

BYLAWS ETI EUROPE LIMITED

Effective October 22nd 2025

DEFINITIONS

The following definitions shall apply to these Bylaws:

“Applicant” shall mean an entity that applies to join ETI Europe.

“Articles of Association” shall mean the articles of association of the Company from time to time.

“Associate Member” shall mean a member of that class of members that enjoy the benefits and services of Associate Membership as described in Article III, Section 2.

“Board” shall mean the board of directors of the company from time to time.

“ETI Europe” shall mean ETI Europe Limited, a registered England & Wales not for profit corporation (company registration number: 15839516).

“ETI US” shall mean the Equipment and Tool Institute, a registered Illinois not for profit corporation.

“Full Member” shall mean a member of that class of members that enjoy the benefits and services of Full Membership as described in Article III, Section 2.

“Full Member with Enhanced Data Access” shall mean a member of that class of members that enjoy the benefits and services of Full Membership as described in Article III, Section 2.

“Member” shall mean an Associate Member, a Full Member or a Full Member with Enhanced Data Access (as the case may be).

“Membership Agreement” shall mean that agreement between the members and the corporation.

“OEM” shall mean original equipment manufacturer.

“OEM Data” shall mean vehicle specifications and vehicle information required for the use

of diagnosis, service and repair of vehicles, as well as data generated by the vehicle for use in diagnosis, service and repair of that vehicle.

ARTICLE I

NAME AND REGISTRATION

Section 1: Name and Brand – The formal name of this corporation shall be “ETI EUROPE LIMITED,” a registered England & Wales not for profit corporation. The ETI Europe staff are responsible for managing guidelines on use of the brand name and the Board-approved logo, as well as, trademark registration, approved colors, approved fonts, use of the logo and/or brand name for events, publications, and other uses. Any misuse of the name, logo, or brand identity are to be managed by the staff and reported to the Board.

Section 2: Registration – ETI Europe shall be registered in England & Wales, where ETI Europe is incorporated.

Section 3: Operations – The ETI Europe staff are responsible for the day-to-day operations of ETI Europe.

These operations include, but are not limited to:

1. Maintaining an agent responsible for all necessary business licenses, tax filings, and other documents required to conduct the business of ETI Europe;
2. Maintaining business insurance for the ETI Europe Directors, and staff;
3. Maintaining certified financial services;
4. Maintaining certified legal services applicable to the automotive industry; and
5. Maintaining a human resources company to manage payroll, benefit management, hiring and termination, and other HR functions.

ARTICLE II

PURPOSES

The purpose of ETI Europe shall be to promote the best interests of the automotive equipment and tool industry in the United Kingdom and Europe and other regions as defined by the Board. This includes, but is not limited to:

1. Promoting the evolution of a viable automotive aftermarket;
2. Protecting the financial and legal interests of its members and to promote the common business interests of the industry;
3. Protecting the intellectual property of the membership and providing a secure repository for OEM Data;
4. Providing unparalleled networking between members and OEMs in a collaborative, supportive environment;
5. Acting as technical advisor to the industry; and
6. Collaborating and cooperating with other stakeholders in the industry.

ARTICLE III

MEMBERSHIP

Section 1: Members – Any person, firm or corporation is eligible for membership if it meets the following qualifications:

1. is engaged as a manufacturer, potential manufacturer or marketer of automotive service repair equipment, tools, information or services;
2. has a regular physical presence in the United Kingdom or Europe or other region as defined by the Board;
3. is financially sound;
4. has a demonstrable reputation for integrity and sound character; and
5. meets such other uniform requirements as may be established from time to time by the Board.

Section 2: Membership Levels – ETI Europe shall have 3 classes of members:

- Full Member with Enhanced Data Access
- Full Member
- Associate Member

ETI member benefits and services associated with each membership class can be found in the Member Benefits and Services Document.

Section 3: Election of Members – Any person, firm or corporation eligible for election to membership under these Bylaws may be elected to membership upon application and approval by a majority vote of the Board, in accordance with the procedures described in Sections 4 and 5 below.

