



COMITÉ EUROPÉEN DES ASSOCIATIONS DE CONSTRUCTEURS D'ENGRENAGES ET D'ÉLÉMENTS DE TRANSMISSION
EUROPÄISCHES KOMITEE DER FACHVERBÄNDE DER HERSTELLER VON GETRIEBEN UND ANTRIEBSELEMENTEN
EUROPEAN COMMITTEE OF ASSOCIATIONS OF MANUFACTURERS OF GEARS AND TRANSMISSION PARTS

EUROTRANS

ARTICLES OF ASSOCIATION

ART. 1 – General principles and purpose

- 1.1 The professional associations of European Gears and Transmission Components Manufacturer have set up a Committee called EUROTRANS (European Committee of Associations of Gears and Transmission Components Manufacturers).
- 1.2 While confirming the total decisional and operational independence of each Member Association, EUROTRANS aims at centralising certain functions that the separate Associations perform to create a uniform policy to protect the technical and economic interests of the sectors concerned.
- 1.3 In particular EUROTRANS intends to
 - a) Examine the economical and technical problems related to their profession;
 - b) Promote greater international knowledge and use of the techniques related to the sector and products by promoting or organizing participation in trade fairs and exhibitions both in Europe and abroad;
 - c) Protect their common interests by representing the Associations with national European and international bodies, maintaining good relations with national and International Institutes, Boards, Organisations and Conventions in which the participation or intervention of EUROTRANS would be opportune to update the techniques relative to the sector;
 - d) Organise study days, round tables and meetings on topics of mutual interest;
 - e) Fulfil any other assignments that they may be assigned in the interests of the Associations and/or the enterprises belonging to the Associations;
 - f) Implement all those initiatives that are opportune to assist in achieving all these aims.



COMITÉ EUROPÉEN DES ASSOCIATIONS DE CONSTRUCTEURS D'ENGRENAGES ET D'ÉLÉMENTS DE TRANSMISSION
EUROPÄISCHES KOMITEE DER FACHVERBÄNDE DER HERSTELLER VON GETRIEBEN UND ANTRIEBSELEMENTEN
EUROPEAN COMMITTEE OF ASSOCIATIONS OF MANUFACTURERS OF GEARS AND TRANSMISSION PARTS

1.4. Liability for Actions

If an individual acting in a legal manner, i.e. in accordance with the powers assigned to him/her, is the subject of a claim in accordance with §54 P. 2 BGB by the other party to the contract, EUROTRANS shall free him/her of any liability (entitlement to indemnity). This entitlement to indemnity shall not apply in the case of grossly negligent or malicious actions.

General Liability

The association's creditors shall be entitled to make claims only against the association's assets, to the exclusion of personal liability on the part of association members.

ART. 2 – Members

- 2.1 Effective Members: all national professional associations of gears and transmission components manufacturers of Europe can become effective members.
Effective Members have the right to be elected and to vote.
- 2.2 Aggregate Members: single manufacturers in the sector that have their head office in Europe but do not have a national association, or which have a national association that does not belong to EUROTRANS.
Aggregated Members do not have the right to vote or to be elected.
- 2.3 Associate Members: other European or not European associations or single manufacturers with their head office outside Europe can become Associate Members.
Associate Members do not have the right to vote or to be elected.
- 2.4 The position of Effective or Aggregate or Associate Member can be obtained further to request addressed to the EUROTRANS secretariat. Each decision relative to admission of a new Member is taken by the Executive Board, which may refuse admission.
- 2.5 The Executive Board has also the right to dismiss a member for any reason with the majority voting of 75% of the Board Members.



COMITÉ EUROPÉEN DES ASSOCIATIONS DE CONSTRUCTEURS D'ENGRENAGES ET D'ÉLÉMENTS DE TRANSMISSION
EUROPÄISCHES KOMITEE DER FACHVERBÄNDE DER HERSTELLER VON GETRIEBEN UND ANTRIEBSELEMENTEN
EUROPEAN COMMITTEE OF ASSOCIATIONS OF MANUFACTURERS OF GEARS AND TRANSMISSION PARTS

ART. 3 – Bodies

3.1 The following Bodies ensure the operations of EUROTRANS:

- Executive Board
- President
- General Assembly
- Working Groups
- General Secretary

A – Executive Board

The task of the Executive Board is the supreme body of EUROTRANS and has the absolute power to make all decisions to ensure the satisfactory running of EUROTRANS.

The Executive Board may have some of its works performed by specific working group it sets up, defining the composition and the working method.

The Executive Board is composed of the Presidents of the Effective Members (or by a delegate appointed by the Executive Board of the national association).

The General Secretary of EUROTRANS and the General Secretary (or deputy Secretary) of each Effective Member may participate in the meetings of the Executive Board.

