

**Vereinigung der Nationalen Verbände der Elektro-, Elektronik- und
Informationstechnologie-Ingenieure Europas AISBL**
**Convention of National Associations of Electrical, Electronics and Information
Technology Engineers of Europe AISBL**
**Fédération des Associations Nationales des Ingénieurs en Électricité,
Électronique et Technologies de l'information de l'Europe AISBL**



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EUREL

**Convention of National Associations of Electrical,
Electronic and Information Technology Engineers
of Europe AISBL**

STATUTES

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NAME, REGISTERED OFFICE, PURPOSE, DURATION

Article 1 – Name and Definition

The Convention of National Associations of Electrical, Electronic and Information Technology Engineers of Europe aisbl ("EUREL"), hereinafter referred to as EUREL or Association, is an international non-profit association.

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

Article 2 – Office

The General Secretariat of EUREL is located at Square de Meeûs 35, 1000 Brussels, Belgium. 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 – Purpose

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, electronic and information technology engineering between member associations and other interested bodies;
- Attracting young people in general and promoting women in the field of electrical, electronic and information technology engineering;
- 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 terms "electrical, electronic and information technology engineering" are used in this document in the widest sense, covering all activities connected for example with electricity, including electronics, computer science, artificial intelligence digital and cyber security, telecommunications, micro and nano technologies, electrotechnics, power engineering and associated subjects.

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

EUREL intends to achieve its purpose 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 and female engineers and technical issues);
- The appointment of specialized technical working parties to clarify a technical issue (e.g. power/communication/IT and micro/nano-technology);
- The appointment of task forces and round tables to develop and publish studies/position papers on technical matters;
- 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 to get in contact with relevant stakeholders or institutions of the sector;

- The organisation and support of various activities and programs to establish a circle of contact between students and young professionals;
- The promotion of the dialogue between academia and the public.

Article 4 – Duration

EUREL is formed for an unlimited duration.

MEMBERSHIP

Article 5 – Form of Membership

Membership in EUREL is open to national non-profit associations of electrical, electronic and/or information technology engineers in Greater Europe. A national association is a recognised legal entity in a country in Greater Europe whose members are professionally qualified electrical, electronic and/or information technology 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 follow EUREL's rules. Associate members may attend meetings of the General Assembly, other committees, working groups, roundtables and task forces, and take part in the preparatory work, but have no voting rights.

Associate members shall pay a limited annual membership fee as laid down in the Membership Fees system.

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

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

Article 6 – Application for Membership

Applications for membership shall be sent in written form or in text form (e.g. PDF by e-mail, or corresponding declaration by e-mail) to the General Secretariat 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 a member association is taken by secret ballot and requires a two-thirds majority of all full members.

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, race or any other fundamental human right;
- 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 appealable.

Article 7 – Resignation

Each member association is free to resign from the Association by registered letter and text form (e.g. PDF by e-mail, or corresponding declaration by email) addressed to the General Secretariat. 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 all full members.

The decision of the General Assembly is final and not appealable.

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 Board of Directors.

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 (GA) is the sovereign body of the Association. It consists of all the full members.

Each member association shall nominate its representative and transmit this to the Secretary General before the commencement of the meeting. It shall also be validly represented by its legal representatives.

The General Assembly is chaired by the President or if he/she is absent by the President-elect.

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 representatives of full member associations:

- a) The President-elect;
- c) The past President (“Past-President”);
- c) The chair of the Executive Committee;
- d) The chair of the Board of Directors;
- e) Representatives of (associate) member associations;
- f) The Secretary General;
- g) The chairs of the Young Engineers’ Panel;
- h) Invited guests.

Article 12 – Tasks and Duties

The General Assembly shall be responsible for:

- 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 the admission of new members;
- The decision on 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 and Secretary General 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;
- The decision to dissolve the Association;
- The drafting of Internal Rules;
- The appointment of the Executive Committee.

Article 13 – Meetings

The General Assembly meets each year in the autumn, normally in the origin country of the President of the Association. There is the possibility of a hybrid or digital conduct of the General Assembly.