Section 4: Approval Procedure – Applicants for membership of ETI Europe shall be approved and elected in accordance with the following procedure:

- Each applicant that is a firm or corporation shall appoint and certify to the Board, a person to be its representative in ETI Europe and who shall represent, vote and act for the firm or corporation in all affairs of ETI Europe.
- Only the designated representative or, in his/her absence, the designated alternate, shall be authorized to act as a voting representative of the firm or corporation.
- Upon receipt of a qualified application for membership, the ETI Europe staff will review the applicant's eligibility for membership and, if eligible, will submit the application to the Board.
- Upon receipt of the application the Board shall review the application and approve or reject the application for membership. A background check shall also be conducted on the applicant.
- Should the Board have questions, during its background investigation, it will present the questions to the applicant who will, in turn, endeavor to obtain the appropriate answers or information and resubmit to the Board.
- Once the Board is satisfied that all necessary information has been received and considered, there will be a follow up vote of the Board to determine whether the applicant is elected to membership of ETI Europe. Approval and election to membership of ETI Europe is solely within the discretion and prerogative of the Board, which may deny membership to any applicant for any or no reason.

Upon affirmative vote of majority of the Board, the applicant is to be accepted into membership upon payment of all dues and fees, and execution and delivery of the General Membership Agreement, as such may be amended from time to time by the Board.

Section 5: New Member Requirements – New members, defined as companies that were never a member, or previous member companies that had a lapse in membership,

are required to have at minimum one (1) person attend an EU event in their first 12 months of membership. In cases where current member companies are acquired or merged with non-member companies, accommodations to this requirement can be made by the Board from time to time at its discretion.

If circumstances beyond the control of the member, such as event capacity limitations or other exceptional situations, prevent attendance within the first 12 months, the Board may grant an extension or alternative means of satisfying this requirement.

Section 6: Duration of Membership and Resignation – Membership of ETI Europe may terminate by voluntary resignation, or otherwise pursuant to these bylaws. All rights, privileges and interest of a member in or to ETI Europe shall cease on the termination of membership. Any member may, by giving written notice of such intention, resign from membership. Such notice shall be presented to the Board at the next succeeding meeting of the Board. Resignations shall not relieve members from paying dues in full for the entire year and satisfying all other obligations for the current quarter.

Section 7: Suspension and Expulsion – Membership of ETI Europe may be suspended or terminated for cause. “**Suspension**” shall mean temporary cessation of all member benefits, rights, and privileges for a specified limited period of time, after which all former member benefits, rights, and privileges shall be restored. “**Termination**” shall mean a permanent and complete cessation of all member benefits, rights, and privileges; provided, however, that termination shall not preclude a former member from later reapplying for membership as provided in these Bylaws. Sufficient cause for such suspension or termination of membership shall be violation of these Bylaws or any lawful rule or practice duly adopted by the ETI Europe, breach of a member's obligations under the Membership Agreement, or any other conduct prejudicial to the interests of ETI Europe or its members, as determined by the Board. Violations may include but are not limited to:

- Misuse of any entities intellectual property
- Sharing and/or misuse of ETI Europe or its members' private or confidential information
- Sharing and/or misuse of OEM data or confidential information
- Violating OEM license agreements
- Offering products for the purpose of “tuning”
- Publicly criticizing ETI Europe or ETI US policy

- Openly acting in any way detrimental to the reputation, image, and workings of ETI Europe or ETI US.

Members who become aware of member misconduct or illicit activity should report such issues to the Board in writing. The Board shall then promptly investigate the allegations and, if the results of such an investigation substantiate the allegations, shall commence the process of Investigation, Suspension, or expulsion described in the paragraph below.

Upon receipt of the recommendation to commence the process of investigation by the Board, the Board shall send a statement of the charges by certified or registered mail to the last recorded address of the member at least thirty (30) days before any action is taken by the Board on the matter. This statement shall be accompanied by notice of the time and place of the meeting of the Board at which charges shall be considered and the member shall have the opportunity to appear in person and/or be represented by counsel and to present any defense to such charges before action is taken by the Board. Upon conclusion of the hearing, the Board may, by majority vote of the entire Board, suspend or terminate the membership of the member if the Board believes that cause has been established sufficient to warrant suspension or termination considering the evidence and testimony presented. To the extent that there the number of votes for and against the proposal are equal, the chairperson shall have a casting vote. Prompt notice of the Board's decision shall be provided to the member.

Section 8: Founding Member Delegates – Each Founding Member, as defined in the Membership Agreement, shall have the right to appoint one individual (a “Founding Member Delegate”) to act on its behalf for the purposes of these Bylaws, including voting on matters expressly reserved to the Founding Member Delegates. Each Founding Member may replace its delegate from time to time by written notice to the Secretary of ETI Europe.

