

EVA STATUTES

Adopted by the EVA General Assembly on 16 October 2019

ARTICLE 1. DENOMINATION OF THE ASSOCIATION

These statutes govern the non-profit making international association with scientific aims "European Vending & Coffee Service Association" (abridged: EVA) ("The Association"). The Association is governed by the Law of 25 October 1919, modified by the laws of 6 December 1954 and of 30 June 2000.

ARTICLE 2. OBJECTIVES OF THE ASSOCIATION

The objectives of the not-for-profit Association are:

- a) to represent the European Coffee Service and Vending Industry with the institutions of the European Community in all matters of EC legislation which might affect the design, production, export, import, sale, maintenance or operation of automatic vending machines, and the production, packaging, labelling and supply of goods and foodstuffs intended to be sold from vending machines and in matters concerning coins and bank notes or other monetary alternatives in circulation or being designed in the Member States of the European Union;
- b) to centralise and circulate information about any subject regarding the vending industry to the members of the Association.
- c) to promote the exchange of information and experience between members and to create standards.
- d) to promote and represent the European Vending Industry in Europe and elsewhere.

ARTICLE 3. REGISTERED OFFICE

The Association shall have its Registered Office in the "Region Bruxelles-Capitale".

It is currently established at 44 Rue Van Eyck - 1000 Brussels.

It may be transferred to any other location within this area by decision of the Executive Committee.



Any change of address shall be notified within one month of its coming into effect for publication in the appendices to the Moniteur belge.

ARTICLE 4. MEMBERSHIP

1. Full members (associations)

Any national trade association representing vending and related industries from any European Country whose members are primarily active in the following areas may be accepted as a full member:

- a) the manufacture, export, import, distribution, or maintenance of vending machines, Office Coffee Service machines and Point of Use water dispensers or accessories for vending machines, Office Coffee Service machines and Point of Use water dispensers (machine and component manufacturers), and
- b) the manufacture, export, import, distribution, or maintenance of payment systems, currency counting and/or sorting equipment, as well as vending machine management solutions, and
- c) the manufacture, export, import, or distribution of products used in, sold or intended for sale from vending machines, Office Coffee Service machines and Point of Use water dispensers (ingredients, commodities and disposable product suppliers), and
- d) the operation of vending machines, Office Coffee Service machines and Point of Use water dispensers in the form of customer services or activities related to such services technical or otherwise, which are provided to employers, employees or to the general public (operators).

For the purpose of this Article a vending machine is defined as:

A device aimed for the self-service sale or provision of goods and/or services that can be operated by entering a coin, a bank note, a token, a chip or other card/key or by other command. This does not cover entertainment and gambling machines.

For the purpose of this Article an Office Coffee Service (OCS) machine is defined as:

A device aimed for the self-service of hot drinks at the workplace without payment system.



2. Direct members

Any company established and operating in at least two different European Countries which:

- a) is active in one of the fields described in § 1 a) to d) and which
- b) is a direct member or a member through its own national distribution company of at least one EVA-affiliated national association may be accepted as a direct member. If there is no national association in the country in which the relevant company is established, the company may apply for direct membership with the EVA.

3. Supportive members

Associations active in other areas than mentioned in § 1 and supporting the purpose and aims of the Association may apply for supportive membership.

Single companies that are not eligible for direct membership may also become supportive members.

Associations and companies that are eligible for either full or direct membership on an individual basis may not apply for supportive membership as a grouping or as an association.

4. Associate Membership

Trade associations representing vending and related industries outside Europe.

5. Membership is open only to associations and companies with legal personality.

ARTICLE 5. ADMISSION, DISMISSAL AND EXCLUSION OF MEMBERS.

1. The admission of new members will be considered upon written request addressed to the Executive Committee at the Association's Registered Office. Acceptance will be subject to vote by the Executive Committee with a simple majority of its members present voting in favour. No reasons need to be given either for admission or for refusal. Any request for membership automatically implies approval of the statutes of the Association, of its rules and of decisions taken by the General Assembly and the Executive Committee.
2. Members that cease to meet requirements of article 4 shall lose their right of membership of the Association automatically.



3. Any member may withdraw from the Association subject to a six months notice sent by registered letter to the Association's Registered Office. It shall remain liable to pay its share of costs incurred by the Association within the Association's financial year in which such notice shall expire.
4. Any member acquiring another member shall be liable to pay the full subscription of the year in which the acquisition has taken place, 50% in the following year and 25% of the subscription for each year after. This fee is removed if the legal entity of the acquired company disappears.
5. A member may be expelled from the Association upon proposal by the Executive Committee after having heard the defence of the member concerned, by vote in the General Assembly.
6. Without prejudice to the members' obligation to regularly pay the membership fees, a member may be expelled from the Association by vote in the Executive Committee if it has not paid its membership fee.

