

CCAM Association
International non-profit making Association

In short "CCAM" A.I.S.B.L.

Statutes of Association

Title 1 – FORM, NAME, REGISTERED OFFICE, DURATION, PURPOSE AND ACTIVITIES OF THE ASSOCIATION

Article 1 – Form and Name

An international non-profit making association is hereby formed under the name of "CCAM Association", in short "CCAM" (hereinafter referred to the Association), in accordance with the Code of companies and associations.

Article 2 – Registered office

The registered office of the Association is located in the Region of Bruxelles-Capitale at Avenue de Cortenbergh 66, 1000 Brussels, Belgium. The registered office may be transferred to other premises in Belgium pursuant to a decision of the Administration Board.

Article 3 – Purpose and Activities

- 3.1 The objective of the CCAM Association is to promote and facilitate pre-competitive research on Connected, Cooperative and Automated Mobility (CCAM) within the European Research Area, by bringing together the different actors of the CCAM value chain. The Association focuses on the coordination of research and innovation activities in the field of CCAM at European and at international level, to harmonise European R&I efforts to accelerate the implementation of innovative CCAM technologies and services.
- 3.2 To reach this objective, the CCAM Association will engage in a co-programmed partnership with the European Union as defined by the Regulation establishing the Horizon Europe programme. It shall collaborate with the European Commission for the implementation of European framework programmes on research, innovation and demonstration. This public-private partnership is called *Connected, Cooperative and Automated Mobility*, in short « CCAM », and is hereinafter referred to the CCAM Partnership.

- 3.3 The CCAM Association will carry out activities that are deemed appropriate and useful in view of achieving its objectives, in particular the tasks that will be described in the CCAM Partnership Memorandum of Understanding signed between the CCAM Association and the European Commission.
- 3.4 The CCAM Association will not engage in policy-making nor represent the interests of the sector on policy fields outside the boundaries of the European framework programmes for research and innovation and its links to national research programmes. It could only do so with an objective of cooperation between the CCAM Partnership and other European activities directly linked to its activities, e.g. standardization, education, deployment of innovative technologies, etc.
- 3.5 Further to these objectives, the Association will engage in activities that can reasonably be expected of an association and undertake such activities as it considers appropriate to the achievement of its objectives, including but not limited to: expert workshops, international conferences, publications, etc.
- 3.6 In pursuing its activities, the Association shall not distribute nor procure, directly or indirectly any financial advantage to its founding members, its Members, the Executive board members or any third party except, as the case may be, those parties to the benefit of which the Association has been created.
- 3.7 The Association may acquire any and all assets, fixed or otherwise, enter into contractual commitments, receive donations, dispose of assets, grant privileges or securities in respect of its assets, and transfer title to its assets in accordance with the law, with these Articles of Association and any amendment to them.

Article 4 – Duration

The Association has an unlimited duration.

Title 2 - MEMBERSHIP

Article 5.1 – Eligibility Criteria

- 5.1 Membership to the CCAM Association, whatever the category, is open only to legal entities fulfilling all of the following criteria:
1. (i) Private or public legal persons established within a Member State of the European Union or (ii) private and public legal persons established within a State which is Associated to the Horizon Europe programme for research and innovation;
 2. Private and public legal persons able to demonstrate relevant activities in research & development, and/or testing & demonstration, and/or deployment of the technologies and services covered by the CCAM Partnership;
 3. Private and public legal persons sharing and supporting the objectives of the CCAM Association;
 4. Private and public legal persons committing to contribute to the Strategic Research & Innovation Agenda of the CCAM Partnership;

Article 5.2 – Member Categories

The Association has five membership categories.

Companies or institutions join the association under one of the five following membership categories:

5.2.1. Industry

Industry Membership (hereinafter referred to as 'Industry Members') is open to industrial and commercial companies active in the field of the CCAM Partnership, and fulfilling the eligibility criteria listed under Article 5.1. In particular, an applicant to the industry membership shall provide evidence of its industrial capabilities established in Europe (criteria 5.1.1. and 5.1.2.). R&D providers that are involved in work up to the start of production and deployment may apply as Industry member. The following industry sectors are meant and represent sub-categories:

5.2.1.1. Automotive manufacturers

5.2.1.2. Automotive supply chain

5.2.1.3. Physical and digital infrastructure (including ITS, telecom, connectivity)

5.2.2. Research

Research Membership (hereinafter referred to as 'Research Members') is open to research providers and universities active in the field of the CCAM Partnership, and fulfilling the eligibility criteria listed under Article 5.1. The following types of entities are meant and represent sub-categories:

5.2.2.1. Universities

5.2.2.2. Research institutes, R&D providers

5.2.3. Services

Services Membership (hereinafter referred to as 'Services Members') is open to entities active in the field of the CCAM Partnership, and fulfilling the eligibility criteria listed under Article 5.1. The following service sectors are meant and represent sub-categories:

5.2.3.1. Public transport operators

5.2.3.2. Mobility providers for the transport of passengers (MaaS, vehicle sharing, rental, ...)

5.2.3.3. Freight and logistics services and users

5.2.3.4. Other services: insurance, maintenance, repair, etc.

5.2.4. Public authority

Public authority Membership (hereinafter referred to as 'public authority Members') is open to public legal persons from national to local levels active in the field of the CCAM Partnership, and fulfilling the eligibility criteria listed under Article 5.1. The following levels are meant and represent sub-categories:

5.2.4.1. National Ministry

5.2.4.2. National transport authority, road authority, road operator

5.2.4.3. Local and regional authorities and transport authorities

5.2.5. Association

Association Membership (hereinafter referred to as 'Association Members') is open to non-governmental organisations, associations, platforms or clusters active in the field of the CCAM Partnership, and fulfilling the eligibility criteria listed under Article 5.1. The following levels are meant and represent sub-categories:

5.2.5.1. Stakeholder representation association at European level

5.2.5.2. Platform or cluster at national or regional level

5.2.5.3. Civil society representation

Article 6 – Application Procedure

- 6.1 Any company or institution wishing to join the CCAM Association shall comply with any and all provisions for membership eligibility criteria described in Article 5.1 as well as with provisions for membership categories described in Article 5.2.
- 6.2 Application for membership shall be directed to the Secretariat of the Association, in written or electronic format, with a clear indication of the membership category requested, supported by information proving its fulfilment of the eligibility criteria. Upon receipt of the application, the Secretariat will check the eligibility criteria listed under article 5.1, and the membership category listed under article 5.2, and will forward the application to the Administration Board, who will also review the eligibility and will confirm the category of the applicant. In case of uncertainty or lack of information, the applicant may be asked to send additional information on its activities in order to prove its fulfilment of the eligibility criteria.
- 6.3 Applications for membership will be submitted to the General Assembly, which will decide on admission for membership at its next successive meeting. The General Assembly will make its decision on the basis of the eligibility criteria listed under article 5.1. Decisions regarding the admission for membership are taken at a majority of at least 60% of the total votes expressed by the Members present or represented.
- 6.4 In addition to the criteria stipulated in Article 5, a company or institution will be deemed ineligible for membership if the General Assembly has reasons to believe that the candidate is not a legitimate business or that its membership would damage the reputation on the work of Association. The General Assembly shall not be required to reveal its reasons for accepting or rejecting an application for membership.
- 6.5. The decision regarding the admission for membership will be notified by the Secretariat to the applicant. Membership will take effect from the date of the approval of the membership admission by the General Assembly. It is valid for the calendar year when this General Assembly takes place, unless explicitly agreed otherwise with the applicant that the membership would start the next calendar year.
- 6.6. Once accepted by the General Assembly, the Member will communicate to the Secretariat of the Association the identity of its representative, and later any modification arisen in that respect. The representative of the Member shall be an employee of the Member with full capacity to represent and act on its behalf: a delegation to a consultant or a third party is not accepted. The person appointed as representative of the Member shall act as the delegate of the Member in the General Assembly.

Article 7 – Resignation and Exclusion

- 7.1 Any member wishing to resign from the Association must provide notice to the Secretariat at least two months prior to the end of the calendar year. The resignation will take effect at the end of the calendar year when it is notified.
- 7.2 Exclusion from membership shall be proposed by the Executive Group and decided by the General Assembly. Exclusion shall be decided at the majority of the votes expressed by the Members, with the member considered for exclusion not taking part to the vote.

A member may be excluded from the Association either by reason of non-payment of the membership fee for a period exceeding six months after its due, or in the event of the member failing to comply with the rules and regulations of the Association, in particular the criteria for membership (Art.5), or any other criteria conflicting with the legitimate interest of the Association.

