ASOCIACIÓN MULTISECTORIAL DE EMPRESAS DE LA ELECTRÓNICA, LAS TECNOLOGÍAS DE LA INFORMACIÓN Y LA COMUNICACIÓN, DE LAS TELECOMUNICACIONES Y DE LOS CONTENIDOS DIGITALES
(“AMETIC”)

CONTENTS

TITLE I

NAME, NATURE AND TERM, LEGAL PERSONALITY AND FRAMEWORK, REGISTERED OFFICE, SCOPE

Article 1.- Name

1. The Organisation's name is Asociación Multisectorial de Empresas de la Electrónica, las Tecnologías de la Información y la Comunicación, de las Telecomunicaciones y de los Contenidos Digitales (abbreviated to "**AMETIC**") (hereinafter "the **Organisation**"). It will pursue the mission, objectives and activities stated in these Bylaws.

2. The Management Board will approve the Organisation's anagram and logo.

Article 2.- Nature and term

1. The Organisation is a business organisation formed under the right of association recognised in articles 7, 22, 28.1 and 52 of the Spanish Constitution and is subject to prevailing legislation governing business organisations.

2. The Organisation is voluntary, not for profit and governed by democratic principles through freely chosen representatives.

3. The Organisation is apolitical and autonomous, i.e. it is independent from the State, from labour organisations and from political parties.

4. The Organisation is formed for an open-ended period.

Article 3.- Legal personality and framework

1. In order to pursue and achieve its goals, the Organisation has full legal personality and capacity to operate and will have its own assets.

2. The Organisation will be governed by current legislation on business organisations, namely Law 19/1977 of 1 April, Royal Decree 416/2015 of 29 May and, on a supplementary basis, Organic Law 1/2002 of 22 May and any additional or superseding legislation; by these Bylaws; and by any resolutions passed by its governance bodies in accordance with the Bylaws, provided they do not conflict with prevailing legislation.

Article 4.- Registered office

1. The Organisation's registered office is located in Madrid at Calle Príncipe de Vergara, 74 – 4ª planta. The General Meeting may move the registered office and open offices in any locations deemed fit.

2. The Organisation also has a permanent office in Barcelona at Avenida Sarriá 28, 1º-1ª. The General Meeting may move this office if deemed appropriate.

Article 5.- Functional and geographical scope

1. The Organisation is open to all undertakings whose activities are related to the electronics, information and communication technologies, telecommunications and digital content subsectors, service providers of those subsectors and any other undertaking related to the digital economy, understood in the broadest sense (collectively, the "**Sector**").

2. The Organisation will carry out its activities throughout Spain.

3. The Organisation may also carry out its activities abroad on an *ad hoc* basis and/or within the framework of international cooperation, when so required.

TITLE II

MISSION AND REMIT

Article 6. Mission

1. Broadly speaking, the Organisation's mission is to defend its members' legitimate industrial and service interests in all areas, as well as to promote the development of the Sector and cooperate to define and foster those interests.

2. More specifically, the Organisation's mission spans:

   a) Defending business activities, the market economy, legal certainty in business activities and market unity both nationally and in Europe, and fostering the digital economy in the broadest sense.

   b) Developing the Sector's market as a whole and the economic subsectors within it, in terms of supply and demand, including:

      ✓ Promoting industrial development in the Sector.

      ✓ Developing competitive supply nationally, particularly the generation, defence and promotion of added value and industrial activity and services.

      ✓ Fostering the international development of companies and access to international markets.

   c) Helping Sector companies become more efficient.

   d) Transferring digital technologies to market, to public authorities and to society at large.

   e) Promoting collective bargaining and/or social dialogue in the Sector.

   f) Addressing collective labour disputes.

   g) Promoting institutional participation in public bodies.

Article 7.- Remit

To fulfil its mission, the Organisation will have the following remit:

A. Defending the interests of all or some of its members before society and public powers, particularly in regulatory, industrial policy and services areas. To do so, the Organisation will carry out the following actions:

   a) Collectively representing and managing its members before the European Union, the State, Spanish autonomous regions, provinces and towns, and all kinds of authorities, bodies and centres, as well as all kinds of private organisations and natural or legal persons, whether Spanish or foreign, in order to propose, negotiate, manage and, where appropriate, campaign on the issues that may be of interest to its members.

   b) Promoting Spain as a major player in the digital economy across the European Union.

   c) Harnessing new business opportunities nationally and internationally in the interest of all or some of its members.

   d) Coordinating its activities with other industry or services sectors to secure and develop new business opportunities.

   e) Preparing proposals to drive regulatory changes in the interests of all or some of its members.

   f) Preparing and defending socioeconomic proposals before the public powers, particularly in respect of:

      ✓ Development of the Sector's industrial and services markets.

      ✓ Efficiency of the Sector's businesses.

      ✓ Sector's impact on environmental sustainability.

      ✓ Sector's influence on the Spanish economy’s development and digital transformation.

      ✓ Sector’s capacity to research, develop and innovate.

      ✓ Sector's capacity to improve public services.

      ✓ Sector’s impact on our society’s way of life.

      ✓ Sector's influence on international economic relations.

      ✓ Development of Spanish businesses’ industrial and services capacity.

   g) Creating, establishing and securing financing to provide services to members.

   h) Defending all the Organisation's proposals and actions before public opinion, particularly through communication and training campaigns.

B. Providing services to members in their scope of activity, pursuing the following actions:

   a) Organising all kinds of in-person activities and providing common interest services for member companies, hiring staff and, generally speaking, offering the services necessary to fulfil the Organisation's mission.

   b) Acting as technical or professional support for members, advising, studying and informing about any issue relating to the Sector and, in general, providing all kinds of services that may benefit members.

   c) Supporting research, development and innovation for companies in the Sector, and in the economy and society as a whole.

d) Providing services to members in the context of international growth and foreign trade in the Sector.

e) Promoting all kinds of services to develop the Sector’s capacity to investigate, analyse and promote sustainable development and environmental protection, and environmental foundations established for such purposes.

f) Promoting the advancement of business management methods and techniques, particularly by undertaking and disseminating research, and organising and running appropriate training and information initiatives.

g) Developing all kinds of business, professional and sociocultural activities, including training, consulting, studies and projects, and disseminating information through publications in all areas of knowledge, principally relating to the Sector. The above activities aim to contribute to the following general interest purposes:

- ✓ Industrial and services business development.
- ✓ Supporting the professional development of entrepreneurs and workers.
- ✓ Improving the way businesses and their organisations work.
- ✓ Fostering a new business culture and spreading a socially positive image of private enterprise.
- ✓ Providing courses and studies in all areas of expertise, principally in the subsector of information technologies and telecommunications.
- ✓ Improving the multinational scale, size and competitive technological offering of companies in the Sector.
- ✓ Adapting training initiatives to the Sector's needs.

h) Creating, using and promoting dedicated training, study, guidance, refinement and teaching centres for business and cultural matters, and in-person and online training platforms for information and communication technology subsectors.

i) Performing all kinds of studies, analyses and reports on the Sector.

j) Applying for and managing grants and subsidies.

k) Granting scholarships and awards for studies in internal and external, public and private teaching institutions on subjects related to the Organisation's mission.

l) Promoting, financing and organising events, courses, seminars, conferences, talks and, generally speaking, all kinds of business and cultural meetings of interest in all areas of expertise, principally in the information and communication technologies subsector.

m) Developing international missions.

n) Promoting the creation of clusters, joint ventures, consortia and alliances of Sector companies to undertake large-scale projects.

o) Supporting the creation of new start-ups and encouraging their growth (scale-ups).

p) Collaborating with organisations engaged in creating and developing start-ups and markets, and well as with other sectoral business organisations and/or associations, in order to encourage the impact and development of new cross-cutting activities.

C. Coordinating the resources needed to develop the Organisation's remit. This will include:

a) Fostering debate, collaboration and solidarity among members, facilitating common stances and approaches to benefit them and the Sector in general in matters of shared interest. Studying all kinds of general issues that arise for companies, agreeing the appropriate solutions and establishing the resulting common action plans among members.

b) To the extent required by the Management Board, the Organisation will defend its own welfare and labour interests, in accordance with article 7 of the Spanish Constitution, or any other interests that may affect the Sector as a whole, including, where appropriate, creating a framework for labour activities, and may negotiate agreements with trade unions on employment and the regulation of working conditions. Specifically, the Organisation may enter into collective bargaining agreements on behalf of its members and perform an institutional representation role before public bodies, as established in article 82 et seq and Additional Provision Six et seq of the Spanish Workers Statute (*Estatuto de los Trabajadores*).

c) For all the above, the members will form Working Committees as necessary to achieve the Organisation's goals.

d) The Organisation may promote the creation of other legal entities, such as associations, foundations, confederations, federations, organisations or companies to fulfil the objectives of its members.

e) Establishing, maintaining and fostering relationships with national and international organisations and/or associations, signing cooperation and collaboration agreements in all shared areas of interest.

f) Participating in business associations, organisations, confederations and federations when approved by the General Meeting.

g) Exercising the appropriate actions before the courts or any public or private body in accordance with legislation in force.

h) Exercising the right to petition in the terms set out in Organic Law 4/2001 of 12 November on the right to petition.

i) Acquiring and possessing assets and undertaking obligations subject to prevailing regulations.

The missions, remit and instruments mentioned above are not an exhaustive list and do not impose any limitations on the Organisation's actions. The Organisation may fulfil any other purposes as a representative of the interests of its Members.

TITLE III

REGARDING THE MEMBERS: NATURE, ADMISSION, LOSS AND REINSTATEMENT, RIGHTS AND OBLIGATIONS

Article 8.- Members

1. The Organisation will have the following categories of Members:

a) Full Members

- ✓ Any entrepreneur (within the meaning of article 1.2 of the Spanish Workers Statute (*Estatuto de los Trabajadores*[1])) who regularly carries out any Sector activities, pursuant to article 5.1 of these Bylaws, in Spain, will be entitled to join the Organisation as a Full Member (notwithstanding the fact that they may also carry on such activities in other territories, particularly within the European Union), provided that their application for membership is approved and they fulfil Full Members' obligations.

b) Collaborators

- ✓ Institutions, associations, business organisations and foundations whose scope of activity includes the study of issues relating to the Sector and which intend to contribute their expertise and collaboration to enhance the fulfilment of the Organisation's specific objectives and, where appropriate, to obtain from the Organisation such support as it is able to provide for their own objectives, will be entitled to join the Organisation as Collaborators.

c) Associate Members

- ✓ Companies, institutions, associations, business organisations, foundations and entities of any kind which, though not engaged in activities specific to the Sector, may be interested in joining the Organisation or are invited to do so by the Management Board, may become Associate Members of the Organisation, having the right to speak but not to vote.

2. Full Members of the Organisation will be entitled to speak and vote at General Meetings and may form part of the Management Board.

   The scope and terms of each Collaborator's involvement will be governed by a collaboration agreement.

   Associate Members may speak but may not vote at General Meetings and may not form part of the Management Board, although they may be invited to attend Board meetings and to speak but not to vote, as provided by article 22.7 of these Bylaws.

3. The Organisation will keep an up-to-date list of its Members.

4. Each member entitled to form part of the Governance Bodies will appoint an official permanent representative at the General Meeting and, if applicable, on the Management Board, who should preferably be the same person. Notwithstanding the provisions of articles 24.2 and 25.4 on the members of the Executive Committee and Senior Officers, should the representative appointed by a member leave the company, that member must appoint a new official permanent representative. This representative may provide additional contact details and addresses for receipt of notices from the Organisation.

   In the event that, on a one-off basis, a member's official permanent representative is unable to attend a General Meeting or Management Board meeting, they may delegate attendance to another person related to the member in question by giving prior written notice to the Organisation's General Manager. Email will be a valid means of notification for this purpose.

   Likewise, for General Meetings or Management Board meetings, a member may delegate or grant representation to another member in the terms of articles 18 and 22 of these Bylaws.

[1] Art. 1.2 of the Workers Statute: "*For the purposes of this law, entrepreneurs shall mean all* ***persons, whether natural or legal persons, or communities of property, who receive services*** *from the persons referred to in the preceding paragraph [(salaried employees)], as well as from persons hired for assignment to user undertakings by legally incorporated temporary employment agencies*".

Associate Members will likewise appoint an official permanent representative to attend General Meetings, who may speak but not vote. Should the representative be unable to attend, they may delegate to another person related to the Associate Member, on the same terms set out above.

