

ARTICLES OF ASSOCIATION OF
"EIT URBAN MOBILITY ASSOCIATION"

Title I – Generalities
Chapter I – General provisions

Article 1.- Association's name, registered office and term

- 1.1 The association is incorporated under the name of EIT URBAN MOBILITY ASSOCIATION in accordance to the Law 4/2008 of April 24, third book of the Civil Code of Catalonia, these articles of association and the by-laws that will be enacted by the association.
- 1.2 The association is a legal entity with full capacity to act as a non-profit association.
- 1.3 The registered office of the association is located at "Ca l'Alíer", Pere IV, 362, in Barcelona.
- 1.4 The association is incorporated for an indefinite term.

Chapter II – Purpose and activities of the association

Article 2.- Purpose of the association

- 2.1 The purposes of the association are to:
 - (i) strengthen the European knowledge, business and growth position in safeguarding access to mobility and logistics in urban areas in a greener, more inclusive, safer and smarter way, whilst improving the fundamental value of urban areas as places to live, move, meet, experience and work;
 - (ii) conceptualize, enable and activate urban mobility solutions through the association's extended knowledge triangle of education, research, business and public authorities to transform cities into liveable urban spaces for people and assets; and to

- (iii) promote internationalization, international understanding and integration of said knowledge triangle areas by establishing and developing the knowledge and innovation community.

Article 3.- Activities of the association

3.1 The association will carry out the following activities:

- (i) Obtain and use financial contributions received from its members and other sources according to the purposes of the association.
- (ii) Establish a strategy in line with the interests of its members governing intellectual property rights in line with the rules of the European Union framework programmes for innovation and research and capture value out of intellectual assets.
- (iii) Promote the exchange of information among the members within the purpose of the association, to the extent legally permitted.
- (iv) Share information of common interest among the members for the purpose above as far as legally permitted.
- (v) Incorporate other legal entities in accordance to the regulations in force, in order to (i) develop, complement or assist the purposes of the Association through such entities; (ii) if applicable, receive any grants that may be awarded by the European Institute of Innovation & Technology within the framework of the Regulation (EC) No. 294/2008 of the European Parliament and of the Council of March 11, 2008, amended by Regulation (EU) No. 1292/2013 of the European Parliament and of the Council of December 11, 2013 and any other applicable laws.

3.2 The association can carry out activities mostly in Catalonia but also in any territory of the European Union or other countries.

3.3 The association may also carry out economic activities whose purpose is accessory to the purposes of the association, either directly or by holding shares in companies (totally or partially). In the event of profits or economic surplus derived from these activities, they must be exclusively destined to fulfil the purposes of the association or to increase the

endowment or reserves, and in no case being distributed among its members.

Title II – Membership

Chapter I – General provisions

Article 4.- Members

4.1 Legal nature and membership criteria

Membership in the association is open to legal entities. Natural persons can not be members of the association.

Any legal entity who is interested in joining the association as a member shall fulfil the following criteria:

- a) be an industrial and/or service professional legal entity or institution, company, association, foundations, stakeholder, cities and other public authorities with a territorial scope or be a higher education and/or research institutions;
- b) be directly or indirectly active in or for the urban mobility sector;
- c) approves and supports the purposes of the association.

Entities interested in joining the association shall address its membership application to the managing board of the association in written form. Membership in the association shall be decided or rejected by the general assembly.

4.2 Category of members of the association

There are two categories of members of the association:

- i. Core partners tier 1 are those that opt to pay the tier 1 partnership fee to be annually established by the general assembly and that will hold the voting rights set forth in article 6.1; or

- ii. Core partners tier 2 are those that opt to pay the tier 2 partnership fee to be annually established by the general assembly and that will hold the voting rights set forth in article 6.1.

Notwithstanding to the tier 1 and tier 2 partnership fees, the general assembly may agree to set forth entrance fees for new members of the association in accordance to article 6.3.(c) of these articles of association.

The general assembly may agree to modify or add new categories in accordance to articles 6.3.g) and 6.3.h) of this articles of association.

4.3 Rights of the members

Subject to the proper and timely fulfilment of their financial obligations towards the association, members shall have the rights attributed to them by these articles of association and the by-laws, if any; and the decisions taken by the bodies of the association in accordance with these articles of association.

