

INTERNATIONAL ASSOCIATION
ARTICLES OF ASSOCIATION

Coordinated Bylaws as of 29 April 2015

The undersigned wish to create a non-profit making international association with scientific objectives related to lifts, freight lifts, escalators, passenger conveyors and associated systems manufactured, installed or maintained in the European Economic Area or in any other country member of the Council of Europe.

CHAPTER I: NAME, HEAD OFFICE, PURPOSE, DURATION AND LANGUAGE

Article 1: Incorporation and name

- 1.1 A non-profit making international association with scientific objective is hereby created.

- 1.2 This association is named "**European Lift Association**", abbreviated as "**ELA**".

- 1.3 ELA is governed by the Belgian Law of 27 June 1921 on "*associations without a profit motive, international associations without a profit motive and institutions of public utility*", as modified.

Article 2: Head office

- 2.1 ELA has its head office in Brussels, Belgium.

2.2 The head office was established initially at 1150 Brussels, Avenue L. Gribaumont, 1, box 6. It may be transferred to any other location in Brussels by decision of the Board of Directors which shall be published in the Belgian Official Journal. The head office was transferred to 1160 Brussels, Boulevard du Souverain 207 by decision of the Board dated 23 February 2006 and this until 31 December 2014. The head office is, as from 1 January 2015, transferred to 1160 Brussels, Avenue Herrmann-Debroux 44 by decision of the Board dated 27 November 2014.

2.3 If necessary for the purpose of attaining its objectives to the benefit of all its Members, ELA may create or close offices in any Member State of the EEA or the EFTA by decision of the General Assembly upon a proposal of the Board of Directors which shall be published in the Belgian Official Journal.

Article 3: Purpose

ELA is a non-profit making international non-governmental association, the objectives of which are:

- to collect and update information, to set up databases and to publish statistics on equipment and services relating to lifts, freight lifts, escalators, passenger conveyors and associated systems (hereinafter "Lifts and Escalators");
- to participate in the formulation of codes, standards, regulations, instructions or other notifications regarding Lifts and Escalators together with national, EU or international organizations, and to supervise the implementation thereof;
- to promote quality, safety and highest technical standards and to encourage technical progress in the field of manufacturing, installation and maintenance of Lifts and Escalators;
- to promote information for, and continuing training of, installation or maintenance personnel;

- to participate in all dialogues with and to represent its Members vis-à-vis all public or private, national, EU or international organizations dealing, directly or indirectly, with problems or issues relating to Lifts and Escalators;
- to develop a durable link between its Members, the users of equipment and services related to Lifts and Escalators, the public authorities and the public or private organizations in the Lift and Escalator sector and to further co-operation between the European and national authorities;
- to identify the needs and interests of the Members and to inform them of the legislative and political developments at EU level;
- to encourage the adoption of common positions by the European Lift and Escalator industry and to safeguard and represent the interests of the European Lift and Escalator industry;
- to achieve all that is useful with regard to the accomplishment of any of the above objectives without pecuniary profit to ELA or any Member.

Article 4: Duration

ELA is formed for an unlimited duration.

Article 5: Language

The present Articles of Association shall be drawn up in English and in French. In case of conflict, the French version shall prevail.

CHAPTER II: MEMBERSHIP

Article 6: Categories of Members

6.1 Members of ELA are legal entities which are lawfully set up under the national laws and practices of their country of origin. There are three Categories of Members of ELA:

- (1) Category A Members shall be national associations in the Lift and Escalator sector
 - (i) whose headquarters are located in a State member of the Council of Europe; and
 - (ii) whose members are companies representing a range of activities¹ in the Lift and Escalator sector.

There are no limits to the number of national associations per country admitted as **Category A Member**.

- (2) Category B Members shall be national associations in the Lift and Escalator sector
 - (i) whose headquarters are located in a State member of the Council of Europe; and
 - (ii) whose members are companies which do not represent the full range of activities in the Lift and Escalator sector, but substantially represent components manufacturers.

¹ This means that the national or European association in question groups together all the actors in the sector, i.e. companies which directly exercise all or part of the following activities: manufacturing of Lifts (and, if applicable, Escalators), manufacturing of components, installation of Lifts (and, if applicable, Escalators), maintenance and repair of Lifts (and, if applicable, Escalators).

There are no limits to the number of national associations per country admitted as **Category B Member**.

