

ARTICLES
of the
EUROPEAN PARKING ASSOCIATION - EPA

as of 14. September 2018

SECTION 1

Name and office

1. The association is named the European Parking Association - EPA
2. The head 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 mobility related service organisations in Europe.
2. The EPA pursues the following goals:
 - a) Operating as the European Association representing the national professional parking and mobility related organisations in European countries.
 - b) Enabling the exchange of professional experience and knowledge with members.
 - c) Promoting information collection and research contributing to an EPA parking databank.
 - d) organising the EPA congresses, lectures and other meetings of all kinds.
 - e) establishing relationships and collaboration with the stakeholders and their representative organisations in the urban mobility context in the European countries and internationally.
3. The EPA shall monitor and may exert influence on measures and resolutions of the European Commissions 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) Institutional Members
 - d) International Affiliate Members
 - e) Honorary Members

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

3. National or international parking industry companies can join EPA as Associate Members.

4. Institutional Members represent national and international organisations with activity areas related to the parking and mobility context.

5. International Affiliate Members are Extra-European or International Parking Associations or Organisations and may be admitted as guest members provided that a membership exchange is reciprocal to both parties.

6. The rights of the membership categories are displayed in the following matrix:

	Full Members	Associate Members	Institutional Members	Affiliate members
Right to participate	Yes	Yes	Yes	Yes
Right to Speak	Yes	Yes	Yes	Yes
Right to petition	Yes	Yes	No	No
Right to vote	Yes	Yes	No	No
Right to be nominated for election	Yes*	Yes*	Yes*	No
Right to vote in elections	Yes*	Yes*	No	No

* for the respective seats in the Board as described in Section 7.2

7. Honorary Membership may be given to individuals who have done outstanding service to the EPA. Furthermore, Honorary Membership can be bestowed on individuals or institutions that have made outstanding contributions to the advancement of the European Parking Industry. The nomination of Honorary Membership must be made by resolution of the Board.

8. Applications for Full, Associate and Institutional 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.

9. All members of the EPA excluding International Affiliate Members and Honorary Members are subjected to an annual fee and 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 annual fee 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 and/or member institution.
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 outstanding financial obligations.

SECTION 5

The General Meeting

1. The General Meeting is the supreme authority of the EPA and shall consist of the one delegate for each Full Member.
2. The General Meeting will hold an annual meeting and extraordinary meetings if necessary. All delegates and other interested persons of the member associations can attend the meetings.
3. Each Full Member has one or two votes.
One vote - the number of cars is below 5 million cars in the country.
Two Votes – the number of cars is above 5 million cars in the country.
The number of cars is based upon the latest available figures by Eurostat.
In case a country is represented by two Full Members, the votes for the country have to be split amongst them.
4. 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.
5. 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.
6. 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.

7. Resolutions of the General Meeting are passed with a simple majority of the votes represented in the General Meeting. An exception to this are resolutions on amendments of the articles or on the liquidation of the association which require a 75% majority of the Full Member votes represented. In case of a parity the President has the casting vote.

8. The General Meeting is presided over by the President of the EPA; in his absence, it shall be presided by a Vice-President.

9. 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.

10. Minutes must be taken of each Annual 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 is responsible for the following matters:

- 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 together with half of the eligible Board members. The election of five Board members takes place every year.
- b) approval of the annual budget;
- c) approval of the annual activities plan proposed by the Board;
- d) approval of the annual closing of accounts and discharge of the Board;
- e) determination of the member contributions for Full, Associate and Institutional 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.

SECTION 7

The Board

1. The Board consists of the President, two Vice-Presidents and up to eight further members. The President and the two Vice Presidents are the Board in terms of §26 BGB (German Civil Code).

The President, the two Vice Presidents and five further Board members are representatives of the Full Members.

Two further Board members are representatives of the Associate Members.

One Board member is a representative of the Institutional Members.

2. The election of the President, the two Vice Presidents and five further Board members is performed by the General Meeting from the group of voting delegates nominated by each Full Member.

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. Nominations for these two seats are made by the Associate Members.

The Board member representing the Institutional Members is nominated by the Board and presented to the General Meeting.

Absent delegates may be elected only if they have agreed in writing to the election. For each Full Member country only one delegate may be elected member of the Board. Each Full Member country may have a representative on the Board and at the same time on the Policy and Strategy Committee. However, it is not possible that one company has representatives both on the Board and on the Policy and Strategy Committee. Company representatives can only be a member of one of those committees.

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 proposed by the Associate Members themselves. The names of all candidates are to be sent to all Members no later than two weeks before the General Meeting. In the Full Membership category 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 period of office is nominally two years and 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 first General Meeting after the retirement. 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.

5. In all legal matters – jurisdictionally and also out of court- the EPA shall be represented by the President or the two Vice Presidents together.

6. 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 six Board members are present. Absent members of the Board shall be informed immediately about the resolutions passed.

7. 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 and technological 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 Board is responsible for all matters of the association, unless they are not delegated to another organ of the association. The duties of the Board shall include particularly:

- a) Define and drive the strategy and the activities of EPA so as to meet the association's goals.
- b) Propose an annual activities plan to the General Meeting
- c) Admission and exclusion of the Full, Associate, Institutional and Honorary Members.

- d) Nomination of the Institutional Member to be represented on the Board for a period of two years.
- e) Execution of the resolutions of the General Meeting;
- f) Monitoring and reacting to EU and international affairs;
- g) Directing and overseeing the Policy and Strategy Committee and task groups as required;
- h) Reports to the General Meeting about the association's work;
- i) Preparation of the closing of accounts and budgets including presentation to the General Meeting;
- j) Preparation of the agenda for the General Meeting and its calling by its President;
- k) Administration of the association's assets;
- l) Prepare an annual business plan for the association;
- m) Appointment of the Secretary;
- n) 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 and the coordination of special tasks and initiatives decided by the Board. The Secretary shall also 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/her.
3. The financial practices shall be the duty of the Secretary to such an extent that the expenses required will be paid by him/her 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/her 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 the next election. A re-election shall be possible.
2. The auditors shall audit the annual closing 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 twice 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 Chairperson and the Secretary can be involved in the organisation of the activity. The Secretary will be responsible for distributing agendas and minutes produced by the Committees and Task Groups.

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 Board meetings and report to the Board. The President 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 group activities.

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
- f) Data and Digitalisation

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 proposed project plan, timeframe and deliverables ought to be approved by the Board.

C. Election of Policy and Strategy Committee

1. The members of 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 candidates shall be made by the Full Members. The term of all groups and committees shall be two years. Members of committees may stand for re-election.



2. The Policy and Strategy Committee may invite a Full Members representative as a guest to the Committee for the remaining period of office. The proposal must be approved by the majority of the P & S Committee members in accordance with the Board.

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
Prague, September 14, 2018

Laurence A. Bannerman
President

Michael Kessler
Vice President

Antoni Roig
Vice President