

EUREL - Convention of National Associations of Electrical Engineers of Europe

STATUTES

NAME, REGISTERED OFFICE, PURPOSE, DURATION

Article 1 – Name and Definition

An international non-profit association with a scientific purpose is hereby established under the name of the Convention of National Associations of Electrical Engineers of Europe ("EUREL").

The Association is governed by the provisions of Title III of the Belgian Act of 27th June, 1921, on non-profit associations, foundations and international non-profit associations.

Article 2 – Office

The head office is located in Brussels at Rue d'Arlon 25, B-1050 Brussels.

It may be transferred to any other place in Belgium by decision of the Board of Directors. This decision must be published within one month in the Belgian State Gazette ("Moniteur Belge").

Article 3 – Aims

The aims of the Association are:

- To facilitate the exchange of information and to foster a wider dissemination of scientific, technical and other information relevant to electrical engineering between member associations and other interested bodies;
- To represent member associations with regional, national and international authorities, organisations or agencies, public or private; in particular with the European institutions;
- To foster multilateral collaboration between Member Associations and with other interested bodies, each member association retaining its independence;
- To support the creation of opportunities to network within a large international group of professionals;
- In general, to carry out any lawful activity necessary in connection with, or incidental to, the accomplishment of any of the purposes set out above.

The term "electrical engineering" is used in this document in the widest sense, covering all activities connected with electricity, including electronics, computer science, telecommunications, micro-nano technologies, electrotechnics, power engineering and associated subjects.

The Association is a non-profit organisation and does not provide any financial benefit to its Members.

The Association intends to achieve its objective through the following activities, although this list is not exhaustive:

- The appointment of working groups for the day-to-day business (e.g. public affairs, engineering, education, research or young engineers and technical issues);
- The appointment of specialized technical associations to clarify a technical issue, as power/communication/IT and micro/nano-technology;
- The support of conferences organized by member associations (e.g. by informing other member associations or advertising on EUREL's website);
- The support of member associations in getting in contact with important people or institutions of the sector;
- The organisation and support of various activities and programs to establish a circle of contact between students or young professionals;
- The promotion of the dialogue between academia and the public.

Article 4 – Duration

The Association is formed for an unlimited duration.

MEMBERSHIP

Article 5 – Form of Membership

Membership of the Association is open to all non-profit national associations of Electrical Engineers in Europe. A national association is a recognised legal entity in a European country whose members are professionally qualified electrical engineers:

There are two categories of membership.

a Full Members

These are the national associations that are eligible to attend the General Assembly with voting rights.

Each Member shall pay the annual membership fee set by the General Assembly.

b) Associate Members

These are organisations that are capable of assisting the Association in realizing its aims. As associate members they will follow EUREL rules. Associate members may attend meetings of the General Assembly, other committees and specialized Working Groups, and take part in the preparatory work, but have no voting rights.

Candidates for associate membership need the recommendation of a full member.

Associate members shall pay a limited annual membership fee.

The status of associate member can also be granted to organisations outside Europe.

More than 50 per cent of member associations must be full members.

Article 6 – Application for Membership

Applications for membership shall be sent to the Secretary General of the Association and passed on to the Executive Committee for an opinion. The Executive Committee shall communicate its recommendations in respect thereof to all member associations. The decision on whether or not to admit a new member association

shall be taken by the General Assembly. The vote on a resolution to admit or to refuse a member association is taken by secret ballot and requires a two-thirds majority of the full members present or represented.

An application shall not be accepted from an association which

- Engages in political activities or is allied to a political party;
- Discriminates between persons on grounds of politics, religion, sex or race;
- Carries out, as its main activity, negotiations on behalf of its members with trade unions or on matters relating to salaries or conditions of employment;
- Distributes profits to its members.

The decision of the General Assembly is final and not subject to appeal.

Article 7 – Resignation

Each member association is free to resign from the Association by registered letter addressed to the Secretary General. Membership may only be ceased at the end of the calendar year and requires a one-year notice.

Member associations which have resigned may not be members of the Executive Committee or of the Board of Directors from the date of their resignation.

The resigning member associations shall remain liable for the payment of any financial commitments outstanding on the date on which the resignation becomes effective.