- (3) Category C Members shall be European associations in the Lift and Escalator sector
- (i) whose headquarters are located in a State member of the Council of Europe;
 - (ii) having a minimum of 40 members;
 - (iii) of which at least 4/5 of the members are companies representing a range of activities in the Lift and Escalator sector and located in a State member of the Council of Europe; and
 - (iv) having members from at least five EEA and EFTA States.

By unanimous decision, the General Assembly may accept as Members European associations in the Lift and Escalator sector, which would not meet one of the above-mentioned conditions.

6.2 Subject to the stipulations of Article 11 below, the Board of Directors may admit associate members which shall have the status of Observers. Observers are not Members of any Category and do not vote.

6.3 Members and applicants for membership are obliged to provide the Board of Directors with all relevant information in order for the Board to list them in one of the three Categories of Members or as Observers.

Article 7: Admission to Membership

7.1 The signatories of these Articles of Association automatically are Members of ELA or Observers.

7.2 Applications for admission must be made in writing to the Chairman of the Board of Directors. New Members are admitted by decision of the Board of Directors.

Article 8: Termination of Membership

8.1 Each Member may resign from ELA at the end of each calendar year by sending a six-months' prior written notice by registered mail to the Chairman of the Board of Directors.

8.2 The resigning Member shall remain liable for the payment of its financial contribution calculated until the day its resignation shall have become effective.

Article 9: Exclusion of a Member

9.1 A Member which does not fulfil its obligations hereunder or causes or threatens to cause disruption in the operation of ELA may be excluded by the Board of Directors. The failure to pay the annual membership fee shall in any case constitute a ground for exclusion.

9.2 Exclusion of a Member may only take place after that Member has been given the opportunity to present its views on its proposed exclusion to the Board of Directors.

9.3 Exclusion shall take immediate effect. The excluded Member has the right to appeal against the dismissal decision by registered letter sent to the Chairman of the Board of Directors within four weeks of the exclusion. In such a case, the Chairman shall refer the matter to the next General Assembly which will uphold or annul the dismissal decision.

9.4 The excluded Member shall remain liable for the payment of its financial contribution calculated until the day its exclusion shall have taken effect.

Article 10: Existence of ELA

10.1 ELA shall not be dissolved as a result of the resignation, dismissal or the withdrawal for any other reason of one of its Members.

10.2 Members who resign or are dismissed have no claim against the assets of ELA.

CHAPTER III: OBSERVERS

Article 11: Observers

The Board of Directors may invite individuals, corporate entities, academic institutions, business associations, national associations in the Lift and Escalator sector which cannot be admitted as Members (for instance, because their headquarters are not located in a State member of the Council of Europe), European associations in the Lift and Escalator sector and all other interested entities to attend the activities of ELA as Observers. The Board of Directors will in each case specify whether the Observer concerned will be admitted to one or more specific activities or for a specified period of time. This invitation may, at any time, be withdrawn by the Board of Directors.

Observers do not vote.

CHAPTER IV: FEES

Article 12: Membership Fees and Special Contributions

12.1 The expenses of ELA are covered by the annual membership fees of the Members.

12.2 Each Member shall pay an annual membership fee, the amount of which will be decided by the General Assembly upon a proposal of the Board of Directors.

The annual membership fee shall be increased by decision of the General Assembly upon proposal of the Board of Directors notably in case of expansion of the tasks and missions of ELA or in case the fees are no longer sufficient to cover the expenses of ELA.

12.3 Special contributions can be decided only by the General Assembly upon a proposal of the Board of Directors.

12.4 In case the forward-looking annual budget shows a deficit, the Board of Directors may accept a specific contribution of Members with the aim of presenting to the General Assembly a budget with breakeven or even a surplus.

12.5 The liability of ELA is limited to its assets. Personal liability of its Members is excluded.

CHAPTER V: STRUCTURE AND ORGANIZATION OF ELA

Article 13: Organs of ELA

13.1 The official organs of ELA are the General Assembly and the Board of Directors.

13.2 The Board of Directors may delegate, upon proposal of the Chairman, the daily management of ELA or the management of one or more of ELA's projects to a member of the Board (the Managing Director) or to a special delegate (the General Delegate).

13.3 The Board of Directors may establish committees or working groups.

The Board of Directors shall define the functions of such committees or working groups, determine their objectives and appoint their members. To this end, the Chairman of the Board shall invite the Members to propose candidates.