- 7.3 Prior to the vote regarding the exclusion, the member will have the right to explain itself to the General Assembly.
- 7.4 The decision of exclusion will be notified to the member. Exclusion shall take immediate effect at the date of the vote by the General Assembly.
- 7.5. If any member becomes bankrupt or otherwise insolvent, it is automatically excluded from the Association.
- 7.6 Any member which ceases to be member of the Association for any reason will no longer have any right or claim of access to the Association funds, activities or documentation after the membership termination is effective.
- 7.7. A member which ceases to be part of the Association for any reason shall have no valid claim to the net assets of the Association.

Article 8 – Rights and Obligations

- 8.1. Each member of the Association must approve and support these Articles of Association, the by-laws, if any, all the possible amendments to these Articles of Association and to the by-laws as well as the decisions of the bodies of the Association.
- 8.2. Each member is obliged to pay the amount of the membership fee approved annually by the General Assembly in accordance with article 9, but is not liable for any other financial or other commitments of the Association
- 8.3. In addition to the rights and duties under 8.1. and 8.2 above, Members have the following rights and duties:
 - attending or being represented at the meetings of the General Assembly;
 - voting at the General Assembly;
 - participating to the activities of the Association, such as being involved and delivering contributions to consultation processes for establishing documents; participating to expert workshops, conferences and other events organised by the Association;
 - participating to the election of the Executive Group;
 - participating to the election of the Partnership Delegation;
 - participating to the election of the Administration Board.
- 8.4. In addition to the rights and duties above, each member commits to support the Association in the task of monitoring the progress and achievements of the CCAM Partnership, by providing information on projects outcomes and supporting the monitoring exercise.
- 8.5 Each member of the CCAM Association is committed to unyielding integrity and to respect confidentiality on the Associations' internal documents. They shall maintain and enforce adherence to lawful business practice and shall act in good faith and transparency to other members. Each member commits to comply with the European Union regulations in the field of competition and anti-trust, and to fight against bribery and corruption.

Article 9 – Membership fees

- 9.1 The CCAM Association membership fees will consist of a fixed annual amount to cover the operational costs of the Association, covering the calendar year from 1st January to 31 December.
- 9.2 The annual amount of the membership fees will be different for the different categories listed under article 5.2. The General Assembly may decide on additional subcategories.
- 9.3 The different annual amounts will be approved by the General Assembly on a yearly basis, on proposal from the Administration Board.

- 9.4 New Members shall pay the full fee for the calendar year in which they have been admitted as member.
- 9.5 The total amount of the membership fee shall be payable by the Members within sixty days of the issuance of the invoice.
- 9.6 If a member resigns or is excluded from the Association, the full membership fee amount remains payable for the year in which the resignation or exclusion is effective.

Title 3 – BODIES OF THE ASSOCIATION: GENERAL ASSEMBLY, ADMINISTRATION BOARD, EXECUTIVE GROUP, PARTNERSHIP DELEGATION, AND SECRETARIAT

Article 10 – Structure

- 10.1 The structure of the Association shall be as follows:
- (a) the General Assembly (which shall consist of all Members of the CCAM Association), as described in article 11;
 - (b) the Administration Board (being appointed by the General Assembly), as described in article 12;
 - (c) the Executive Group (being appointed by the General Assembly), as described in article 13;
 - (d) the Partnership Delegation (being appointed by the General Assembly), as described in article 14;
 - (e) the Secretariat (being appointed by the Administration Board), as described in article 15.
- 10.2 The Association shall be governed by the General Assembly, the Administration Board, and the Executive Group.
- 10.3 The Partnership Delegation shall act as the interface of the Association towards the European Commission.
- 10.4. The Administration Board will be in charge of the legal obligations of the Association, assisted by the Secretariat.

Article 11 – General Assembly

- 11.1 Organisation of the General Assembly
- 11.1.1 The General Assembly of the Association shall be convened by its Chairperson and shall meet at least once a year on a date fixed by him/her. An invitation convening the meeting, in the form of electronic mail, shall be sent at least four weeks before the date fixed for the meeting. The venue of the General Assembly shall be indicated in the invitation and can be anywhere in Europe. The meetings of the General Assembly may take place remotely in the format of a teleconference. An extraordinary General Assembly may be convened at the request of one third of the Executive Group. Further details on the organisation of the meetings of the General Assembly may be detailed in the Bylaws.
- The agenda of the meeting is enclosed with the invitation, together with relevant documents related to the items put on the agenda.
- 11.1.2 Each Member is represented in the General Assembly by one delegate with voting power, following the criteria of article 6.6. One additional representative of a Member may be accepted to attend a meeting only on exceptional cases, subject to the approval of the Secretariat, and will seat as observer with no voting right.
- Each Member has one vote, and votes under its category as defined by article 5.2, and using the quorum defined by article 11.3 or otherwise expressly provided in these Articles of Association.
- 11.1.3 A Member is entitled to exercise its voting right by delegating it to another Member. A Member may not receive more than two delegated votes from other Members. The delegation should be notified to the Secretariat at least 2 calendar days before the General Assembly.
- 11.2 Competence

