



ORGANISATION INTERNATIONALE DES CONSTRUCTEURS D'AUTOMOBILES
INTERNATIONAL ORGANIZATION OF MOTOR VEHICLE MANUFACTURERS

STATUTES

Approved by the General Assembly at its meeting of 3 June 2005 in Interlaken, Switzerland

ARTICLE 1 - FORM

An Association, incorporated under the French law of July 1st, 1901 and governed by the present statutes, is established between the professional Associations, who represent in their respective countries the manufacture, assembly and importation of motor vehicles, or one or more of these activities, and who subscribe to the following provisions.

ARTICLE 2 - TITLE

The title of the Association, known previously as the
Bureau Permanent International des Constructeurs d'Automobiles (BPICA),
has become in 1986:
International Organization of Motor Vehicle Manufacturers (OICA).

ARTICLE 3 - OBJECTIVES

The purpose and objectives of the Association are to defend the material and moral interests of the vehicle manufacturers, assemblers and importers, grouped within their national federation and, in particular:

- a) To function as an international forum, through which its members may discuss issues of common interest and develop appropriate positions and activity programs,
- b) To offer a liaison between its members and the different international organisations concerned,
- c) To represent approved OICA positions to the appropriate international Organizations, and, when such action is endorsed by its members, to appropriate national governments, to the media and the public.
- d) To provide information services to its members, and information to other interested parties,
- e) To ensure whatever coordination of specific programs may be deemed necessary by its members,
- f) To develop and promote an image for OICA and its members as full partners of a global automobile industry.

ARTICLE 4 - HEAD OFFICE

The head office of the Association is currently in Paris (France), 4 rue de Berri.

ARTICLE 5 - DURATION

The duration of the Association is not limited.

ARTICLE 6 - MEMBERS

The International Organisation of Motor Vehicle Manufacturers is composed of:

a) Full members

Professional associations representing the manufacture, assembly and importation of motor vehicles, or only one of these two first activities, are admitted as full members.

b) Permanent Council Members

Are Permanent Council Members, as defined in Article 7, the full members meeting the following criteria:

1. The professional association shall represent the interests of at least one manufacturer having its decision making centre in the country in question.
2. This manufacturer shall produce or assemble, at world level, at least 1 500 000 vehicles per year and shall not be controlled by another manufacturer having more than 50% of the voting rights.

A review shall be conducted every six years, corresponding to three regular terms of 2 years, in order to ensure that the above criteria are fulfilled.

c) Associate Members

Professional associations solely representing the importation of motor vehicles may be admitted, in principle only as Associate Members, provided no other professional association exists in the respective country, representing the manufacture or the assembly of motor vehicles and already Full Member of OICA or membership candidacy of which is under study.

Professional associations, as defined in Article 1, representing an international regional economic entity may also become OICA Associate Members, in addition to the existing national member associations.

OICA may only admit one professional association in each country as member, except in the case of two separate national associations, each representing in the country in question different vehicle categories. In this case, after study by the Council and General Assembly approval, priority will be given for full membership to the association representing the interests of the light vehicle manufacturers, the other association representing heavy vehicle manufacturers being admitted as associate member.

ARTICLE 7 - ADMINISTRATION

The International Organization of Motor Vehicle Manufacturers is managed by its Council. This Council is composed of the representatives of the Permanent Council Members and of the representatives of maximum four other full members, the latter according to a rotation scheme for a period of not more than two consecutive years, in order to give the opportunity to cover the various world regions.

All the Council members are OICA Vice Presidents.

The Council is chaired by its President. The President is assisted in this task by the First Vice President, the Treasurer as well as the other Vice Presidents.

The Council will be responsible for developing short and long-term strategies for approval by the Assembly.

The President, the First Vice-President as well as the non-permanent Council members shall be elected by the Assembly, upon a proposal by the Council. The President shall be elected for a period of two years. This two-year term may be renewed only once, upon an Assembly decision.

The First Vice President replaces the President in case the President is not available; the First Vice President is presumed by the Council and the Assembly to succeed, in due time, to the outgoing President.

The function of Treasurer is performed by a Vice President. Upon a Council proposal, the Treasurer is designated by the Assembly, for a two-year term. In order to ensure continuity, this mandate may be renewed.

The President shall have the necessary powers to ensure the satisfactory functioning of OICA in conformity with the decisions taken by the Assembly, and to represent OICA in all acts of civil life. Among others, the President shall have the power to undertake for and on behalf of OICA all financial and real estate operations, in conformity with the decisions taken by the Assembly, following Council examination.