13.4 All meetings shall be conducted in English. Any documents that must be drawn up in French by virtue of the relevant laws and regulations shall be prepared in French with an English translation.

Article 14: The General Assembly

14.1 Composition of the General Assembly

The General Assembly is composed of all ELA Members.

Observers may attend meetings of the General Assembly upon invitation by the Board of Directors.

The General Assembly shall be presided by the Chairman of the Board of Directors or, in the event that he/she is absent, by another member of the Board of Directors appointed for this purpose by the Chairman.

14.2 Convening of the General Assembly

A General Assembly is normally held once every year at such time and place as determined by the Board of Directors. Convening notices and agenda shall be sent by letter, e-mail or by facsimile message to all Members at least four weeks in advance of the meeting by the Chairman of the Board of Directors. Each Member shall be deemed to have received regular notice if the Member attends or is represented at a meeting.

Extraordinary meetings of the General Assembly may also be convened at any time by decision of the Board of Directors or at the request of one half of the Members of ELA.

The General Assembly is validly convened if more than half of the Members of ELA are present or represented. Decisions shall only be taken on items listed on the agenda. If the above quorum is not present, a new General Assembly must be called and the new General Assembly shall validly decide, regardless of the number of Members present or represented.

Any Member, unable to attend a meeting of the General Assembly, may be represented at such meeting by another Member holding power of attorney or a special proxyholder holding power of attorney. A Member may represent several other Members.

The Board of Directors has the right to have any question within the competence of the General Assembly submitted by correspondence to the vote of the Members of ELA. Such decisions shall be as valid as those taken by the General Assembly. The procedure of vote by correspondence may only be used in case of exceptional circumstances and in case of duly justified emergency. The planned decision must, in addition, be the subject of a detailed explanation in order for the Members of ELA to be able to decide with full knowledge of the facts. Decisions taken by correspondence shall be ratified by the next General Assembly.

14.3 Competence of the General Assembly

The following matters are reserved for the General Assembly:

- the appointment and removal of the members of the Board of Directors, as provided for in Article 15.1.1 below;
- the approval of the budget and the accounts prepared and proposed by the Board of Directors;
- the approval of the level of the annual membership fees upon a proposal of the Board of Directors;

- the approval of special contributions upon a proposal of the Board of Directors;
- the amendment of the present Articles of Association upon a proposal of the Board of Directors;
- the setting-up or closing of offices in any Member State of the EEA or the EFTA upon a proposal of the Board of Directors;
- the dissolution and liquidation of ELA upon a proposal of the Board of Directors.

In addition, the General Assembly shall be informed once every year by the Board of Directors about the activities of ELA during the previous year.

14.4 Voting at the General Assembly

14.4.1 Each Category A Member and each Category B Member shall have one vote in the General Assembly. Each Category C Member shall have two votes in the General Assembly.

14.4.2 Without prejudice to the mandatory stipulations of the Belgian Law of 27 June 1921, as modified, any proposal concerning

- the level of the annual membership fees;
- special contributions;
- the budget and the accounts;
- an amendment of the present Articles of Association;
- the setting-up or closing of offices in other Member States;

- a dissolution and liquidation of ELA;

must imperatively be tabled by the Board of Directors.

14.4.3 The Members shall endeavour to reach a decision by consensus.

14.4.4 In the event the Members are unable to reach a consensus, the decisions are - without prejudice to Article 14.4.1 above - taken by a simple majority of the votes held by the Members present or represented, and in case of abstention of one or more of them, by a majority vote of the other Members. However, a decision concerning an amendment of the present Articles of Association or a dissolution and liquidation of ELA shall require a majority of two thirds of the votes held by the Members of the General Assembly present or represented, and in case of abstention of one or more of them, a majority of two thirds of the votes of the other Members.

Any amendment of the present Articles of Association shall only become effective after approval by Royal Decree and publication in the Belgian Official Journal if and as provided for in the Belgian Law of 27 June 1921, as modified.

14.5 Minute book

Decisions made by the General Assembly shall be entered in a minute book signed by the person presiding at the General Assembly and kept at the head office of ELA at the disposal of the Members.

Article 15: The Board of Directors

15.1 Composition of the Board of Directors

15.1.1 The Board of Directors shall be composed of Directors nominated by the Members of the different Categories. Each Category of Members

shall endeavour to reach a decision by consensus. In the event a Category of Members is unable to reach a consensus, the decision shall be taken by a majority of the votes cast by the Members of that Category.