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 in written or text form (email) on behalf of the President by the Secretary General. 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 two weeks before each meeting of the General Assembly.

Supporting papers on issues that need a two-thirds majority of the General Assembly must be filed at least four weeks before the meeting.

The minutes of each General Assembly shall be distributed in written form to all members of the General Assembly at the latest eight weeks after the General Assembly took place. These

minutes shall be filed and kept at the General Secretariat. Electronic files must be issued by EUREL upon the request of any member addressed to the Secretary General.

Article 14 – Quorum

The General Assembly may deliberate and decide validly only if at least half of the full members are present or represented.

If the quorum is not present within 30 minutes of the start of the meeting, the meeting shall be postponed to a date arranged by the Secretary General.

New notifications shall be sent and the General Assembly may take decisions whatever the number of those present or represented.

Article 15 – Decisions

Each full member has one vote.

Decisions are taken by a simple majority vote of the full members, 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 all members is required.

In the event of an equal number of votes for and against, the President has a casting vote.

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

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.

Article 16 – Different means of voting

A member of the General Assembly may also, but only if the quorum is met, express its opinions and cast its vote 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.

Proxy vote

Each member may be represented by another member by post or in text form (email). Proxies must be renewed for each meeting.

Retroactive Vote

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

A retroactive written vote may be possible, if this procedure is decided by the present members during this meeting of the General Assembly.

However, this procedure may not be used for closing the annual accounts nor for any other case which the statutes might exclude, like e.g. the admission or expulsion of member associations, the amending of the statutes or the dissolution of the Association.

Correspondence vote

Provided that the Secretary General has specified this possibility in the notification convening the meeting, all member associations 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 General Assembly.

No account shall be taken of forms which have not reached the Association at the latest one working day before the General Assembly meeting starts.

Vote via digital service

Any member of the General Assembly may be authorised to take part in the discussions of a General Assembly meeting and to cast its vote by means of any form of oral or video graphic digital telecommunication.

PRESIDENCY

Article 17 – 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. They are not eligible for a period of least three years after their term of office has expired.

The Vice-President succeeds the outgoing President at the end of the latter's mandate and is therefore called the President -elect.

The powers of the President are the following:

- Chair of the General Assembly;
- Representation of the Association;
- 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 18 – Past-President

For the year following his/her term as President, the past 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 but has no voting rights.

EXECUTIVE COMMITTEE

Article 19 – Definition

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

The Executive Committee shall consist of at least 5 representatives of full member associations. The two member associations which pay the highest membership fee 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.

If a member of the Executive Committee is absent from two consecutive meetings (physically or digital) or from three meetings (physically or digital) during its term as Executive Committee delegate, the member shall not be eligible for re-election. Member associations may replace their representative in the Executive Committee.

These appointments are subject to approval by the next meeting of the General Assembly or the Executive Committee and the President. 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.

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

In addition, the following people may attend meetings of the Executive Committee. They may participate in the discussions but may not vote:

- a) The President (entitled);
- b) The President-elect (entitled);
- c) The past President ("Past-President");
- d) The Secretary General;
- e) Invited guests.

Article 20 – Tasks and Duties

The Executive Committee shall be responsible for:

- The control over the activities of EUREL between General Assembly meetings;
- Ensuring the implementation of the decisions of the General Assembly;
- The preparatory work for the General Assembly;
- The appointment of the Board of Directors and its members;
- The establishment of special committees of EUREL (e.g. the Young Engineers Panel and others).

The Executive Committee reports to the General Assembly.

Article 21 – Meetings

The Executive Committee shall meet (in person, hybrid or digital) as often as needed, on the initiative of its chair or upon the request of at least two members of the Executive Committee. A meeting shall be convened immediately after each ordinary General Assembly. Notification of the Executive Committee meeting is sent in written or text form on behalf of the chair by the Secretary General. The notification shall include the agenda of the meeting and supporting papers.

The notification of the Executive Committee shall be sent to each member not less than two weeks before each meeting of the Executive Committee. Supporting papers may be filed subsequently but not later than one week before the meeting.

