

EPSA

EUROPEAN PLATFORM AND STAIRLIFT ASSOCIATION

STATUTES

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TABLE OF CONTENTS		Page
I	<u>Name, headquarters and objects</u>	3
	Article 1 Name, headquarters and duration	3
	Article 2 Objects	3
II	<u>Membership</u>	
	Article 3 Full members	4
	Article 4 Associate members	4
	Article 5 Admission	4/5
	Article 6 Resignation	5
	Article 7 Expulsion	5
III	<u>Financial matters</u>	5
	Article 8 Funds	5
	Article 9 Financial year	5
	Article 10 Indemnity	5
IV	<u>Organisation</u>	6
	Article 11 Bodies	6
	Article 12 Decisions and quorum	6
	Article 13 General Assembly	6
	(a) Duties and powers	6
	(b) Convocation	6/7
	(c) Composition/Voting rights	7
	(d) Proxy	7
	(e) Management of affairs	7
	Article 14 Board	7
	(a) Duties	7/8
	(b) Composition/Election	8/9
	(c) Proxy	9
	(d) Meetings	9
	(e) Right of objection	9
	Article 15 President	9
	Article 16 Secretary General, Treasurer and Accounting Auditor	10
	Article 17 Consultants	10
	Article 18 Sections	10
	(a) Membership	10
	(b) Competence	10
	(c) Internal rules	11
	(d) Chairmanship	11
	(e) Voting rights	11
	(f) Proxy	11
	(g) Meetings	11
	(h) Technical Working Groups	11

Article 19	Arbitration	12
Article 20	Dissolution	12
V	<u>Final disposition</u>	12
Article 21	Coming into force	12
Article 22	Authentic text	12

I **Name, headquarters and objects**

Article 1 **Name, headquarters and duration**

1. The "European Platform and Stairlift Association" (EPSA) is an Association with its headquarters initially located in London, England.
 - 1.1 By a decision of the General Assembly, the headquarters of EPSA can be located in any member country.
2. The duration of EPSA is for an indefinite period or as determined by members (see Article 19).
3. By a decision of the General Assembly, EPSA may be transformed into a GEIE

Article 2 **Objects**

1. EPSA aims to develop the European industry by:
 - Promoting and encouraging free communication, discussion and exchange of views between members and users of the products on all matters relating to the design, manufacture, supply and service of the products covered.
 - Promoting policy amongst the members and between EPSA and any Governmental and other bodies and associations directly or indirectly affecting the design, manufacture, supply and service of products covered.
 - Safeguarding the interests of the industry, particularly on economic, technical and legislation matters.
 - Encouraging technical progress and safety in the field of the products.
 - Harmonisation of legislation, standardisation and testing procedures at International and European levels to facilitate free trade.
 - Assisting and advising relevant authorities, at national and European level, on all matters concerning the products covered.
2. The products covered by EPSA are listed in Appendix A.

II Membership

Article 3 Full Members

1. Full members will be companies in the European Community that:
 - A1. manufacture and sell under their own brand name a complete product from the list in Annex A.
 - A2. sell a complete product from the list in Annex A, which is manufactured outside the European Community, (as an authorised representative established in the European Community).
 - A3. retail a complete product from the list in Appendix A, manufactured in the European Community.
2. By a decision of the General Assembly, the membership can be extended to Companies outside the European Community.
3. Members will comply with all appropriate European legislation, in particular with the Machinery Directive.
4. Members will, at their highest level of management, be fully committed to the Objects in Article 2 in respect of the products in Annex A.

Article 4 Associate members

1. Associate members will be companies or organisations whose business in the opinion of the Board is so associated with platforms and stairlifts that the admission to membership of such companies or organisations may be calculated to assist towards the furtherance of any of the objects of the Association.
2. The membership of associate members shall be on such terms as may from time to time be determined by the Board.
3. Associate members shall be entitled to participate in all the activities of the Association and to attend General meetings but shall not be entitled to vote, nor to serve on the Board or Sections.

Article 5 Admission

1. Applications for admission must be made in writing to the office of the Secretary General.
2. Admission is decided by the Board after consultation with the section(s) concerned.
3. On admission and thereafter upon the request of the Secretary General every company which is a full member has to declare, with reference to their last financial year and in the format requested:
 - Total company turnover of all products listed in Annex A and number of units.
4. Retailers have also to declare the brand names they represent, indicating the

main brand name for voting purposes.

Article 6 **Resignation**

1. Any member having given three months notice to the Secretary General by registered letter, before 30th September, can resign from EPSA.
2. A resignation does not dispense with the financial commitments for the current year's subscription or other outstanding dues.