Article 9.- Admission terms and conditions

1. In order to become a member of the Organisation, whatever the category, a written application must be made to the Chairperson, accompanied by duly attested evidence that the applicant comes under the Organisation's functional scope in accordance with article 5 of these Bylaws. The application must follow the pre-established template and must contain all the details requested.

2. The admission of new members into the Organisation must be approved by the Management Board and ratified by the General meeting; Collaborators must sign the relevant agreement.

3. The application must be accompanied, if applicable, by payment of the membership fee set for each category and year.

4. Upon admission, each member undertakes to observe and comply with these Bylaws, the laws applicable to the Organisation and its members, and all applicable resolutions validly adopted by the Organisation, as well as to settle and discharge all amounts charged by the Organisation in the agreed amount and manner.

5. Should an application for admission be rejected, the Management Board will inform the applicant, when notifying the rejection, of the possibility of appealing the rejection to the Management Board itself, which will submit the matter to the General Meeting, together with a brief report, for a decision to be made.

Article 10.- Members' register

A register of members will be kept stating their category, business name, tax identification number, registered office and date of registration and, if applicable, deregistration.

Article 11.- Members' rights

1. Full Members will have the following rights, which they may exercise only if they are up to date with payments of their ordinary, extraordinary or admission fees:

   a) Attend, participate, speak and vote in General Meetings, in the terms of these Bylaws.

   b) Attend and take part in meetings of the Working Committees on which they sit, contributing their standpoints and voting on the appropriate resolutions.

   c) Be eligible to elect and to stand for election as members of the Management Board, and to hold representative and senior management positions within the Organisation, in the terms envisaged in these Bylaws. They may also be eligible to elect and to stand for election as Chair and Vice-Chair of any Working Committees that may be created.

   d) Freely express their opinions on matters of business or organisational interest and put forward proposals and petitions to the Organisation's governance bodies.

   e) Take part in any activities that may be arranged by the Organisation in the pursuit of its mission.

   f) Make use of the services available to the Organisation.

g) Receive information on resolutions passed by the Organisation's governance bodies and the actions undertaken, as well as on its account statements and any matters affecting them.

h) Participate in the Organisation's financial and administrative management, as laid down in these Bylaws.

i) Urge the Organisation to pursue actions and file appropriate appeals in defence of the interests they represent.

j) Be heard before disciplinary measures are taken against them and be informed of the events leading to such measures. Any penalty decision must be reasoned, as provided for in Title VIII of these Bylaws.

k) Challenge the resolutions passed by the Organisation's bodies that they consider to be contrary to the law or these Bylaws.

2. Collaborators will have the rights and obligations set forth in the relevant collaboration agreement entered into with the Organisation.

3. Associates have the following rights, which they may exercise only if they are up to date with the payment of their ordinary, extraordinary or admission fees:

   a) Attend and take part in General Meetings with speaking but not voting rights, in the terms set out in these Bylaws.

   b) Form part of, attend and participate in meetings of the Working Committees on which they sit, contributing their standpoints so that the appropriate resolutions may be adopted.

   c) The rights set out in subparagraphs d), e), f), g) and j) of paragraph 1 of this article.

Article 12.- Members' obligations

Members will have the following obligations:

1. Observe and comply with these Bylaws, regulations and resolutions validly adopted by the Organisation through its governance bodies, the implementation of which has not been suspended (without affecting the right to challenge them, where applicable, in accordance with article 11.1k) and, in the case of Collaborators, with the collaboration agreement entered into with the Organisation.

2. Pay the admission fee and the ordinary and extraordinary fees set by the General Meeting, supplementary charges and any other contributions that may be established in accordance with these Bylaws and, in the case of Collaborators, with the collaboration agreement entered into with the Organisation.

3. Diligently perform the duties of any offices to which they are appointed.

4. Fulfil the Organisation's mission and take part in achieving it.

5. Respect other members' freedom of expression and opinion.

6. Uphold the proper confidentiality of any matters, information, resolutions and discussions in which the member may take part.

7. Collaborate with the Organisation in providing reliable information on matters when requested,

provided they are not of a reserved nature.

8. Not directly or indirectly hinder the Organisation's activities.

Article 13.- Loss of member status

Membership of the Organisation will be forfeited for any of the following reasons:

1. Through the member's voluntary resignation, notified to the Organisation's Chairperson. Such resignation does not exonerate the member from obligations previously undertaken with the Organisation, nor from the payment of membership fees due for the financial year in which the resignation takes place or, where applicable, the following financial year, as laid down in article 34.7 of these Bylaws.

2. Arrears for ordinary or extraordinary fees or supplementary charges, following a demand for payment.

3. Disqualification or cessation of the activity coming under the scope of this Organisation.

4. By decision of the Management Board, subsequently ratified by a qualified majority of the General Meeting, when a member's inappropriate conduct, breach of the Bylaws, actions contrary hereto or to a resolution of the governance bodies, or to any collaboration agreement entered into with the Organisation, may cause serious harm to the Organisation.

   In that case, after previously allowing the member to present any allegations deemed fit, the member must be notified of the Management Board's decision, clearly setting out the reasons for the expulsion, which must be ratified by the General Meeting in the terms set out above.

5. Due to the suspension of the member's business activity, declared in a final judgement handed down by a criminal court.

6. For any other reasons provided for in these Bylaws.

Terminated Members will forfeit their rights to the Organisation's assets.

Article 14.- Reinstatement of members

Membership of the Organisation may be reinstated through any of the following means:

1. When they have resigned voluntarily, they may recover membership status by requesting reinstatement. They must pay the admission fee set for the member category in question should more than one year have elapsed since they resigned, unless they are exonerated from that obligation by the Management Board on the basis of special circumstances.

2. When member status is lost due to arrears of fees or supplementary charges, a Full Member, Collaborator or Associate Member may only be reinstated upon payment of outstanding amounts due when they were removed, as well as those that may have continued to accrue up until the reinstatement request.

3. When the member is removed on any of the grounds envisaged in paragraph 4 of the preceding article, they will only be reinstated when the Management Board considers it appropriate because the reason for the expulsion decision has disappeared and, where appropriate, any harm caused has been remedied. The General Meeting must ratify the Management Board's decision.

   The admission fee must be paid as indicated in paragraph 1 above.