The Executive Board meets twice a year or whenever the President considers it necessary or when a request is made by at least two of its members. The meetings of the Executive Board are valid when the majority of its members are attending and votes with the majority of those present.

The vote of an excused Effective Member can be transferred to another Effective Member, who only can accept one additional vote.

The President has a casting vote in the case of equal voting.

B – President

The President chairs the meeting of the Executive Board and the General Assembly and is appointed by the General Assembly on proposal by the Executive Board, being chosen from among its members.

The President of EUROTRANS must be the President (or delegate of the Executive Board) of an Effective Member.

When the President is appointed, a Vice-President will also be appointed in the same manner who will take over from the President when his office expires.



COMITÉ EUROPÉEN DES ASSOCIATIONS DE CONSTRUCTEURS D'ENGRENAGES ET D'ÉLÉMENTS DE TRANSMISSION
EUROPÄISCHES KOMITEE DER FACHVERBÄNDE DER HERSTELLER VON GETRIEBEN UND ANTRIEBSELEMENTEN
EUROPEAN COMMITTEE OF ASSOCIATIONS OF MANUFACTURERS OF GEARS AND TRANSMISSION PARTS

At the end of his office, the President becomes the Past President and will act as consultant to the President currently in office.

President and Vice-President can not belong to same Association and must occupy a highly responsible post in a manufacturing enterprise of the sector. The posts of President and Vice-President are entrusted to a country and not to a person so that, in case of prevention, the country considered may continue to fulfil its task, unless it requests to be relieved of it.

The President, or the Past President if the former is unable or the Vice-President if the former is unable, will verify the legitimacy of participation in the Assembly of those present and will draw up the minutes for the meetings.

The President and Vice-President will remain in office for two years. In exceptional cases they can be re-elected for a second period.

The President has the right to invite any relevant people to take part in the meetings of the Executive Board, who is considered useful to consult on the matters listed on the agenda.

In cases of disagreement the President, the Past-President and the Vice-President act as Arbitration Authority.

C – General Assembly

The Assembly is formed of the Effective Members with right to vote and by the Aggregate and Associate Members without right to vote.

The General Assembly meets at least every two years for an ordinary meeting and, if necessary and upon request from at least three members of the Executive Board, for the extraordinary meeting.

The President calls the meeting by written notification sent to each Member (Effective, Aggregate and Associate) at least thirty days prior to the meetings, by post, fax or e-mail, giving the date, location and agenda for the meeting.

Each Effective Member is represented by its President (or by a delegate of its Executive Board) and its Secretary (or the deputy Secretary), who may be accompanied by other delegates who do not have the right to vote however. Each Effective Member has one vote. The vote is transferable to another Effective Member, who only can accept one additional vote.

The General Assembly is chaired by the President or by the Past President if the former is unable or by the Vice-President if the former is unable and decides



COMITÉ EUROPÉEN DES ASSOCIATIONS DE CONSTRUCTEURS D'ENGRENAGES ET D'ÉLÉMENTS DE TRANSMISSION
EUROPÄISCHES KOMITEE DER FACHVERBÄNDE DER HERSTELLER VON GETRIEBEN UND ANTRIEBSELEMENTEN
EUROPEAN COMMITTEE OF ASSOCIATIONS OF MANUFACTURERS OF GEARS AND TRANSMISSION PARTS

with the favourable majority vote of all those attending, except in those specific cases as established by the Articles of Association.

The President of EUROTRANS has a casting vote in case of equal voting.

The General Assembly approved all activities and the EUROTRANS balance sheets (budget and financial statement), on the general aims and directives of EUROTRANS, on the appointment of the President and Vice-President and on any amendments to the Articles of Association.

The General Assembly can address working items and ideas to the Board.

The minutes of the Assembly are drawn up and signed by the President and the Secretary.

D - Working Groups

The Working Groups are set up by the Executive Board with the purpose of pursuing all the objectives established by the Articles of Association and to study in depth the various questions relative to the sector.

Each Working Group elects its own Chairman: the secretariat of each Group is assigned to the association of its Chairman.

The Working Groups meet as required and report to the Executive Board.

E – General Secretary

The General Secretary ensures the coordination of all the work that is carried out. The General Secretary ensures all the decisions of the Executive Board, President and General Assembly become operative.

This function is fulfilled by the secretariat of an Effective Member selected by the General Assembly, who remains in office for three years and may be re-elected, and operates under the control of the President in office.

ART. 4 – Financing

4.1 Secretariat expenses

Current secretariat expenses (i.e.: postage, telephone, office supplies, translations, printing, interpreting, etc. ..) will be called up on a calendar year basis.