ARTICLE 6. GENERAL ASSEMBLY

1. The powers of the General Assembly shall include:
 - a) approval of the annual budget proposed by the Executive Committee,
 - b) approval of the annual report of the Executive Committee,
 - c) discharging of the Executive Committee,
 - d) election and dismissal of the members of the Executive Committee,
 - e) election of the President, according to the proposal by the Executive Committee,
 - f) determination of the annual membership fee,
 - g) modifications of the statutes of the Association,
 - h) dissolution of the Association.
2. Every member has the right to send one or more representatives to the General Assembly. Every full or direct member, regardless of the number of its representatives, has only one vote and one speaker. No member



shall be entitled to vote at any General Assembly unless all moneys presently payable by him to the Association have been paid. Supportive members have no right to vote.

3. The General Assembly proceeds validly independently of the number of members present.
4. The General Assembly takes its decisions by simple majority of the votes cast. In the case that two (or more) candidates for the same seat receive the same number of votes during the election of the Executive Committee, the successfully elected Executive Committee Members select in a secret ballot the winning candidate(s).
5. The General Assembly shall be convened at least once in every calendar year. All members are invited by the President or, in case of his absence, by the Vice-president in writing. Members shall be sent a circular calling the meeting together with the date, the venue and a list of the main items on the agenda at least one month prior to the planned date of the meeting. Any member may give notice of a draft motion or subject for addition on the agenda, provided that such notice is received at the Association's Registered Office in writing at least two weeks prior to the planned date of the meeting.

The minutes of the meetings of the General Assembly shall be circulated to all members by simple non-registered mail or distributed at the following meeting of the General assembly. They may also be consulted at the Associations' registered office.

An Extraordinary General Assembly may also be convened at the explicit request of 25% of full members.

ARTICLE 7. EXECUTIVE COMMITTEE

1. An Executive Committee of minimum seven and maximum fifteen persons shall be elected to manage the Association and, insofar as possible, depending on the availability of candidates, shall be composed as follows:
 - a) four representatives of members according to Article 4 § 1 (associations),
 - b) one representative of direct members which are active in the fields described in Article 4 § 1 a),



- c) one representative of direct members which are active in the fields described in Article 4 § 1 b),
 - d) one representative of direct members which are active in the fields described in Article 4 § 1 c),
 - e) four representatives of the activities described in Article 4 § 1 d). These representatives must be members of a Full Member as described in Article 4 § 1,
 - f) one representative of the managing directors of members according to Article 4 § 1 (associations),
 - g) one representative of the Office Coffee Service companies according to the activities described in Article 4 § 1 a) to d),
 - h) one representative of the Point of Use water dispensers companies according to the activities described in Article 4 § 1 a) to d),
 - i) one representative of the cup manufacturers according to the activities described in Article 4 § 1 a).
2. The Executive Committee shall have the right to co-opt up to two additional persons being active in one of the fields described in Article 4 § 1. Co-opted Executive Committee members have no voting right.
 3. The Executive Committee shall elect a President, a First-Vice-President and a maximum of two additional Vice-Presidents and a Treasurer from among its members. The First-Vice-President and then the two Vice-Presidents are the deputy of the President in case the latter cannot chair an Executive Committee meeting or represent the association at an event or meeting where his/her presence is required.
 4. The members of the Executive Committee are elected for two years and remain eligible for re-election.
 5. Executive Committee members are elected ad personam and not as representative of a company or association. A person may only become a member of the Executive Committee if he/she is:
 - active as owner, managing director or in a senior management position of a direct member (company)
 - a member of the Executive committee/management board of a full member (association).



