

**INTERNAL RULES OF THE
EUROPEAN PARKING ASSOCIATION (EPA)**

**INTERNATIONAL NON-PROFIT
ASSOCIATION**

General Clause

EPA is also denominated “The European Parking and Mobility Association”.

The internal rules (including any changes thereto) are drafted by the Board of Directors and submitted to the General Assembly for approval. The internal rules determine all organizational, administrative and operational procedures not covered by the Articles of Association. In case of a conflict between the provisions of the internal rules and the provisions of the Articles of Association, the latter prevail. Defined terms used in the internal rules have the meaning given to them in the Articles of Association.

The President, the Vice-Presidents and the Executive Director have the full authority (i) to ensure that all Members comply with the internal rules and (ii) to take any relevant decision concerning their application and enforcement.

ARTICLE §1 – MEMBERSHIP

For each membership category, the Articles of Association shall set out the conditions and formalities required in order to be admitted to or excluded from the association.

For the sake of clarity, it is understood that all national or international companies operating within the urban mobility sector can apply to become a Corporate Member, provided that the other conditions as set out in the Articles of Associations are fulfilled. The term “parking industry” as included in the conditions for becoming a Corporate Member (as set out in the Articles of Association) should be interpreted in accordance with the sector in which the Association operates.

ARTICLE § 2 - GENERAL ASSEMBLY

The General Assembly shall be convened and shall decide as provided in the Articles of Association. Accordingly, a member who is unable to attend a General Assembly can give a proxy to another Member within the same membership category. Exceptionally, if for a given

category only one Member has been admitted to the Association, it can give a written proxy to a Full Member.

The General Assembly has to decide on, amongst other things:

1. Approval of annual financial report and annual accounts

Before being submitted to the General Assembly, the annual financial report and the annual accounts have to be approved by the Board of Directors. After the approval of the Board of Directors has been obtained, the Ordinary General Assembly votes on the approval of the annual financial report and the annual accounts. The reports of the Independent and, as the case may be, the Statutory Auditor(s) are part of the agenda of the General Assembly and are sent out together with the convening notice for the General Assembly.

2. The Association's budget

The budget for each financial year must be approved by the Board of Directors before being submitted to the General Assembly for approval. The proposed budget is part of the agenda of the General Assembly and is sent out together with the convening notice for the General Assembly.

ARTICLE § 3 - BOARD OF DIRECTORS

1. General

The Board of Directors decides on all the affairs of the Association in accordance with the decisions taken by the General Assembly. The Board of Directors prepares the agenda for the General Assembly.

2. Meetings

The Board of Directors can ask the Executive Director to be present at the meetings when it deems appropriate. Minutes of the meetings will be prepared and sent to every member of the Board of Directors and, as the case may be, the Executive Director.

3. President and Vice-Presidents

3.1. The President and the Vice-Presidents exercise all powers necessary to carry out the purpose and the general political strategy of the Association.

The President is vested with the power of management and administration granted by the General Assembly. The President has the authority to accept and make good any bequest or covenants made to the Association and to take all useful or necessary actions in this respect. In the event that the mandate of the President is terminated during the term thereof, one of the Vice-Presidents will assume the role of President and choose a second Vice-President from amongst the other members of the Board of Directors, until the next General Assembly appoints a new President, it being understood that the Vice-Presidents must always be elected from among the Directors representing the Full Members.

4. Members

4.1. The responsibility of the different members of the Board of Directors (chairing of working groups, special tasks, etc.) is determined by the Board of Directors on the proposal of the President and/or Vice-Presidents.

4.2. The responsibility of the Treasurer is to:

- Present at each meeting of the Board of Directors an interim financial statement relating to the quarter preceding the particular board meeting;
- Prepare each year the financial report and the annual accounts in relation to the previous financial year and to propose a budget for the current financial year;
- Make each year a proposal pertaining to the membership fee in accordance with article 7.

If financial decisions are to be taken that are not covered by the budget, such decisions require the approval of the Board of Directors.

4.3. For each Full Member country, only one delegate may be elected as 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 Corporate Member has representatives both on the Board and on the Policy and Strategy Committee. Corporate Member representatives can only be a member of one of those bodies.

