

European Ventilation Industry Association (EVIA)

Association internationale sans but lucratif

By-laws

TITLE I – NAME, FORM, DURATION, REGISTERED OFFICE, PURPOSE, ACTIVITIES AND DEFINITIONS

Article 1 – Name, Form and Duration

The name of the association is “**European Ventilation Industry Association**”, abbreviated “EVIA.” The association shall hereinafter be referred to as “the Association” or “EVIA”.

EVIA is an international non-profit association governed by

- (a) the provisions of Title III of the Belgian law of 27 June 1921 on non-profit associations, international non-profit associations and foundations, as from to time amended,
- (b) these By-laws, and
- (c) the Internal Rules of EVIA.

The Association is formed for an indefinite period.

Article 2 – Registered office

The Association’s registered office shall be located at Avenue des Arts 46, Brussels B-1000 Belgium.

It may be transferred to any other location in the Brussels conurbation by a decision of the Steering Committee, to be deposited in the Association’s file and published in the Annexes of the *Moniteur belge* within one month following such decision.

Article 3 – Philosophy and Goals

The Association’s purpose shall be to focus on highly efficient ventilation applications with a European relevance (that means not on systems which have only a local distribution)

The philosophy of EVIA

The philosophy of EVIA is to promote ventilation systems in respect of health, comfort IAQ and energy savings.

1. Ventilation is an essential element of comfort and contributes to the health of people in buildings.
2. Comfort Ventilation is an "enabler" for the air-tight Zero-Energy-House that the EU needs to carry out its 20-20-20 agenda.
3. Fresh air and a good indoor air quality are an obligation we have to all building occupants.
4. Comfort Ventilation requires electricity. This electricity is an investment, not an expense. The value of comfort, hygiene and health is of a higher order than simple energy efficiency.
5. Heat recovery in ventilation systems is also highly economical because the electricity used leads to the avoidance of large heat losses.

The goals of EVIA

1. Promote high indoor air quality and energy recovery through quality solutions (products and installation). The correct rate of air change should be dictated by IAQ.
2. Facilitate interaction with politics, scientists, professionals and consumers.
3. Promote high performance energy savings ventilation at the European and national levels.
4. Promote the idea that recovered energy is at least as environment-friendly as renewable energies and that recovered energy deserves the same position in legislation and – if any – in financial grants
5. Secure that regulations will take the quality aspect of ventilation systems including their installation into account – by this we take responsibility for consumer protection
6. Spread best practices regarding design, installation and maintenance.
7. Support suitable training curriculum and quality insurance for installations throughout Europe
8. Support a harmonisation of local product approval processes towards common European standards.

In carrying out these objectives, the Association will base itself on the principles of free enterprise, competition and fair trade in the European Union and throughout the world.

Article 4 – Definitions

- (a) *"Manufacturer" means any corporation or firm which performs the function of producing fan assisted ventilation products, including any substantial processing or assembling operation;*
- (b) *"Annual Sales" means the annual volume, in euros, of sales within the European Union of all and any Ventilation Products, f.o.b. point of manufacture, less returns and allowances. This includes all products delivered by the Manufacturer, except products which are manufactured outside the European Union and not sold within the European Union.*
- (c) *"Substantial Volume" means Annual Sales of Ventilation Products within the European Union for a total value exceeding 1,000,000 Euros.*
- (d) *"Ventilation products" means fan assisted units for the purpose of ventilation and IAQ.*

TITLE II – MEMBERS

Article 5 – Membership categories

The Association shall have the following membership categories:

- (a) *Company Member*
 - (i) Any Manufacturer having a substantial volume *with a production centre in Europe and with product sales in more than three (3) European countries.* Membership shall, subject to point (ii) below, include all divisions or branches of the entity.
 - (ii) A subsidiary whose stock is owned in whole or part by another Manufacturer, which is operated and managed as a separate corporate entity, may, if otherwise eligible for membership under these By-laws, retain membership or be admitted to membership. Membership of a subsidiary Manufacturer shall not affect the right of the parent Manufacturer to retain or, if otherwise eligible for membership, to apply for admission to membership in its own name.
- (b) *Associate Member*
 - (i) *Any non-profit legal entity whose primary members are manufacturers of ventilation products, which are sold within the European Union.*
 - (ii) Any legal entity which sells *ventilation* products in substantial volume within the European Union as a private brand marketer.