TITLE IV

REGARDING THE GOVERNANCE BODIES

CHAPTER I
DEFINITION

Article 15.- Governance bodies

1. The Organisation's governance bodies are the General Meeting, the Management Board and the Executive Committee.

2. Members of the Organisation established in a particular location may set up a Local Board, if the Management Board so decides by a majority vote.

3. All Full Members that are up to date with fee payments, in accordance with article 11 of these Bylaws, will be eligible to elect and to stand for election as members of the Organisation's governance bodies. The provisions of the collaboration agreement will apply to Collaborators.

CHAPTER II
REGARDING THE GENERAL MEETING

Article 16.- Nature and composition

1. The General Meeting is the Organisation's sovereign body. It is responsible for passing the most significant resolutions in connection with the Organisation's affairs. Validly adopted General Meeting resolutions are binding on all members.

2. The General Meeting may be attended by all Full Members that are up to date with their obligations at the time the meeting is held.

3. The provisions of the collaboration agreement regarding participation in the General Meeting will apply to Collaborators.

4. Associate Members will be called to General Meetings but will not be taken into account when calculating the meeting quorum or in the adoption of General Meeting resolutions. They may take part in any deliberations but will not be entitled to vote.

5. Members will attend and act in the General Meeting through their representatives.

Article 17.- Call to meeting

1. The General Meeting may be ordinary or extraordinary.

2. The Ordinary General Meeting will be convened once a year, always within the first six months of the year, to examine and, where appropriate, approve the annual financial statements, the annual report, the final budget for the previous year and the budget for the current year.

3. General Meetings will be convened by the Chair or, in his/her absence, by the Secretary to the Management Board, by means of a notice that provides proof of content and receipt, including electronically, stating the place, date and time of the meeting and specifying the Agenda items.

4. At least fifteen calendar days must elapse between the call and the date scheduled for the Meeting on first call. In addition, where appropriate, the time and date on which the Meeting will convene at second call may be given, but at least half an hour must pass between one and the other.

5. The Organisation’s governance model will be based on transparency and on ensuring that its members are kept properly informed during the decision-making process. The Organisation's Chair must send information on the Agenda items prior to the General Meetings. That information must include any additional documents necessary to debate and take the appropriate decisions. The information and documents must be sent to all members entitled to participate sufficiently in advance to guarantee that they have time to study and analyse decisions to be approved or ratified.

6. Extraordinary General Meetings will be held when the Chair decides that circumstances so advise, when decided by the Management Board or when requested in writing by at least fifteen percent of all the Organisation’s members that are entitled to speak and vote. In this last instance, the request must be sent to the Organisation’s Chair stating the reasons for convening the Meeting, including a proposal of the items to include on the Agenda and proof of the required percentage.

7. Where the Chair deems there to be urgency, the Meeting may be convened by email, at least fifteen calendar days in advance.

8. The General Meeting’s Agenda will be approved by the Management Board at the proposal of the Chair. For extraordinary meetings, the items proposed by those who requested the convening of the meeting must be included.

9. Members attending the General Meeting who are entitled to speak and vote may object to the Meeting deliberating and voting on any of the Agenda items if they consider, by simple majority, that the duty of information mentioned in this article has not been sufficiently fulfilled, in which case the matter will be deferred until the necessary information or documents have been provided.

Article 18.- Assembly and holding

1. General Meetings, whether ordinary or extraordinary, will be validly assembled, on first call, when half plus one of all members entitled to speak and vote are present or represented, including via remote means of communication, and, on second call, irrespective of the number of attendees, taking into account those attending remotely. In the case of remote participation, votes cast electronically will be valid.

2. It may be validly assembled even without having been convened in advance when all the members entitled to speak and vote are present and decide to assemble and hold a General Meeting, and also unanimously approve the Agenda.

3. Members entitled to speak and vote may delegate or grant a proxy to another member entitled to speak and vote, provided such proxy is conferred in writing and specifically for each General Meeting.

4. The General Meeting will be chaired by the Organisation's Chairperson or, in his/her absence, by the Vice-Chair and, in his/her absence, by the representative of the oldest member entitled to speak and vote in attendance. The Meeting secretary will be the Secretary to the Management

Board or, in his/her absence, the representative of the youngest of the aforementioned members in attendance.

5. Each member entitled to speak and vote will have the right to cast a vote.

6. The Management Board is authorised to establish the rules, means and procedures for remote voting and delegation. In particular, the Management Board may establish the deadline by which the Organisation must receive votes cast remotely, or whether voting may take place while the Meeting is in session, to the extent permitted by the available media, and may regulate the use of personal passwords and other alternatives to a qualified electronic signature or the European Digital Identity Card.

Article 19.- Passing of resolutions

1. Except where a qualified majority is required by law or these Bylaws, resolutions will be passed by simple majority of votes validly cast. A simple majority will be considered reached when attendees or proxies voting in favour outnumber those voting against, and a qualified majority when votes in favour exceed half of the votes cast.

2. Without prejudice to the majorities required in these Bylaws, resolutions to amend the Bylaws, approve budgets and set fees must be approved by a qualified majority of the attendees or proxies at the General Meeting. Should the budgets or fees not be approved by the stated majority, those approved in the previous financial year will be understood to be extended.

3. The Meeting secretary will raise the minutes of the General Meeting. They will set out all the resolutions, deliberations and incidents taking place during the Meeting and may be approved immediately after the Meeting is held or at the next Meeting. A copy of the minutes will be sent to all members entitled to speak and vote. The minutes, which will be signed by the Meeting secretary with the approval of the Meeting Chair, will be duly entered in a Minutes Book.

Article 20.- Powers of the General Meeting

The General Meeting will have the following specific functions and powers, which may be extended:

1. Approving the Organisation’s strategies.

2. Approving and, where appropriate, amending the Organisation’s Bylaws.

3. Approving the admission, ordinary and extraordinary fees needed to run the Organisation, at the proposal of the Management Board.

4. Approving budgets for each year and the annual financial statements and reports, and appointing the auditor, at the proposal of the Management Board.

5. Setting the minimum and maximum number of members of the Management Board during its mandate.

6. Electing members of the Management Board.

7. Removing members of the Management Board.

8. Setting the maximum number of Working Committees.

9. Examining, objecting to or approving the Management Board's activities and determining the annual budget.

10. Approving the Organisation's federation or association with other local, regional, national or international professional associations or organisations.

