

EATA Operating Principles

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Article 1 - Introduction

a. Purpose

These Operating Principles are designed to explain the structure and functions of the European Automotive & Telecom Alliance (EATA). They are intended to serve as a reference to EATA leadership, Member organizations, and their employees.

b. Name

The organisation is named: "The European Automotive & Telecom Alliance", abbreviated "EATA".

c. Mission & vision

The mission of EATA is to:

- *Provide a platform for the automotive and telecommunications sectors and related companies to work together and share best practices and knowledge to enable and accelerate connected and automated driving in Europe*
- *Facilitate and accelerate the EU-wide deployment of connected and automated driving by:*
 - *Monitoring and managing policy and regulatory issues affecting connected & automated driving, of joint interest to all Members*
 - *Issuing, promoting and contributing to statements and opinions concerning issues such as V2X communication in national and cross-border scenarios;*
 - *Identifying the elements of the future value creation framework to stimulate the development of business models linked to connected and automated driving;*
 - *Encouraging public investment for innovation and deployment of connected & automated driving;*
 - *Promoting and facilitating testing, demonstration and pre-deployment projects in and across EU Member States to ensure a wider expansion and deployment of current and upcoming technologies for connected & automated driving.*
- *Create societal benefits by improving road safety and traffic efficiency through connected & automated driving*

d. Language

English shall be the working language of EATA. All publications shall be in the English language as far as no other language is prescribed by law. When the original version of a document issued by EATA is not in English, a translation in the English language shall be made available to the Members.

e. Changes to the Operating Principles

Amendments to these Operating Principles may be made at any meeting of the General Assembly in accordance with article 3 (b).

f. Business & financial support

The daily management is delegated by the Steering Committee to the Secretariat (support management company), contracted by the 6 founding Members.

The secretariat will report to the President and Vice-President.

The EATA Steering Committee will guide and advise the staff of the secretariat, following the allocated responsibilities and action plan.

The EATA financial year starts on 1 January and ends on 31 December of each year. The Steering Committee members shall submit to the approval of the General Assembly the annual accounts of the previous year and the budget for the following year.

The EATA Steering Committee members will not be reimbursed for any expenses made with regards to their EATA activities.

Article 2 - Membership

a. General

Any company or association with legal personality that has a registered office and a place of business in the European Economic Area, Switzerland or the UK and that supports the mission and activities listed in Article 4 can apply for membership of EATA.

b. Membership categories

Members are companies or associations that support the mission of EATA and commit to contributing to its mission.

There are three categories of Members: founding Members, automotive Members and telecommunications Members. These can be companies or associations.

The founding Members are the following associations: ACEA, CLEPA, ETNO, ECTA, GSMA and GSA.

If two or more companies are affiliated to the same group of companies, only one of them can become a Member.

c. New & resigning Members

The admission of new Members is subject to the approval by the Steering Committee, to be followed by a written notification of the General Assembly.

Applications for membership must be sent to the Secretariat and shall be reviewed by the Steering Committee. They shall be accepted in the order in which they are made. Applications shall be rejected only for objective, non-discriminatory reasons. New Members shall be admitted only after having signed a membership form, implying the respect of the provisions of the Operating Principles.

Members who wish to resign from EATA or who cease to comply with the criteria for membership shall send a registered letter to the secretariat. Their resignation shall be effective three months after receipt of the letter.

Members can be excluded if they:

- Act against the mission and activities of EATA listed in item 1.c*
- Fail or refuse to pay the financial contribution required for one year;*

Members can be excluded only after having been informed in writing of the grounds for such exclusion, after having been given a reasonable time to fulfil their obligations and after having had the opportunity to present their defence before the General Assembly called upon to decide on their exclusion.

d. Membership dues

All members except the European associations that are founding members of EATA shall pay an annual financial contribution that is intended to cover the operational costs of EATA.

The contributions will be fixed each year by the General Assembly upon a proposal from the Steering Committee.

Membership contributions will each cover a full year; these will even have to be paid for the year in which a Member would eventually resign.

Article 3 - Structure & Governance

a. Steering Committee

i. Membership

EATA is managed by the Steering Committee elected by the General Assembly.

It is composed of minimum six and maximum twenty-four Steering Committee members.

Representatives of members from automotive and telecommunications are entitled to an equal number of Steering Committee members with a maximum of twelve each. This includes the European associations that are founding members of EATA, which are each entitled to one Steering Committee Member each.

ii. Appointment of Steering Committee members

Steering Committee members are elected for a period of two years. The mandates are renewable.

Any Member wishing to stand for election to the Steering Committee shall notify the secretariat at least one month before the date of the ordinary General Assembly meeting.

Steering Committee members who wish to resign must notify the Steering Committee in writing via the Secretariat. The President can appoint a Steering Committee Member on a temporary basis for the remaining part of the term of the resigning Member.