4.4. In order to provide sufficient rotation, the Association endeavours to ensure that the same person exercises the office of Director for a maximum of six consecutive years. This term will particularly be maintained with regard to the office of President.

5. Subsistence allowances

The President and the Vice-Presidents may be reimbursed for travel expenses incurred in the exclusive interests of the Association and upon prior presentation of the corresponding invoices as well as upon prior agreement of the Treasurer, provided such costs have been budgeted beforehand. Any other costs will not be reimbursed.

6. Former Presidents

The immediate past President of EPA (“President Emeritus”) may be invited by the current President to attend the board meetings as an observer, in a purely honorary function. In addition, the President Emeritus is exceptionally allowed to provide the following role(s) at the invitation of the current President and/or the Board during a period of maximum six (6) years after their mandate of President has terminated:

- Providing advice and input to the President, Vice-Presidents and the Board on the strategic direction of EPA, if expressly requested to do so;
- Representation of EPA at events and conferences, though only following a specific, direct and explicit request of the Board of Directors; and
- Chairmanship of working groups or special task forces, upon invitation and approval by the Board of Directors.

ARTICLE § 4 – EXECUTIVE DIRECTOR

1. The Executive Director is appointed by the Board of Directors.
2. The Executive Director is responsible for the organisation of the meetings of the Board of Directors, the General Assembly and other meetings as requested by the President.
3. The Executive Director is responsible for the work done by the Secretariat and shall monitor the performance of the Independent Auditor(s).
4. The Executive Director prepares all documentation in relation to the General Assembly.
5. The Executive Director works in close co-operation with the President and the Board of Directors and is responsible for promoting the interests of the Association.
6. The Executive Director gets reimbursed for travel expenses incurred exclusively in the interest of the Association, upon prior presentation of the corresponding invoices.

ARTICLE § 5 – EXECUTIVE COMMITTEE

1. The Executive Committee is composed by the President, the Vice-Presidents, the Treasurer and supported by the Secretariat. The Executive Committee guides the Secretariat in its daily management of the Association and holds regular meetings, no more than weekly though at least more frequently than the Board of Directors.

ARTICLE § 6 – WORKING GROUPS

1. The General Assembly or the Board of Directors can constitute any working groups deemed necessary for the accomplishment of the aims of the Association.
2. Each working group may be chaired by a member of the Board of Directors, a designate from within the Board member's own organization or a member of the Policy and Strategy Committee, upon approval by the Board of Directors, with functional responsibility for the activities and is supported by at least one (1) member of the Secretariat.
3. Working groups shall comprise of any relevant volunteers with the appropriate skills and knowledge appointed from amongst the Members, the members of the Board of Directors, or any other relevant third parties, subject to the approval of the chairperson of the working group.
4. The President and the Executive Director are ex-officio members of all working groups.
5. Agendas and minutes will be produced for every meeting and be made available to all members of the working group via the secretariat of the Association.
6. Membership of any working group will be reviewed for any member who does not attend two (2) consecutive meetings.
7. Working groups, through their concentration on particular aspects of the Association's operations, can undertake more comprehensive and detailed examinations on the issues involved. They can serve as valuable sources of support to the Executive Director, the Board of Directors and the General Assembly through the provision of advice and expertise in their areas of interest.
8. The working groups remain at all times subject to the overriding authority of the General Assembly to ensure that the objective of co-ordination and effective implementation of agreed policy is achieved. The Board of Directors and/or the Policy

and Strategy Committee will co-ordinate the activities of the working groups. Each working group shall present reports of its activities to the General Assembly and, if applicable, the concerned members of the Board of Directors and/or the Policy and Strategy Committee will be required to provide regular updates to the Board of Directors.

ARTICLE § 7 - SPONSORS

Any relevant organization can apply to sponsor the Association, for example via its events such as the European Parking Congress. Sponsors have to be accepted by the Board of Directors. Sponsors may be invited to attend the ‘open’ sessions of the General Assembly as a third party without having the right to vote. Sponsors may also be invited by the Board of Directors to take part in such activities of the Association as the Board of Directors deems appropriate. Sponsors are not entitled to submit their candidacy for the position of President, Vice-President or member of the Board of Directors.