11.2.1 The General Assembly is the supreme body of the Association. The General Assembly approves the general policy of the Association on the basis of proposals of the Executive Group and gives recommendations to the Executive Group for the implementation of this policy.

11.2.2 The General Assembly is in particular competent for:

- admitting and excluding members;
- amending the Articles of Association;
- approving the main activities to be followed by the Association;
- electing and revoking the members of the Executive Group;
- electing and revoking the members of the Partnership Delegation;
- electing and revoking the members of the Administration Board, and discharging the members of the Administration Board in relation to the financial accounts;
- As the case may be, determining the financial conditions related to the exercise and termination of the mandates of the Administration Board members;
- approving the annual accounts and the budget, as proposed by the Administration Board;
- approving the amounts of the annual Membership fees, and the payment terms thereof, upon proposal of the Administration Board;
- appointing an Auditor, as the case may be;
- approving the restructuring process, as the case may be;
- approving Bylaws and amendments to them, as the case may be;
- approving the dissolution and liquidation of the Association, as the case may be.

11.3 Voting quorum

11.3.1 The General Assembly is competent to vote if at least half of the Members are present or represented. In case this presence quorum could not be met, another meeting will be called within the next three months, at which there will be no quorum of presence.

11.3.2 The General Assembly shall strive to work by consensus. If a vote proves necessary, and unless otherwise provided in these Articles of Association, the standard quorum is a simple majority of all votes expressed by the Members present or represented.

11.3.3 Members can choose to abstain from voting, but their abstention from voting will not be considered in the calculation of the majority.

11.3.4. Unless otherwise provided in these Articles of Association or unless the majority of Members present at the assembly decide to proceed with a secret ballot, voting is to be by show of hands.

11.4 Chair of the General Assembly

All meetings of the General Assembly will be chaired by the Chair with the support of the other Members of the Administration Board.

11.5 Minutes

11.5.1 The minutes of the General Assembly meetings are established by the Secretariat and shall be circulated to all Members before the next successive meeting.

11.5.2 The minutes of all General Assembly meetings are kept in a register held by the Secretariat, and accessible to Members upon request.

Article 12 – Administration Board

12.1 In respect with the powers granted to the General Assembly under Article 11.2., the Administration Board shall have all powers necessary to manage the Association and to perform all administrative and legal actions necessary for achieving the objectives of the Association. The Administration Board members will represent the Association towards the Belgian administration and towards third parties: their powers will include, *inter alia*, taking any administrative action necessary for the

practical functioning of the Association, concluding contracts with third parties on behalf of the Association, and recruiting and managing the personnel of the Secretariat.

12.2 The Administration Board shall comprise three members who will be elected amongst the members of the General Assembly, and who once elected shall seek to represent all the members of the Association. They will be called to the following functions:

- Administration Board Member, Chair;
- Administration Board Member, Vice-Chair;
- Administration Board Member, Vice-Chair.

12.3 The period of office of the members of the Administration Board shall be three years. The mandate may be renewed for other periods of three years, with no limitation on the number of successive mandates.

12.4 The General Assembly shall elect, from amongst its Members and with a special quorum of 60% of the votes expressed by the Members present or represented, the members of the Administration Board members. Candidates to the Administration Board positions shall seek the support of their appropriate European sectorial association. The candidate Chair and Vice-Chairs shall demonstrate their capacity and commitment to implementing CCAM and achieving the objectives of the Partnership. In particular they shall demonstrate their personal role, and that of their organisation, in the development and deployment of innovative CCAM technologies and services at a European level, and hence contribute to accomplish the CCAM Partnership vision, i.e. make Europe world leader in automated mobility. To ensure an alignment of mandates, the nomination of the Administration Board members shall take place at the same time as the nomination of the other members of the Executive Group. Candidates to the Administration Board positions shall send their candidacy to the Secretariat, who will organise the voting.