(c) *Supporting Partner*

- (i) Any legal entity that supports the Association's purpose and which does not fall under categories (a) or (b).

The rights and obligations of the Company Members, Associate Members and Supporting Partners (hereinafter referred to as "the Members") shall be as set forth in these By-laws and/or the Internal Rules. The Members of the Association shall be companies or associations legally constituted pursuant to the laws and customs of their country of origin.

Each Member is represented by one delegate ("Member representative").

Article 6 - Voting rights

Each Company Member and each *Associate Member will have full voting rights in the general assembly.*

Supporting Partners shall be non-voting members of the Association. They have the right to attend and participate in the General Assembly and of meetings of the Association's Working Groups and Committees.

Article 7 – Admission procedure

The applicant shall file completed application for admission with the Secretariat. The application shall be made by using the application form prepared by the Secretariat.

The Steering Committee shall decide whether or not to admit the applicant as a Member of the Association, and its membership category.

The Steering Committee is allowed to refuse membership if three (3) or more companies of the same parent company are already members of EVIA.

Membership is acquired following:

- (a) the decision of the Steering Committee to that effect, and
- (b) the payment of the applicable membership fee *within three months of the date of invoice.*

Article 8 – Resignation, Exclusion

Any Member can resign from the Association with immediate effect provided it has notified by means of a registered letter such resignation *to the Chair of EVIA.* The

applicable membership fees for the year in which the cessation of membership occurs remain due in full and payable to the Association.

Any Company Member who violates or is no longer in compliance with the provisions of these By-laws or the Internal Rules, or who acts in a way that is detrimental to the interest of the Association or its Members, may be excluded from the Association by the General Assembly upon recommendation of the Steering Committee and after having been heard by the General Assembly. The exclusion is notified by registered letter.

Any Associate Member or Supporting Partner who so acts, may be excluded from the Association by the Steering Committee. The exclusion is notified by registered letter.

A Member, who, in whatever way and for whatever reason, ceases to be a Member of the Association, shall, because of such cessation of membership, have no claim for compensation from the Association and shall have no claim on the Association's assets or funds.

TITLE III – ORGANISATIONAL STRUCTURES

Article 9 – Organisational structure

The organisational structure of the Association is:

- the General Assembly;
- the Steering Committee;
- the Committee on Non-Residential Ventilation;
- the Committee on Residential Ventilation;
- the Committee on Fans; and
- the Elected Officers.

They are assisted by the *Secretary General and* the Secretariat.

A. General Assembly

Article 10 – General Assembly

The General Assembly shall consist of all Company Members of the Association, Associate Members and Supporting Partners.

Supporting partners shall have the right to participate and attend as observers only.

The General Assembly is the highest authority of the Association.

Subject to the powers granted to the other organisational structures, *Secretary General* and the Secretariat by these By-laws, the General Assembly shall have all the powers to realize the Association's purpose. These powers include:

- (a) amend these By-laws;
- (b) dissolve the Association;
- (c) elect and dismiss the voting members of the Steering Committee (hereinafter the "Directors");
- (d) grant or refuse the discharge to the Directors;
- (e) approve annual budgets and accounts, and
- (f) decide on the appointment of an auditor.

Article 11 – Annual General Assembly

Each year the Steering Committee shall convene an annual General Assembly *at the latest by 30th June*.

Article 12 – Extraordinary General Assembly

An extraordinary General Assembly shall be convened by the Steering Committee whenever required by the interests of the Association or upon request of two thirds of the Company Members.

Each Company Member shall have the right, by means of a written document, to be represented at a General Assembly by a proxy holder who is a Company Member of the Association.

Article 13 – Convocations, Agenda

Convocations for a General Assembly shall be mailed to the Members at least *one month in advance*.

Convocations for a General Assembly which must decide on amendments to the By-laws or the dissolution of the Association shall be mailed to the Members at least one month in advance.

