

European Racking Federation Special Resolutions

The following are Special Resolutions amending the Memorandum and Articles of the European Racking Federation at the Annual Plenary/ General Meetings.

Please note that later resolutions do amend or update the earlier ones.

SPECIAL RESOLUTION 1. EUROPEAN RACKING FEDERATION LTD

The following special resolution was proposed by the Company at its meeting on 30 September 2010 in Istanbul and was duly passed

SPECIAL RESOLUTION

“That the Articles of Association of the Company be amended as follows:-

In Article 8 by replacing the heading “Officers” with “Management Board of Executive Officers” and adding the work “Executive” in front of the word “Officer” when used”

SPECIAL RESOLUTION 2. EUROPEAN RACKING FEDERATION LTD

The following special resolution was proposed by the Company at its meeting on 30 September 2010 in Istanbul and was duly passed

“That four senior company Executives from its members with the largest number of manufacturers viz Germany, Italy, Spain and UK who pay the highest level of membership fees are appointed members of the ERF Management Board of Executive Officers and the Articles of Association are amended accordingly”

European Racking Federation Special Resolutions

SPECIAL RESOLUTION 3. EUROPEAN RACKING FEDERATION LTD

The following special resolution was proposed by the Company at its meeting on 30 September 2010 in Istanbul and was duly passed

SPECIAL RESOLUTION

“That voting rights of each full member are in relation to their membership fees:

Fee Levels

| | |
|-------|---------|
| £8000 | 4 votes |
| £4000 | 2 votes |
| £2500 | 1 vote |

And the Articles of Association are amended accordingly

SPECIAL RESOLUTION 4. EUROPEAN RACKING FEDERATION LTD

The following special resolution was proposed by the Company at its meeting on 9/10 September 2013 in London and was duly passed:

SPECIAL RESOLUTION

That the Articles of Association of the Company, previously incorporated in Special Resolution 2, be amended as follows:-

“That four senior company Executives from EC member countries who pay the highest level of membership fees, are appointed members of the Management Board of Executive Officers of the ERF (viz Germany, Italy, Spain and UK).”

European Racking Federation Special Resolutions

SPECIAL RESOLUTION 5. EUROPEAN RACKING FEDERATION LTD

The following special resolution was proposed by the Company at its meeting on 9/10 September 2013 in London and was duly passed:

SPECIAL RESOLUTION

That the Articles of Association of the Company, previously incorporated in Special Resolution 3, be amended as follows:-

“That voting rights and annual fees of each full member are as follows:

EC Members

£8000 4 votes

£4000 2 votes

£2500 1 vote

New Non EC members

£8000 1 vote

All fees are subject to annual review at the ERF AGM.”

SPECIAL RESOLUTION 6. EUROPEAN RACKING FEDERATION LTD

The following special resolution was proposed by the Company at its meeting on 9/10 September 2013 in London and was duly passed:

SPECIAL RESOLUTION

That the Articles of Association of the Company, be amended as follows:-

“All references to ‘Plenary Meeting’ are replaced by ‘ERF AGM’. “

European Racking Federation Special Resolutions

SPECIAL RESOLUTION 7. EUROPEAN RACKING FEDERATION LTD

The AGM held in Berlin on 13th & 14th October 2015 agreed by vote that the Articles of ERF Ltd. be amended as follows:

SPECIAL RESOLUTION ITEM 7.1 BOARD MEMBERSHIP

Full Members or 'Group of Full Members' paying the 'Large Country' membership fee, shall be able to nominate their elected representatives for the position of Executive Officer on the Management Board for a period of two years, and nominees will be appointed or re-endorsed, by vote, at the appropriate Annual General Meeting .2.

Executive Officers should attend all Management Board Meetings during their period of election, to define ERF strategy and policies, for endorsement by the Annual General Meeting

Executive Officers with voting rights can vote at the Management Board Meetings. Executive Officers do not have any voting powers at the Annual General Meeting unless they are the nominated representative of their Member country.

The Company's Executive Officers and areas of responsibility are listed below:

Non-voting positions

President

The President's duties include acting as the Chair for the Annual General Meeting and Management Board Meeting, overseeing the work of the Secretariat and representing ERF at FEM level.

Vice-President

The Vice-President shall deputise for the President as necessary and will be chosen from the 'seven senior company executives'.

Immediate Past President

The Immediate Past President shall provide information and advice from his experience as President.

Secretary General

The Secretary General/ Company Secretary's responsibilities shall be as defined by the Memorandum and Articles and as agreed by the Annual General Meeting.

European Racking Federation Special Resolutions

Voting positions (one vote per person)

Up to seven Senior Company Executives

The seven Senior Company Executives shall be elected from Members or 'group of Members' represented on the Management Board who pay the 'Large Country' membership fee.

Technical Chairman

The Technical Chairman shall advise Members, Working Groups and External Groups representing the ERF position on all Technical issues.

Technical Expert

The Technical Expert shall advise on all Technical issues and assist the Technical Chairman

SPECIAL RESOLUTION ITEM 7.2 MEMBERSHIP FEES

Special Resolution 5 is amended so that the separate level of fees for New Non-EU Members is removed.

SPECIAL RESOLUTION ITEM 7.3 SUSPENSION OF MEMBERS

Members who do not pay their Membership fees or are found to be in breach of ERF rules, articles or resolutions may be suspended from ERF Membership at the discretion of the Secretariat, in consultation with the President and the ERF Management Board. All rights and benefits of ERF Membership will be removed until the issues are resolved in a satisfactory manner.

There will be no reduction of the fees due for any period of suspension and financial penalties may be charged for re-instatement, including the possibility of a charge for a Joining fee being levied against the organisation concerned.