The President, upon a Council proposal, shall convene the Assemblies and lead their debates.

The Vice Presidents shall assist the President in her/his functions and replace her/him in case of absence.

The operational administration of OICA is delegated by the Council and its President to the Secretary General who receives the necessary power to accomplish her/his mission.

The President, or any other Council member designated by the President for this purpose, appoints the Secretary General in a salaried management position, in charge of the administration of the Association. Only the Council shall have the authority to dismiss the Secretary General and put an end to her/his labour contract.

The Secretary General, under the supervision of the Treasurer, shall submit the budget and accounts to the Assembly at least once per year.

The Council shall establish its own rules of functioning in accordance with the OICA statutes.

Council decisions cannot be taken without at least a 2/3 majority of the Permanent Council Members.

ARTICLE 8 - ASSEMBLY

The Assembly is composed of the delegates designated by the full and associate members.

It is convened at the President's initiative upon a Council proposal at least one every year. When two Assemblies are held in the course of the same year, they shall be spread, one during the first half year, the other one during the second half year.

In addition, it shall be convened if a request is made to the President by at least one third of the full members.

The convening notice shall be sent in writing (electronic or any other communication means) to every member at least one month before the date of the meeting. The draft agenda shall be prepared by the Secretary General under the guidance of the President, decided by the Council and sent out at least 15 days before the date of the meeting.

The deliberations of the Assembly shall be recorded in a report prepared by the Secretary General, and circulated to all members.

ARTICLE 9 - REQUEST FOR MEMBERSHIP

Any Association wishing become a member of OICA shall send an application in writing to the Secretary General, specifying the trade activities that it represents. The Secretary General shall submit this application to the Council, which examines the application and, if deemed acceptable, transmits it to the Assembly for final decision. The Assembly may admit the association either as full member or as associate member, according to the distinctions defined under article 6, or the Assembly may reject the application even though the provisions laid down in the statutes are fulfilled. The Assembly shall not be bound to give reasons for its decision.

Any application for membership implies the acceptance of the present statutes and of regulations made in accordance therewith, as well as the commitment to comply with the decisions formally and properly taken by OICA.

The majority necessary for the admission of any new member is that provided for by article 14 e) of these statutes.

Any admission to membership shall take effect as from the approval by the Assembly.

The new members joining OICA in the course of the year shall settle a membership fee for the year in question, as defined in Article 12, calculated pro-rata temporis, with a minimum of 25% of the membership fee due for a complete year.

ARTICLE 10 - WITHDRAWAL FROM MEMBERSHIP

Any full or associate member shall have the right to terminate its membership after having communicated in writing, with a four months advance notice, formal and circumstantial notification of its resignation to the OICA President.

Any member who resigns shall settle all membership fees due at the time of such resignation, including the membership fee for the current year.

ARTICLE 11 - EXCLUSIONS

Upon a proposal by the Council, the Assembly may exclude from OICA membership those full or associate members, which would no longer fulfil their statutory obligations, or would no longer meet the statutory conditions required for membership.

Any member thus excluded shall pay all membership fees due at the time of such exclusion, including the membership fee for the current year.

ARTICLE 12 – MEMBERSHIP FEES AND CONTRIBUTIONS

Each full and associate member shall duly settle the annual membership fee approved by the Assembly for the year considered. This membership fee shall be fully settled within 30 days.

Upon a Council proposal, the Assembly shall establish the membership fees for the full members, taking among others into account the number of vehicles manufactured or assembled in the country represented by the member Association considered.

Upon a Council proposal, the Assembly also determines the membership fees of associate members.

The organisers of motor shows inscribed on the calendar of OICA accredited motor shows shall settle, each year that such motor shows takes place, a contribution determined by the Assembly upon a Council proposal.

ARTICLE 13 - QUORUM

Under no circumstances can the Assembly take a decision unless half of the members having a voting right are present or are represented.