COMITÉ EUROPÉEN DES ASSOCIATIONS DE CONSTRUCTEURS D'ENGRENAGES ET D'ÉLÉMENTS DE TRANSMISSION
EUROPÄISCHES KOMITEE DER FACHVERBÄNDE DER HERSTELLER VON GETRIEBEN UND ANTRIEBSELEMENTEN
EUROPEAN COMMITTEE OF ASSOCIATIONS OF MANUFACTURERS OF GEARS AND TRANSMISSION PARTS

Upon a recommendation from the Executive Board, the General Assembly approved the amount of funds to be called up, according to the planned budget. The balance will be voted on during the general assembly.

The fees due from each member are shared out among them in accordance with a schedule determined by the Executive Board.

4.2 Association fees

Each effective member has to pay a **basic rate**. They also have to pay **association shares**. The shares have to be decided at the Board Meeting and be approved at the General Assembly Meeting. The value of the shares is linked to the national turnover in relation to the European turnover of each related association. The number of shares will be fixed for every five years and a basic rate will be fixed every year. Each aggregate and associate member has to pay also a basic rate. The contribution rule is valid from 1st July 2007. It is also possible to define at the Executive Members some extraordinary fees for defined project works (working groups). The limit should be 20 times the basic rate multiplied by the national shares.

For details see the attached sheet "**Association fees**" which is based on the minutes of the Executive Board and Annual Meetings:

4.2.1) Basic rate (valid 1 year)

**4.2.2) Association number of shares (valid 5 years),
Association fees (valid 1 year)**

4.2.3) Aggregate and associate members (valid 1 year)

4.2.4) Extraordinary fees

For urgent projects the Executive Board can decide by simple majority a extraordinary fee for special projects. The voting for such projects could be made by mail. The limit should be 20 times the basic rate multiplied by the national shares.

4.3 Meeting expenses

All meeting costs are paid by the inviting national Association.

In order to reduce this burden as far as possible, the meetings will be organized in the various member countries whenever possible.

With regards to the General Assemblies, the Executive Board may request a contribution from the participating delegations.

In all cases, travel and accommodation expenses are payable by the participating parties.



COMITÉ EUROPÉEN DES ASSOCIATIONS DE CONSTRUCTEURS D'ENGRENAGES ET D'ÉLÉMENTS DE TRANSMISSION
EUROPÄISCHES KOMITEE DER FACHVERBÄNDE DER HERSTELLER VON GETRIEBEN UND ANTRIEBSELEMENTEN
EUROPEAN COMMITTEE OF ASSOCIATIONS OF MANUFACTURERS OF GEARS AND TRANSMISSION PARTS

ART. 5 – Amendment to the Articles of Association

- 5.1 The Articles of Association may be amended or completed by the General Assembly only upon proposal put forward by the Executive Board. Said amendments must be included in the Agenda in the notification of the General Assembly.
- 5.2 Amendments to the Articles of Association must be approved by the General Assembly with the majority vote of 75% of the valid votes expressed by those attending.

ART. 6 – Resignation

- 6.2 Resignations will take effect from the end of the calendar year further to written notice sent to the President of EUROTRANS at least six months in advance.
- 6.3 Resigning associations will remain subjected to the financial undertakings taken for the current year.
[change!]

ART. 7 – Dissolution

The dissolution of EUROTRANS may be decided by the unanimous vote of the voting members.

ART. 8 – Language

The language of the EUROTRANS-meetings is English.

Date / Signature

June 2012 / AM Paris

Association



COMITÉ EUROPÉEN DES ASSOCIATIONS DE CONSTRUCTEURS D'ENGRENAGES ET D'ÉLÉMENTS DE TRANSMISSION
EUROPÄISCHES KOMITEE DER FACHVERBÄNDE DER HERSTELLER VON GETRIEBEN UND ANTRIEBSELEMENTEN
EUROPEAN COMMITTEE OF ASSOCIATIONS OF MANUFACTURERS OF GEARS AND TRANSMISSION PARTS

Attachment Association fees

Remark: The purpose of the sheet is that not the whole statutes will have to be updated.

4.2.1) Basic rate

Each association has to pay a basic rate of € 500,00/year.

4.2.2) Association shares

Germany (VDMA)	6
Italy (ASSIOT)	4
France (ARTEMA)	3
Switzerland (SWISSMEM)	2
Belgium (AGORIA)	2
Finland (Tech. Ind. of Finland)	2
Great Britain (BGA)	1
Turkey (MiB)	2

The associations have to pay € 500,00/year for 1 share.

4.2.3) Aggregate and associate members

Each company has to pay € 500,00/year.

The contribution rule is valid from 1st July 2007, updated June 2010.

Date / Signature

Association