ARTICLE IV

DUES OR ASSESSMENTS

Section 1: Dues and Assessments – The Board shall determine any fees, annual dues and assessments for members of ETI Europe. Payment due dates, invoicing, payment tracking and collections will be handled by the ETI Europe staff and the status reported to the Board at every quarterly Board meeting.

Section 2: Contributions – ETI Europe may accept and use contributions or gifts made to it by any person, firm or corporation. All contributions or gifts above nominal value, other than gifts of cash, cash equivalents, or publicly traded securities, must be approved by the

Board. Voluntary work by members will not be considered a contribution or gift in relation to this section.

Section 3: Failure to Pay – Members who fail to pay their dues of assessments within thirty (30) days from the time they become due shall be notified at that time by the ETI Europe staff to the Board. If payment arrangements are not made within the next succeeding sixty (60) days, the member shall, without further notice and without hearing, be terminated from membership and forfeit all rights and privileges of membership. The Board may, by rule, prescribe procedures for extending the time for payment of dues and assessments and continuation of membership privileges upon request of a member and for good cause shown.

Members who elect not to renew their membership and pay the appropriate dues fees are to be listed as inactive and not eligible for participation in ETI Europe events, communications or activities and shall not be entitled to vote at member meetings. Should that member seek to renew its membership within 2 years of cancellation it must pay dues in arrears, back to the time of termination. After 2 years time former members wishing to rejoin as members must submit a new Application for Membership and follow the procedure described in Article III.

ARTICLE V

MEMBER MEETINGS

Section 1: Annual Meetings – There shall be an annual meeting of the members of ETI Europe, as scheduled by the Board, for the receiving of the annual reports and for the transaction of other business. Notice of such meeting, sent by the Board, shall occur at least thirty (30) business days before the time appointed for the meeting.

Section 2: Special Meetings – Special meetings of the members of the ETI Europe may be called by the chairperson of the Board and shall be called by chairperson the Board upon the written request of fifteen (15) or more members. Notice of any special meetings shall be sent to the last noted e-mail address of each member at least five (5) business days before the time appointed for web conference or conference call meetings and twenty (20) business days before face-to-face meetings with a statement of time and place of the meeting and information as to the subject matter to be considered.

Section 3: Quorum – A majority of the voting ETI Europe members present in person, by proxy, or by remote participation, shall constitute a quorum at any meeting of members. If a quorum is not present, the members present may adjourn the meeting, without any further notice, until a quorum is convened.

Section 4: Procedures – Except as otherwise provided in the Articles of Association, these Bylaws, or applicable law, all matters submitted to a vote of members shall be adopted only after receiving a favorable vote of more than one half (1/2) of the voting members present in person or by proxy or participating by remote communications equipment.

Section 5: Participation and Attendance – A member may participate in a meeting of members by conference phone or other means of remote communication that permits all person that participate in the meeting to communicate with all the other participants. All participants shall be advised of the means of remote communication. Participation in a meeting by conference phone or other means of remote communication that satisfies the aforementioned requirements constitutes presence in person at the meeting. At all meetings, members who are companies or firms may be represented by any director, partner or senior manager, or by any members or representatives of the company or firm who the member may delegate for the purpose of member representation. Guests shall be allowed at meetings only on approval of the presiding director.

ARTICLE VI

BOARD OF DIRECTORS

Section 1: Board – The Board shall constitute the board of directors of ETI EUROPE. Only members of the Board (hereinafter “**Directors**”) shall have the right to vote on Board matters.

Section 2: Composition of the Board – The Board shall initially consist of two directors, one of whom may also serve as secretary. Board members shall assume their roles on the first day of the month following the annual meeting.

Should ETI US exercise its right to appoint one statutory director of ETI Europe (the “US Representative”), successful appointment of this position shall require approval by a majority vote of each of (i) the ETI US Board of Directors, (ii) the ETI Europe Board of Directors, and (iii) the Founding Member Delegates of ETI Europe. If any one or more groups do not reach majority vote, the appointment shall be deemed unsuccessful. The US Representative must be an employee or officer of a company that is a Full Member of both ETI US and ETI Europe in good standing. The US Representative shall be entitled to attend all meetings of the Board, to vote on all matters, and to exercise a veto on Reserved Matters as defined herein. The US Representative need not be a current board member of ETI US.

Section 3: Responsibilities and Powers of the Board – The Board shall have overall supervision, control, and direction of ETI Europe’s affairs. Within the boundaries set forth in the Bylaws and Articles of Association, the Board is responsible for establishing and

modifying ETI Europe's policies. It is also tasked with actively pursuing the ETI Europe's objectives and exercising discretion over the allocation of financial resources. The Board may establish operational rules and regulations and appoint agents as necessary for the execution of its delegated powers. In carrying out its duties, the Board shall focus on the following key functions:

1. **Promotion and Representation:** Directors shall act as advocates for ETI Europe, promoting and representing it to key stakeholders, including Original Equipment Manufacturers (OEMs) and National Accounts.
2. **Mission and Event Promotion:** Directors shall champion the ETI Europe's mission and actively support its events.
3. **Attendance:** Directors shall attend a minimum of four (4) board meetings annually, either in person or through teleconference, to ensure active participation and engagement.
4. **Participation in ETI-Sponsored Events and Meetings:** Directors shall participate in ETI- sponsored events and meetings to demonstrate their commitment to ETI Europe's activities.
5. **Nonprofit Corporate Governance:** Directors shall adhere to recognized nonprofit corporate governance practices to maintain the integrity and transparency of the ETI Europe's operations.
6. **Additional Functions:** In addition, the Board shall be responsible for the following:

Annual Budget Approval: The annual budget for ETI Europe shall be prepared by the ETI Europe staff and presented to the Board for review. No budget shall be adopted unless and until such budget has been approved by a majority vote of both the Board and ETI US, and no expenditure shall be made unless it is authorised in a duly approved budget except in those cases where the expenditure has been expressly approved by the chairperson.

Major Financial Decisions: If the Board anticipates any financial transaction or commitment that would exceed 5% of the approved annual budget, the Board shall promptly notify the ETI US. In addition to the annual budget, any acquisition or disposition of real property, or any other major financial decision as determined by the Board, must be reviewed and approved by a majority vote of the Board present in a meeting prior to being executed or committed to by ETI Europe.

Emergency Provisions: In cases of emergency where a decision must be made in a

timeframe that does not allow for a regular Board meeting, the chairperson may provisionally approve such a decision. However, this decision must be reviewed and ratified by the Board at the earliest opportunity. Should the Board choose not to ratify the decision, corrective actions, as deemed necessary and appropriate by the Board, will be taken.

Financial Oversight: The Board shall maintain an active role in the oversight of ETI Europe's financial affairs to ensure its fiscal responsibility and the long-term sustainability of its mission. As such, periodic financial reports shall be provided to the Board for review by ETI US at quarterly.

Reserved Matters: The following matters ("Reserved Matters") shall require the prior written approval of the Board of the ETI US before they may be adopted, amended, or implemented by ETI Europe:

1. Appointment or removal of statutory directors.
2. Adoption, alteration, or repeal of Bylaws or Articles of Association.
3. Admission of new classes of membership.
4. Determination or alteration of membership dues or fees.
5. Approval of annual budgets and material unbudgeted expenditures in line with "Major Financial Decisions" above.
6. Appointment or termination of senior staff (Managing Director, Secretary, or equivalent), provided that any such decision shall be implemented in accordance with applicable UK employment laws and procedures.
7. Dissolution, merger, or sale of substantially all assets.

All Reserved Matters are subject to, and shall be exercised in accordance with, applicable UK law. No decision or action pursuant to a Reserved Matter shall take effect to the extent it would be unlawful or unenforceable under the governing law of ETI Europe.

Reserved Matters shall always require the prior written approval of the ETI US Board of Directors, regardless of whether the US Representative serves on the ETI Europe Board. The US Representative's veto right at EU Board level is in addition to, and not a substitute for, ETI US Board approval.

Clarification of Member-Elected Roles. Member-elected officers of ETI Europe (e.g., Technical Director, Program Committee Chair) shall be considered non-statutory officers. They shall not be statutory directors for the purposes of the UK Companies Act 2006 and shall not, by virtue of their election, have the authority to bind ETI Europe. Their role shall be advisory and representative, as determined by the EU statutory Board from time to time.

Section 4: Statutory Duties – The Board of Directors owe fiduciary duties to ETI Europe. In essence, exercising fiduciary duties means that Directors have a duty to act with in accordance with section 171 to 174 of the Companies Act 2006.

Section 5: Meetings – An annual meeting of the Board shall take place immediately following the annual meeting of members. The Board may also meet from time to time in accordance with article 11 of the Articles of Association.

Section 6: Quorum – the quorum for general meetings of the board shall be determined in accordance with article 13.1 of the Articles of Association.

Section 7: Meeting by Communications Equipment – Board members may participate in a Board meeting, as the case may be, using a conference call or similar communication tools if all individuals who are participating in the meeting can communicate with the other participants. Participation in this manner constitutes attendance in person at the meeting.

Section 8: Action Without a Meeting – Any action required or permitted to be taken under authorisation voted at a meeting of the Board may be taken without a meeting if, before or after the action, all members of the Board consent to the action in writing or by electronic transmission. This written consent will be kept with the official records of the Board and it will have the same effect as if the action had been approved through a formal vote at a meeting for all intents and purposes.

Section 9: Resignation or Removal – Any Director may resign at any time by giving written notice to ETI Europe. Such resignation shall take effect in accordance with its terms.

ARTICLE VIII

MISCELLANEOUS

Section 1: Membership Voting – Whenever, in the judgment of the Board, any question shall arise which it believes should be put to a vote of the membership, including the election of directors and officers and amendments to these Bylaws, and when it deems it inexpedient to call a special meeting for such purposes, the Directors may, unless otherwise required by these Bylaws, submit such a matter to the membership in writing by mail or electronic means for vote and decision. The question thus presented shall be determined within thirty (30) days after such submission to the membership, provided that in each case, votes of at more than one half (1/2) of members must be received and more than 1/2 of those votes must concur. No amendment, alteration, or repeal of the Articles of Association or these Bylaws shall take effect without the prior written approval of the Board

of the Equipment and Tool Institute (ETI), an Illinois/Michigan non-profit corporation ('ETI US').

Section 2: Notices – Whenever any written notice is required to be given under the provisions of any law, the Articles of Association or by these Bylaws, it shall not be construed or interpreted to mean personal notice, unless expressly so stated, and any notice so required shall be deemed to be sufficient if given in writing by mail, by depositing the same in a post office box, postage prepaid, addressed to the person entitled thereto at his or her address as it appears in the records of the ETI Europe. Such notice shall be deemed to have been given at the time and on the day of such mailing. When a notice or communication is permitted to be given in writing, electronic transmission is written notice. When a notice or communication is permitted by local law to be transmitted electronically, the notice or communication is given when electronically transmitted to the person entitled to the notice or communication in a manner authorized by the person. All notices given in writing by mail shall also be transmitted electronically to the extent email addresses are available; provided, however, that any failure on the part of ETI Europe to do so shall not constitute a defect in notice where notice has otherwise been provided by mail as set forth in this Section 2.

Section 3: Contracts – The Board may authorize any employee, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of ETI Europe, and such authority may be general or confined to specific instances.

Section 4: Loans – No loans shall be contracted on behalf of ETI Europe, and no evidence of indebtedness shall be issued in its name, unless authorized by a resolution of the Board. Such authorization may be general or confined to specific instances.

Section 5: Checks – All cheques, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of ETI Europe shall be signed by such employees or board members of the ETI Europe and in such manner as shall from time to time be determined by resolution of the Board.

Section 6: Deposits – All funds of the ETI Europe, not otherwise employed, shall be deposited to the credit of the ETI Europe in such banks, trust companies or other depositories as the Board may select.

Section 7: Fiscal Year – The fiscal year shall be as determined by the Board.

Section 8. Regular Financial Reporting -The Managing Director of ETI Europe shall submit a detailed financial report to the Board on a quarterly basis. The report should, at a minimum, feature: (i) a balance sheet illustrating assets, liabilities, and equity; (ii) an income statement enumerating revenues, expenses, and the resultant profit or loss; (iii) an overview of member dues and any alterations in membership figures; (iv) forecasts of potential

financial risks or prospects for the ensuing quarter; (v) an analysis of how ETI Europe's investment in staff augments value for its members.

The Board is to fulfill its fiduciary responsibilities by reviewing and approving the report in a scheduled board meeting. The Board may modify the requirements in this Article X, Section 8 by majority vote at any time.

Section 9. Dissolution or Winding Up – ETI Europe shall use its funds only to accomplish the objectives and purposes specified in these bylaws and no part of its funds shall be, or be distributed, to the members of ETI Europe. On a dissolution or winding up of ETI Europe, any assets or property that remains available to be distributed or paid to the members shall be dealt with in accordance with article 4 of the Articles of Association.

Section 10. Insurance – ETI Europe must purchase and maintain insurance on behalf of ETI Europe and any person who is or was serving ETI Europe as a, Director, agent or employee against any liability asserted against ETI Europe or such persons in connection with or related to ETI Europe matters whether or not ETI Europe would have power to indemnify such person(s) against such liability.

Website Version