The Category A Members shall be granted the following number of seats at the Board of Directors:

- Each Category A Member falling within the category contributing most to the budget of ELA (currently those whose headquarters are located in France, Germany, Italy, Spain, the United Kingdom and Turkey) shall have one Board seat and, hence, shall nominate its representative (the President or another person appointed by the concerned Category A Member).
- Up to five additional Directors shall be nominated by the Category A Members from among [the representatives (the President or another person appointed by the concerned Category A Member) of] the Category A Members whose headquarters are located in another State member of the Council of Europe.

The Category B Members shall nominate one additional member of the Board of Directors.

Each Member of Category C shall be granted a number of seats at the Board of Directors depending on its individual contribution to the total budget of ELA, as specified below. Each Category C Member contributing to 40% or more of the total budget of ELA shall nominate five additional Directors; each Category C Member contributing to 30% or more (but less than 40%) shall nominate three additional Directors; each Category C Member contributing to 20% or more (but less than 30%) shall nominate two additional Directors; and each Category C Member contributing to 10% or more (but less than 20%) shall nominate one additional Director. By unanimous decision of the

General Assembly, a Director may be nominated by a Category C Member who contributes to less than 10 % of the total budget of ELA. The budget to be considered for applying the provisions of this article shall be the draft budget for the year following the year of the submission of the application for membership.

15.1.2 The Directors may be physical or legal persons, but must be [representatives of] Members of ELA. They shall be appointed or proposed for nomination for a term of three years. They may be reappointed.

15.1.3 A Director may be removed (and replaced) at any time by a decision of the Category of Members who nominated him/her.

In addition, a Director automatically ceases to hold office if he/she ceases to be (i) the representative of the Member, which he/she was representing at the time of the appointment, or (ii) a Member of ELA.

Moreover, Directors appointed by a Category C Member shall automatically cease to hold office when the Category C Member which has appointed them in accordance with Article 15.1.1 stops contributing the required percentage corresponding to their appointments.

15.1.4 Should a Director (physical person) through death or otherwise cease to hold office before the expiry of his/her normal term, the remaining Directors have the right to appoint a temporary Director which must be a representative of the same national association as the Director who died or otherwise ceased to hold office. The concerned Category of Members shall confirm this appointment or otherwise fill such vacancy at the latest at the next General Assembly.

15.1.5 The Board of Directors shall elect a Chairman and a Vice-Chairman from among its members. In case of parity of votes for the election of the Chairman, a second vote shall take place. If this second vote is

again tied, the vote put forward by each of the Directors nominated from among the Category A Members shall carry the weight of two votes in order to reach a decision.

The Chairman shall be elected for a term of three years. The Vice-Chairman shall be elected for a term of one year. They may be reappointed.

The Chairman shall manage ELA, in accordance with the instructions that he/she may receive from the Board of Directors. Unless otherwise provided for in the present Articles of Association, the Vice-Chairman shall replace the Chairman if, and as long as, the latter is not able to carry out his/her functions or until the Board of Directors elects a new Chairman.

15.2 Convening of the Board of Directors

The Board of Directors shall meet when convened by its Chairman. The notices may be sent by letter or by facsimile message at least ten days prior to the meeting. Each Director shall be deemed to have received regular notice if he/she attends or is represented at a meeting. Any Director who is prevented from attending or otherwise absent may give proxy by letter, telegram, telex, telecopier or e-mail to another Board member for the purpose of representing him/her and validly voting in his/her place. In such case, the Director is deemed to be present. A Director may not represent more than one other Board member.

The Board of Directors is validly convened if more than half of the Directors are present or represented. Decisions shall only be taken on items listed on the agenda. If the above quorum is not present, a new meeting of the Board of Directors must be called and the new Board of Directors shall validly decide, regardless of the number of Directors present or represented.

The normal venue of the Board of Directors shall be in Brussels.

The Board may conduct its business in writing by letter or by facsimile message. The procedure of vote by correspondence may only be used in case of exceptional circumstances and in case of duly justified emergency. The planned decision must, in addition, be the subject of a detailed explanation in order for the Directors to be able to decide with full knowledge of the facts. Decisions taken by correspondence shall be ratified by the Board of Directors at its next meeting.