ARTICLE § 8 – MEMBERSHIP FEE

The Board of Directors determines the membership fees on an annual basis. The membership fee is always payable for an entire calendar year. The request for payment is sent out to every Member at the latest on 15 February of each year.

The membership fees are composed as follows:

1. Full Members

A basic fee	2.500,00 EUR
An additional fee, depending on the Category to which the Full Member belongs:	
- Category 1: up to 2,0 million cars	0,00 EUR
- Category 2: up to 3,0 million cars	1.000,00 EUR
- Category 3: up to 5,0 million cars	2.500,00 EUR
- Category 4: up to 20,0 million cars	5.000,00 EUR
- Category 5: from 20,0 million cars	10.000,00 EUR

2. Corporate Members

A basic fee, depending on which Category the Corporate Member prefers:	
- Category Bronze:	2.500,00 EUR

- Category Silver:	5.000,00 EUR
- Category Gold:	10.000,00 EUR
- Category Platinum:	25.000,00 EUR

The following benefits are accorded to the different Categories for Corporate Members:

- **Category Bronze** (*i.e.* minimum entry level to become a formal EPA Corporate Member):
 - Acknowledgement of membership on the EPA website. The logo of all the Members will have the same size, but the Bronze Category will be at the lowest position on the membership webpage;
 - Right to display “Proud member of EPA” logo on the company’s website;
 - Right to vote in the EPA General Assembly (one vote per member);
 - Right to propose a candidate for one of the Board seats reserved for Corporate Members;
 - Right to participate in all EPA activities, incl. participation in Working Groups (WGs), issue-related campaigns, dedicated EPA networking events, etc.

- **Silver Category:**

These Members shall receive the same benefits as the Bronze Category, with the addition of:

 - Acknowledgement of Silver status on the EPA website and communication materials (incl. in Parking Trend International – PTI, future monthly EPA newsletter, formal EPA publications such as reports, position papers, etc.);
 - 10% discount on sponsorship of the European Parking Congress, EPA events and other (future) paid services [EPA Awards, ESPA certification, training, market studies, research, consulting, etc.]

- **Gold Category:**

These Members shall receive the same benefits as the Silver Category, with the addition of:

 - Acknowledgement of Gold status on the EPA website and communication materials;
 - Right to contribute to (EPA) articles in PTI, subject to topics chosen by the Editorial Board;
 - 20% discount on sponsorship of the European Parking Congress, EPA events and other (future) paid services.

- **Platinum Category:**

These Members shall receive the same benefits as the Gold Category, with the addition of:

- Acknowledgement of Platinum status on the EPA website and communication materials;
- Right to draft an editorial in PTI, subject to the established rotation schedule;
- 30% discount on sponsorship of the European Parking Congress, EPA events and other (future) paid services;
- Additional privileges, such as regular dedicated exchanges between Platinum members and EPA leadership.

3. Affiliate Members

A basic fee:	2.500,00 EUR
However, no fee is due if a mutual membership has been agreed with the Affiliate Member, as stipulated in the Articles of Association.	

The membership fees can be adapted upon decision by the Board according to the development of the Harmonized Index of Consumer Prices HICP.

If the annual turnover of a Full or Affiliate Member would be less than three times the amount of its membership fee, a discount may be granted by the Board of Directors following a request to this end by the Member concerned after receipt of the membership fee request. Any discount and its amount will be assessed by the Board of Directors on a case-by-case basis and can be revised each year.

Upon receipt of a membership fee request, the fee is to be paid in EURO currency, as the case may be, subject to VAT at the applicable rate. It must be paid to the bank account of the Association.

Article § 9 – THE ASSOCIATION’S FINANCES

1. All expenditure and investment decisions, as well as financial decisions taken in the interest of the Association exceeding an amount of 5.000,00 EURO net require the approval of the Treasurer and/or Board of Directors.
2. Only a decision of the Board of Directors can change the authorizations.

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