

EUROPACABLE

The European Confederation of Associations of Manufacturers of Insulated Wires and Cables

**European Economic Interest Grouping, Registered in Cardiff No 49
Governed By EC Regulation No 2137/85, UK Regulations 1989 (S11989/638)**

**Bermuda House
45 High Street
Hampton Wick
Kingston upon Thames
Surrey KT1 4EH
Great Britain**

The undersigned:

1. CABLEBEL, a.s.b.l. whose registered office is situated at "Diamant Building", Boulevard Reyers 80, B-1030 Brussels, registered in the Official Journal under no. 17573/97
2. Fachverband Kabel und isolierte Drähte through ZVEI, Zentralverband der Elektrotechnik- und Elektronikindustrie, eingetragener Verein, whose registered office is situated at Stresemanallee 19, 60596 Frankfurt am Main, registered at the "Amtsgericht - de Frankfurt/Main" under no. 73 VR 4154
3. nkt cables a/s Association, whose registered office is situated at NKT Allé, 1, 2605 Brøndby, registered at the Danish Register of Companies under cvr-no. 25711548.
4. FACEL, Asociación Española de Fabricantes de Cables y Conductores Eléctricos y de Fibra Óptica, whose registered office is situated at C/Provença, 238, 1º 4ª, E-08008 Barcelona, registered at the "Oficina general de deposito de estatutos de organismos profesionales" and at the "Codigo indentificacion sociedades y asociaciones" under no. C.I.F. N° G 08-538.233
5. SYCABEL, Syndicat professionnel des fabricants de fils et cables électriques, Association, whose registered office is situated at Avenue Hoche, 3, Paris 75008, registered at the "Mairie de Paris, Bureau des Affaires Générales, Cellule des Syndicats Professionnels" under no. 3192
6. BCA, British Cables Association, through Cable Makers Properties & Services Ltd., whose registered office is situated at 37a Walton Road, East Molesey, Surrey, KT8 0DH, registered at Companies House under no. 459364
7. Copper Semis and Cables Manufacturers Association of Greece, whose registered office is situated at 16 Himaras Str., Maroussi 15125, registered at the Court of First Instance (Athens) under no. 2099/1982.
8. ICMA, Irish Cable Makers Association Ltd., whose registered office is situated at Confederation House, Kildare Street, Dublin 2, registered under no. 163555
9. AICE, Italian Association for Electrical Cables and Conductors, - ANIE, Italian Federation of Electrotechnical and Electronic Industries, whose registered office is situated at Via Gattamelata 34, 20149 Milan, registered at "Atti Pubblici Milan" under no. 4085, volume 799.
10. NEDEK, Nederlands Groep Elektrische Draad en Kabel, whose registered office is situated at Boerhaavelaan 40, 2713 HX Zoetermeer, registered at the Kamer van Koophandel Den Haag under no. V 409946.

11. VKLÖ, Vereinigung der Kabel-und Leitungindustrie Österreichs whose registered office is situated at Mariahilferstrasse 37-39, A-1060 Vienna, registered according to "Vereinsrecht" in the Austrian "Vereinsregister" under no. MA 6211/802/71.
12. Kaapeliteollisuusyhdistys, Finnish Cable Manufacturers Association (FCMA) whose registered office is situated at Etelaranta 10, FIN-00131, Helsinki, registered at the National Board of Patents and Registration of Finland under no. 168218.
13. Europacable Norge AS whose registered office is situated at Teknologibedriftenes Landsforening, Postboks 7072, Majorstua, N-0306 Oslo, registered at Foretaksregisteret, N-8900 Bronnoysund under no. 978614795.
14. SELCABLE, whose registered office is situated at the Association of Swedish Engineering Industries, Box 5510, SE-114 85 Stockholm, registered at Patent och Registeringsverket under "Teknikforetagens Branschgrupper AB" no. 556371-5126
15. ProCable, the Association of the Swiss Cable Industry, whose registered office is situated c/o Dätwyler Inc., Cables + Systems, Gotthardstr 31, CH 6460 Altdorf.

draw up as follows the contract relative to the European Economic Interest Grouping they have agreed to set up together

PREAMBLE

The objectives of the European Community comprise a progressive realisation of free circulation of persons, goods, services and capital by the harmonisation of laws, rules, regulations and practices of the member states in technical and economic matters in order to establish a Single European Market.

In order to achieve these objectives, national associations representing manufacturers of insulated wires and cables have joined together to form a European Confederation.

TITLE I

Name - Registered Office - Objectives - Scope – Duration

Article 1 - Name

- 1.1. A European Economic Interest Grouping is formed under the name "European Confederation of Associations of Manufacturers of insulated wires and cables ", in its abridged form "Europacable", hereafter referred to as "Europacable" or "the Grouping".
- 1.2. Europacable is governed by Regulation no. 2137/85 adopted by the EC Council of Ministers on 25th July 1985, by the United Kingdom European Economic Interest Grouping Regulation 1989 (S11989/638) containing several measures of implementation of the Regulation, as well as by any later texts which would modify or complete the above mentioned legislation, and by the present contract.

Article 2 - Registered Office

- 2.1. Europacable's registered office is situated at Bermuda House, 45 High Street, Hampton Wick, Kingston upon Thames, Surrey KT1 4EH.
- 2.2. It can be transferred to any other place in the same district upon decision by the Secretary General and to any other place in the United Kingdom upon decision by the Council.
- 2.3. It can be transferred to another Member State of the European Community only by a unanimous decision of the Council in compliance with article 11 of the Regulation.

Article 3 - Objectives

In order to facilitate and promote the economic activity of its members, to improve and increase the results of the said activity, Europacable's objectives are:

- 3.1. To provide a forum for cable makers within the European Union across the whole product range as well as any product of this sector and to discuss matters of common interest;
- 3.2. To promote technical harmonisation by an active participation in the work of European and/or international standardisation bodies or any other fora where standardisation is discussed;
- 3.3. To represent the interests of the European cable and wire industry or any product of this sector before the European Parliament, the Commission of the European Union and any other relevant European and international body;
- 3.4. To provide a forum for discussion with other European and international industry associations and wider industry organisations at European and international level within the electro-technical and electric sector;
- 3.5. To promote common approaches to economic, technical, environmental and social matters and to further market analysis by collecting industry statistics;
- 3.6. To co-ordinate common approaches to EU legislation and consultations on economic, technical, environmental and social issues and to take appropriate initiatives;
- 3.7. To provide a professional and effective contact for the Directorates of the European Commission, the European Parliament or any other relevant European and/or international bodies dealing with economic, technical, environmental, social, regulatory or any other issue related to the whole European cable and wire industry or any of its product sectors;
- 3.8. To carry on every activity compatible with the other objectives, and to permit the attainment of the goals pursued by the cable and wire industry in Europe;
- 3.9. To provide a forum for the provision of any service that the industry may wish to undertake;

Europacable shall not hinder an exchange of views between national groups and their authorities or the authorities of the European Union.

Article 4 - Scope

- 4.1. The products within Europacable's field of activity are electric wires and cables generally, which are further defined as:
- a) Energy cables for the domestic/industrial/construction market applications
 - b) Energy cables for the Utilities market
 - c) Metallic and Optical Fibre Telecommunication cables
 - d) Enamelled wires
 - e) Metallic and Optical Fibre Data & Control cables
 - f) Any other special cables, such as bare wires/cables, automotive wiring etc
 - g) Accessories
- 4.2. In order to meet the specific needs of the individual product sectors of cables and wires and their respective markets and to address specific issues agreed by Europacable Council, Business Group Boards and other permanent committees may be established. Business Group Boards will be responsible for analysis, strategy, decisions and actions concerning issues related to the products within their scope.

Article 5 - Duration

Europacable shall continue indefinitely; every member is however entitled to resign at the end of a calendar year, by giving notice of its intention to do so not later than six months before the end of the year.

TITLE II

Membership – Exclusion

Article 6 – Membership and Observers

- 6.1. The admission of members is at the discretion of the Council of Europacable. All decisions relating to the admission of new members shall be taken unanimously by the members of Europacable.
- 6.2. Membership is open to a single national and/or regional association of cable manufacturers in each Member State of the European Union.
- 6.3. Where there is no national association, individual cable makers may become a member provided they are sufficiently representative of the country's industry.
- 6.4. Europacable may admit as associate members, associations of cable makers or individual cable manufacturers who are established within Europe but outside the European Union.

- 6.5. Europacable may admit as observers, non-cable manufacturing companies or associations registered in the European Union which share Europacable's objectives as defined in Article 3.

Article 7 - Exclusion

The Council may decide unanimously to exclude any member of the Grouping in the event of a serious breach of its commitments towards the Grouping or if it causes or threatens to cause serious disruption in the operation of the Grouping.

TITLE III

Council – President/Officers – Permanent Committees - Management

Article 8 – Council

- 8.1 The Council of Europacable, being the supreme authority, is composed of all of the members and associate members of Europacable. The Council is vested with all the powers necessary to achieve the objectives of Europacable.
- 8.2 Each member and associate member of Europacable shall be represented by a principal industry senior executive delegate.
- 8.3 The chairman of a Business Group shall ex-officio also be a member of Council without a voting right on Council.
- 8.4. The member providing the President may send a delegate to the Council. Past Presidents who remain active industry managers may be invited by the President to attend Council meetings. No more than one delegate per member is authorised to attend Council meetings and vote. No more than one delegate per associate member is authorised to attend Council meetings, associate members are not entitled to vote. Observers are not entitled to attend Council meetings unless specifically invited but are not entitled to vote.
- 8.5. The Council shall decide on overall policy and upon all issues relating to the common activities of all Business Groups.
- 8.6. The Council may appoint permanent committees or working groups (as defined in Annex 1) to carry out specific tasks. The Council may organise conferences, seminars, symposia, etc.
- 8.7. The Council may establish separate companies to operate any service agreed upon by members.
- 8.8 The Council shall meet at least once per year, according to requirements at the discretion of the President or of the Secretary General. The Council shall meet at

least once within the first six months of the financial year when the accounts are submitted for approval.

- 8.9 The Council is chaired by the President or, failing him, by a Vice President or failing that, by any other member appointed by Council.

Article 9 – President/Officers

- 9.1 The Council of Europacable shall, from amongst its members, elect a President and two Vice-Presidents, who shall in each case, be a principal delegate of a member.
- 9.2 The President's and Vice-Presidents' term of office will normally be two years but an extension of one year may be accepted. Past Presidents and Vice-Presidents who remain active industry managers are eligible for re-election.
- 9.3 The President and Vice-Presidents will form the Officers of Europacable. The Officers shall be responsible for the supervision of the activities of the staff of Europacable and terms and conditions of its employment.

Article 10 – Permanent Committees

Executive Committee

- 10.1. The Executive Committee shall consist of the Officers (as defined in Article 9), the chairmen of the Business Groups, the Chairman of the Committee of the Small and Medium Sized companies and the Secretary-General.
- 10.2. The main tasks of the Executive Committee are to propose policies/strategies to Council, to control the implementation of agreed Europacable actions/positions, to co-ordinate on any given issue, if necessary, between Business Groups and to resolve conflicts on any given subject.
- 10.3. The Executive Committee will ensure that issues of general interest to Business Groups will be discussed and decided by Council and issues relative to individual Business Groups will be discussed and decided by the respective Business Group Boards.
- 10.4. The Executive Committee will meet at the discretion of the President and will be chaired by the President or in his absence by one of the Vice-Presidents.

Small and Medium Sized Committee

- 10.5. The Committee of Small and Medium Sized Companies, in its abridged form "ECBL SME", accommodates the interests of the large group of small and medium sized manufacturers within the membership of Europacable. The main function of "ECBL SME" is to provide a forum to discuss subjects of particular interest to small and medium sized manufacturers and to organise their representation and input into the activities of Council, the Executive Committee and the Business Groups of Europacable.
- 10.6. The Chairman of "ECBL SME" is ex-officio a member of the Council and the Executive Committee without a voting right.

Business Group Boards

- 10.7. A Board consisting of a principal delegate from each member and associate member shall constitute the governing body of each Business Group. The principal delegate of each member shall be appointed by the national association and shall be a senior executive of a member company of that national association; in the event of there being an individual member, as provided by article 63., its principal delegate will be chosen from amongst its senior executives. Members may arrange for a professional adviser (National Secretary) to accompany their Board member. In addition to member delegates appointed by national associations, the Business Group Boards may also invite representatives of individual cable makers provided they are a member of a national association.
- 10.8. Each Board may appoint permanent committees or working groups (as defined in Annex 1) to carry out specific tasks related to their product scope.
- 10.9. Board meetings shall be held at least once each year, according to requirements, at the request of the Chairman or of at least two Board members.
- 10.10. A Chairman and two Vice-Chairmen shall be elected by the Board of the Business Groups from amongst its members. The Chairman's and the Vice Chairmen's term of office will normally be two years but extensions of one year may be accepted. Provided the Past Chairmen and Vice-Chairmen remain active industry managers they are eligible for re-election. The Chairman, the Vice Chairmen and a representative of the ECBL SME Committee will form the Officers Group of a Business Group Board. The member providing the Chairman may send a delegate to a Business Group Board.

Article 11 - Management

- 11.1. Europacable is managed by a Secretary General, appointed by the Council. The Secretary General can be dismissed by the Council at any time. When the Secretary-General is absent or unable to act, his role will be assumed by a Deputy Secretary-General, if Council has appointed an individual in this function. Should Council not have appointed a Deputy Secretary-General, the role of the Secretary-General will be assumed by two individuals appointed by Council.
- 11.2. The Secretary General is entrusted with all the powers which are not specifically reserved for the Council by law or the present contract and which are necessary for achieving the objectives of Europacable.
- 11.3. The Secretary General shall represent Europacable in all deeds, including those which require the intervention of a public servant or of a ministerial officer, and in court.
- 11.4. In particular, the Secretary General may represent Europacable or any of the Business Groups before the European Parliament, the Commission of the European Union and other European and international bodies.
- 11.5. The Secretary General of the Grouping shall be responsible for:
- the execution and implementation of Europacable policies as determined by the Council.
 - the strict neutrality and impartiality of the Secretariat
 - maintaining official records,
 - execution of the approved budget
 - the operation of the Secretariat which includes the organisation of all the meetings of the Council of Europacable, Business Group Boards, permanent committees and any other meeting as assigned by the Officers.
 - the work and remuneration of all administration assistance provided by members on a fee basis to the Secretariat.
 - any other duties assigned by the Council and/or the Officers.
- 11.6. The Secretary-General shall have an essential and co-ordinating role between Council, National Associations, Business Group Boards and permanent committees.
- 11.7. The Secretary General will keep in close contact with the European Union institutions and other European and international bodies as well as the members of the Council and the Boards of the Business Groups and will be responsible for circulating relevant information to the Council of Europacable, National Associations and the Boards of the Business Groups.

- 11.8. The Secretary General is personally liable towards Europacable for all defaults. Towards third parties he is only personally liable for damages resulting from an infringement of the law or of the formation contract.

Title IV

Rules of Voting - Quorum

Article 12 - Rules of voting

- 12.1. Whenever possible, decisions of the Council of Europacable and the Boards of the Business Groups of the Grouping shall be based on a consensus of views. Whenever voting is necessary, members have equal voting rights on the principle one member - one vote. The percentage of votes needed to approve a proposal shall be 66.6 % of the total votes cast except as provided in clause 12.5. of this article.
- 12.2. Each member of Europacable must exercise its voting right through its national Council delegate.
- 12.3. Only members are entitled to vote.
- 12.4. For a vote to be valid, votes must be recorded from at least 50% of the members of Europacable (except under 12.5. iii below). In the event of an appointed principal delegate being unable to attend a meeting, the member will either appoint an alternate or grant a proxy to another principal delegate or to the Chairman of the meeting. The Chairman and any member so appointed may not take on more than two proxy votes in addition to his own.
- 12.5. The following decisions by the Council shall require a unanimous vote:
- (i) issues provided under article 17, par. 2, a) to f) of the Regulation 2137/85;
 - (ii) admission of a new member
 - (iii) expulsion of an existing member; the member concerned will not be entitled to a vote in this case
 - (iv) transfer of location to another Member State of the European Community
 - (v) winding up of the Grouping.
- 12.6. Exceptionally members can be asked to cast a binding vote within 10 working days.
- 12.7. If voting becomes necessary in between Council and Business Group Board meetings, voting by telefax or electronic mail can be used. In such cases, the voting right may be exercised by the National Secretary on behalf of the national association.

Article 13 – Quorum

Europacable Council and Business Group Boards can only take decisions if member delegates holding at least 50% of the total votes are present at a meeting. If this condition is not met at a meeting, the President/Chairmen of the Business Groups shall call another meeting within 2 weeks, which meeting will constitute a quorum regardless of the number of members present.

Title V

Control – Financial Year – Finance

Article 14 - Control

- 14.1. Each year the Secretary General will prepare and present the Annual Accounts and a financial statement of Europacable's operations for the Council's approval, within 6 months of the close of the financial year.
- 14.2. The accounts will be audited by one or several auditors appointed by the Council. They shall be entrusted with the control of the financial situation, the Annual Accounts and the regularity of the operations to be reported in the Annual Accounts. The Council may dismiss them and shall fix the amount of their remuneration.

Article 15 - Financial year

The financial year starts on 1st January and ends on 31st December.

Article 16 - Finances

- 16.1. The annual expense budget for Europacable operations shall be agreed in advance by the Council and all costs arising from the activities of the organisation will be shared by members, associated members and supporting members in a manner to be agreed by the Council year by year. Any resigning member agrees to pay any outstanding amounts due and to meet any forward commitment before resignation becomes effective.
- 16.2. Europacable is a non-profit making organisation but the Council may make provisions and reserves as appropriate. If surpluses are shared among the members, such will be made in the manner prescribed by the Council.
- 16.3. In the case of losses, the members of the Grouping will be required to contribute in parts as agreed by Council.

Title VI

Winding up – Liquidation

Article 17 - Winding up

- 17.1. The Council can decide to wind up the Grouping at any time. This decision must be unanimous.
- 17.2. The Grouping remains in existence among the other members in case of resignation, death, bankruptcy, insolvency, incapacity or cessation of activities by any of its members, unless there is only one remaining member.

Article 18 - Liquidation

- 18.1. If the Grouping is wound up, the Secretary General in office is entrusted with the liquidation, unless the Council decides to appoint one or several liquidators whose powers and remuneration shall also be decided by the Council.
- 18.2. The net assets, after payment of all debts, charges and costs of the liquidation, shall be allocated among the members as agreed by Council. Losses, if any, shall be borne by all members in a manner to be agreed by Council.

Annex 1

Definition Working Groups – Task Forces

The establishment of working groups and task forces are subject to Council or Business Group Board approval. The following guidelines shall apply:

1. Working groups (WGs) are agreed to be expert committees which are established to work on a precisely defined subject. Task Forces (TFs) are agreed to be expert groups which are established to work on a precisely defined subject in an agreed time frame. WGs and TFs can be established by the Council or by Business Group Boards if the business is specific to their sphere of activity. The Secretary-General is responsible for ensuring that the necessary control and management of these Groups are implemented.
2. Any member proposing the establishment of a working group/task force should be prepared to provide the chairmanship and the administrative resource in case it can not be provided from within the existing Secretariat.
3. Travel and meetings should be avoided as much as possible/reasonable and working groups/task forces are encouraged to use electronic communication and/or telephone/video conferencing whenever possible.