15.3 Duties of the Board of Directors

The Board of Directors shall be vested with general power (i) to perform all acts necessary or useful for achieving the objectives of ELA and (ii) to manage ELA, except for acts which are expressly reserved to the General Assembly under the present Articles of Association.

The Board of Directors may, within the context of these powers, confer special powers on one or more persons of its choice.

The powers of the Board of Directors shall include, but not be limited to, such items as the right

- to manage and safeguard the interests of ELA;
- to represent ELA;
- to admit new Members;
- to exclude a Member of ELA;
- to establish committees or working groups;
- to appoint and remove the Managing Director or the General Delegate and, if appropriate, other assistance officers or special delegates;

- to propose to the General Assembly the level of the annual membership fees and of any special contribution;
- to decide on any relocation of the head office of ELA within Brussels;
- to prepare the budget and accounts of ELA and to submit these for approval to the General Assembly;
- to propose to the General Assembly an amendment of the present Articles of Association or a dissolution and liquidation of ELA.

15.4 Voting by the Board of Directors

The Board shall endeavour to reach a decision by consensus. In the event the Board is unable to reach a consensus, all decisions of the Board shall be taken by an affirmative vote of a simple majority of Directors present or represented. In case of parity of votes, the decision shall lie with the Chairman of the Board. The Chairman of the Board may delegate this power to another Board member in the event the Chairman is absent or not able to carry out his/her functions.

15.5 Minute book

Decisions adopted by the Board of Directors shall be entered in a minute book signed by the Chairman of the Board and kept at the head office of ELA at the disposal of the Members.

15.6 Representation

Except for acts of the Managing Director or of the General Delegate, if any, or of any other special representative acting within the limits of the powers expressly granted to him/her by the Board of Directors, ELA shall be validly represented by (i) the Chairman of the Board and one Director acting jointly or (ii) three Directors acting jointly. Hence, all acts which bind ELA must be signed

- by the Managing Director or the General Delegate or a special representative acting within the limits of the powers expressly granted to him/her by the Board; or
- by the Chairman of the Board and one Director or by three Directors who need not provide evidence of their authority to sign.

All judicial action, either as plaintiff or as defendant, will be handled by the Board of Directors represented by his/her Chairman.

15.7 Participation in other organisations

The Board of Directors may decide that ELA shall participate in the activities of professional associations, consumer unions and other national or supranational organisations if useful with regard to the accomplishment of any of the objectives of ELA.

Article 16: Daily Management

- 16.1 The Board of Directors may delegate, upon proposal of the Chairman, the daily management of ELA or the management of one or more of ELA's projects to a member of the Board (the Managing Director) or to a special delegate (the General Delegate). The Managing Director and the General Delegate may be physical or legal persons. A legal person is represented by its President or by another person expressly appointed to this end. The Managing Director and the General Delegate may be removed at any time by the Board of Directors.
- 16.2 The person entrusted with the daily management of the association, if any, shall act in accordance with the instructions that he/she may receive from the Board and under the supervision of the Chairman of the Board.

CHAPTER VI: ADMINISTRATION

Article 17: Financial year

17.1 The financial year of ELA shall start on January 1st of each year and shall end on December 31st of the same year. The first financial year of ELA shall commence on the day of the constitution of ELA and shall end on December 31st of the same year.

17.2 The Board of Directors shall prepare and submit for approval by the General Assembly:

- a statement of accounts and a budget for the following financial year; and
- the activity report and the statement of accounts for the previous financial year.

Article 18: Financial resources

The financial resources at the disposal of ELA are the membership fees and the special contributions to be paid by the Members in conformity with Article 12 of the present Articles of Association, as well as other contributions received from Members or third parties.

CHAPTER VII: DISSOLUTION AND LIQUIDATION

Article 19: Dissolution

19.1 Upon a proposal from the Board of Directors, the General Assembly can decide to dissolve ELA, as provided for in Article 14.4 of the present Articles of Association.

19.2 The dissolution of ELA shall bring about its liquidation.

19.3 The Board of Directors shall decide upon the use of the funds of ELA.

CHAPTER VIII: GENERAL STATEMENT

Article 20: Applicable Legal Provisions

The Members and the Association shall fully comply with all applicable laws and regulations and, in particular with the Belgian law of 27 June 1921 on "*associations without a profit motive, international associations without a profit motive and institutions of public utility*", as modified. Therefore, the legal provisions to which the present Bylaws do not lawfully derogate are deemed to be mentioned in these Bylaws.