The convocations shall mention the agenda, the location, the date and the time of the General Assembly. The agenda shall contain any item submitted in writing to the Steering Committee by any Company Member within the period provided for in the convocation. No vote shall be taken regarding an item that is not listed on the agenda, unless all Company Members are present or represented and agree to such vote.

Each Member shall have the right, before, during, or after the General Assembly, to waive the convocation requirement. Any Member present or represented at a General

Assembly shall be deemed to have been regularly convoked. If all Company Members are present or represented, justification of the convocations shall not be required.

Article 14 – Quorum, Votes

Unless otherwise provided by these By-laws, the General Assembly shall be validly constituted if more than half of the Company Members and Associate Members are present or represented. If this condition is not met, the Chairman shall call pursuant to Article 13 of these By-laws a second General Assembly, with the same agenda, which shall be validly constituted irrespective of the number of Company Members and Associate Members present or represented.

Unless otherwise provided by these By-laws, resolutions of the General Assembly shall be validly adopted if they obtain the majority of the votes of the Company Members and Associate Members present or represented. Abstentions shall not be counted.

Article 15 – Amendments to the By-laws: Quorums, Votes

The General Assembly shall be validly constituted to deliberate on amendments to the By-laws only if the object thereof is mentioned explicitly in the convocation and if two thirds of the Company Members and Associate Members are present or represented at the meeting.

If less than two thirds of the Company Members and Associate Members are present or represented, the Chairman shall convoke pursuant to Article 13 of these By-laws a second General Assembly, with the same agenda, which shall be validly constituted irrespective of the number of Company Members present or represented.

Any decision shall require a two thirds majority of the votes of the Company Members and Associate Members present or represented. Abstentions shall not be counted.

If applicable, amendments to the By-laws shall be effective only after approval by Royal Decree, to the extent required, and after compliance with the publicity requirements.

Article 16 – Procedure

The General Assembly shall be chaired by the Chair or, in his absence, by the Vice-Chair or, in his absence, the *Secretary General*, or in his absence, by any other person elected by the General Assembly pursuant to Article 14 of these By-laws.

The *Secretary General* or a person designated by him in accordance with Article 29 of these By-laws shall assure the secretariat of the General Assembly.

The chair of the General Assembly shall grant speaking time, guide discussions, and see to it that the meeting runs its course.

An attendance list shall be signed by the attendees of the General Assembly. The list shall be attached to the minutes of the General Assembly.

The minutes shall be prepared by the *Secretary General* and shall be kept in a special register held at the registered or administrative office of the Association. Copies and excerpts of the minutes to be produced in court or elsewhere shall be signed by the chair of the General Assembly or *the Secretary General*. The *Secretary General* shall send a copy of the minutes to all the Members of the Association.

Article 17 – Meeting via written procedure

In exceptional cases and when the urgency of the matter so requires, the General Assembly may make decisions by a written procedure. To that effect, the *Secretary General*, at the request of the Steering Committee and with the assistance of the Secretariat, shall send the proposed resolutions to all the Members. The communication shall be accompanied by a memorandum prepared by the Steering Committee setting forth the reasons which have led to the use of the written procedure, as well as the context of the proposed resolutions.

The proposed resolutions shall be deemed adopted, if within ten working days after having been sent, the number of duly completed written communications returned to the *Secretary*, for the attention of the Steering Committee, by Company Members is sufficient to meet the quorum and voting requirements set forth in these By-laws.

B. Steering Committee

Article 18 – Composition

The Association shall be managed by a Steering Committee *composed of maximum ten (10) and minimum five (5) voting Directors*.

They must be executive officers or other representatives from senior management of the Company Members.

One (1) voting Director represents the Associate Members. To that end the Associate Members shall recommend one or more candidates to the General Assembly for this position.

There will be one (1) non-voting ex officio Directors which is the Secretary General. The method of designation of this Director shall be set forth in the Internal Rules.