The resigning member associations continue to be entitled to the service for the period corresponding to their remaining financial commitment at the time of resignation.

Article 8 – Expulsion

A member association may be expelled upon serious grounds by the General Assembly, on the proposal of the Executive Committee, after hearing the defence of the member association concerned.

Serious grounds are:

- Non-compliance with conditions imposed on members by Article 6 of the statutes;

- The non-payment of the annual membership fee or exceptional contribution determined by the General Assembly at the end of the calendar year following the non-payment at the due date.

The member association whose expulsion has been proposed may not take part in the vote.

The decision is adopted by secret ballot and requires a majority of two-thirds of the full members present or represented.

Article 9 – Rights of leaving members

Resigning or expelled member associations forfeit their rights to any share of the assets. They cannot claim repayment of fees, contributions, gifts or other financial support provided to the Association.

Article 10 – Membership fees

To cover the general costs of the Association, each member association pays an annual membership fee determined by the General Assembly on the recommendation of the Executive Committee.

The membership fee becomes payable as from 1st January of the year following the decision of the General Assembly determining its amount.

An exceptional contribution may be imposed by the General Assembly on member associations to cover any exceptional expenses of the Association.

GENERAL ASSEMBLY

Article 11 – Definition

The General Assembly is the sovereign body of the Association. It consists of all the full members.

Each member association shall nominate its representative by ordinary mail, fax or e-mail and transmit this to the Secretary General before the commencement of the meeting. It shall also be validly represented by its legal representatives.

In addition, the following people may attend meetings of the General Assembly. They may participate in the discussions but may not vote unless they are full members:

- a) The outgoing President of EUREL (“Past-President”);
- b) The Vice-President of EUREL;
- c) The Chairperson of the Executive Committee;
- d) The Chairperson of the Board of Directors,
- e) Representatives of Associate Member associations;
- f) The Secretary General;
- g) The Chairperson of the Young Engineers Panel
- h) Invited guests.

The powers of the General Assembly are the following:

- The determination of the policy of the Association and the taking of all decisions necessary to promote its aims;
- The setting up of bodies to deal with specific tasks of the Association;
- The decision on whether to accept new members;
- The decision on applications for the expulsion of members;
- The appointment of the President and Vice-President;
- The approval of the annual accounts of the Association and the granting of release to the Directors from any possible liability relating to the performance of their duties;

- The approval of the budget of the Association and the determination of the annual membership fee and any exceptional contribution to be paid by member associations;
- Decisions on exceptional expenses not included in the budget;
- The decision to amend the statutes (Article 24);
- The decision to dissolve the Association (Article 25);
- The drafting of Internal Rules.

Article 12 – Meetings

The General Assembly meets each year in the autumn, normally in the country of the President of the Association.

Extraordinary meetings of the General Assembly may be convened at the request of at least three full members or at that of the President.

Notification of the General Assembly is sent on behalf of the President by the Secretary General and may be distributed by ordinary mail, fax or e-mail. The notification shall include the agenda of the meeting and supporting papers.

The notification of the General Assembly shall be sent to each member not less than one month before the meeting for all meetings of the General Assembly.

Each member may have itself represented by another member of its category authorised by ordinary mail, fax or email. A member may not represent more than one other member.

Article 13 – Quorum

A resolution may be adopted by the General Assembly whenever the quorum is present. The quorum is constituted when at least half the full members are present or represented. If the quorum is not present within 15 minutes of the start of the meeting, the meeting shall be postponed to a date arranged by the Secretary General of the Association.

New notifications shall be sent and the assembly may take decisions whatever the number of those present or represented. Proxies accorded for the first meeting shall remain valid for this second meeting and new proxies may be conferred.

All resolutions of the General Assembly are binding on all categories of member associations of the Association.

Article 14 – Decisions

Decisions of the General Assembly shall be taken by a simple majority vote of the full members present or represented, except on matters concerning the admission or expulsion of member associations, the amending of the Statutes or the dissolution of the Association, for which a two-thirds majority of the votes of the members present or represented is required.

A secret ballot shall be taken if asked for by at least three full members, or if the President so decides. A secret ballot shall also be taken on a resolution to admit or expel a member association.