Members shall have the right:

- a. To attend, speak and vote in the meetings of the general assembly.
- b. To participate in the governance and management of the association in conformity with the law and the rules of the association.
- c. To elect and be elected for positions and offices of representation or governance of the association.
- d. To exercise the positions or offices of representation if elected to them.
- e. To bring forward to the governance bodies of the association any idea or opinion that can enrich the life of the association and contribute to fulfil its purposes.
- f. To request explanations and clarifications on the functioning and operation of the governance bodies of the association.
- g. To be heard before the adoption of disciplinary measures.
- h. To be informed about the activities of the association and the financial accounts.
- i. To make use of collective services provided by the association for its

members, if any.

- j. To participate in working groups in the conditions established thereto.
- k. To have a copy of the articles of association in force and the by-laws, if any.
- l. To consult the managing books of the association.
- m. To know the identity of the other members of the association and to access to the book of members of the association.
- n. All other rights conferred to them by these articles of association and their implementing by-laws, if any.

4.4 Obligations of the members

Members shall have the following obligations:

- a. To share the main purposes of the association and actively participate in achieving its purposes.
- b. To pay the entrance and partnership fee for members as annually determined by the general assembly.
- c. To comply with these articles of association and the by-laws of the association, if any.
- d. To comply with, and implement, the decisions of the governing bodies of the association.

4.5 Sanctions and disciplinary regime

The managing board has the power to sanction infringements of the rules of the association committed by its members. The infringements can be more or less serious, and sanctions can rank from a warning, penalty up to the termination of its membership in accordance with the article 4.6.2 of these articles of association and the by-laws, if any.

The infringement procedure can be initiated *ex officio* by the managing board or by a complaint from a member. Within a thirty (30) days deadline, the managing board will investigate the facts, give audience to the member whose conduct is investigated and the chance to file allegations within a fifteen (15) days period and then propose a resolution within fifteen (15) days.

The final resolution shall be motivated and approved by the managing board with a majority of 2/3 of its members.

The appeal to the general assembly will always be possible for sanctions imposed for serious and very serious infringements.

4.6 Termination of membership

Membership can be terminated by withdrawal or by exclusion.

4.6.1. Withdrawal

Any member may terminate its membership of the association at the end of each financial year (i.e.: 31st December or before) by giving notice of its withdrawal through registered letter to the chairperson of the managing board, without having to state or justify the reasons for its withdrawal. The core partner shall pay both (i) the membership fees corresponding to the financial year when the withdrawal notice took place and (ii) the membership fees corresponding to the subsequent financial year after the withdrawal notice.

4.6.2. Exclusion causes

The association can terminate membership of any member on the following grounds:

- Repeated breach of the articles of association or a resolution of the general assembly or the managing board despite receiving a written reminder from the managing board.
- Acting in a manner injurious to the reputation of the association or against its interests or the interest of its members.
- Non-payment of the membership fees after more than sixty (60) calendar days from receiving an official reminder, defaulting members will not hold any voting rights during until the day that they are up to date with the payment of the membership fees).

- Any other reason deemed justified by the general assembly, with an affirmative vote of more than two-thirds of the total voting rights of the members.
- Membership of any member that judicially has been declared insolvent bankrupt, or in the event of voluntary dissolution, liquidation or winding up, can be terminated with a written notice from the chairperson of the managing board, acting based on a decision taken by the managing board. Such notice of termination shall have immediate effect.

In the event of a breach by a member of its obligations (the defaulting member), the chairperson of the managing board will give formal notice to such defaulting member requiring it to remedy such breach within 30 calendar days from the date of receipt of the written notice. If the defaulting member does not remedy such breach, the managing board will follow the procedure set forth in article 4.5.

In case that the chairperson of the managing board is in a conflict of interest and cannot give such notice, any other member of the managing board will be entitled to produce this notice.

If the procedure ends up with a proposal of excluding the member by terminating its membership, the managing board will call the general assembly who will decide the exclusion of that member from the Association. A reinforced majority of 2/3 of its members of the Association shall be required for such decision. The defaulting member concerned will have no voting right relating to its exclusion.

Title III – Governing bodies of the association

Chapter I – Governing bodies of the association

Article 5.- Governing bodies of the association

The governing bodies of the association are the general assembly and the managing board.