The term of office of any Director shall be *three (3) years with the view to increasing the number of Directors from 5 to 10 over the three year period. Re-election of Directors is allowed.*)

At the request of one or more Directors the Steering Committee may allow third parties to attend its meetings and assist in its deliberations; provided that such request for attendance is approved by a unanimous vote of all voting Directors, not taking into account the vote(s) of the requesting Director(s). Such third parties shall have no voting right.

Members of the Association who have issued a resignation notice pursuant to Article 8, first paragraph, of these By-laws or who have been excluded from the Association pursuant to Article 8, second paragraph, of these By-laws, shall no longer be entitled to representation on the Steering Committee. Their representatives shall be deemed to have automatically resigned from the Steering Committee.

In the event of the resignation or revocation of a Director, such Director shall be replaced by a new Director appointed by the Chair for the time remaining and confirmed on the occasion of the next General Assembly.

Article 19 – Powers

The Steering Committee shall have the powers (simple majority of those present) conferred upon it by these By-laws, including:

- (a) elect and dismiss, amongst the voting Directors, the Chair, the Vice-Chair and the Treasurer;
- (b) appoint and dismiss the Secretary General and the Secretariat;
- (c) set future priorities, adopt pro-active plans and final positions;
- (d) accept or reject new Members ;
- (e) exclude Associate Member or Supporting Partner in accordance with Article 8 of the By-laws ;
- (f) recommend to the General Assembly the exclusion of any Company Member in accordance with Article 8 of the By-laws ;
- (g) approve the organisation of and the arrangements regarding the Secretariat as proposed by the *Secretary General* ;
- (h) set up the Working Groups and appoint the chairmen of the Working Groups, as from time to time deemed appropriate, and with the powers and tasks deemed appropriate;
- (i) adopt the Internal Rules;
- (j) prepare and file for approval by the General Assembly the annual budget and accounts;
- (k) be responsible for the management of the Association; and
- (l) determine the membership fees.

Article 20 – Procedure

The Steering Committee shall meet normally three (3) to four (4) times a year. It shall convene upon convocation by the *Secretary General* at the request of the Chair, on its own initiative, or upon written request of at least two Directors. The Steering Committee shall be validly constituted when a majority of its voting Directors are present or represented. The resolutions of the Steering Committee shall be validly adopted if they obtain the affirmative vote of the majority of the voting Directors present or represented. In the event of a tie vote, the vote of the Chair shall prevail.

Each Director shall have the right, by means of any written document, to be represented at a meeting by a proxy holder, who must be a Director.

The minutes of the Steering Committee shall be prepared by the *Secretary General* and shall be kept in a special register held at the registered or administrative office of the Association.

The Directors, which are not physically present or represented, may participate in the deliberations via any modern means of telecommunication that allow Directors to directly hear each other and directly speak to each other, such as a telephone or video conference. In such a case, the remote Directors shall be deemed present.

A dated document signed by all Directors and recorded or inserted in the register of minutes shall equal to a decision of the Steering Committee. Copies and excerpts of the minutes of the Steering Committee to be produced in court or elsewhere shall be signed by the Chair or the *Secretary General*.

C. Working Committees

Article 21 – Working Committees

The Steering Committee may set up and dissolve the following Working Committees:

- (a) The Residential Ventilation Committee;
- (b) The Non-residential Ventilation Committee;
- (c) The Committee on Fans;

The Chair appoints and dismisses the members of the Working Groups which are delegated from the members. Unless otherwise specified by the Chair, *the term of office of the members of the Working Group shall be three (3) years.*

Working groups do any work within its particular field that is assigned to it by the By-laws or referred to it by the Association, the Steering Committee, or the *Secretary*

General. Working Groups provide ever-ready and experienced groups to which work may be referred at any time. They handle many tasks that need to be carried out regularly.

Article 22 – Quorum, Majority

Except as otherwise provided for in the By-laws or the Internal Rules, the quorum requirement for all committees shall be a majority of voting members.

The resolutions of all the committees shall be validly adopted if they obtain the affirmative vote of the majority of the voting members present or represented.

D. Officers

Article 23 – Elected Officers

The Association shall have the following Elected Officers, to be appointed by and among the voting Directors:

- Chair;
- Vice Chair, and
- Treasurer.