The minutes of each Executive Committee meeting shall be distributed in written or text form not later than eight weeks after the meeting to all members of the Executive Committee. These minutes shall be filed and kept digital at the General Secretariat. Electronic files must be issued by the Association upon the request of any member addressed to the Secretary General.

Article 22 – Quorum

The Executive Committee may deliberate and decide validly only if at least two-thirds of its members are present (in person or digital) or represented. If the quorum is not present within

30 minutes of the start of the meeting, the meeting shall be postponed to a date arranged by the Secretary General. New notifications shall be sent and the Executive Committee may take decisions whatever the number of those present or represented.

Article 23 – Decisions

Each full member present has one vote.

The decisions are taken by a simple majority vote.

In the event of an equal number of votes for and against, the chair of the Executive Committee has a casting vote.

Article 24 – Different means of voting

A member of the Executive Committee may give his opinion and vote in any comprehensible manner. This applies especially to digital or hybrid meetings of the Executive Committee.

Proxy vote

Each member may be represented by another member by post or in text form (email). Proxies must be renewed for each meeting.

BOARD OF DIRECTORS

Article 25 – Definition

The Executive Committee shall appoint from among its members a Board of Directors (BoD).

The Board of Directors shall consist of three members of the Executive Committee. The two full member associations which pay the highest membership fee shall have a permanent seat on the Board of Directors.

The members of the Board of Directors shall be appointed for two years and shall be eligible for reappointment.

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

Member associations may replace their representative in the Board of Directors. These appointments are subject to approval by the next meeting of the Executive Committee. 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.

The Board of Directors shall appoint its chair from among its own members for a period of office of two years. The chair shall be eligible for reappointment.

The names of the members of the Board of Directors are published in the Belgian Official Gazette (“Moniteur Belge”).

In addition, the following people may attend meetings of the Board of Directors. They may participate in the discussions but may not vote:

- a) The President (entitled);
- b) The President-elect (entitled);
- c) The past President (“Past president”);
- d) The Secretary General;
- e) Invited guests.

Article 26 – Tasks and Duties

The Board of Directors shall be responsible for:

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

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

Article 27 – Meetings

The Board of Directors shall hold at least two meetings a year, on the initiative of its chair or upon the request of at least two members of the Board of Directors. A meeting shall be convened prior to each General Assembly. Meetings of the Board of Directors can be held together with meetings of the Executive Committee to reduce the administrative burden. Notification of the Board of Directors meeting is sent in written form or text form (email) on behalf of the chair by the Secretary General. The notification shall include the agenda of the meeting and supporting papers. The notification of the Board of Directors shall be sent to each member not less than two weeks before each meeting of the Board of Directors. Supporting papers may be filed subsequently but not later than one week before the meeting. The minutes of each Board of Directors meeting shall be distributed in written form or text form (email) not later than eight weeks after the meeting to all members of the Board of Directors. These minutes shall be filed and kept at the General Secretariat. Copies or electronic files must be issued by the Association upon the request of any member addressed to the Secretary General.

Article 28 – Quorum

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

If the quorum is not present within 30 minutes of the start of the meeting, the meeting shall be postponed to a date arranged by the Secretary General.

New notifications shall be sent and the Board of Directors may take decisions whatever the number of those present or represented.

Article 29 – Decisions

Each full member present has one vote.

Decisions are taken by a simple majority vote.

In the event of an equal number of votes for and against, the chair of the Board of Directors has a casting vote.

Article 30 – Different means of voting

A member of the Board of Directors may give his opinion and vote in any comprehensible manner. This applies especially to digital or hybrid meetings of the Board of Directors.

Proxy vote

Each member may be represented by another member by post or in text form (email). Proxies must be renewed for each meeting.

SECRETARY GENERAL

Article 31 – 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 as well as the preparation of the minutes of the discussions which took place;
- 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.
- Book keeping and managing of the bank accounts could also be delegated to an expert in a member association.

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 32

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 33

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.

Article 34 - Auditors

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 35 – 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.

Article 36 – 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.

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 37

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 38

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 39

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

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