12.5 The members of the Administration Board may be assigned specific functions within the Association as may be deemed appropriate by the General Assembly.

The Administration Board may delegate special tasks to Members of the Association, provided that these Members agree with taking over these tasks.

12.6 A member of the Administration Board may be dismissed at any time by a decision of the General Assembly taken with a 60% majority and a voting quorum as defined under article 11.3.

12.7 Each member of the Administration Board shall be a delegate of a Member. Shall he/she no longer be a representative of this Member, he/she shall resign from his/her mandate of Administration Board member.

12.8 Each member of the Administration Board may resign from his/her mandate through a notification sent to the Chair, the Secretariat, and the other Administration Board members.

12.9 In case of vacancy within the Administration Board during the course of a mandate, the General Assembly replaces the missing member at the next General Assembly in accordance with the quorum provided under article 12.4.

12.10 The Administration Board shall meet as frequently as the activities of the Association require, by physical meetings, telephone or electronic meetings, at the request of one or several of its members.

12.11 The Administration Board shall conduct activities only if at least one half of its members are present.

- 12.12 The Administration Board shall strive to work by consensus. If a vote proves necessary, and unless otherwise provided in these Articles of Association, the standard quorum is a simple majority of all votes expressed.

Article 13 – Executive Group

- 13.1 Subject to the powers granted by the General Assembly under Article 11.2., the Executive Group is responsible to develop the activities performed by the Association to achieve its objectives, in particular by developing content over the 7 thematic clusters that structure the Strategic Research & Innovation Agenda (SRIA) of the CCAM Partnership. The members of the Executive Group will also represent the Association in meetings with the EU institutions, in expert workshops, in conferences, etc.
- 13.2 The Executive Group shall comprise a maximum of 17 members, including the 3 members of the Administration Board and 14 members who will be elected amongst the Members of the Association and called to the following functions according to the 7 cluster of the CCAM SRIA:
- Cluster 1 Large-scale Demonstrations: one Leader and one co-Leader
 - Cluster 2 Vehicle Technologies: one Leader and one co-Leader
 - Cluster 3 Validation: one Leader and one co-Leader
 - Cluster 4 Integrating the Vehicle into the Transport System: one Leader and one co-Leader
 - Cluster 5 Key Enabling Technologies: one Leader and one co-Leader
 - Cluster 6 Societal Aspects and User Needs: one Leader and one co-Leader
 - Cluster 7 Coordination: one Leader and one co-Leader

The names and the structure of the clusters may be subject to modification over time, without the need to modify these Statutes.

A member of the Executive Group may be at the same time member of the Administration Board and Leader or co-Leader of one of the 7 clusters.

- 13.3 The period of mandate of the members of the Executive Group shall be three years. The mandate may be renewed for other periods of three years, with a limitation of three successive mandates.
- 13.4 Candidates to the Executive Group positions shall be able to demonstrate expertise and experience in the field of their cluster, and shall seek the support of their appropriate European sectorial association. The General Assembly shall elect the Executive Group members with a special quorum of 60% of the votes expressed by the Members present, upon proposal of the Administration Board, who will seek to reach a balance of representation of the different member categories among the 14 candidates. Candidates to the Executive Group positions shall send their candidacy to the Secretariat, who will organise the voting.
- 13.5 The members of the Executive Group may be assigned specific functions within the Association, as may be deemed appropriate by the General Assembly.

The Executive Group may delegate special tasks to Members of the Association, provided that these Members agree with taking over these tasks.

- 13.6 A member of the Executive Group may be dismissed at any time by a decision of the General Assembly taken with a 60% majority, with a voting quorum as defined under article 11.3.
- 13.7 Each member of the Executive Group shall be a delegate of a Member. Shall he/she no longer be a representative of this Member, he/she shall resign from his mandate of Executive Group member.
- 13.8 A member of the Executive Group may resign from his/her mandate through a notification sent to the Chair, the Secretariat, and the other Executive Group members.

