

# BY-LAWS OF THE GALIA ASSOCIATION

BL – 2010 version

**Important:**

GALIA is an association governed by the French Law of Associations.

This is a translation of the original document, written in French, that is the only legal official document. The French version is available on our website.

In case of any difference of understanding between the French and the English document, the valid text is the French version.

## CONTENTS

1.	AIM AND COMPOSITION OF THE ASSOCIATION .....	3
1.1	Article 1 Designation .....	3
1.2	Article 2 Aim .....	3
1.3	Article 3 Headquarters .....	3
1.4	Article 4 Duration of the Association .....	3
1.5	Article 5 Composition .....	4
1.6	Article 6 Admission .....	5
1.7	Article 7 Withdrawal and expulsion .....	5
1.8	Article 8 Member liability .....	5
1.9	Article 9 Fiscal year .....	5
2.	ADMINISTRATION AND OPERATION OF THE ASSOCIATION .....	6
2.1	Article 10 Mission of the Board of Directors .....	6
2.2	Article 11 Composition of the Board of Directors .....	6
2.3	Article 12 Functioning of the Board of the Directors .....	7
2.4	Article 13 Remuneration of the members of the Board of Directors .....	8
2.5	Article 14 Chairman and Vice-Chairman .....	8
2.6	Article 15 Treasurer .....	8
2.7	Article 16 Managing Director .....	8
3.	RESOURCES OF THE ASSOCIATION .....	9
3.1	Article 17 Resources .....	9
4.	GENERAL ASSEMBLIES .....	10
4.1	Article 18 General Assemblies .....	10
4.2	Article 19 Ordinary General Assembly .....	10
4.3	Article 20 Extraordinary General Assembly .....	11
4.4	Article 21 Dissolution of the Association .....	11
5.	FORMALITIES AND ISSUE .....	12
5.1	Article 22 Declaration and issue .....	12
5.2	Article 23 Jurisdiction .....	12
5.3	Article 24 Internal Rules of procedure .....	12

## APPENDIX

1.	APPENDIX 1 .....	13
1.1	Active founding Members .....	13
1.2	Associate A founding Members .....	14
1.3	Associate B founding Members .....	14

---

## 1. AIM AND COMPOSITION OF THE ASSOCIATION

### 1.1 Article 1 - Designation

An association governed by the Law of July 1, 1901, subsequent laws, and these by-laws is established among the hereby signatories, recognized as founding members. The Name is :

Groupement pour l'Amélioration des Liaisons dans l'Industrie Automobile  
(Group for the improvement of automotive industry liaison)

abbreviated as:

**G.A.L.I.A.**

The list of the founding members is available in Appendix 1 of the present bylaws.

### 1.2 Article 2 - Aim

The aim of the Association is to create common developments on precise matters, to enhance competitiveness of companies which take part in manufacturing motor vehicles.

The planned developments include:

- Normalisation, simplification and automation of information exchanges within the framework of the relationship between customers and suppliers.
- Standardization of identifications.
- And, more generally, the treatment of any problem related to product exchange, material or services between companies.

By extension, the Association may address internal companies' processes, as far as they affect intercompany exchange or the overall competitiveness of the supply-chain.

Practically, the Association in connection with similar bodies existing in France and abroad:

- Initiates appropriate studies, creates standards or recommendations, encourages their application,
- Disseminates transferable experiences

The aim of the Association is not and will not be to prevent, to limit or to alter competition.

### 1.3 Article 3 - Headquarters

The head office is located in BOULOGNE-BILLANCOURT at the following address:  
96 avenue du Général Leclerc.

It can be relocated by simple decision of the Board of Directors.

### 1.4 Article 4 - Duration of the Association

The duration of the Association is unlimited.

## 1.5 Article 5 - Composition

In general, all firms or companies, professional or technical associations and organizations, individuals, may join the Association.

However, and considering the purpose of the Association, companies with primarily commercial or financial activities cannot join, unless agreed by the Board of Directors.

The members of the Association are classified as "Active Members" or "Associate Members" and "Club Members", whether being founding members or not.

### Active Members

- Companies registered at the Association and that practice:
  - An industrial activity and manufacturing in France vehicles or products composing a vehicle.
  - Part transport companies, logistics providers and vehicle carriers.
- "Holding" type companies exercising a majority control over companies with the characteristics required to be of the Active Members category.

### Associate Members Category A

- Industrial companies registered at the Association at the formal request of their Active Member parent company which have not applied individually to be an Active Member.

### Club Members

- Companies registered at the Association and engaged in:
  - Manufacturing items for the automotive industry only outside France.
  - An activity of item production, appropriate to meet the requirements of the recommendations promulgated by the Association, for example in information (software providers), telecommunications, packaging.
  - A service activity (consulting, training) supporting the promotion of the recommendations promulgated by the Association.

### Associate members of Category B

- Individuals or entities registered to the Association, not eligible in one of the previous three categories, such as, for example, Associations or Professional organizations.

Each member shall notify in writing to the Chairman of the Board of Directors the name of its representative for the General assemblies.

### 1.6 Article 6 - Admission

The Board of Directors rules solely on applications for membership. If an application is refused, the Board of Directors is not obliged to justify its decision.

### 1.7 Article 7 - Withdrawal and expulsion

Membership is lost by:

- Voluntary resignation. If the Board of Directors of the Association receives its notification after November 1st, the member will have to pay the full fee for the entire following year.
- Expulsion by the Board of Directors for serious causes. The member (or his representative) is invited by registered letter to appear before the Board of Directors. The decision of the Board of Directors cannot be appealed against or give the right to any claiming on the assets of the Association.
- If the subscription fees are still not paid six months after the deadline decided by the Board of Directors.
- Court ordered liquidation or stopping business for legal entity.
- Death of a person subscribing individually.

### 1.8 Article 8 - Member reliability

The Association's assets alone are liable for its commitments. No member of this Association, even if represented on the Board of Directors, may be personally liable.

### 1.9 Article 9 - Fiscal Year

Each fiscal year runs from January 1<sup>st</sup> to December 31<sup>st</sup>. The first one ends on December 31<sup>st</sup>, 1985.

---

## 2. ADMINISTRATION AND OPERATION OF THE ASSOCIATION

### 2.1 Article 10 - Mission of the Board of Directors

The Association is administered by a Board of Directors composed of at least eight (8) members and at most sixteen (16) members.

The Board of Directors:

- Defines the general orientations of the Association activities.
- Manages and administrate the Association.
- Makes any decision necessary for the functioning of the Association and is vested with the broadest powers for this purpose.
- Rules on admissions and expulsions of members.
- Sets the scale of fees, the annual operating budget and close annual accounts, which are then submitted for approval to the annual Ordinary General Assembly.
- Establish and validate the Internal Rules of Procedure.

The Board of Directors is vested with the broadest powers to make or authorize any acts that are not reserved to the General Assembly.

### 2.2 Article 11 - Composition of the Board of Directors

The members of the Board of Directors are elected by the General Assembly, by a majority of the Active Members present, represented, or having sent their vote by mail upon proposal of the Board of Directors.

- Only Active Member representatives can be candidates.
- The term of the functions of the Board of Directors members is of three years.
- Their mandate is renewable.

Each of the two car manufacturers, founding members, PSA PEUGEOT CITROËN and RENAULT are represented by two (2) members at the Board of Directors.

In case of vacancy, the Board of Directors will provide, for the time being, for the replacement of the members confirmed by the Ordinary General Assembly following the replacement.

The functions of the members thus designated end when the mandate of the replaced members should normally about to expire.

The Board of Directors names among their members, every three years, the members of the Bureau: the Chairman, the Vice-Chairman and the Treasurer of the Association, who are presented to the Ordinary General Assembly following their election.

At the end of the three-year period, the mandate of the Chairman, the Vice-Chairman and/or the Treasurer, may be renewed, but only once.

The Chairman is chosen among the members representing the founding Car manufacturers.

alternates between the founding Car manufacturers.

The current composition of Board of Directors is indicated in Appendix 2 of this document.

### 2.3 Article 12 - Functioning of the Board of Directors

The Board of Directors meets:

- a) As often as necessary at least once a year.
- b) Whenever convened by the Chairman or on Vice-Chairman.
- c) By request of one quarter of its members.

The invitations must be signed and sent at least eight days before:

- In cases (a) and (b) by the Chairman, the Vice-Chairman.
- In case (c) by the members of the Board who have decided to convene it.

In all the cases, the invitation indicates the agenda.

For the first invitation, the presence or the representation of three-quarters of the members of the Board of Directors, including two representatives of the founding car manufacturers is required so that the meeting can take place

For the second invitation, no quorum is required.

Decisions are made, subject to the stipulations of the previous paragraph:

- in the simple majority of the present or represented members, in particular in the following cases:
  - Final approval of standards and recommendations.
  - Acceptance of new members.
  - Exclusion of members.
- With the majority of three-quarters of the members present or represented in the following cases:
  - Modification of the Internal rules document.
  - Election of the Chairman, the Vice-Chairman and the Treasurer.

The vote of the Chairman will dominate in case of vote division.

Minutes of the meeting is written and signed by the Chairman and the Secretary.

Any member of the Board of Directors who has missed three consecutive meetings without excuses not recognized as valid by the Board of Directors will be considered as resigned automatically.

## 2.4 Article 13 - Remuneration of the members of the Board of Directors

The members of the Board of Directors are not allowed to receive any kind of payment for the functions they have been entrusted with.

Only expenses reimbursement of expenses, pre-approved by the Chairman or the Treasurer, is possible with receipts.

## 2.5 Article 14 - Chairman and Vice Chairman

The Chairman convenes the meetings of the General Assembly and the Board of Directors.  
He represents the Association in all civil matters and has full authority for this purpose.  
He is authorized to initiate or defend legal proceedings, file appeals, and enter settlements.

He chairs all the Assembly meetings or may be replaced by a Vice-Chairman or by the longest-serving member of the Executive Committee, or, in case of equal seniority, the oldest member.  
The Chairman is assisted by a Managing Director approved by the Board of Directors. The Chairman gives delegation to the Managing Director for the day-to-day management of the Association.

The Vice-Chairman stands in for the Chairman if something comes up to him.  
He has the possibility of convening the Board of Directors.

## 2.6 Article 15 - Treasurer

The Treasurer is responsible for the accounts of the Association and oversees everything related to the management of the assets of the Association.

The Treasurer cannot commit the Association beyond a certain amount set by the Board of Directors if he does not have their written permission.

He may not dispose of reserve funds without the Board of Directors' written approval.  
He reports to the annual General Assembly that grants discharge for his management.

## 2.7 Article 16 – Managing Director

The Managing Director is seconded, for free, by the other founding member Car manufacturer, different from the one the Chairman belongs to.

The duration of its mission is of three years, with the possibility to be renewed once.

The Managing Director ensures the day-to-day management of the Association, as described in the Internal Rules document.

For that purpose, the Managing Director has a delegated authority, on behalf of the Chairman and of the Treasurer, to carry out these management tasks and, particularly, mandates necessary to make current bank operations on the accounts of the Association, with a maximum amount set by the Board of Directors.  
The Managing Director reports to the Chairman and to the Board of Directors on his mission and on the operations and the activity of the Association.



---

### 3. RESOURCES OF THE ASSOCIATION

#### 3.1 Article 17 - Resources

The resources of the Association include:

- Entrance fees by the members registered subsequently at a precise date by the General Assembly on proposal of the Board of Directors. The General Assembly sets the entrance fees on proposal of the Board of Directors.
- Annual membership fees agreed by the General Assembly on proposal of the Board of Directors:
  - the fees paid by the members may be based on specific characteristic like the turnover for instance,
  - Founding member automotive car manufacturers' fee may be defined according to special rules for this category of members. Nothing in the current clause shall be considered as an agreement by a member to cover possible losses of the Association.
- Grants in-aid that might be received or whatever exceptional resources, if necessary, subject to the agreement of the Board of Directors.
- Revenues from services and/or production of the work of the Association like standards, technical notes, magazines, conferences, training, advice, registration fees, software... provided to the members and possibly to companies or non-member bodies.
- Revenues from assets and values owned by the Association.

## 4. GENERAL ASSEMBLIES

### 4.1 Article 18 - General Assemblies

The General Assemblies are composed of representatives of all the members, whatever their category: Active Members, Club Members, Associate Members A and Associate members B.  
They are convened by the Chairman or, if unavailable, by the Vice-Chairman.

The General Assemblies validate the general orientations proposed by the Board of Directors.

The General Assemblies are either Ordinary or Extraordinary. They are chaired as stipulated in the Article 14.

For all the General Assemblies, invitations must be sent by writing (mail or e-mail) at least twenty days before, by the Chairman, and indicate the agenda.

The convocation must include all documents required by law, such as draft resolutions, the report of the Executive Committee, etc.

For a General Assembly to deliberate validly, the presence, representation or postal vote of half the voting members is necessary for the first convocation.

If this condition is not met, the Assembly is called again within fifteen days. At this meeting, the Assembly deliberates validly whatever the number of voting members being present, represented and by postal vote, but only on the matters listed on the agenda of the first convocation.

### 4.2 Article 19 - Ordinary General Assembly

The Ordinary General Assembly meets at least once a year to review the activity of the association, to deliberate on the Board of Directors' annual report, to close annual accounts of the previous fiscal year, to discharge the Board of Directors to its mission and to vote on the resolutions submitted to it.

On request of a third of the members at least, the Chairman must convene the Ordinary General Assembly.

It elects the members of the Board of Directors if necessary.

It appoints a Statutory Auditor responsible for auditing the accounts of the Association.

It has full authority to deliberate on matters related to the activity of the Association and grants the necessary authorization to the Board of Directors to this end.

Only Active Members are allowed to vote at the Ordinary General Assembly. Each Active Member has one vote.

Active Members who can't attend the meeting can make a postal vote or grant a proxy to another Active Member of the Association or to the Board of Directors to represent them.

No more than five proxies shall be attributed to an Active Member.

If a proxy is sent to the Board of Directors without any representative mention, the Chairman of the General Assembly votes in favour of the adoption of resolution projects presented or accepted by the Board of Directors and a vote against the adoption of all the other resolution projects.

All the resolutions of the Ordinary General Assemblies are voted on a simple majority basis of the voting members having righting vote, present, represented or proceeding by postal vote.

#### 4.3 Article 20 - Extraordinary General Assembly

In addition to Ordinary General Assemblies, an Extraordinary General Assembly can be convened on the initiative of the Chairman, the Vice-Chairman, of threequarters of the members of the Board of Directors or of three-quarters of the members.

The Extraordinary General Assembly rules on all the matters it is submitted to and that do not fall within the competence of the Ordinary General Assembly, especially:

- It may amend the by-laws.
- It may order the dissolution of the Association, or its merger with any other association having the similar objective or its affiliation to any union of associations.

Active Members as well as Club Members and Associate B members have the right to vote at the Extraordinary General Assembly as defined in the Article 5.

The members who can't attend can make a postal vote or grant a proxy to a member of the Association or to the Board of Directors to represent them.

No more than five proxies shall be attributed to a member.

If a proxy is sent to the Board of Directors without any representative mention, the Chairman of the Assembly votes in favour of the adoption of resolution projects presented or accepted by the Board of Directors and a vote against the adoption of all the other resolution projects.

All the resolutions of the Extraordinary General Assemblies are adopted by a majority of two-thirds of the members having righting vote, present, represented or proceeding by postal vote.

#### 4.4 Article 21 - Dissolution of the Association

If an intentional or forced dissolution may occur, the Extraordinary General Assembly rules on the devolution of the Association assets without having the possibility to attribute to the members something else than their contribution.

It names the public or private institutions seeking for the same subject, which will receive the remaining assets after payment of all debts, charges, and liquidation expenses...

It appoints one or more members of the Association to act as liquidators, who are vested with all necessary powers for this purpose.

## 5. FORMALITIES AND PUBLICATIONS

### 5.1 Article 22 - Declaration and publication

The Chairman on behalf of the Board of Directors is responsible for completing all declaration, publication, and filing formalities required by the Law of July 1<sup>st</sup>, 1901 and by the Decree of August 16<sup>th</sup> of the same year.

The Chairman commissions the bearer of the present By-Laws the effect to achieve all mentioned formalities of declaration, publication and deposit wherever needed.

### 5.2 Article 23 - Jurisdiction

The competent court for any legal action concerning the Association is that of the location of the Association's registered office.

### 5.3 Article 24 - Internal Rules of procedure

An "Internal Rules of procedure" document will be settled by the Board of Directors to determinate the conditions of the details appropriate to ensure the realization of the present by-Laws or the operations that constitutes the object of the Association.

Issued in Boulogne-Billancourt in duplicate copies on May 27<sup>th</sup> 2010.

**Jean-François SALLES**  
GALIA Chairman

**Eric WILLMAN**  
GALIA Vice Chairman

## 1. APPENDIX 1

### 1.1 Active founding Members

- ✓ ALLEVARD INDUSTRIE
- ✓ ATELIERS METALLURGIQUES DE SAINT URBAIN
- ✓ BAT TARAFLEX
- ✓ SOCIÉTÉ INDUSTRIELLE BERTRAND FAURE
- ✓ BOUSSOIS
- ✓ SOCIÉTÉ BTR
- ✓ CAOUTCHOUC MANUFACTURE ET PLASTIQUES. KLEBER INDUSTRIE (MICHELIN MVS)
- ✓ AMORTISSEURS DE CARBON
- ✓ SOCIÉTÉ DES USINES CHAUSSON
- ✓ SOCIÉTÉ DBA
- ✓ FLOQUET MONOPOLE
- ✓ FREUDENBERG SA
- ✓ GALVANOPLASTIE INDUSTRIELLE
- ✓ GÉNÉRALE DE FORGEAGE ET DÉCOLLETAGE
- ✓ GLAENZER SPICER
- ✓ HERCKELBOUT DAWSON
- ✓ HUTCHINSON
- ✓ JAEGER
- ✓ JEAN ET CHAUMONT
- ✓ KELLER
- ✓ PNEUMATIQUES KLEBER
- ✓ SA LECLERC
- ✓ L'ÉLECTRICFIL INDUSTRIE
- ✓ LUCAS FRANCE SA
- ✓ MICHELIN
- ✓ MOTOROLA ELECTRONIQUE AUTOMOBILE
- ✓ NEIMAN SA
- ✓ NOBEL PLASTIQUES
- ✓ NOSAG
- ✓ PENNEL ET FLIPO
- ✓ PEUGEOT SA
- ✓ PM LABINAL
- ✓ SA REYDEL
- ✓ SOCIÉTÉ RIVEX
- ✓ RÉGIE NATIONALE DES USINES RENAULT
- ✓ SACRED (APPLICATION DU CAOUTCHOUC)
- ✓ SAINT GOBAIN VITRAGE
- ✓ SOCIÉTÉ INDUSTRIELLE DES COUSSINETS
- ✓ SOLEX
- ✓ SOLLAC
- ✓ STANDARD PRODUCTS INDUSTRIEL
- ✓ TABUR CAOUTCHOUC
- ✓ BOULONNERIE DE THIAN SA
- ✓ TORRIX
- ✓ TREVES
- ✓ USINOR
- ✓ VALEO
- ✓ PROCÉDÉS VERNET
- ✓ VISSERIES ET BOULONNERIES DE FOURMIES
- ✓ WABCO

## 1.2 Associate A founding Members

- **HUTCHINSON subsidiaries**
  - HUTCHINSON TRANSPORT
  - LIF
  - PAULSTRA
  
- **PEUGEOT SA subsidiaries**
  - ACIERS ET OUTILLAGE PEUGEOT (AOP)
  - AUTOMOBILES CITROËN
  - AUTOMOBILES PEUGEOT
  - CYCLES PEUGEOT
  - GEFCO
  - SOCIÉTÉ COMMERCIALE DE MOTEURS (CLM)
  - SOCIÉTÉ MECANIQUE AUTOMOBILE DE L'EST (SMAE)
  - SOCIÉTÉ MÉCANIQUE AUTOMOBILE DU NORD (SMAN)
  
- **PEUGEOT/RENAULT subsidiaries**
  - FRANCAISE DE MÉCANIQUE (FM)
  - SOCIÉTÉ FRANCO-SUÉDOISE DE MOTEURS (PRV)
  - SOCIÉTÉ DE FONDERIE ET DE MÉCANIQUE DE L'EST (SFME)
  - SOCIÉTÉ DE TRANSMISSIONS AUTOMATIQUES (STA)
  
- **Régie Nationale des Usines RENAULT subsidiaries**
  - COMPAGNIE D'AFFRETTMENT ET DE TRANSPORT (CAT)
  - COMPAGNIE DES PRODUITS INDUSTRIELS DE L'OUEST (CPIO)
  - RENAULT VÉHICULES INDUSTRIELS (RVI)
  - RENIX ÉLECTRONIQUE SA
  - SOCIÉTÉ BRETONNE DE FONDERIE ET DE MECANIQUE (SBFM)
  - SOCIÉTÉ DE MAGASINAGE ET DE GESTION DES STOCKS
  - SOCIÉTÉ MOSELLANE DE MÉCANIQUE (SMM)
  - SOCIÉTÉ NOUVELLE DE ROULEMENTS (SNR)

## 1.3 Associate B founding Members

- ASSOCIATION FRANCAISE DE NORMALISATION (AFNOR)
- CHAMBRE SYNDICALE DES CONSTRUCTEURS AUTOMOBILES (CSCA)
- CENTRE DE PRODUCTIVITÉ DES TRANSPORTS (CPT)
- FÉDÉRATION DES INDUSTRIES DES ÉQUIPEMENTS POUR VÉHICULES (FIEV)
- FÉDÉRATION DES INDUSTRIES MÉCANIQUES ET TRANSFORMATRICES DES MÉTAUX (FIMTM)
- SYNDICAT NATIONAL DE L'ESTAMPAGE ET DE LA FORGE (SNEF)
- SYNDICAT NATIONAL DU CAOUTCHOUC ET DES PLASTIQUES (SNCP)
- TR CONSULTANTS
- VELEZ CONSULTANTS