ARTICLE 14 – VOTING

- a) Each full member has one vote.
Associate members have a consultative voice.
- b) Voting by proxy is permitted for full members.
Proxies must be sent in writing. The delegates of any full member cannot be entrusted with more than one proxy.
The proxy from a full member may only be given to another full member, which may not receive more than one proxy.
- c) Proposals for Assembly decision shall be supported by at least two-thirds of the Permanent Council Members.
- d) Assembly decisions shall be taken by a simple majority of the valid votes, without consideration of the abstentions, with the exception of the cases provided for under paragraph e) hereafter.
In case of equality, the President has a casting vote. In case of the absence of the President, the Vice President who chairs the meeting has also a casting vote.
- e) Notwithstanding item d) above, decisions relating to the transfer of the head office (art. 4), the admission of new members (art. 9), the revision of the statutes (art. 19), and the dissolution of OICA (art. 20), can only be taken by a two-thirds majority of the valid votes, without consideration of the abstentions.
- f) Voting by correspondence is permitted in urgent cases between two Assembly meetings.
In the case of voting by correspondence, the President shall submit in writing to every member having a full vote, a draft resolution on the matter subject to the vote, together with the relevant documents needed for their information.

The President shall grant a specified time, as from the date of the notification, to the member Associations to give their votes in writing. Any member Association, which has not voted within the specified time, shall be considered as abstaining.
The decisions shall be taken according to the conditions foreseen in paragraphs c), d) and e) above.

The result of a voting by correspondence shall be recorded in a report established by the Secretary General, signed by the President and circulated to all members.

ARTICLE 15 - SPECIAL COMMITTEES AND WORKING GROUPS

- a) Matters which are of common concern to full or associate members may, by decision of the Assembly, be dealt with by Special Committees, the duration of which is not limited in principle, except by a subsequent contrary decision by the Assembly, upon a Council proposal.
These Special Committees may be entitled to present recommendations directly to the international bodies concerned.
- b) The study of specific matters may, upon a Council proposal and by decision of the Assembly or by one of the Special Committees, be entrusted to Working Groups or Expert Groups, whose duration may be limited.
These Working Groups may be entitled to present recommendations directly to the international bodies concerned, or to one of the Special Committees or to the Council.
- c) The Special Committees and Working Groups shall establish their own rules of functioning, in line with the OICA Statutes. In particular, these Special Committees and Working Groups shall seek to establish positions by consensus. In the absence of a consensus, the Working Groups shall be considered as not having established an OICA position and shall refer the matter back to the corresponding Special Committee in order to find a solution. In the case of persisting disagreement, and as an exceptional case, the Council will be asked to establish a final decision, in accordance with Article 7.

ARTICLE 16 - FINANCIAL YEAR

The financial year shall commence on January 1st and end on December 31st.

ARTICLE 17 - BUDGET AND ACCOUNTS

Upon a Council proposal, the Assembly approves the accounts for the previous financial year and the proposed budget for the following year.

ARTICLE 18 - DEPOSITS AND WITHDRAWAL OF FUNDS

The funds shall be deposited at one or more thoroughly reliable banks and divided into three accounts.

The first account, called "membership fee account", receives the membership fees and is used to supply funds, as and when necessary, to a second account, called "operating account", which is intended to meet the normal operating expenses of OICA and its Secretariat.

For the functioning of the "membership fee account", two joint signatures are necessary and sufficient. These two signatures shall be those of two of the following persons: the President, the Treasurer, the Secretary General.

The "motor show account" receives the contributions settled by the motor shows and is used to cover the normal operating expenses of OICA and its Secretariat for the motor show activities.

For the functioning of the "operating account" and the "motor show account", the signature of the Secretary General is sufficient, except in the case of payments relating to investments or long-term commitments exceeding 10 000 €; the latter shall be carried out under the supervision of the Treasurer or, if needed, of any other Council member.

In case of absence of the Secretary General, one of the following persons shall have powers to sign: the President, the Treasurer.

ARTICLE 19 - REVISION OF THE STATUTES

Any proposal for revision of the statutes shall be examined by the Council.

The majority required for any revision of the statutes is the two-thirds majority specified under articles 14 c) and 14 e).

ARTICLE 20 - DISSOLUTION

The majority required for the dissolution is the two-thirds majority specified under articles 14 c) and 14 e).

In the event of dissolution, the OICA members retain the right to recover possession of their own contributions in particular to the acquisition of the assets. All other elements of the capital accounts or equity/ownership, such as reserves, will be transmitted or devolved, upon dissolution, to any other non-profit making association or organization having the right to receive liberalities. The beneficiary cannot be interested party in any way to one or more of the members. Preferably, the transmittal should be done to a non-profit-making association or organization having similar objectives and purposes to those of OICA. There may be more than one beneficiary upon dissolution. The decision of devolution shall be taken at the two-thirds majority of the full members.