The mandate of a Steering Committee Member can be revoked at any time if the General Assembly considers that a Steering Committee Member (i) acts against the interest of EATA or (ii) does not fulfil his/her responsibilities properly. The President can appoint a Steering Committee Member on a temporary basis in case of a sudden vacancy for the remaining part of the term of the Member to be replaced.

The Steering Committee appoints a President and a Vice-President among those members who represent the founding associations. One of these officers shall be a representative from the automotive sector while the other shall be a representative from the telecom sector. These officers shall be appointed for 2 years with the possibility to renew their mandate.

The President shall preside all meetings of the Steering Committee and the General Assembly. He/she shall present at each annual meeting a report of the work of EATA.

In the absence of the President or in his/her inability to exercise his/her office, the Vice-President shall become the acting President entrusted with the powers that the Operating Principles confer to the President.

The secretariat shall prepare the annual financial report and submit it for approval first to the President and Vice-President and, once approved by President and Vice-President, to the Steering Committee and afterwards to the General Assembly.

If the President or the Vice-President resigns prior to the end of his/her term, a new President or Vice-President shall be elected for the remaining part of the term of the resigning Member.

iii. Meetings

The Steering Committee shall meet at least once every six months, after notification by the President or at the demand of a quarter of its members.

The agenda of a Steering Committee meeting and other documents to be approved or discussed must be provided together with the notice at the latest fifteen calendar days prior to the meeting.

If circumstances so require, meetings of the Steering Committee may be held by way of conference call or video conferencing. In this case, this shall be stated explicitly in the minutes of the meeting and Steering Committee members shall confirm their vote by email to the Secretariat, if requested.

Steering Committee members may nominate a deputy to act as an alternate if they are unable to attend a meeting. Steering Committee members can be represented by another Steering Committee Member bearing a proxy. Each Steering Committee Member can hold a maximum of two proxies.

A register of meeting minutes shall be kept at the registered office of EATA. The secretariat shall keep the register at the disposal of the Members.

iv. Voting

The Steering Committee can take decisions only if more than half of automotive members and more than half of telecommunications members are present or represented.

Decisions of the Steering Committee shall require a majority of two-thirds of the Steering Committee members present or represented.

Each Steering Committee Member shall have one vote.

b. General Assembly

i. *Responsibilities*

The General Assembly shall have full powers to realise the mission of EATA.

The following issues are specifically reserved to its competence:

- *Approval and amendments of the Operating Principles*
- *Election of the Steering Committee members*
- *Determination of the annual financial contribution for membership*
- *Approval of the budgets and the annual accounts*
- *Dissolution of EATA*

ii. *Meetings*

The General Assembly shall meet at least once a year during the first half of the year.

The agenda of the General Assembly and other documents to be approved or discussed must be provided together with the notice at the latest fifteen calendar days prior to the meeting. For the calculation of this period, the day that the notice was sent and the day of the meeting will not be taken into account. Issues which are not mentioned in the agenda can be discussed but not decided upon unless decided otherwise by those present at the General Assembly. Notices, agendas and other documents may be sent by email.

An extraordinary General Assembly can be convened by the President each time the interests of EATA may require it. It shall be convened at the demand of at least a quarter of its members.

iii. *Voting*

All members can be represented at the General Assembly.

Each Member has one vote. Members can be represented by another Member bearing a proxy. Each Member can hold a maximum of two proxies.

The General Assembly can take decisions only if more than half of all automotive members and more than half of all telecommunications members are present or represented. If this quorum is not achieved, a new meeting with the same agenda must be convened within three months. At

this meeting, the General Assembly can take decisions without any minimum attendance quorum provided this is stated clearly in the notification.

Decisions of the General Assembly shall require a majority of two-thirds of the automotive members present or represented and of two-thirds of the telecommunications members present or represented. Blank votes, invalid votes and abstentions shall not be counted.

A register of meeting minutes shall be kept at the registered office of EATA. The secretariat shall keep the register at the disposal of the members.

Article 4 - Compliance

EATA shall take adequate measures to comply with all applicable laws and regulations.

The Members of EATA are competitors in the automotive and telecommunications business. They support free and fair competition as a market policy and as a legal concept. Their membership of EATA shall not restrict their ability to defend their competitive position on the market.

Article 5 – IPR Policy

In order to respect the intellectual property rights members have, all Members of EATA but also those who would be invited to join projects initiated by EATA, will be informed of the EATA IPR policy and should agree to respect the principles described in this policy as described in annex 1 .

Article 6 – Confidentiality

In order to respect the confidentiality of information which may be exchanged between members as part of the activities deployed by EATA, members will comply with the provisions on confidentiality as described in annex 2.

Article 7 - Applicable law and dispute settlement

The Operating Principles shall be governed by and construed in accordance with Belgian law. All disputes arising between the members related to the Operating Principles or their validity shall be finally settled by the Brussels courts.