Each full member has one vote.

Minutes shall be taken at each General Assembly. These minutes shall be filed in a special register. The register will be kept at the registered office of EUREL, where member associations may then freely consult it. True copies certified by the President or Vice-President, or electronic files, must be issued by the Association upon the request of any member addressed to the Secretary General.

CORRESPONDENCE VOTE

Provided that the Executive Committee has specified this possibility in the notification convening the meeting, all shareholders are authorised to vote by correspondence by means of a form drawn up and made available to members by the Association.

This form shall contain the following items:

- The name of the member and its registered office;
- The name and signature of the natural person who will represent it;
- The agenda of the General Assembly giving the subjects to be discussed and resolutions proposed;
- Positive or negative vote or abstention for each proposal;
- Any power conferred on the President or other specific person to vote, in the name of the member, on the amendments or new resolutions put to the Assembly.

No account shall be taken of forms which have not reached the Association at the latest three working days before the date of the Assembly.

The Board of Directors may organise a correspondence vote in electronic form through one or several internet sites. It shall determine the practical methods of carrying out this electronic vote, ensuring that the system used makes it possible to enter the items specified in the above form and to check that the provisions of the present article have been complied with.

PRESIDENCY

Article 15 – Definition

The General Assembly elects the President and Vice-President of the Association for a term of one year expiring immediately after the next annual General Assembly has been held.

The President and Vice-President are eligible for re-election once only.

They are not eligible for a period of least 4 years after their term of office has expired.

The Vice-President succeeds the outgoing President at the end of the latter's mandate. The powers of the President are the following:

- Chairpersonship of the General Assembly Meetings (GA);
- Representation of the Association (as stated in article 22);
- Monitoring of compliance with the Statutes.

The Vice-President takes on the duties of the President of the Association should the latter be impeded in the execution of the duties as President of the Association.

Article 16 – Past-President

For the year following his/her term as President, the outgoing President has the right to the title of "Past-President of EUREL". The Past-President is entitled to participate in meetings of the Executive Committee and the General Assembly.

EXECUTIVE COMMITTEE

Article 17 – Definition

The General Assembly shall establish an Executive Committee and appoint its members.

The Executive Committee shall consist of at least 5 representatives of full member associations. The President and Vice-President of the Association are entitled to participate in all Executive Committee meetings, but do not have the right to vote. The two member associations which pay the highest subscription fees shall have a permanent seat on the Executive Committee. The members of the Executive Committee shall be appointed for two years and shall be eligible for reappointment.

The Executive Committee shall appoint its Chairperson from among its own members for a period of office of two years. The Chairperson shall be eligible for re-appointment four years after the expiry of the previous term as Chairperson of the Executive Committee.

The Executive Committee shall be responsible for:

- Control over the activity of EUREL between GA meetings;
- Ensuring the implementation of the decisions of the General Assembly;
- The preparatory work for the General Assembly;
- Appointment of the Board of Directors and its members.

The Executive Committee shall meet as often as needed, on the initiative of its Chairperson. A meeting shall be convened immediately after each ordinary General Assembly.

In the event of vacancies, the Executive Committee may appoint provisional members to fill such vacancies. These appointments are subject to approval by the next meeting of the General Assembly. The mandate of the members thus appointed comes to an end on the date that the mandate of the replaced members would normally have expired.

Article 18 – Meetings and Decisions

The Executive Committee may deliberate and decide validly only if at least two-thirds of its members are presented or represented. If the quorum is not reached at the first committee meeting, a second meeting shall be convened within fifteen days which deliberates validly whatever the number of members present or represented.

During meetings of the Executive Committee, each member present has one vote. No vote may be cast by Proxy.

A member of the Executive Committee may also, but only if half of the Committee members are present personally, express his/her opinions and cast his/her votes in written form or through any other means of communication having a concrete medium. When discussion is required, this may take the form of a telephone conference or video-conference. The minutes must clearly specify the technical means used.