Article 6.- General assembly

6.1 Composition and operating regime

The general assembly shall be composed of the core partners tier 1 and core partners tier 2, which will be entitled to exercise their voting rights as established below:

- A core partner tier 1 will hold five (5) voting rights.
- A core partners tier 2 will hold three (3) voting rights.

The chairperson of the managing board shall head the general assembly as chairperson of the general assembly and will determine the agenda, the order of items within such agenda for decision and the voting and speaking details. Should the chairperson of the managing board be unable to attend, the general assembly shall elect a chairperson of the meeting from among its own participants that will have to be a member of the association. The chairperson of the meeting shall appoint a secretary.

By ruling of the chairperson of the meeting, non-members of the association may be allowed to attend the general assembly as guests with right to speak but not to vote.

6.2 Call to general assembly

The chairperson of the managing board must call the general assembly meetings. The chairperson of the managing board will call a general

assembly meeting when the managing board considers it necessary or beneficial for the association or when required by law.

The chairperson of the managing board will also call a general assembly meeting when requested by the members representing at least ten percent (10%) of the members of the association.

Except when otherwise mandatory, general assembly meetings will be called by individual written announcements sent by post, burofax e-mail or any other written or telematic means, to the addresses specified for that purpose or stated in the association documents.

The call to the general assembly must state: (i) the association's name, and the date and time of the meeting; (ii) the agenda; (iii) the title of the person sending the call; and (iv) any documentation required by these articles of association, any other applicable rules or any information necessary for the general assembly to make an informed decision on the matters on the agenda. If the call to the general assembly meeting does not specify the place where the meeting is to be held, it will be understood to be held at the association's registered office.

The call for a general assembly meeting must be given at least thirty (30) days before the date of the meeting, unless a mandatory longer term applies.

Any member may request other matters to be added to the agenda at the latest ten (10) days before the date of the meeting and send them to the chairperson by e-mail. An updated agenda shall be sent to the members within two (2) days after receipt and at the latest five (5) days before the meeting. No resolution may be adopted on matters that were not announced in the agenda.

General assembly's meetings attended or dully represented by all members, either directly or through a representative, may be held without prior notice (universal general assembly), as long as all members unanimously agree to hold a general assembly and its agenda.

6.3 Competences

The general assembly shall have all responsibilities not specifically attributed to other bodies of the association and will take decisions, in particular (without limitation), on the following matters:

- (a) Decide on the admission of the applications of membership ;
- (b) Decide on the termination of membership of any member according to the provisions set forth in articles 4.5 and 4.6.2 of the articles of association;
- (c) set entrance and annual partnership fees at the proposal of the managing board;
- (d) approve the annual financial accounts and the annual budget of the association;
- (e) appoint and dismiss the members of the managing board;
- (f) appoint and dismiss the statutory auditor(s) of the association as required by applicable law or on a voluntary basis;
- (g) set objective, transparent and non-discriminatory criteria for classification as core partners tier 1 and core partners tier 2, modify these categories and approve the creation of new ones;
- (h) approve the modification of these articles of association;
- (i) approve the creation or modification of the by-laws or internal rules of the association;
- (j) decide on the transformation, merge, spin-off or dissolution of the association;
- (k) authorise the holding of a control stake in other legal entities; approve the direction of the vote on the strategic agenda, business plan, activity plan and the annual accounts of such legal entities and appoint and revoke the members of their managing bodies, if/when applicable; and
- (l) exercise of any liability action to the members of the managing board.

6.4 Meetings

A general assembly meeting may be either ordinary or extraordinary.

- (a) Ordinary meetings will be called according to article 6.2 of these articles of association and held within the first six months of each financial year to approve the association's management and its account for the preceding year and to resolve the application of income; they may also address any other items on the agenda.
- (b) Extraordinary meetings will be called according to article 6.2 of this articles of association, when the managing board considers it necessary or beneficial for the association, when required by law, or when requested by members representing at least ten percent (10%) of the members of the association.

The general assembly shall be held at least twice a year. At least one of the yearly meetings shall take place at the location of the registered office of the association. The managing board shall decide on the venue for the general assembly, provided that this venue is in the European Union.

At least two (2) meetings of the general assembly shall take place within the corresponding financial year.

