall remain in office until next election. A re-election shall be possible.
2. The auditors shall audit the annual close of accounts of the association and shall report to the General Meeting on the results of the audit.

SECTION 11

Committees and Task Groups

1. An elected Policy and Strategy Committee will meet at least once a year and advise the Board.
Task Groups will be established and meet as required
2. The committees and Task Groups will elect their own Chairman and Secretary. The elected Secretary will be responsible for producing and distributing agendas and minutes.

A. Policy and Strategy Committee

1. The Policy and Strategy Committee comprises of up to seven elected members including the chairperson. The members will be elected by the General Meeting for a two year period. The chairperson of the Policy and Strategy Committee or another representative of the Policy and Strategy Committee will participate in all BoardBoard meetings and report to the BoardBoard. The PPresident of the Board and the chairman of the Policy and Strategy Committee must not come from the same company or from the same country.

2. Tasks of the Policy and Strategy Committee:

- a) To develop the policy of the association in accordance with the direction of the General Meeting and the Board;
- b) To devise strategies to achieve the objectives of the association and to ensure that these strategies are applied and followed
- c) The Policy and Strategy Committee will coordinate and manage the task groups.

B. Task Groups

1. Task groups will be established by the General Meeting or Board and undertake work on specific tasks as directed by the Board.

Examples of task groups are:

- a) Technical
- b) Congress
- c) EU legislation
- d) Publications
- e) Standards

2. The task group membership will be formed of volunteer representatives nominated by member associations or the Board and approved by the Board.

3. A scope project plan, timeframe and deliverables to be approved by the BoardBoard needs to be delivered.

C. Election of Policy and Strategy Committee

The members the committee shall be elected by the General Meeting. The nominations shall be given to the Secretary four weeks prior to the General Meeting at the latest. In the event that less than 7 nominations are submitted, direct nomination at the General Meeting shall be possible. The nominations shall be made by the Full Members. The term of all groups and committees shall be two years. Members of committees may stand for reelection.

In each EPA body not more than one member per country shall be represented and not more than two representatives shall come from one company.

SECTION 12

Costs and Compensations

1. The members of the Board, the Policy and Strategy Committee and the Auditors act on an unpaid and voluntary honorary basis. They shall not be entitled to reimbursement of their cash expenses unless specifically directed by the Board.

2. The same shall apply for members and/or delegates who have been entrusted with specific duties by the Board or by the General Meeting.

SECTION 13

Liquidation

1. In the case of a liquidation of the EPA, the liquidation order shall be accompanied by a resolution on the appropriation of the association assets.

2. The liquidation proceedings must meet the legal provisions of the country in which the seat of the association is located.

SECTION 14

Business Year, Place of Performance and Jurisdiction

1. The business year shall be the calendar year.

2. Place of performance for any claims of the association against its members shall be the seat of the association.

3. Jurisdiction for any legal dispute arising from the association membership during the term and after termination of the membership shall be the jurisdiction of the seat of the association.

Approved by the General Meeting
Rotterdam, September 22, 2017