11. Settling matters referred to it by the Chairperson or the Management Board.

12. Hearing appeals brought against resolutions of the Management Board and adopting the corresponding resolutions.

13. Ratifying the imposition of penalties on members, at the proposal of the Management Board.

14. Passing resolutions on the merger, dissolution and liquidation of the Organisation.

15. Any other powers not pertaining to the Management Board.

CHAPTER III
REGARDING THE MANAGEMENT BOARD

Article 21.- Nature and composition

1. The Management Board is the Organisation's management, administration and representation body charged with executing the resolutions, requirements and instructions of the General Meeting.

2. The Management Board will have the following composition:

   ✓ Senior Officers: Chair, Vice-Chair, Secretary and Treasurer, appointed by the Management Board.

   ✓ Voting members:

   ➢ Chairs of the Working Committees.

   ➢ Companies incorporated by the Management Board, at the proposal of the Chairperson.

   ➢ Elected members: representatives of the Full Members and of Collaborators whose collaboration agreement recognises their right to be elected as members of the Management Board, chosen from among three groups defined on the basis of criteria established by the European Union:

     - Group 1: Small businesses and micro-enterprises. Companies employing fewer than 50 people with an annual turnover of less than €10 million.

     - Group 2: Medium-sized businesses. Companies employing fewer than 250 people with an annual turnover of less than €50 million.

     - Group 3: Large businesses. Companies not included in Groups 1 or 2.

   In the event that not all the posts allocated to any of the groups are filled when the Management Board is formed, other companies may be admitted as members, subject to a request to the Chairperson and subsequent ratification by the Management Board.

3. Voting members will be elected by free, secret and direct ballot for a three-year term, after which they may be re-elected by the General Meeting for terms of the same duration. The above

notwithstanding, all the Management Board members will remain in office until the new members are elected. Once they are elected, all the members of the previous Management Board will automatically cease to hold office, with the exception of the Chairperson, for the sole purpose of convening and chairing the first Board meeting, at which the Senior Officers will be elected.

4. Each Management Board member will appoint a natural person as a permanent representative in the terms set out in these Bylaws.

5. Should any Management Board member meet more than one of the requirements indicated in paragraph 2, they will only have one representative with voting rights on the Management Board, appointed by that member.

6. The minimum and maximum number of members of the Management Board will be set by the General Meeting for each mandate.

7. If a Chair of a Working Committee is replaced during a mandate, the new Chair appointed will join the Management Board.

8. If an elected member loses Management Board member status before the end of their mandate, they will be replaced by the company that received the next highest number of votes when the Management Board was formed.

9. Senior Officers and Board Members will not be remunerated.

10. The following are grounds for the loss of Management Board membership:

    ✓ Expiration of the mandate.

    ✓ Resignation.

    ✓ Removal agreed by a qualified majority at the General Meeting.

    ✓ Withdrawal from membership of the Organisation.

    ✓ Replacement of the Chair of a Working Committee during the term of each mandate.

Article 22.- Call to meeting, assembly and passing of resolutions

1. The Management Board will meet at least four times a year, with sessions distributed regularly throughout the year, or at any time at the behest of the Chair or where requested by one third of all its members (voting members plus Senior Officers).

2. The Management Board will be convened by the Chair at least eight days in advance of the meeting date, indicating the place, date, time and Agenda. The date and time of the Management Board on second call may also be given, although at least half an hour must pass between the first and second calls.

3. The Organisation’s governance model will be based on transparency and on ensuring that its members are kept properly informed during the decision-making process. The Organisation's Chair must send information on the Agenda items to the other Senior Officers and to the voting members of the Management Board in advance of the meetings. That information must include any additional documents necessary to deliberate and take the relevant decisions. The information and documents must be sent sufficiently in advance to guarantee that they have time to study and analyse decisions to be approved or ratified.

4. The Management Board meeting Agenda will be approved by the Management Board itself at the proposal of the Chair. For extraordinary meetings, the items proposed by those who requested the convening of the meeting must be included.

5. The Management Board will be validly assembled on first call when attended by half plus one of its members, present or represented, and on second call irrespective of the number of attendees.

6. Notwithstanding the provisions of these Bylaws on the non-delegability of Senior Officer duties, members of the Management Board may delegate or grant proxies in that capacity to another member of the Board, in writing and specifically for each meeting.

7. Representatives of the Organisation's members that are not entitled to participate but that the Management Board deems appropriate to convene may attend and speak but not vote at Board meetings. The Organisation's General Manager and members of the executive and administrative teams proposed by the Chair will attend and may speak but not vote at the meetings.

8. In addition to in-person meetings, the Management Board may meet electronically or by telephone; attendance and voting through such means will be valid and members using them will be considered present for all purposes.

9. Except where a qualified majority is required by these Bylaws, resolutions will be passed by simple majority. A simple majority will be considered reached when attendees or proxies voting in favour outnumber those voting against, and a qualified majority when votes in favour exceed half of votes cast. In the event of a tie, the Chair will have the deciding vote.

10. Management Board resolutions will be duly recorded in minutes, which will be entered in a Minutes Book and signed by the Secretary to the Management Board, with the approval of the Chair (or the Vice-Chair in the Chair’s absence), or by those who, in the absence of either of them, are chosen at the meeting to perform their duties. A copy of the minutes will be sent to all the members of the Management Board.

Article 23. Powers of the Management Board

1. Generally speaking, the powers of the Management Board will extend to all acts pertinent to the Organisation's mission, provided the Bylaws do not require express authorisation by the General Meeting.

