

BEPA BYLAWS

PREAMBLE

These Bylaws of BEPA A.I.S.B.L. are adopted by the Executive Board to implement the provisions of the Article of Association (AoA), in accordance with Article 21 of the AoA.

These Bylaws describe internal rules which complement the AoA and serve to specify operational details related to the functioning of the Association, including the application process.

Membership of the Association implies a complete adherence to the AoA and the Bylaws.

In case of discrepancies with the AoA, the AoA shall prevail.

ARTICLE 1: DEFINITIONS

- 1.1 All capitalised terms used in these Bylaws, and not defined in these Bylaws, shall have the meaning assigned to it in the AoA.

ARTICLE 2: ESTABLISHMENT OF THE BEPA OFFICE

- 2.1 The Secretary General, for his activities as laid out in article 10.3 of the AoA, will be supported by a dedicated secretariat (hereinafter “BEPA Office”).

- 2.2 The contact details of the BEPA Office are:

E-mail: info@bepassociation.eu

Physical address: Avenue Adolphe Lacomblé 59/8, BE-1030 Brussels, Belgium.

ARTICLE 3: MEMBERSHIP ELIGIBILITY, APPLICATION PROCESS AND CATEGORIES

- 3.1. Only organisations that are (i) eligible for funding under the Horizon Europe programme or based in the United Kingdom or in Switzerland; and (ii) structurally organised to conduct, in Europe¹, significant research and innovation activities within the scope of the European Batteries Partnership, comply with the eligibility criteria as set out in Art.5.1 of the AoA to become Full Members. Any applicant for full membership will have to provide evidence of such activities upon request by the Executive Board or the Secretary General.

- 3.2 Admissions to the Association will be subject to the following rules:

¹ For this purpose, Europe is defined as members of the European Union, countries to whom the EU grants the status of candidate countries to the EU, countries in the wider European Economic Area, Switzerland, and the UK.

- Only applications submitted via the application form available on the BEPA website are admissible.
 - Applicants who are provisionally admitted to the Association are instantaneously entitled in all the rights and obligations specified in Art.8 of the AoA.
 - A printed copy of the application form, reflecting the agreed membership category and sub-category, must be signed by a duly-empowered representative of the applicant and sent back by postal mail to the BEPA Office for the records of the Association.
- 3.3 The membership categories and sub-categories which are in force, as decided upon by the General Assembly in accordance with Art.9.2 of the AoA, are published on the BEPA website and include the annual membership fee for each sub-category.
- 3.4 In the case where an applicant for membership is an entity part of, or linked² to, a parent group, the membership (sub-)category (and resulting annual membership fee) is a priori determined by the headcount and turnover data of the parent group of linked entities, independently of the geographical origin (within or outside the EU) and the field of business activity of these linked entities.
- 3.5 The Executive Board is entitled to accept an applicant in the (sub-)category determined by the headcount and turnover data of the legal entity of the applicant, and not the parent group, in the case
- a) where the applicant provides sufficient information which shows that the parent company or other linked entities³ are not in any way industrially active in the battery industry.
 - b) if the applicant provides sufficient information which shows that the parent company or other linked entities are not industrially active in the same part of the value chain as the applicant and the applicant accepts a proposal from the Executive Board to sign a Declaration of Honour to not disclose, to the linked entities within their parent group, any information received through their interaction with BEPA, the European Batteries Partnership, or any other information learned through its membership of BEPA.
- 3.6 Upon request by the Executive Board or the Secretary General, applicants and members must provide publicly verifiable information about their headcount and turnover data.
- 3.7 The membership category of an existing member can be modified through the following process:
- a) As per article 3.6 of the by-laws, based on updated information on the nature, headcount, and turnover data of a member, the Executive Board may decide to modify the membership

² For the definition of a “linked enterprise”, see Article 3.3 of the [COMMISSION RECOMMENDATION of 6 May 2003 concerning the definition of micro, small and medium-sized enterprises](#).

³ Ibid.

category of said member, according to the membership categories and sub-categories of article 3.3 of the by-laws. That member has the right to exchange with the Executive Board and provide further information before a final decision is made.

- b) Based on updated information on the nature, headcount, and turnover data of a member, said member may request a modification of its membership category by the Executive Board, according to the membership categories and sub-categories of article 3.3 of the by-laws. Said member can make this request by physical or digital letter addressed to the Secretary General or the Executive Director. The Executive Board has the right to demand for an exchange or further information from the concerned member.