The term of office of any Elected Officers shall *be three (3) years*.

(a) Chair

The Chair shall have the powers conferred upon him by these By-laws, including:

- act as spokesman for the Association ;
- represent the Association at appropriate levels with regard to all issues of concern to the Association ;
- preside at the General Assembly and the Steering Committee ; and
- appoint members of all standing committees and working groups, unless otherwise provided in the By-laws.

(b) Vice Chair

In the case of the absence or disability of the Chair or in the case of a vacancy in the office of the Chair, the Vice Chair shall perform the duties of the Chair until the next meeting of the Steering Committee.

(c) Treasurer

The Treasurer shall have responsibility for the custody of the funds of the Association, keeping an account of all moneys received and expended for the use of the Association, and making disbursements authorized by and in such manner as may be prescribed by the Steering Committee.

The Treasurer shall be responsible for the deposit of all moneys received by the Association in banks or other institutions designated by the Steering Committee and for recommending to the Steering Committee the investment of surplus funds. The Treasurer shall render a report at the annual General Assembly of the Association. The Treasurer shall be responsible for acquiring a suitable bond covering officers and staff, the cost of which shall be borne by the Association.

At the expiration of his term of office, the Treasurer shall deliver to his successor all books, moneys, or other properties belonging to the Association that may be in his custody or possession.

Article 24 – Appointed Officers

The Association shall have the following Appointed Officers:

- a Secretary General,
- a Secretariat

The Appointed Officers are appointed by the Steering Committee, to serve for such length of time and for such compensation as the Compensation Committee recommends and is approved by the Steering Committee. Subject to the terms of any applicable contracts, the Steering Committee may terminate the services of any such Appointed Officers at its discretion. These offices may be held and the duties thereof discharged by one or more individuals.

(a) Secretary General

The *Secretary* General shall be the chief executive officer of the Association and shall perform the duties of such position and such other duties as may be assigned to him by the General Assembly, the Steering Committee and the Executive Committee.

The *Secretary* General shall have the powers conferred upon him by these By-laws, including:

- manage the Secretariat of the Association;
- be in charge of the daily management of the Association; and
- prepare the annual budget and annual accounts of the Association.

The *Secretary* General shall report to the Steering Committee.

The *Secretary General* shall have the power to sub-delegate his powers to one or more persons, who may or may not be employees of the Association.

(b) Secretariat

The Secretariat shall keep a permanent record of all proceedings of the Association and shall perform such other duties as may be assigned by the Steering Committee.

TITLE IV – REPRESENTATION, BUDGETS, AND ACCOUNTS

Article 25 – Representation

The Association shall be validly represented vis-à-vis third parties and with regard to all judicial or extra-judicial deeds by the Chair acting individually or by any two Directors acting jointly.

Within the framework of daily management, the Association shall also be validly represented vis-à-vis third parties and with regard to all judicial or extra-judicial deeds by the *Secretary General* acting individually.

None of the aforementioned persons must justify his powers vis-à-vis third parties.

In addition, the Association shall be validly represented, within the framework of his mandate, by a proxy holder duly mandated by the Chair acting individually or by any two Directors acting jointly or, within the framework of daily management, by the *Secretary General* acting individually.

Article 26 – Budgets and accounts

The financial year of the Association shall be from January 1 through December 31. On December 31 of each year, the books and accounts of the Association will be closed.

The Steering Committee shall prepare before June 30th of every year for the approval by the General Assembly the accounts of the past financial year.

An annual budget of the anticipated total expense of operating the Association for the ensuing fiscal year shall be prepared before 30th June of every year by the *Secretary General* with the approval of the Steering Committee and the General Assembly. The budget shall be approved or amended by the Steering Committee by at least a two-thirds (2/3) vote.

The Steering Committee may set aside as a reserve for contingencies or may accumulate and add to the surplus funds of the Association all or any part of the excess of dues over

expenditures. Said accumulation of surplus shall not exceed one hundred and twenty percent (120%) of the Association's annual budget.