2. In particular, the Management Board's powers include but are not limited to:

   a) Complying and ensuring compliance with the Bylaws, interpreting them where necessary and proposing their rewording.

   b) Directing the Organisation's activities within its remit.

   c) Resolving on proposals submitted to the Executive Committee or the Chair.

   d) Proposing to the General Meeting measures to adequately and effectively defend the Organisation's specific interests.

   e) Issuing the necessary instructions to implement the General Meeting's resolutions.

   f) Proposing the strategy and activity programmes, and preparing the annual financial statements and annual report on activities for approval by the General Meeting.

   g) Drawing up the budgets and final accounts, and submitting them to the General Meeting for approval.

h) Proposing changes to fees for approval of the General Meeting.

i) Putting to the General Meeting, for ratification, the admission of new members to the Organisation or, where appropriate, refusing such admission (without affecting the General Meeting's decision on any appeal against such refusal).

j) Approving, where appropriate, the inclusion on the Management Board of companies proposed by the Chair.

k) Exercising disciplinary activities in accordance with these Bylaws, proposing to the General Meeting the imposition of penalties on members in the cases expressly envisaged.

l) Overseeing the effecting running of the Organisation's services.

m) Determining responsibilities for collections and the processing of payments.

n) Authorising the Chair to grant the powers and representations considered appropriate based on an agreed range of terms.

o) Passing resolutions on the acquisition and disposal of the Organisation's assets.

p) Passing resolutions relating to the filing of any kind of appeal.

q) Agreeing on the creation of Working Committees.

r) Approving the appointment and, where appropriate, removal of the General Manager at the proposal of the Chair.

s) Passing resolutions under the remit of the General Meeting where the urgency is so great that awaiting a General Meeting would mean missing the opportunity to make a decision. In such instances, the calling of the General Meeting to ratify the Management Board's resolution must simultaneously be decided. If the General Meeting is not convened, the resolution will not be valid, even on a provisional basis.

t) Taking a decision if an agreement cannot be reached in a Working Committee or between Working Committees and on the Organisation's external pronouncements, in the terms indicated in article 31 of these Bylaws.

u) Any other powers granted to it in these Bylaws or that are not the exclusive remit of the General Meeting, and powers that the General Meeting may delegate to it.

CHAPTER IV
REGARDING THE EXECUTIVE COMMITTEE

Article 24.- Nature, composition and duties

1. The Executive Committee is a permanent collegiate body responsible for the governance, management and administration of the Organisation.

2. The Executive Committee will comprise a minimum of five and a maximum of fifteen members. It will be formed by the Senior Officers and by the official permanent representatives of voting members of the Management Board chosen by the latter at the proposal of the Chair. Efforts will be made to ensure that the Executive Committee includes at least one representative from each of the three Groups that make up the Management Board. Membership of the Executive Committee is held in a personal capacity by the official permanent representatives of the relevant

members of the Management Board. Therefore, in the event of the resignation or unavailability for any reason of the representative of a member of the Management Board who is a member of the Executive Committee, the Chair may propose to the Management Board that this representative be replaced by the official permanent representative of another member of the Management Board, as a member of the Executive Committee, for the remainder of the term until a new Management Board is elected.

3. Since, as indicated in paragraph 1 above, the Executive Committee is a permanent collegiate body, potential members must be able to dedicate sufficient time to fulfil the duties assigned to them by the Executive Committee.

4. The Chair may delegate specific responsibilities to its members.

5. The Executive Committee will debate and prepare the matters under the remit of the Management Board and may exercise the powers conferred on the Management Board by article 23 of these Bylaws when they are delegated to it.

6. In urgent cases, it may make provisional decisions that fall under the remit of the Management Board. Any such decisions must be ratified at the next Management Board meeting.

7. The Executive Committee will perform all the duties that are not the responsibility of other governance bodies and are necessary in the course of the Organisation's activities.

8. The Executive Committee will meet as often as the Chair deems necessary, convened at least three days in advance, or 24 hours where urgent, indicating the place, date, time and Agenda.

9. In addition to in-person meetings, the Executive Committee may meet electronically or by telephone. Attendance and voting through such means will be valid and members using them will be considered present for all purposes.

TITLE V

REGARDING THE SENIOR OFFICERS

Article 25.- Senior Officers

1. The Management Board's senior officers are the Chair, the Vice-Chair, the Secretary and the Treasurer.

2. The Management Board will appoint a Chair and a Vice-Chair from among its members.

3. The Management Board will also appoint a Secretary and a Treasurer from among its members.

4. Due to the representative and institutional nature of the Senior Officers, these offices will be held in a personal capacity by the official permanent representatives of the members of the Management Board who are chosen for such posts.

5. In the event of the prolonged unavailability or voluntary resignation of a Senior Officer, the revocation or loss of their status as the official permanent representative of the relevant member of the Management Board or the loss by the latter of membership of the Organisation, the Management Board will elect another natural person who is an official permanent representative of a member of the Management Board to fill the Senior Officer position in question, in accordance with the criteria set out in these Bylaws, for the remainder of the term until a new Management Board is elected.

Article 26.- Chair and Vice-Chair

1. The Chair of the Organisation will represent the latter in any public and private forums and, in general, in all acts in which the Organisation must participate. He/she will be the Organisation's signatory in all kinds of acts, contracts and documents that are not merely administrative or management formalities.

2. The Chair will be chosen by the Management Board by a qualified majority. The appointment may be revoked at any time by resolution of the Management Board, also passed by a qualified majority.

3. The office of Chair of the Organisation will have a term of three years and the Chair may be re-elected for an additional period of the same length, up to a maximum of six years.

4. The Chair's powers are as follows

   a) Representing the Organisation in any public and private forums and, in general, in all acts in which the Organisation must participate.

   b) Acting as the Organisation's signatory in all kinds of acts, contracts and documents that are not merely formalities.

   c) Convening General Meetings in the cases indicated in these Bylaws, as well as meetings of the Management Board and the Executive Committee.

   d) Presiding over the General Meeting, Management Board meetings and Executive Committee meetings, leading deliberations and keeping order, and ensuring that resolutions passed are implemented.

   e) Casting the deciding vote in the event of a tie in all bodies over which he/she presides.

   f) Proposing the inclusion of companies on the Management Board when considered of interest to the Organisation.

   g) Representing the Organisation and carrying out all kinds of judicial and extrajudicial actions on its behalf, subject to no limitations other than those established in these Bylaws.

   h) Granting the powers and representations necessary in the terms to be determined by the Management Board.

   i) Delegating a part of its duties to members of the Management Board.

   j) Complying and ensuring compliance with these Bylaws.

5. The office and duties of the Chair are non-delegable. The Vice-Chair will replace the Chair in his/her absence due to illness or any other cause and will have the same powers as the Chair. The provisions of paragraphs 2 and 3 of this article will apply to the Vice-Chair.

Article 27.- Secretary

The Secretary, whose office and duties are non-delegable, subject to the exceptions envisaged in these Bylaws, will have the following duties:

1. Acting as Secretary in meetings of the Organisation's governance bodies: General Meeting,

Management Board and Executive Committee (notwithstanding that, should the Secretary be absent from a meeting of any of these bodies, those present will vote to appoint one of their number to act as secretary for that meeting).