4. THE MEMBER REPRESENTATIVE AND OTHER CONTACT POINTS

- 4.1 As per Art. 6.3. of the AoA, every application for membership shall include the identity of the Member representative. The role of the Member representative is to represent their organisation and their relevant battery sector during Association meetings and to act as the main contact point for all activities related to the Association.
- 4.2 In addition, Members are given the opportunity during their application to nominate a secondary contact point within the same organisation who can support the Member representative in activities of the Association.
- 4.3 Members are also allowed to nominate a third point of contact for administrative issues. They can do so by providing their contact details directly to the BEPA Office.
- 4.4 The Member representative may entitle another person of the same organisation to act as the delegate of the Member at the General Assembly on an ad hoc basis (and thus use the voting right of the main representative). This entitlement is limited in time for one General Assembly at a time.

The entitlement and the identity of the delegate should be communicated by e-mail to the BEPA Office at least two weeks prior to the General Assembly.

- 4.5 The representatives in the Executive Board and Association Delegation are elected in their own name and not behalf of a Member and, as such, are not to be supported by other people from the Member.

In the case a Member representative has been elected to an Executive Board or Association Delegation position, a delegate can only be acting as the Member Representative, not as a member of the Executive Board or the Association Delegation.

5. APPLICATION FOR A GOVERNING POSITION IN THE EXECUTIVE BOARD OR ASSOCIATION DELEGATION

- 5.1 Only applications submitted online are admissible. A form for this purpose will be made available to all Members by the BEPA Office.
- 5.2 Only Member representatives from Full Members (i.e. from in the Industry and Research categories) can apply for a governing position in the Executive Board and/or Association Delegation.
- 5.3 In order to fulfil the composition criteria set out in Art. 12.1 and 13.2 of the AoA, any candidate for any of the governing positions representing industry needs to act as a plausible representative / delegate for a specific battery sector and must bring evidence that a significant part of the current industrial activities of their organisation is focused on the battery sector they would like to represent.
- 5.4 The Executive Board is competent to check the eligibility of the received applications, based on the eligibility criteria in Articles 5.2 and 5.3. The final list of eligible candidates is then proposed for election during the General Assembly by the Chairperson of the Association.

6. ORGANISATION OF GOVERNING BODY MEETINGS

GENERAL ASSEMBLY

- 6.1 The General Assembly can be held virtually or physically, as far as compatible with the nature of the resolutions to be adopted.
- 6.2 All Member representatives are invited to participate to the General Assembly meetings. In addition to the Member representative, two additional people from the same organisation can attend the General Assembly meetings (as observers). In case the General Assembly meeting is organised physically, the additional participants shall register at least fifteen working days in advance.
- 6.3 The minutes and the presentation material of the General Assembly meetings will be made available by the BEPA Office to all BEPA members on the BEPA repository and no later than two weeks after the meeting.

EXECUTIVE BOARD

- 6.4 The Executive Board may organise its activities via phone and video conferences and/or per email and will set up meetings at any time and as often as judged necessary under the leadership of the Chairperson.

- 6.5 The minutes of the Executive Board meetings will be made available by the BEPA Office to all Executive Board members on the BEPA repository and no later than two weeks after the meeting.

ASSOCIATION DELEGATION

- 6.6 The Association Delegation will work as a team and will strive to make decisions on the basis of consensus. If no consensus is found, decisions are taken by a simple majority vote at this initiative of the Chairperson of the association (regardless of the number of Association Delegation members present during the meeting).
- 6.7 The minutes of the Association Delegation meetings will be made available to all Association Delegation members by the BEPA Office on the BEPA repository and no later than two weeks after the meeting.

TECHNICAL WORKING GROUPS AND SUPPORTING TASKS FORCES

- 6.8 The work of the different bodies of the Association will be supported by various expert groups called Technical Working Groups and Supporting Task Forces.
- 6.9 In accordance with AoA Art. 12.2.3, the Executive Board determines the requirements for the establishment of said Technical Working Groups and Supporting Task Forces and sets the Terms of Reference, which cover the inner workings of the expert groups and the election process for Members who want to participate in these expert groups. The latest version of the Terms of Reference is attached as Annex I to these Bylaws.

7. AMENDMENTS OF THE BYLAWS

- 7.1 Proposals for amendments of the Bylaws and its Annexes shall be addressed to the Secretary-General, who will assess the proposed changes before submitting them to the Executive Board.