6.5 Quorum and adoption of resolutions

Remote attendance at the general assembly using electronic methods (including video conference) that guarantee the member's identity is allowed if the association provides those methods. For that purpose, the notice of the meeting must include the timeframe and how the members will be allowed to exercise their rights and ensure the general assembly is conducted properly. Specifically, the chairperson may require the members attending the general assembly electronically to send their opinions and proposals before the meeting date.

All members entitled to attend also have the right to be represented at general assembly meetings by another person, regardless of whether this person is a representative of a member. Appointment of a proxy must be in writing and can be personally delivered or sent by mail or e-mail. The delegation will apply only for that particular general assembly meeting. The proxy will have all voting rights of the granting member.

Members can delegate or cast votes on items on the agenda of any type of general assembly by post, email or any other form of distant communication, provided that (a) the identity of the persons exercising their right to vote can be verified, and (b) the vote is duly recorded.

Any substantially independent items on the agenda for a general assembly must be voted separately.

The general assembly will be duly constituted if at least half of the members are present or duly represented and half of the voting rights are present or duly represented.

Unless other mandatory majorities apply:

- a) Resolutions of the general assembly will be adopted by majority of validly issued votes. Blank votes will not be counted.
- b) As an exception, decisions concerning matters listed in articles 6.3.(a), 6.3.(d), 6.3.(g), 6.3. (h) and 6.3. (i) will be adopted only with the affirmative vote of more than two-thirds of the total voting rights of all members of the association.

Vote will be secret if at least a ten percent (10%) of the members demand it.

If a member may hold a conflict of interests with the association, it shall inform the chairperson of the general assembly who will cause the general assembly to vote to decide whether there is a conflict of interest. The member shall not be entitled to vote the matter related with such conflict of interests.

6.6 Minutes of the general assembly

Decisions taken at the general assembly shall be recorded in minutes that will contain, at minimum, the provisions set out in the applicable law.

The secretary shall produce written minutes of each meeting, which shall be the formal record of all decisions taken. The chairperson shall send the draft minutes to all members within ten (10) days of the meeting.

The minutes shall be considered as accepted if, within twenty (20) days from sending, no member has sent an objection in writing to the chairperson with respect to the accuracy of the draft of the minutes.

The chairperson and the secretary shall sign the accepted minutes and the chairperson will send them to all the members of the association, who shall safeguard them.

If requested, the secretary shall provide authenticated duplicates to members.

Article 7.- Managing board

7.1 Composition and organisation

The managing board shall be composed by three members. The members of the managing board shall be elected by the general assembly. The elected members will enter into their duties once they accept the appointment.

The managing board shall elect a chairperson, a deputy chairperson and a secretary among its members. In the event that the secretary is not a member of the managing board, the managing board shall be composed of three members either way.

Members of the managing board shall not be remunerated, except for payment of any travel expenses and costs related with their position that shall be reimbursed.

7.2 Competences

The managing board hold the following competences:

- (a) Represent, manage and lead the association;
- (b) Advise the general assembly on fundamental decisions, in particular those concerning articles 6.3.(a), 6.3.(g) and 6.3.(h);
- (c) Adopt the code of conduct and conflicts of interest policy of the association and approve any amendments thereto.
- (d) Submit motions to the general assembly on electing the auditor, on whether the annual accounts should be audited, and whether this is to be done voluntarily;
- (e) Propose to the general assembly the draft of the association's economic plan;
- (f) Propose entrance and annual partnership fees to the general assembly;
- (g) Call a meeting of the general assembly and supervise the implementation of all its decisions;
- (h) Adopt privacy policy and oversee if this policy is effectively implemented;
- (i) Present the annual balance and the state of accounts to the general assembly for its approval;
- (j) Contract any employees; and
- (k) Create working groups.

7.3 Calls and meetings of the managing board

The managing board must meet at least four (4) times per year. It will also meet at any time called by the chairperson or at the request of one third (1/3) of its members.

The chairperson will deliver the call to the meeting by mail, e-mail or any other written or telematic means. The notice will be addressed personally to each member of the managing board and delivered at least five (5) days prior to the meeting. A meeting of the managing board without notice will be valid if all members of the managing board are present or unanimously agree to hold a meeting.