Article 27 – Membership fees

The Association's membership fees shall be set by the Steering Committee on an annual basis as part of the budget process.

One fee, one vote, one member

The following rules shall apply:

- (a) Any new Member will pay a proportionate amount of the annual fees obligation for the remaining months of the year effective in the month of approval for membership.
- (b) Emergency fees. By a two-thirds (2/3) vote of the Steering Committee, a supplementary budget, with the corresponding emergency fees, may be decided in order to meet special emergencies or otherwise as may be deemed necessary for the general welfare of the Association.
- (c) Payment of fees. Fees for the subsequent financial year shall be billed to Members on or about December 1st of the prior year and shall be due and payable by 1st March of the subsequent year. On March 2nd, a notice shall be sent by means of registered letter to all Members whose fees remain unpaid. If the fees of any member are still unpaid on April 15, the Member will be notified that its membership in the Association will be terminated for cause at the next meeting of the Steering Committee.

TITLE V – DISSOLUTION

Article 28 – Dissolution

Article 15 of these By-laws applies with respect to quorum and majority requirements in case of a dissolution proposal.

If dissolved, the General Assembly shall appoint two liquidators, Members or not, and determine their powers. The General Assembly shall decide on the method of liquidation of the Association and the destination of the Association's funds, which shall be allocated to a disinterested purpose.

TITLE VI – GENERAL PROVISIONS

Article 29 – Notification

Unless otherwise specified in these By-laws or in the Internal Rules, all notices shall be sent by regular mail or by any other written means of communication (including fax and e-mail).

Article 30 – Internal Rules

The Steering Committee may issue Internal Rules compatible with the provisions of these By-laws, in order to ensure the functioning of the Association and its administration and/or to execute and complement the By-laws.

Article 31 – Language

The working language of the Association shall be English.

The language used for all legal official documents shall be French.

Article 32 – Applicable law

All issues not addressed in these By-laws or the Internal Rules as they may from time to time be in effect shall be addressed in accordance with the applicable law.

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EVIA COMPETITION POLICY STATEMENT AND COMPLIANCE GUIDELINES

I. EVIA competition policy statement

The mission of the European Ventilation Industry Association (EVIA) is to foster the cooperation amongst member companies and associations in all matters relating to the development of the European legislative framework impacting the ventilation industry and the representation of EVIA's common interests vis-à-vis third parties, notably the European institutions and other international organisations. Within this framework there is no role for EVIA in any commercial transaction.

EVIA is committed to comply strictly with all laws that govern its activities, including all competition and antitrust laws in the countries in which it is active. It has taken a number of steps to ensure that all members of the EVIA Steering Committee are aware of the **EVIA Compliance Guidelines** and have agreed to conduct all meetings and activities taking place in the EVIA framework in strict accordance with this Programme.

These various steps include the following:

- As a first step and a preventive measure, EVIA staff and membership have been requested to familiarise themselves with the essential elements of the competition rules and been reminded of the need to ensure compliance with competition law with regard to all meetings and activities of EVIA, as well as those of the working groups, associated associations and other groups recognised under the EVIA By-Laws.
- The Secretariat has sent copies of the **EVIA Compliance Guidelines** to all groups and asked its members to sign a document confirming receipt at this occasion.
- Copies of the **EVIA Compliance Guidelines** will be made available at all EVIA meetings and can also be obtained at any time from the Secretariat.
- Discussions at such meetings will focus on EVIA's legitimate purposes thus avoiding any aspects which could result in violations of the competition rules. To achieve this they will follow a written agenda which is sent out prior to the meeting and which has been checked to ensure that all items satisfy the aforementioned criteria. The agenda shall also indicate the exact time of the beginning and end of the meeting.

Moreover, the following EVIA Compliance Policy will be read out at all such meetings and events:

EVIA is committed to comply strictly with all laws that govern its activities, including all competition and antitrust laws in the countries in which it is active. Failure to do so may have serious consequences for EVIA, its members and their customers as well as for the final consumer.

Violations of EU competition rules may result in the imposition of fines and/or penalty payments for the undertakings responsible.