- 13.9 In case of vacancy within the Executive Group during the course of a mandate, the General Assembly replaces the missing member at the next General Assembly in accordance with the quorum provided under article 13.4.
- 13.10 The Executive Group shall meet as frequently as the activities of the Association require, by physical meetings, telephone or electronic meetings. The meetings of the Executive Group will be called by the Chair or by the Secretariat. The Executive Group may meet in addition whenever at least one third of its members requests that a meeting be held.
- 13.11 Notice of meetings of the Executive Group shall be given in electronic way by the Chair or the Secretariat, with indication of the place or mean, date and time of the meeting. The agenda of the meeting shall be sent with the invitation notice of the meeting.
- 13.12 The Executive Group shall strive to work by consensus. In case a voting is needed, decisions of the Executive Group shall be taken by a simple majority of the votes expressed by the members present. Abstentions shall not be taken into consideration when counting the votes. In the case of a tied vote, the Chair has a casting vote.

Article 14 - Partnership Delegation

- 14.1 The role of the Partnership Delegation is to represent the CCAM Association within the Governing Board of the European Partnership on CCAM, a body meant to gather representatives of CCAM stakeholders with the European Commission services, governed by the Memorandum of Understanding signed between the CCAM Association and the European Commission. A specific mission of the Partnership Delegation is to provide expertise, develop and discuss recommendations of R&I topics to feed the Work Programmes drafted by the European Commission services.
- 14.2 The Partnership Delegation will represent the CCAM Association within the CCAM Partnership, meaning that its members will not only represent their own interests but will represent the interests of all the Members of the Association and of the Association as a whole.
- 14.3 The Partnership Delegation is composed of a maximum of 25 members, including:
- The members of the Executive Group, as defined under article 13, including:
 - the 3 Administration Board members;
 - the 7 Cluster Leaders (either the Leader or the co-Leader of each cluster will participate, to be agreed by them on a case by case for each meeting);
 - Delegates representing the member categories, as defined under article 5.2:
 - 1 Delegate from the category 5.2.1.1. Automotive manufacturers;
 - 1 Delegate from the category 5.2.1.2. Automotive supply chain;
 - 1 Delegate from the category 5.2.1.3. Physical and digital infrastructure;
 - 1 Delegate from the category 5.2.2.1. Universities
 - 1 Delegate from the category 5.2.2.2. Research institutes, R&D providers;
 - 1 Delegate from the category 5.2.3.1. Public transport operators
 - 1 Delegate from the category 5.2.3.2. Mobility providers for the transport of passengers
 - 1 Delegate from the category 5.2.3.3. Freight and logistics services and users
 - 1 Delegate from the category 5.2.3.4. Other services: insurance, maintenance, repair, etc.
 - 1 Delegate from the category 5.2.4.1. National Ministry;
 - 1 Delegate from the category 5.2.4.2. National transport authority, road authority, road operator;
 - 1 Delegate from the category 5.2.4.3. Local and regional authorities and transport authorities;
 - 1 Delegate from the category 5.2.5.2. Platform or cluster at national or regional level
 - 1 Delegate from the category 5.2.5.3 Civil society representation

- 14.4 The members of the Partnership Delegation will be elected by the General Assembly, using the standard voting quorum, and under the categories of Members as defined by article 14.4.3.
- 14.4.1 The members of the Executive Group shall remain member of the Partnership Delegation during all the time of their mandate in the Executive Group. Should a member of the Executive Group resign or be dismissed from his mandate, he will immediately no longer be member of the Partnership Delegation.
- 14.4.2 The other 15 delegates in the Partnership Delegation will be nominated for a period of three years, renewable. There is no limitation in the number of successive mandates, but a rotation principle should be implemented, and would then be defined in the Bylaws.
- 14.4.3 Proposals for delegates in the Partnership Delegation shall be sent to the Secretariat, who will organize the voting based on the Member categories defined by article 5.2: only the members of a membership category can participate to the election of the delegates representing their membership category. Only representatives of Members are eligible to be proposed as delegate in the Partnership Board. Candidates shall be able to demonstrate expertise and shall seek the support of their appropriate European sectorial association.
- 14.4.4 If a member is not active in the Partnership Delegation during more than one year, he/she shall be replaced by another delegate selected by the General Assembly, respecting the nomination rules of article 14.4.3 and respecting the Partnership Delegation composition listed in article 14.3.
- 14.5 Members of the Partnership Delegation will be acting as representative of the Association, of the member category that has elected them, and of the Member of which there are the delegate: should they change position outside their company or organisation, they shall notify the Secretariat, and their membership to the Partnership Delegation will be ended and be subject for replacement.
- 14.6 The work of the Partnership Delegation will be governed by the activities of the European Partnership on CCAM. Meetings will be organized as often as required by the CCAM Partnership.
- 14.7 The Partnership Delegation will report regularly to the General Assembly about the work done within the Partnership Governing Board. The Partnership Delegation will seek for recommendations and advice from all the members of the General Assembly and will represent the Association as a whole.
- 14.8 The Partnership Delegation will be chaired by the Chair of the Association, supported by the members of the Executive Group.