7.4 Quorum and adoption of resolutions

The managing board will be validly constituted when the three (3) members of the managing board members are present, whether in person or represented by proxy be it in writing or by email by another member of the managing board.

Remote attendance at the managing board using electronic means (including video conference) that guarantee the member's identity is allowed if the association provides those methods. To that aim, the notice of the meeting must include the timeframe, and how the members will be allowed to exercise such rights and ensure the managing board meeting is conducted properly. Specifically, the chairperson may require the members attending the managing board electronically to send their opinions and proposals before the meeting date.

Resolutions will be adopted by simple majority of the votes. It is understood that there is simple majority when the votes in favour exceed the votes against, without counting abstentions, blank and null votes.

The members of the managing board shall abstain from participating in matters involving a conflict of interest with the association. In this event, the members of the managing board will not be entitled to vote, and its voting right will not be taken into consideration when determining the required majority, whenever the purpose of the resolution is (i) a disciplinary procedure; (ii) suspension or expulsion of a member of the association or of the managing board; or (iii) exercising an action for damages against that member of the managing board.

7.5 Minutes of the managing board

Decisions taken at the managing board shall be recorded in minutes that will contain, at minimum, the provisions set out in the applicable law.

The secretary shall produce written minutes of each meeting, which shall be the formal record of all decisions taken and the chairperson will approve such minutes. The chairperson shall send the draft minutes to all members of the managing board within ten (10) days of the meeting.

The minutes shall be considered as accepted if, within fifteen (15) days from sending, no member of the managing board has sent an objection in writing to the chairperson with respect to the accuracy of the draft of the minutes.

The chairperson shall send the accepted minutes to all the members of the managing board, who shall safeguard them.

7.6 Positions

The members of the managing board shall elect a chairperson and a deputy chairperson among its members. The members will hold those positions for a term of three (3) years, without prejudice to the general assembly's power to terminate or dismiss them at any time. All the members of the managing board may be reappointed once.

7.6.1 Chairperson and deputy chairperson of the managing board: The chairperson will assume the legal representation of the association and will chair the sessions held by the managing board and the general assembly.

The chairperson of the managing board will also have the following powers:

- (a) To call and adjourn the sessions held by the general assembly and the managing board and direct their deliberations;
- (b) To authorise with its signature the documents, minutes and correspondence;
- (c) To adopt any urgent measure for the good performance of the association falling within the scope of the powers of the managing board or that may be necessary or convenient, without prejudice to subsequently reporting to the managing board;
- (d) To ensure that the association pursues its purposes and members comply with their rules and decisions.
- (e) To open and cancel bank account(s) and to operate any bank account(s) and to make payments on behalf of the association.

- (f) To represent an act on behalf of the association in front of the Spanish authorities, judicial and tax authorities or agencies for any procedure, in particular the obtaining of the tax number of identification.
- (g) Any other competence conferred upon him/her by the general assembly or the managing board.

The managing board may appoint a deputy chairperson who will replace the chairperson in case of a vacancy, absence or sickness and will assume all its powers.

7.6.2 Secretary and deputy secretary of the managing board: The managing board shall appoint a secretary, and may appoint a deputy secretary who will replace the secretary in case of a vacancy, absence or sickness. The secretary may or may not be a member of the managing board, in which case the secretary will have the right to be heard and the obligation to warn of the legality of the decision that might pass the managing board but will not have voting rights. This also applies to the deputy secretary, if any.

The secretary is responsible for keeping and preserving the documentation of the association, write and sign the minutes of the general assembly and the managing board, write and sign any needed certifications and keep and update the book of associates.

7.7 Term

The appointed members will hold office for a term of three years, without prejudice to the general assembly's power to terminate or dismiss members at any time. The appointed members may be reappointed once.

If any member of the managing board wishes to resign from its position, it will notify the chairperson in writing three (3) months in advance.

In the event that the mandate of a position in the managing board ends before its term expires because of termination, withdrawal, death, illness or incapacity of that member, the managing board will be entitled to fill the vacancy temporarily by appointing a new member to that position. This member shall hold membership of the association. The position shall be ratified by the general assembly in the fore coming meeting.