Article 7 **Expulsion**

1. Members who counteract the statutes or offend against the interests of EPSA in other ways can be expelled by two-thirds of the members present at the General Assembly, on request of the Board.
2. Members who do not pay their subscription fee after having been reminded twice in writing, can be expelled by the simple majority at a meeting of the Board.
3. Expulsion does not dispense with the financial commitments for the current year's subscription or other outstanding dues.

III **Financial matters**

Article 8 **Funds**

1. The expenses of EPSA are covered by the subscriptions of the members and any other income which may from time to time arise. The rate of subscription will be decided by the General Assembly on request of the Board.
2. EPSA can accept contributions or donations offered by public or private bodies.
3. All costs incurred by members participating in the General Assembly, Board, Section or other EPSA meetings will be paid by the member concerned.
4. Reasonable costs for representatives nominated by the Board to attend meetings on behalf of EPSA are paid by EPSA.
5. Members who resign or are expelled have no claim against the assets of EPSA.

Article 9 **Financial year**

1. The financial and membership year begins on 1 January and ends at 31 December.
2. Subscriptions are due on 1 January of each year.

Article 10 **Indemnity**

1. Members acting for EPSA in an official capacity, and the Secretariat, shall be entitled to be indemnified by the Members jointly and severally against all claims, demands, costs and damages which they or any of them may incur or suffer arising out of anything done or omitted by them in the exercise by them of any powers or duties or discretions invested in them by or pursuant to any of these Articles of Association.

IV Organisation

Article 11 Bodies

1. The bodies of EPSA are:
 - the General Assembly
 - the Board
2. The functions of the bodies and their organisation will be as determined by the Board and authorised by the General Assembly.

Article 12 Decisions and quorum

1. Unless the statutes determine otherwise, decisions of the bodies of EPSA are taken by a simple majority of the votes cast.
2. Meetings of the EPSA bodies are valid if the number of participants at the meeting is at least 50%+1 of the full members of the body, including proxies.
3. Questions that have been voted on can only come up for discussion again, if the simple majority of the delegates present agree. All motions for reconsideration are to be submitted in writing fourteen days before the meeting. After plea and counterplea such motions are voted on without any further discussion.

Article 13 General Assembly

(a) Duties and powers

1. The General Assembly decides the objects and the general policy of EPSA.
2. It has the following duties and powers.
 - deciding all matters relating to the purpose of the Association and taking all necessary measures to safeguard its interests
 - decision on questions submitted by the Board
 - election of the members of the Board, the Treasurer and the Accounting Auditor
 - approval of accounts and rate of subscription
 - designation of the Secretary General and possible Consultants
 - changes in the Statutes
 - dissolution of the Association

(b) Convocation

1. The General Assembly usually takes place:

- as an ordinary General Assembly once every year
 - as an Extraordinary General Assembly whenever the Board judges it necessary or a quarter of the full members of the Association wishes it.
2. Convening notices must be mailed with the agenda at least 28 days before the meeting. *NOTE: Notices may also be given by electronic means such as facsimile or E-mail.*
 3. The venue of the General Assembly will be decided by the Board.

(c) Composition/voting rights

1. The General Assembly is composed of:-
 - the President of EPSA
 - the 2 Vice Presidents (the Chairman of each section)
 - the individual members
2. The distribution of the votes shall be as follows:
 - (i) members qualifying under category A1 membership in Article 3 have maximum one vote each.
 - (ii) there shall only be one vote in respect of each main brand name for category A2 and A3 members.

(d) Proxy

1. Members may be represented by proxy provided written authority is given. No participant at the meeting may have more than 2 proxies.
2. Proxies will be presented to the Secretary General at least 48 hours before the meeting.

(e) Management of Affairs

1. All affairs to be submitted to the General Assembly must be discussed and evaluated by the Board.
2. The General Assembly is chaired by the President, or in his absence by one of the Vice Presidents, or in his absence by any other member of the Board.
3. Decisions are taken by the simple majority of the votes cast.
4. In the case of parity of votes the decision shall lie with the Chairman.

Article 14 **Board**

(a) Duties

1. The Board is responsible for the operational direction of EPSA within the

framework of the policies decided by the General Assembly.

2. Its duties include mainly the following points:-
 - preparation of the affairs of the General Assembly
 - supervision of the course of business of EPSA
 - discussion of objectives of EPSA
 - recommending the rates of subscription
 - administration of funds according to the decisions of the General Assembly
 - decisions on co-ordinating the work of the Sections
 - organisation of any congress, conference or other event relevant to all
 - safeguarding the interests of EPSA
 - arbitration (according to article 18)
 - transitory appointment of the Secretary General and Treasurer in case of need
 - co-ordination of the work of consultants
3. The Board presents its report to the General Assembly and submits to it its proposals concerning the targets for the new term of office.