Article 15 – Secretariat

- 15.1 The Secretariat will be responsible for the daily management of the Association which means, *inter alia*, the organisation of meetings, the execution of the activities supported by the Association, and the setup of communication activities to publicise the results and achievements of the CCAM Partnership.
- 15.2 The Secretariat will work under the management and responsibility of the Administration Board. The Secretariat will work in the interests of the Association and shall seek to fulfil the needs of all the categories of members.
- 15.3. The Secretariat will be remunerated. The Administration Board will define the terms and conditions of such remuneration. When recruiting a new staff member for the Secretariat, the Administration Board will seek the support of the Executive Group.

TITLE 4. FINANCIAL MANAGEMENT

Article 16 – Financial Year

- 16.1 The financial year-end of the CCAM Association is December 31.
- 16.2 The Administration Board shall propose the annual budget of the Association, which it shall submit for approval to the General Assembly, in accordance with Article 11.
- 16.3 The Administration Board shall draw up final accounts for each financial year, which it shall submit for approval to the General Assembly, in accordance with Article 11.
- 16.4 The Administration Board shall be responsible for managing the funds of the Association and for maintaining the bookkeeping, assisted if required by a professional accountant.
- 16.5 In case legal conditions requiring the appointment of statutory auditors are met, such an appointment shall be made by the General Assembly upon recommendation of the Administration Board.

Article 17 – Legal representation

- 17.1 The members of the Administration Board represent the Association towards third parties.

All legal acts entered into by the Association shall be signed by a member of the Administration Board.

All legal action or arbitration involving the Association, as plaintiff or defendant, before courts, tribunals and other jurisdictions shall be the responsibility of the Administration Board, represented by one of its members.

- 17.2 The Secretariat represents the Association towards third parties with respect to the acts of the Association falling within the scope of the daily management.
- 17.3 The Administration Board is empowered to delegate appropriate representative, administrative and management duties to the Secretariat, to any of its members and/or to third parties.

Title 5 - AMENDMENT OF THE STATUTES AND DISSOLUTION OF THE ASSOCIATION

Article 18 - Amendment

- 18.1 Any proposal for the amendment of these Articles of Association shall be submitted to the Administration Board in order to include it in the agenda of the next General Assembly meeting. In order to enable the General Assembly to consider this proposal, such a proposal has to come at least from 25% of the Members. The amendment of the Articles of Association shall be adopted by the General Assembly in accordance with Art. 11.

Article 19 – Dissolution

- 19.1 Any proposal for the dissolution of the Association shall be sent to the Administration Board who will submit it to the General Assembly in order to include it in the agenda of the next General Assembly meeting. In order to enable the General Assembly to consider this proposal, such a proposal has to come from at least 25% of the Members.

Decision regarding the dissolution of the Association requires a quorum of presence of 60% of the Members, and a voting quorum of 60% of the Members present or represented.

In the event that the presence quorum is not met, the General Assembly meeting shall be convened a second time: in this case, the General Assembly meeting will be held without the presence quorum requirement.

- 19.2 In case of dissolution of the Association, the General Assembly shall appoint one or more liquidator(s) charged with realizing the Association's assets and settling its debts. Any net assets shall be disposed with a non-lucrative purpose.

Title 6 – GENERAL PROVISIONS

Article 20 – Notices of meetings

Notices of meetings shall be made by electronic mail.

Article 21 – Language

The working language of the CCAM Association shall be English.

Article 22 - Bylaws

The Association may adopt Bylaws in order to provide further details on the functioning of the Association, without the need to amend the Statutes. The Administration Board may propose the adoption of bylaws to the General Assembly, who will approve them at a majority of at least 60% of the members present or represented. Such Bylaws will complete the Statutes of the Association without however, in any way, infringing their stipulations.

Article 23 – Applicable law

Any matters which are not covered by the present Articles of Association, such as requirements regarding publication in the annexes of the "Moniteur Belge", shall be determined in accordance with the Code of companies and associations.