2. Drawing up the minutes of the meetings of the Organisation's governance bodies and signing them, with the approval of the Chair.

3. Keeping a Minutes Book or Books for the Organisation, containing the minutes of the meetings of the governance bodies, and signing them, with the approval of the Chair.

4. Issuing and signing certificates containing the resolutions of the Organisation's governance bodies, as necessary.

5. Any other duties entrusted to him/her by the Management Board.

The majorities required to elect and remove the Secretary, and the term of office, will be the same as those applicable to the Chair, although the term limit applicable to the Chair will not apply to the Secretary.

Article 28.- Treasurer

The Treasurer, whose office and duties are non-delegable, will have the following duties:

1. Preparing the financial statements for the financial year, submitting them to the Management Board and defending them before the ordinary General Meeting, and presenting the budgeted income and expenses.

2. Ensuring the appropriate safeguarding of funds and overseeing the accounts, being authorised to review collection and payment documents.

The majorities required to elect and remove the Treasurer, and the term of office, will be the same as those applicable to the Chair, although the term limit applicable to the Chair will not apply to the Treasurer.

TITLE VI

REGARDING THE MANAGEMENT OF THE ORGANISATION

Article 29.- Principles governing the management of the Organisation.

The Organisation's governance and management model will be based on transparency and on ensuring that its members are kept properly informed during the decision-making process.

Article 30.- The General Manager

1. The operational, economic and administrative running of the Organisation will be the responsibility of a General Manager, who will be a member of the Organisation's collegiate governance bodies, entitled to speak but not to vote.

2. His/her appointment or removal from office will be proposed by the Chair to the Management Board and must be approved by a qualified majority.

3. The duties of the General Manager will be managerial. The aim of his/her duties will be to implement the resolutions of the governance bodies and, broadly speaking, all acts of corporate life, under the Chair's supervision. More specifically, the General Manager will carry out the following functions:

   a) Managing the Organisation's executive-administrative affairs.

   b) Working directly with the Organisation’s Management Board and Chairperson, and proposing the actions deemed fit and, in any event, in cases in which he/she is required to do so.

   c) Carrying out tasks and formalities specifically entrusted to him/her by the Chair, the Management Board or the Executive Committee.

   d) Managing and directly overseeing any service that may be established.

   e) Hiring and dismissing the Organisation's personnel, proposing the establishment and contracting of services and technical support. He/she will also adopt the organisational measures necessary to ensure that activities are optimised.

   f) All other duties entrusted to him/her by the Chair and the Organisation's governance bodies.

Article 31.- Working Committees

1. For the fulfilment of the Organisation's mission, the Management Board may decide to create Working Committees.

2. All members may take part in the Working Committees in which they have an interest.

3. The activities of the Working Committees will take place under a temporary mandate given by the Management Board for a specific purpose. The members of Working Committees will not represent the Organisation publicly as spokespersons, unless expressly and specifically authorised by the Chair or the Management Board.

4. Each Working Committee will choose a Chair and, where appropriate, up to three Vice-Chairs from among its members who are entitled under article 11 of these Bylaws. They will be authorised to coordinate Committee work, with the active involvement and support of the executive-administrative branch of the Organisation during the management of Committee’s affairs.

5. The Committee Chair and Vice-Chair will have the same term as is mandated for the Management Board.

6. Each Working Committee member, except, where applicable, Associate Members and Collaborators, will be entitled to elect and to stand for election to elected offices. Such positions will be personal. Therefore, if the official permanent representative appointed by a member ceases to be associated with that member, or if the member decides to change their representative, new elections must be held for the position in question, at the proposal of the Chair (or, where applicable, a Vice-Chair) of the relevant Working Committee, addressed to the Management Board.

7. The resolutions of the Working Committee will be passed by consensus, which is understood to mean the approval of the resolution with no express opposition from any members of the Working Committee, but not necessarily unanimity. These resolutions will be immediately enforceable provided they are not in conflict with the work of other Working Committees or governance bodies of the Organisation. To this end and, in particular, when the resolutions affect the Organisation's external stance, the Chair and the Management Board will be notified for their approval.

8. Should it not be possible to reach an agreement within a Working Committee or between various Working Committees, or should one of those agreements affect the Organisation's external stance and this is disputed within the Organisation, the Management Board will make the decision by a two-thirds majority of members present or represented.

9. The Chair and the General Manager will be the Organisation's public spokespersons, barring a specific, express authorisation pursuant to paragraph 3 of this article.

TITLE VII

REGARDING THE FINANCIAL-ADMINISTRATIVE REGIME

Article 32.- Financial resources

1. The Organisation will have full autonomy to manage and dispose of its own resources for the fulfilment of its mission set out in these Bylaws.

2. The Organisation will have the following financial resources:

   a) The Organisation’s assets.

   b) Ordinary, extraordinary and admission membership fees.

   c) Voluntary contributions that members may decide to make to optimise the Organisation's services and activities.

   d) Supplementary charges approved by the General Meeting at the proposal of the Management Board to settle extraordinary expenses or for specific actions.

   e) Grants, donations, bequests or inheritances that may legally be received from members and third parties, whether natural or legal persons, and whether public or private in the latter case.

   f) Contributions received for the provision of services offered by the Organisation.

   g) Interest and proceeds from the Organisation's assets.

   h) Any other lawful resources obtained in accordance with statutory provisions and regulatory requirements

3. Members will be required to cover any shortfalls in the approved final balance sheet. Any surpluses will be carried forward to the new financial year, added to the social fund or deducted from the membership fees for the following financial year, by resolution of the General Meeting upon a proposal from the Management Board.

Article 33.- The Organisation’s assets

1. The Organisation’s assets are owned exclusively by its members. The Organisation is liable for obligations undertaken with all its assets and for all purposes, particularly in relationships with third parties.

2. Should the Organisation merge with another organisation, its assets would form part of the entity resulting from the merger.

Article 34.- Fees, supplementary charges and other contributions

1. Members are obliged to contribute to sustaining the Organisation, paying fees, supplementary charges and other contribution in the manner, time, form and amount established each year by the General Meeting, at the proposal of the Management Board.

2. Fees may be ordinary, extraordinary or admission fees. The General Meeting will set an upper and lower limit for ordinary fees each year.