Any member of the Executive Committee may be authorised to take part in the discussions of an Executive Committee meeting and to cast his/her vote by means of any form of oral or videographic telecommunication intended for organising conferences between different participants who are geographically remote from each other and whom these systems enable to communicate simultaneously with each other. Permission to use these techniques at an Executive Committee meeting must be given beforehand by majority vote of the Executive Committee members present at the meeting of this committee. They must give their opinion as to whether, in view of the items on the agenda for the committee meeting, the procedure used provides sufficient guarantees to enable every speaker to be identified without any doubt, to ensure the transmission and faithful reproduction of the discussions and vote and to guarantee the confidentiality of the proceedings.

Transmission must be discontinued as soon as the person chairing the committee meeting considers that the necessary guarantees given above are not ensured.

When these conditions have been fulfilled for the entire duration of the committee meeting, the member of the Executive Committee who has been duly authorised to

use these telecommunication techniques will be deemed to have been present at the meeting and the vote.

In exceptional cases, duly justified by the urgency of the matter and the interests of the Association, the decisions of the Executive Committee may be taken by the unanimous consent of the members of the Executive Committee expressed in writing.

However, this procedure may not be used for closing the annual accounts nor for any other case which the statutes might exclude.

The decisions are taken by a simple majority vote. In the event of an equal number of votes for and against, the Chairperson of the Executive Committee has a casting vote.

If a member of the Executive Committee is absent from two consecutive meetings or from three meetings during its term as Executive Committee delegate, the member shall not be eligible for re-election.

BOARD OF DIRECTORS

Article 19 – Definition

The Executive Committee shall appoint from among its members a Board of Directors to be responsible for the administration of the Association.

The Board of Directors shall consist of 3 members of the Executive Committee. The 2 full member associations which pay the highest membership fees shall be members of the Board of Directors. The members of the Board of Directors shall be appointed for two years and shall be eligible for re-appointment.

The Board shall appoint its Chairperson from among its own members for a period of office of two years. The Chairperson shall be eligible for reappointment. The names of the members of the Board of Directors are published in the Belgian Official Gazette (“Moniteur Belge”).

The Board of Directors shall be responsible for:

- All legal actions necessary for the establishment and for the continued operation of the Association as a legal entity;
- The obtaining of premises to house the General Secretariat;
- The recruitment of a Secretary General and supporting staff and the proper operation of the General Secretariat;
- The preparation of operational and capital budgets for approval by the General Assembly;
- Entering into contracts on behalf of the Association.

The Board of Directors reports to the General Assembly through the Executive Committee.

The Board of Directors shall hold at least 2 (two) meetings a year. One meeting shall be held prior to each Annual General Assembly meeting. Meetings of the Board of Directors are called by the Chairperson of the Board of Directors at his/her own initiative or upon the request of at least two members of the Board of Directors. The minutes shall be distributed by ordinary mail, fax or e-mail. The minutes of each Board of Directors meeting shall be sent to all members of the Board of Directors.

Article 20 – Meetings and Decisions

The Board of Directors may deliberate and decide validly only if at least two-thirds of its members are present.

No vote may be cast by proxy.

A director may, but only if half of the Board members are present personally, express his/her opinions and cast his/her votes in written form or through any other means of communication having a concrete medium. When discussion is required, this may take the form of a telephone conference or video-conference. The minutes must clearly specify the technical means used.

Any director may be authorised to take part in the discussions of a meeting of the Board of Directors and to cast his/her vote by means of any form of oral or videographic telecommunication intended for organising conferences between different participants who are geographically remote from each other and whom these systems enable to communicate simultaneously with each other. Permission to use these techniques at a Board of Directors meeting must be given beforehand by majority vote of the directors present at the meeting of this Board. They must give their opinion as to whether, in view of the items on the agenda for the Board meeting, the procedure used provides sufficient guarantees to enable every speaker to be identified without any doubt, to ensure the transmission and faithful reproduction of the discussions and the vote and to guarantee the confidentiality of the proceedings.

Transmission must be discontinued as soon as the person chairing the Board meeting considers that the necessary guarantees given above are not ensured.

When these conditions have been fulfilled for the entire duration of the Board meeting, the member of the Board of Directors who has been duly authorised to use these telecommunication techniques will be deemed to have been present at the meeting and vote.