6. No more than one person employed by any one company or a group of associated companies may serve on the Executive Committee at any one time.
7. If a member of the Executive Committee ceases to work for a full or direct member, his/her membership in the Executive Committee will end automatically. Similarly, if a Member of the EC from the category described in Article 7 § 1 e) resigns from the national association of which his/her company is a member, or if his/her company is taken over by another company, or if he ceases to work for the company, his/her membership of the EC will end automatically.
8. If a member of the Executive Committee resigns from the Executive Committee or is voted out by the General Assembly or dies or becomes unable to perform his/her responsibilities in the case of §7, the Executive Committee has the right to appoint a person with voting rights from the same category of members being active in the same field.
9. If the whole of the Executive Committee should be voted out by the General Assembly or should resign as a whole it shall remain in office until the election of a new Executive Committee has taken place.
10. A meeting of the Executive Committee shall be convened whenever the President or the Vice-president believes it necessary or upon request of the majority of its members. Executive Committee members shall be sent a circular calling the meeting indicating its date, time and venue together with a list of the main items on the agenda at least two weeks prior to the planned date of the meeting. The Executive Committee may not proceed validly unless at least the majority of its members with voting rights, amongst which must be the President or the Vice-president, are present. Executive Committee meetings shall be chaired by the President or the Vice-president.
11. The Executive Committee shall have full powers to manage and administer the affairs of the Association except where otherwise reserved to the General Assembly. The Executive Committee may delegate the daily management to a Secretary General.
12. The Executive Committee may appoint a Secretary General from amongst the membership or from outside. In the latter case, the President jointly with the Vice-president may conclude an employment contract with this person on behalf of the Association. The Secretary General may attend all meetings, but shall have no voting right.



13. A vote by the Executive Committee shall be carried by a simple majority of the members with voting rights present. If no majority can be reached, the chairman of the meeting shall have the casting vote.
14. All actions committing the Association shall be signed by the President and the Vice-president. These officials will not be obliged to prove their power to act to any third party. The Executive Committee may delegate this power in general or for specific items to a Secretary General who may be an employee, or for specific items to any member of the Executive Committee.
15. Any legal action required to be taken or defended on behalf of the Association, shall be closely followed and diligently pursued by the Executive Committee represented by the President or Vice-President or the Secretary General.
16. Each Executive Committee member shall pay the expenses, which occur in relation to his/her function without the right to claim reimbursement of such costs from the Association.
17. In case an executive Committee member misses 2 meetings in a calendar year, the Executive Committee has the right to expel this person. A person with voting rights from the same category of members being active in the same field shall be appointed by the Executive Committee for the vacant seat, insofar as possible. In the case of exclusion of a member representing a national association, his/her replacement will be nominated by that national association; his/her nomination will then be submitted for vote in the Executive Committee.

ARTICLE 8. MODIFICATION OF THE STATUTES

1. 75% of the votes cast in the General Assembly shall be required to effect a modification of the statutes of which due notice of intent shall be given within the agenda issued.
2. Modifications to the statutes of the Association shall have only effect after approval by Royal Decree and after due publication as required by Belgian Law.



ARTICLE 9. DISSOLUTION OF THE ASSOCIATION

The General Assembly has the right to vote, by a majority of 75% of the votes cast, on the dissolution of the Association. No decision shall be taken unless 75% of the full members are present. Failing to obtain this quorum another General Assembly shall be called upon a date at least one month later and will then rightfully and validly proceed regardless of the number of members present.

Matters arising from the dissolution and winding up of the Association shall be resolved by the Executive Committee, which will remain in power until the end of the liquidation process.

ARTICLE 10. BUDGET AND ACCOUNTS

1. The fiscal year shall start on 1 January and end on 31 December.
2. Members shall pay any contribution fixed annually by the General Assembly upon the proposal of the Executive Committee. The Executive Committee shall submit accounts for the past year for the approval of the General Assembly, except where no receipts or expenses have been incurred. This also applies to the budget of the next period.
3. Each member shall pay the expenses involved in sending its delegates to meetings and for translation, where necessary, of circulated papers into its own language. No member may ask for reimbursement of any expenses whatsoever.
4. Upon proposal by the Executive Committee the General Assembly shall be empowered to establish a reserve fund and determine the ways and means in which each member shall contribute to this fund.
5. Outgoing or expelled members shall not be entitled to claim any share of the assets. In the event of dissolution of the Association resulting in a debt, this amount shall be contributed equally by full and direct members who were in membership six months prior to the dissolution.



ARTICLE 11. DURATION OF THE ASSOCIATION

The Association is founded for an unlimited period of time but shall be deemed to cease to exist if fewer than three full members from different countries shall be in membership or if the General Assembly shall decide upon the dissolution of the Association.

ARTICLE 12. WORKING LANGUAGE OF THE ASSOCIATION

The Association's working language is English in which all proceedings shall be conducted and all documents established.

ARTICLE 13. GENERAL PROVISIONS

Any matters not provided for under these Articles of Association and in particular the statements to be published in the Moniteur belge shall be effected in accordance with the provisions laid down by Belgian Law.

ARTICLE 14. LANGUAGE VERSION OF THE STATUTES

The French version of the present statutes supersedes any versions in other foreign languages.