3. When establishing the amount of fees payable in the Organisation, the following criteria will be considered, applying the scale to be proposed by the Management Board and approved by the General Meeting:

   a) Business size, measured as the total number of employees each member assigns to activities within the Organisation's scope.

   b) The member's turnover from the activity or activities for which it is a member of the Organisation.

   c) The workforce and turnover at 31 December of the year preceding the budget year will be considered for this purpose, based on the data provided by the company, which will be checked against Commercial Registry data.

4. The Management Board will carry out an annual review of the Organisation's membership fees for all categories so they may be put to a vote at the General Meeting. This review will preferably take place during the last quarter of the year so as to enable the budget for the next year to be established, although the Management Board may propose a review at any other time of the year.

5. Should members be only partially operating in subsectors within the Organisation's scope, the Management Board will examine the company's data and set a fee calculated by applying the above-mentioned criteria to the company's workforce and turnover in Sector activities.

6. Ordinary fees for a financial year accrue on 1 January of that year, irrespective of when they fall due, which may be at regular intervals over the year. Therefore, a member that withdraws before the end of the financial year will be liable to the end of the financial year for payment of accrued fees that have not yet fallen due. However, accrual at 1 January notwithstanding, a member that joins the Organisation following the start of a financial year will only be required to pay the fees for the remaining period of that financial year.

7. The voluntary withdrawal of a member, notified in writing to the Organisation prior to 1 October of a given year, will have effect on 31 December of that year; if notified after 30 September, it will have effect on 31 December of the following year.

Article 35.- Management of resources and funds

1. The Organisation's resources will be administered in accordance with the Bylaws and will be applied in fulfilment of its mission.

2. The joint signature of two duly empowered persons will be required to draw funds.

3. The Management Board will determine the rules for administering and accounting for the Organisation's funds, setting the drawing limits and criteria under the supervision of the Treasurer.

Article 36.- Financial year

1. The financial year will be an annual period ending on 31 December each year.

2. The accounts must be closed for each financial year by drawing up a balance sheet reflecting the Organisation's financial and equity situation.

Article 37.- Budget

1. An ordinary budget will be prepared for each financial year, indicating the current income and expenses arising from the Organisation’s ordinary activities, according to its general programme of activities.

2. The General Meeting will be responsible for approving the ordinary budget for the current year and for settling previous-year accounts.

3. Any budget approved for exceptional activities, work and services under the corresponding plan or programme will be deemed an extraordinary budget.

4. Provisions in extraordinary budgets may or may not refer to a period coinciding with the financial year in which they are approved and will consist of income items that are also extraordinary, such as the amount of any loans that may be arranged, supplementary charges or supplementary contributions from members or third parties, as well as ordinary budget surpluses.

5. Both ordinary and extraordinary budgets will be balanced and budged expenses must not exceed income.

6. The final accounts for the ordinary budget must be drawn up by the Management Board in good time so that they can be submitted in due course to the Ordinary General Meeting for examination and approval.

Article 38.- Audit of accounts

The annual financial statements will be audited by external professionals.

Article 39.- Information for members

All members entitled to speak and vote will be allowed to examine the relevant documents for fifteen calendar days prior to the date on which the accounts for the previous year are submitted for approval.

TITLE VIII

DISCIPLINARY REGIME

Article 40.- Infractions

The following infractions will be deemed sufficient grounds for the Management Board to impose penalties on members, which must be ratified by the General Meeting:

1. The failure to observe the Organisation's rules of conduct will result in the Management Board initiating the appropriate disciplinary proceedings.

2. The failure to comply with the rules established in these Bylaws, in the Organisation’s Regulations or, where applicable, in the collaboration agreement.

3. The failure to observe the resolutions passed by the General Meeting, the Management Board or any other body of the Organisation.

Article 41.- Penalties

1. The Management Board may agree, by a two-thirds majority, to impose the following penalties, which must be duly reasoned and ratified by the General Meeting:

    a) Warning, in minor cases.

    b) Temporary or permanent disqualification from Senior Officer positions.

    c) Expulsion of the member of the Organisation, although the ratification of this decision by the General Meeting must be approved by a qualified majority.

2. In any event, prior to any disciplinary measure being taken, members will have the right to be heard and to be informed of the events leading to such measures.

3. Those penalised by disqualification or expulsion from the Organisation may appeal to the General Meeting, in writing to the Chairperson, within eight days following imposition of the penalty. The General Meeting will resolve on the appeal, in the light of the allegations presented, at the next session held.

4. When imposing penalties, the seriousness and significance of the infraction will be taken into account, as well as whether the perpetrator is a repeat offender.

TITLE IX

REGARDING MERGER, DISSOLUTION AND LIQUIDATION

Article 42.- Merger, federation or confederation

An agreement to merge the Organisation or on any other kind of integration with another organisation (other than the mere signing of a collaboration agreement, under article 8 of these Bylaws) will be adopted by the General Meeting convened for such purpose, by a qualified majority of members present or represented and entitled to speak and vote.

Article 43.- Grounds for dissolution

1. The Organisation will be dissolved on the grounds envisaged in applicable legislation or by legal mandate or final court or administrative decision.

2. The Organisation may also be dissolved voluntarily, provided the following requirements are met:

    a) The resolution to dissolve and liquidate the Organisation must be passed in an Extraordinary General Meeting convened solely for that purpose.

    b) It must be approved by a two-thirds majority of members present or represented and entitled to speak and vote at the Extraordinary General Meeting.

3. Should the dissolution resolution be approved, the General Meeting will decide on steps to be taken to liquidate the Organisation's assets and on the use of any resulting surplus.

Article 44.- Liquidation committee

1. In the event of dissolution, the General Meeting will appoint a Liquidation Committee to settle the Organisation's obligations and debts, and realise its assets.

2. To allocate any surplus or cover any deficit, the Liquidation Committee will submit the appropriate proposals to the General Meeting and will comply with any resolutions adopted by the latter, which will, in all cases, respect the non-profit nature of the Organisation’s assets.

FINAL PROVISION

The amendment and recasting of these recast Bylaws were approved at the Ordinary and Extraordinary General Meeting held on 11 June 2026, in light of the amendments agreed at the General Meetings of 4 July 2018, 5 March 2024, 19 June 2025 and 18 December 2025, and apply with immediate effect to all the Organisation's legal acts and relationships.

The Chairperson,

The Secretary,