*As a matter of precaution, if today's discussions appear to implicate, to any degree, any of the proscribed topics outlined in the **EVIA Compliance Guidelines**, the chairman will move to terminate such discussions immediately.*

II. EVIA Compliance Guidelines

1. Overall Objective

The objective of these Guidelines is to ensure that all of EVIA's activities are in compliance with the applicable laws, in particular with the competition laws of the EU and of any other party whose laws are applicable to the activities of EVIA.

Thus EVIA, shall not agree, participate in, or give consideration to any activity, plan, understanding, agreement, concerted practice or other arrangement that constitutes a violation of any relevant competition rules, nor shall it facilitate in any way the violation of such rules by any of its members.

This includes but is not limited to actions, including the exchange of information, that would or would contribute to

1. directly or indirectly fix purchase or selling prices or any other trading conditions;
2. limit or control production, markets, technical development, or investment;
3. share markets or sources of supply;
4. apply dissimilar conditions to equivalent transactions with other trading parties, thereby placing them at a competitive disadvantage;
5. make the conclusion of contracts subject to acceptance by the other parties of supplementary obligations which, by their nature or according to commercial usage, have no connection with the subject of such contracts.

Members of EVIA shall consult with the EVIA secretariat whenever they are in doubt about the legality of any action in relation with EVIA activities, including when they have doubts about the use of information obtained in the framework of EVIA activities.

Specific Guidelines

1. Discussions in all EVIA meetings, including Steering Committee and Working Group meetings, should relate solely to EVIA's legitimate purposes and should avoid discussing competitively sensitive information, as such discussions may lead to the inference of an illegal agreement on prohibited topics. To this end, there should be no discussion, communication or other exchange between members of EVIA and/or their representatives regarding any of the following categories of information:
 - Prices or pricing strategy. This requirement is to be interpreted broadly, to include, for example, current or projected prices; price levels; pricing procedures or formulas; price changes or differentials; markups; discounts.
 - Allowances; terms and conditions of sale, including credit terms, warranty provisions, etc.; or other information that might comprise an element of a product's price, including profits, margins or cost data.
 - Production levels, production capacity, or product inventories.

- Plans pertaining to the development, production, distribution, marketing, or introduction dates of particular products, including proposed marketing territories and potential customers.
- Terms on which any EVIA members will or will not deal with particular competitors, suppliers, distributors, or customers.
- Current or projected cost of procurement, development, or the manufacture of any product
- Allocation of customers, markets or territories.
- Non-public information regarding market shares.

Discussion of these aspects in general and in a consolidated manner is possible, provided the consolidation is carried out by a neutral party and in a way which does not allow parties to gain information about the practices of individual firms.

2. EVIA membership should be available to all interested undertakings which meet the qualifications set forth in EVIA's Bylaws on reasonable terms. No applicant for membership, who otherwise meets those qualifications, should be rejected for any anti-competitive purpose or solely for the purpose of denying such applicant the benefits of membership. The article 7 of the EVIA by-laws on the admission procedure specifies that the Steering Committee takes the decision to accept or reject membership applications.

3. Special care should be taken to ensure that no EVIA meeting is used as a means of violating the terms of these Guidelines or any other part of the ***EVIA Compliance Guidelines***. Accordingly, the following practices shall be followed:
 - All meetings shall follow a pre-established written agenda. If potential competition policy questions are raised by an agenda item, such item will be reviewed in advance by the Secretariat.
 - The Secretariat shall prepare minutes promptly after the meeting, summarising all matters discussed. Only minutes approved by the relevant Committee and the Secretariat shall be distributed and only minutes as approved need be retained. The purpose of this is to avoid the preservation of misstatements and ambiguities that may create misperceptions of the meeting.
 - Informal meetings should not be held and informal discussions should comply with the standards of these Guidelines.

4. Each member, including any new member, of EVIA shall be supplied with a copy of the ***EVIA Compliance Guidelines*** and must agree to abide by that Programme.

On behalf of [*name of the company/association*] I
hereby recognise that I have read the EVIA competition policy statement and
compliance guidelines and commit to respecting the EU competition rules in the
framework of EVIA activities

Signature:

Date: