

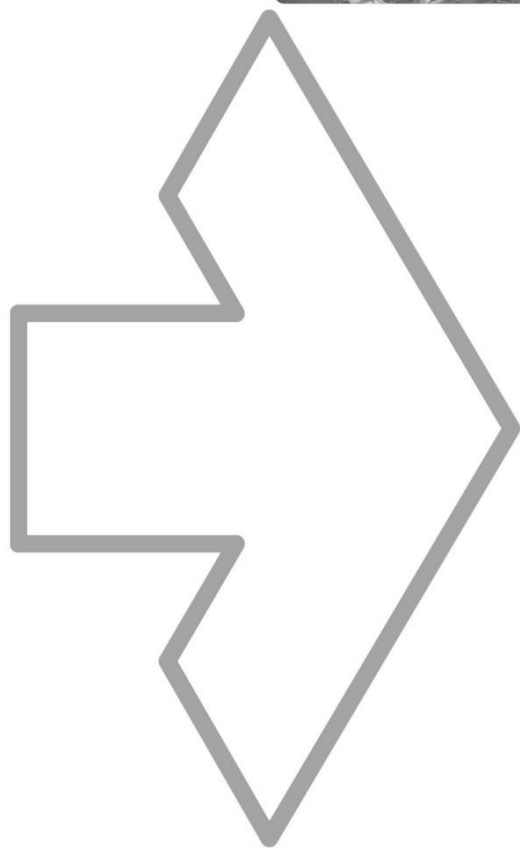
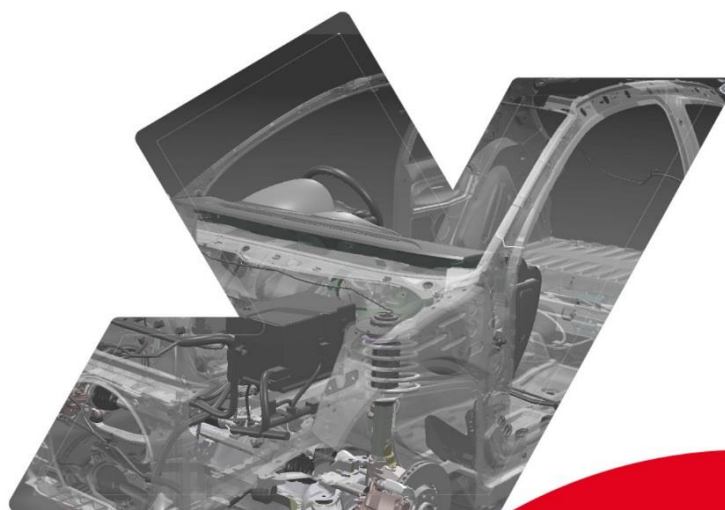


**GALIA**

A network and an expertise serving the automotive industry

# **GALIA RULE OF PROCEDURE**

GRP – June 2021



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## INTRODUCTION

The present document Rule of Procedure was established under the Article 24 of the Association By-Laws and approved by the Board of Directors held on May 27<sup>th</sup>, 2010. The document completes and defines the organizational and operating conditions of GALIA Association.

The document shall be supplemented, modified or re-examined on proposal of the Board of Directors or of the General Assembly.

The present Rule of Procedure will come into effect once the new version of the Association By-Laws is approved the by the Extraordinary General Assembly held on May 27<sup>th</sup>, 2010.

The provisions in the Rule of Procedure have the same binding force as the ones in the By-Laws.

## 1. COMMITTEES

### 1.1 Article - Board of Directors

#### 1.1.1 Composition

In addition to four representatives of car manufacturers who are founding members, the distribution of twelve other members of the Board of Directors is as follows:

- Ten representatives of parts suppliers and materials used in a vehicle composition.
- Two representatives of transport or logistics companies.

#### 1.1.2 Participation in meetings

The below mentioned persons can participate in the Board of Directors meetings, as non-voting observers:

- Associate members B: CCFA, FIEV and PFA representatives,
- the French representative of the Board of Directors of the ODETTE European Association,
- the Chairmen of the Technical Committees of GALIA Association,
- the General Manager of GALIA Association,
- the Project Managers of GALIA Association.

### 1.2 Article 2: "Domain" Committees

Outside the Board of Directors, GALIA Association is organized in "Domain" Committees.

A "Domain" Committee gathers member representatives on a Domain likely to be in line with the working objectives of GALIA Association.

The identified "Domain" Committees, in December, 2014, are:

- Logistics Committee
- Engineering Committee
- (B2B Committee)
- ENX network user Group

Every Committee is chaired by a representative of one of the Active members participating in the Committee and works are led by a Project Manager of GALIA staff, who provides the secretariat. The Committees meet at least twice a year.

The Chairman of each "Domain" Committee is designated by the Board of Directors on proposal of the said "Domain" Committee. The term of office shall be for a term of two years, renewable.

The Chairman of each Committee is invited to attend the meetings of the Board of Directors, without voting rights.

"Domain" Committees:

- Recommends guidance to the Board of Directors in the relevant field,
- select and prioritize the work topics,
- launch the relevant working groups,
- monitor progress of the working groups,
- report periodically to the Board of Directors.

The proposal to create a "Domain" Committee is initiated by one or several members of GALIA Association and must be submitted for approval by the Board of Directors. In view of the proposal the Board of Directors appreciates the opportunity and decides whether or not the creation of the "Domain" Committee.

Termination of a "Domain" Committee is decided by the Board of Directors, particularly in one of the following cases:

- failure in terms of deliverables from the working groups,
- lack of participants or resources,
- at the request of the Chairman of the "Domain" Committee,
- after consultation with the Board of Directors.

### 1.3 Article 3: Functioning of GALIA Association - Mission of the General Manager

The General Manager implements the actions defined by the Board of Directors and insures the current management of GALIA Association, both in administrative and achievement terms, with a staff of permanent employees of GALIA Association, which includes, besides the General Manager:

- the Project Managers of the different areas covered,
- the employees in charge of the administrative functions: support, accounting, ...

As such, the General Manager:

- prepares and monitors the implementation of the operating budget;
- manages the staff of the Association: Project Managers, Accountant, Managing Assistants, ...
- organizes, leads and controls, with the Project Managers, works of the different thematic Committees of the Association, as well as the working groups in connection with them;
- prepares the Board of Directors and General Assembly meetings, participates in these meetings and provides the secretarial services;
- recommends to the Board of Directors modifications which they should consider to improve the functioning of the Association;
- ensures the relevance of the Association communication;
- and, more generally, with the staff of the Association, provides all the daily management required for the proper functioning of the Association.

The General Manager reports periodically to the Chairman and to the Board of Directors on the activity of the Association and the progression of actions.

The permanent staff composing the operational task force of the Association GALIA, can be:

- either employed by GALIA Association,
- or full-time or part-time employees provided by one of the members of GALIA Association with possible invoicing.

### 1.4 Article 4: Subscription and financing

According to:

- the economic and financial situation of GALIA Association,
- the approved operating budgets.
- the amount of the other possible resources and subsidies,

the Board of Directors sets periodically:

- membership fees for each category of member,
- the invoicing process and the methods of collecting,
- the frequency of the subscriptions.

For Active Members, annual subscriptions are called four times per year, in January, April, July and October.

For the Club and Associate B Members, the annual subscription is called once in January.

The membership fees for the different categories of members is included in appendix 1 of the present Rule of Procedure.

Invoiced and assessed amounts should be settled by the members no later than two months after reception.

The admission of a new member is subject to payment of an entrance fee, the amount of which is equal to an annual contribution.

In special cases, for example membership of a former member, the Board of Directors may decide to reduce or cancel this fee.

In case of an admission during the course of the year of a member, regardless of the category, the determination of the amount of its contribution for the current year is calculated "pro rata".

### 1.5 Article 5: Use of GALIA's logo and name

The use of GALIA's logo and name, by the members of the Association for commercial purposes is prohibited. For any other use, the Board of Directors should be first consulted and gives their approval.

### 1.6 Article 6: Compliance with the rules of competition

The objective of standardization activity is to improve competitiveness and performance of the automotive industry, in favour of the end consumer. Within the framework of its mission, GALIA Association has not for purpose and will never have the effect of preventing, of restricting or distorting competition.

Member companies shall make arrangements to raise awareness of the risks and train their staff to act in accordance with competition rules.

When meetings are organized, GALIA Association implements systematic procedures to manage these meetings (schedule, governance, the respect for the agenda, report, accessibility and preservation of documents ...) and to inform the participants, to perpetuate the rules of good conduct.

### 1.7 Article 7: Non-compliance with By-Laws and the Rule of Procedure

Failure to respect the rules organizing the functioning of GALIA Association will give rise to a series of measures which are as follows:

- recorded warning specifying the reason to the concerned party,
- suspension of the services and activities benefitted by the dues-paying members,
- Termination of the membership.

The Board of Director is authorized to estimate the damage and will decide in each case which measures should be implemented. Recurrence shall always cause a tougher measure than previously decided.

**Issued in duplicate at Boulogne-Billancourt, June 17<sup>th</sup>, 2021**

**Aimé-Frédéric ROSENZWEIG**  
Chairman of GALIA



**Jean PIQUET**  
Vice-Chairman of GALIA



## 2.1 GALIA schedule for annual fees 2021

<b>Members</b>	<b>Rates</b>	
<b>Active</b>	< 3 M€	365 €
	from 3 to 7,5 M€	520 €
	from 7,5 to 10 M€	760 €
	from 10 to 15 M€	950 €
	from 15 to 20 M€	1 500 €
	from 20 to 25 M€	2 000 €
	from 25 to 30 M€	2 400 €
	from 30 to 40 M€	3 400 €
	from 40 to 50 M€	3 900 €
	from 50 to 60 M€	4 300 €
	from 60 to 75 M€	4 800 €
	from 75 to 90 M€	5 800 €
	from 90 to 110 M€	6 700 €
	from 110 to 130 M€	7 500 €
	from 130 to 140 M€	8 200 €
	from 140 to 150 M€	9 200 €
	from 150 to 160 M€	11 200 €
	from 160 to 180 M€	12 300 €
	from 180 to 230 M€	13 600 €
	from 230 to 300 M€	15 100 €
from 300 to 1 000 M€	19 400 €	
from 1 000 to 5 000 M€	21 000 €	
from 5 000 to 10 000 M€	22 500 €	
> 10 000 M€	24 000 €	
PSA and RENAULT	88 000 €	
<b>Club Global turnover</b>	X € per million euros of turnover	31 €
	Minimum	1 125 €
	Maximum	11 200 €
<b>Associate B</b>	Fixe	420 €