(b) Composition/election

1. The Board is composed of a minimum of five elected members.
2. By a decision of the General Assembly the elected members may be more than five.
3. The Secretary General attends meetings of the Board in a consultative capacity without voting right.
4. The members of the Board pursue their functions in the interest and for the good of EPSA and not as representatives of a company.
5. Only persons holding active executive positions in the industries covered by EPSA are eligible to the Board, apart from the President to whom this does not apply. Should their situation change during their term of office, they will be invited to put their position at the disposal of the Board.
6. A maximum of two members from the five elected members may be from categories A2 and A3 membership as defined in Article 3. Each of these member companies will be from different countries and represent different main brand names.
7. The Board members are elected by the General Assembly; for this voting, each member may nominate a first and second preference.

The members of the Board shall represent different countries as far as possible, with a maximum of two members for any country.

The Board elects a President amongst its members from category A1; for this voting, each member may nominate only 1 preference.

8. The term of office of the President and of the members of the Board will be three years.
9. A person may be elected by the Board to fill a vacancy among the elected members and hold office until the next General Assembly.

(c) Proxy

1. Members may be represented by proxy provided written authority is given. No participant at the meeting may have more than 1 proxy.
2. Proxies will be presented to the Secretary General at least 48 hours before the meeting.

(d) Meetings

1. Meetings are presided over by the President, or in his absence, by one of the Vice Presidents.
2. Decisions are taken by the simple majority of the votes cast.
3. In the case of parity of votes the decision shall lie with the Chairman.
4. The venue of the Board meeting will be decided by the Board. (as far as possible always in a different Country).
5. The Board can invite other people to meetings as observers.

(e) Right of objection

1. Within the month following circulation of the minutes of a Board meeting, any member of the General Assembly having voting rights may state his objections to any decision in writing to the Secretariat General. This objection will be passed to the Board for consideration.
2. If at least one quarter of members with voting rights object to any decision an Extraordinary General Assembly will be convened.

Article 15 **President**

1. On the authority of the General Assembly and the Board the President is responsible for the implementation of their decisions. He takes the necessary measures for the successful functioning of EPSA within the framework of their directives.
2. The President presides over the meetings of the Board and the General Assembly. He has the power to delegate his authority.

3. He represents EPSA in all circumstances - not any section or individual company.
4. The President does not need to be employed in an executive position within the industry.
5. In the case of being unable to continue in the capacity, the President shall be replaced, for the remaining period of his term of office, by one of the Vice Presidents who will be appointed by the Board.

Article 16 **Secretary General, Treasurer and Accounting Auditor**

1. The Secretary General is appointed and removed by the General Assembly that also fix his salary. He has the care of the administrative interests of EPSA, under the direction of the President, and takes the necessary measures for satisfactory co-operation.
2. The Secretary General may delegate authority to other persons for the day to day administration of the Association.
3. The Treasurer is appointed and removed by the General Assembly. The Secretary General may also act as Treasurer.
4. The Accounting Auditor is appointed and removed by the General Assembly.

Article 17 **Consultants**

1. By proposal of the Board (with the approval of the General Assembly that also fix the salary), EPSA may use external consultants within an agreed budget.
2. The consultant works under the charge of the President and reports to the Board and the General Assembly.

Article 18 **Sections**

(a) Membership

Every member is a member of the Section(s) covering the product(s) listed in Annex A for which it qualifies for membership of EPSA.

(b) Competence

1. Each Section is entitled to deal with issues pertaining to its equipment as listed in Appendix A.
2. The Sections are autonomous within the framework of the policy fixed by the General Assembly.
3. The Sections are obliged to report on their intentions and their work to the Board and to the General Assembly.
4. The Sections must follow the decisions of the General Assembly and the instructions of the Board and conform to the administration rules of the Association.

(c) Internal rules

1. Each Section may establish its own internal regulations. These rules as well as subsequent modifications must be approved by the Board and will be consistent with the Objects of EPSA.

(d) Chairmanship

1. Each Section elects a Chairman from category A1 members who will be that Section's representative on the Board and a Vice President of the Association.
2. Only persons who hold active executive positions in the relevant industries are eligible to be Chairman.
3. Each Section shall hold an election to appoint a chairman every three years. The outgoing Chairman may be re-elected. Each member may, following the voting rights shown below, nominate a first and second preference.

(e) Voting rights

The distribution of the votes shall be as follows:-

- (i) members qualifying under category A1 membership in Article 3 have one vote each.
- (ii) there shall only be one vote in respect of each main brand name for the category A2 and A3 members.

(f) Proxy

1. Members may be represented by proxy provided written authority is given. No participant at the meeting may have more than 2 proxies.
2. Proxies will be presented to the Secretary General at least 48 hours before the meeting.

(g) Meetings

1. When convened by the Chairman, the Sections gather to meetings presided over by him in accordance with the rules of Sections internal regulations.