In exceptional cases, duly justified by the urgency of the matter and the interests of the Association, the decisions of the Board of Directors may be taken by the unanimous consent of the directors expressed in writing.

The decisions of the Board of Directors are taken by a majority of votes. In the event of an equal number of votes for and against, the person chairing the meeting has a casting vote.

SECRETARY GENERAL

Article 21 – Definition

The Board of Directors shall appoint the Secretary General.

The Secretary General shall participate in the meetings of the General Assembly, the Executive Committee and the Board of Directors.

The Secretary General

- Shall be responsible for preparing the agenda and supporting papers for these meetings and preparing the minutes of the discussions which take place at them;
- Shall keep the books, minutes and all documents relating to the operation of the Association;
- Shall be responsible for the day-to-day management of the Association;
- Has the delegated authority to operate the Secretariat within the approved budgetary limits;
- Manages the EUREL Brussels bank account.

The deeds concerning credits have to be signed by either two Directors or by one Director and the Secretary General.

REPRESENTATION OF THE ASSOCIATION VIS-A-VIS THIRD PARTIES

Article 22

The Board of Directors as a whole represents the Association in all legal and administrative matters.

In addition to the general powers of representation of the Board as a whole, the Association is validly represented vis-à-vis third parties and in Court:

- Either by the President;
- Or by two directors acting jointly;
- Or, within the limits defined by the Board of Directors, by the Secretary General.

They do not have to submit proof of a prior decision of the Board of Directors, except for the last case mentioned above.

The Association is validly bound by actions taken on delegated authority from the General Assembly subject to these actions being within the limits of the delegated authority.

No member association shall be held liable for any debt or obligation of the Association even if such a debt or obligation was contracted for the account of the Association by virtue of a valid authorisation.

The financial commitments of the Association shall be exclusively covered by the assets of the Association.

BUDGETS AND ACCOUNTS

Article 23

The Executive Committee shall submit for approval to the General Assembly, on the occasion of its annual meeting, the accounts of the past financial year. It also shall submit the budget for the coming year for approval.

The financial year for the Association shall be from 1st January to the 31st December.

The Executive Committee appoints one or several, internal or external Auditor(s). Their term of office is fixed for one year and may be renewed. The assignment of the Auditor(s) consists of supervising and monitoring without limit all operations of the Association. The Auditor(s) is/are entitled to examine the books, the correspondence, and, in general, all accounts of the Association. The Auditor(s) shall examine the inventory of assets and liabilities, the annual accounts, budgets and report(s) to the General Assembly on the annual results. If they are several they act as a corporate body but are entitled individually to carry out any investigation they wish. The Auditor(s) shall not have any personal obligation in connection with the commitments of the association. The Auditor(s) guarantee(s) the execution of his/her/their mandate only.

AMENDMENT OF STATUTES - DISSOLUTION

Article 24 – Amending statutes

Any proposal to amend the Statutes must be addressed in writing to the Secretary General of the Association. Such requests shall be circulated to all member associations not less than two months before the meeting of the General Assembly. Any amendment requires a majority of two-thirds of the votes of the full members present or represented.

Article 25 – Dissolution

The dissolution of the Association may be decided upon by a resolution of the General Assembly especially convened for that purpose at least four months in advance, adopted by a majority of two-thirds of full members present or represented.

In such a case, the General Assembly determines the method of winding up the Association, including the institution to which the assets, if any, shall be transferred. Any EUREL assets remaining after liquidation shall be sent to an international non-profit association of common interest.

LANGUAGE

Article 26

The working language of the Association shall be English. Whenever executed in French according to Belgian legal requirements, documents shall also be translated into English. The latter language shall prevail in the event of any difference of interpretation between them.

In the event of dispute regarding the interpretation of the legislative document, the French text shall prevail.

MISCELLANEOUS

Article 27

Should a problem not be foreseen in the Statutes, the provisions of Title III of the Act of 27th June 27, 1921, on non-profit associations, foundations and international non-profit associations will be applicable.

Article 28

These Statutes shall at all times prevail over possible conflicting provisions of the Internal Rules and/or Working Group regulations.

Brussels, February 10, 2012

EUREL General Secretariat

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Belgium