Title IV – Financial Regime

Article 8.- Financial regime and liability

- 8.1 The resources of the Association will be:
- (a) The membership fees;
 - (b) donations or contributions received;
 - (c) grants, subsidies, bequests or inheritances legally received from members or third parties, including public administrations;
 - (d) income obtained through economic activities; and
 - (e) any other legal resource.
- 8.2 The economic regime of the association is governed by the principles of:
- (a) exclusive dedication of all the economic resources to the fulfilment of the association' purpose,
 - (b) transparency in the economic management,
 - (c) sound financial management, namely in accordance with the principles of economy, efficiency and effectiveness.
 - (d) financial control and audit.
- 8.3 The association shall not incur costs that are not linked to the fulfilment of the association's purpose.
- 8.4 The association shall be liable for its obligations with all its current and future assets. The members of the association shall not be personally liable for the association debts.

- 8.5 The members of the managing board shall be responsible for the damages caused to the association for unfulfilling the law or the articles of association or for acts or negligence in exercise of their functions.
- 8.6 The resolution to bring a liability action to the members of the managing board as set forth in art. 6.3.(l) shall be approved by simple majority of the general assembly.
- 8.7 Members representing a 30% of the total valid votes of the general assembly shall be entitled to exercise a liability action to the members of the managing board, if one of the following scenarios occurs:
- a. If the relevant general assembly that should vote the exercise of this liability action was not called within one month since such members asked for celebrating the relevant general assembly.
 - b. If the resolution adopted by the general assembly is contrary to exercise right to demand accountability.
 - c. If the judicial action is not brought within one month since the resolution is adopted by the general assembly.
- 8.8 The statute of limitations of bringing a liability action on behalf of the association is three years since the date when the affected members left or were ceased in their position.
- 8.9 The liability action for damages to the association is independent from the action that may correspond to members or third parties for acts or omissions of the members of the managing board who damaged their rights or interests. The statute of limitations of this liability action is three years since the damage was known or since the date the damage could reasonably have been known.
- 8.10 If the responsibility cannot be attributed to one or several members of managing board, all of the members of this body shall be responsible except in the following events:

- a. Those particular members did object the relevant resolutions and have not been involved in their execution.
- b. Those who have not been involved in the approval of the relevant resolution nor its execution provided that they did their best to avoid the damages or at least if they did formally object when they made acquaintance of it.

8.11 The responsibility, if affects several people, shall be joint and several.

Article 9.- Financial year

- 9.1 The financial year will coincide with the calendar year. Therefore, the financial year will end on December 31.
- 9.2 The accounts of the association shall be submitted annually for approval of the general assembly.

Title V – Modification of the Articles of the association

Article 10.- Modification of the Articles of association

- 10.1 The modification of the articles of association may be carried out at the initiative of the managing board or one-third (1/3) of the members of the association.
- 10.2 A favourable vote of the majorities provided in article 6.5 shall be required to modify the articles of association in a session of the general assembly called for that purpose.
- 10.3 In the event of modification of the articles of association, the modification shall be notified immediately to the Register of associations for the new articles of association to be registered.

Title VI – Dissolution and Liquidation

Article 11.- Dissolution of the association

The association may be dissolved:

- (a) By decision of the general assembly;
- (b) By final judicial ruling;
- (c) If its members are reduced to less than three; and
- (d) Due to the manifest and proven impossibility of carrying out the purposes of the association.

Article 12.- Liquidation of the association

- 12.1 Once the dissolution is agreed, the general assembly shall take the appropriate measures regarding the destination of the assets and rights of the association, as well as the purpose, termination and liquidation of any pending operation.
- 12.2 The general assembly is empowered to appoint a liquidation committee if it deems it necessary.
- 12.3 The net surplus resulting from the settlement must be delivered directly to a public or private non-profit entity with purposes similar to those of the association in the region of activity of the association.
- 12.4 The managing board is responsible for liquidation and execution of the agreements referred to in the preceding sections of this article if the general assembly does not assign this task to a liquidation committee specially designated for this purpose.

Title VII – Final provisions

Article 13. Resolution of disputes

All disputes or differences arising directly or indirectly in connection with these Articles of association, and/or decisions taken by the bodies of the association,

shall be submitted to the institutional arbitration of the Tribunal Arbitral de Barcelona (TAB) and shall be finally settled under the Rules of Arbitration of the International Chamber of Commerce by one arbitrator. The place of arbitration shall be Barcelona and the arbitration shall be conducted in English language.