(h) Technical Working Groups

1. Working Groups may be established by any Section for co-ordination and discussion of any technical area of work.
2. Working Groups will report to the Section in an advisory capacity and have no authority in their own right.
3. Membership of the Working Groups will be agreed by the Section establishing them.
4. The Working Group, according with its internal rules, elects a Chairman. The outgoing Chairman may be re-elected only for a second consecutive mandate.

Article 19 **Arbitration**

1. Any dispute concerning the interpretation of the statutes or the internal rules which cannot be clarified by consent shall be referred to the Board.
2. If the Board after consultation with the parties concerned cannot find an acceptable solution, the matter shall be submitted to the General Assembly.
3. A decision of the General Assembly on such matters shall be taken by a majority of two-thirds of the members present. The parties concerned may attend the meeting and present their case but shall neither vote nor attend the vote.

Article 20 **Dissolution**

1. The General Assembly can decide with the majority of two-thirds of the members present and entitled to vote to dissolve EPSA.
2. On a proposal for dissolution, a vote by correspondence outside the General Assembly is excluded.
3. The motion for the dissolution must be discussed by the Board and be communicated by registered letter to the members by the Secretary General at least 28 days before the General Assembly.
4. In case of dissolution, the General Assembly must decide upon the use of the funds of EPSA which shall be assigned to the development of the European Platform Lift and Stairlift industries in the widest sense.
5. In the event of there being insufficient funds, Members will pay such further sums shared in the same amount for each member, to meet the deficit.

V **Final disposition**

Article 21 **Coming into force**

1. These statutes have come into force on 17 November 1999.

Article 22 **Authentic text**

1. If translation of the text differs from the English text then the English text is authentic.

The President:

The Secretary General:

APPENDIX A

VERTICAL LIFTING PLATFORMS

STAIR LIFTS FOR SEATED, STANDING AND WHEELCHAIR USERS

VEHICLE LIFTS WITH TRAVEL SPEED UP TO 0.15mps

GARAGE LIFTS WITH TRAVEL SPEED UP TO 0.15mps

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Revisions

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IV Organisation

Article 11 Bodies

1. The bodies of EPSA are:
 - * the General Assembly
 - * the Board
 - * the Sections

Replaced with:

Article 11 Bodies

1. The bodies of EPSA are:
 - * the General Assembly
 - * the Board

Article 14 Board

(a) Duties

1. The Board is responsible for the operational direction of EPSA as its executive body within the framework of the policies decided by the General Assembly.

Replaced with:

Article 14 Board

(a) Duties

1. The Board is responsible for the operational direction of EPSA within the framework of the policies decided by the General Assembly.

Article 14 Board

(a) Duties

2. Its duties include mainly the following points:-
 - preparation of the affairs of the General Assembly
 - supervision of the course of business of EPSA
 - discussion of objectives of EPSA
 - recommending the rates of subscription
 - administration of funds according to the decisions of the General Assembly
 - decisions on co-ordinating the work of the Sections
 - organisation of any congress, conference or other event relevant to all

- safeguarding the interests of EPSA
- arbitration (according to article 18)
- transitory appointment of the Secretary General and Treasurer in case of need
- co-ordination of the work of consultants

Replaced with:

(a) Duties

2. Its duties include mainly the following points:-

- preparation of the affairs of the General Assembly
- supervision of the course of business of EPSA
- discussion of objectives of EPSA
- recommending the rates of subscription
- administration of funds according to the decisions of the General Assembly
- organisation of any congress, conference or other event relevant to all
- safeguarding the interests of EPSA
- arbitration (according to article 18)
- transitory appointment of the Secretary General and Treasurer in case of need
- co-ordination of the work of consultants

Article 14 **Board**

(b) Composition/election

1. The Board is composed of a minimum of five elected members and the Chairmen of the Sections who shall also be Vice Presidents of the Association.

Replaced with:

Article 14 **Board**

(b) Composition/election

1. The Board is composed of a minimum of five elected members.

Article 14 **Board**

(b) Composition/election

2. By a decision of the General Assembly the elected members may be seven.

Replaced with:

Article 14 **Board**

(b) Composition/election

2. By a decision of the General Assembly the elected members may be more than five.

Article 14 **Board**

(b) Composition/election

6. A maximum of two members from the five elected members (three for seven elected members) may be from categories A2 and A3 membership as defined in Article 3. Each of these member companies will be from different countries and represent different main brand names.

Replaced with:

Article 14 **Board**

(b) Composition/election

6. A maximum of two members from the five elected members may be from categories A2 and A3 membership as defined in Article 3. Each of these member companies will be from different countries and represent different main brand names.

Article 14 **Board**

(b) Composition/election

8. The initial term of office of the President and of the members of the Board is two years until March/April 2002.
After that time, the term of office of the President and of the members of the Board will be three years.

Replaced with:

Article 14 **Board**

(b) Composition/election

8. The term of office of the President and of the members of the Board will be three years.