



The Statutes of CENELEC

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The Statutes of CENELEC

I. The Association

Article 1 – Legal Status and denomination

An international non-profit Association with enterprise number 0412.958.890 has been formed, governed by the coordinated laws on non-profit associations, international non-profit associations and foundations, under the name of "Comité Européen de Normalisation Electrotechnique", in German "Europäisches Komitee für elektrotechnische Normung, in English "European Committee for Electrotechnical Standardization, abbreviated to "CENELEC".

All the decisions taken by the de facto Association CENELEC, created in Brussels on the 13th of December 1972, which the present Association substituted and of which it took over the assets and the liabilities, remain valid for the National Electrotechnical Committees and the national organizations entrusted with electrotechnical standardization work, who were Members of that de facto Association and are signatories of the Memorandum and Articles of Association of the CENELEC, Association Internationale, unless cancelled under the provisions of the present Statutes or by subsequent decisions of the competent bodies of the CENELEC, Association Internationale.

Article 2 – Registered office, email address and website

The registered office of the Association is located within the Brussels-Capital Region at 1040 Brussels, rue de la Science 23. It may be moved to any other address in the Brussels-Capital Region by a simple majority decision of the Board.

The email address of the Association is info@cenelec.eu.

The website of the Association is www.cenelec.eu/about-cenelec/.

Article 3 – Term

The Association is formed for an unlimited term.

II. Aims and Activities

Article 4 – Aims

This provision refers to the Internal Regulations Part 1B, clause 1

4.1 The aims of the Association relate to the scientific, technical and economic fields in the harmonization of international and European Standards working with IEC whenever possible, or developing European Standards when needed as:

- a European Standardization Organization (ESO), within the framework of European Union Regulation on Standardization, providing a platform for cooperation and consensus building in electrotechnical standardization amongst industry, researchers, public authorities, and economic, social and societal interest groups;
- a regional standardization organization, member-led and not-for-profit, independent in its decision-making of any individual stakeholder (public or private), and market driven, and a standardization organization that applies the WTO principles for standards development.

4.2 The Association aims to facilitate the exchange of goods and services for the benefit of society and support the realisation of the European Single Market and the removal of technical barriers to trade by developing electrotechnical standards for products, production processes, services or methods.

Article 5 – Activities

This provision refers to the Internal Regulations Part 1B, clause 1

The Association fulfils its aims through the following activities in particular:

- a) developing voluntary European (electrotechnical) standards and other deliverables and taking action for their implementation and promotion;
- b) taking actions to support the development and adoption of international standards by working closely with the International Electrotechnical Commission (IEC) in order to promote European participation and to pursue the goal of 'one standard, one test, accepted everywhere';
- c) harmonizing national standards by supporting the adoption of European and international standards and the withdrawal of conflicting standards;
- d) cooperating with the two other European Standardization Organizations CEN and ETSI;

- e) operating a European market-driven standardization system that is open, transparent, consensus-based through the participation of a wide range of stakeholders, including groups, bodies and international organizations interested in European standardization, European industrial associations, European Union institutions and the European Free Trade Association (EFTA), in compliance with the WTO principles and Code of Good Practice for the Preparation, Adoption and Application of Standards (Annex 3 of the WTO Agreement on Technical Barriers to Trade).

The Association may, in addition, carry out activities that contribute, directly or indirectly, to the pursuit of its non-profit aims. The revenue of the Association is entirely allocated to the achievement of its non-profit aims.

III. Structure

Article 6 – Structure

This provision refers to the Internal Regulations Part 1B, clause 2

The Association is composed of:

6.1 The Members;

6.2 The Corporate Governing Bodies able to determine and implement the aims of the Association, i.e.:

- the General Assembly;
- the Board; and
- the Presidential Committee.

6.3 Other Corporate Bodies, i.a.:

- the Director General;
- the Technical Board;
- the Technical Committees.

6.4 The Functions of the Association, i.e.:

- the President;
- the Vice-Presidents; and
- the President-Elect.

6.5 The technical exploitation unit together with CEN, the CEN-CENELEC Management Centre (CCMC).

IV. Members

Article 7 – Membership

This provision refers to the Internal Regulations Part 1D, scope

7.1 CENELEC is an Association formed by the natural persons and legal entities having agreed to abide by the present Statutes and the related Internal Regulations, and of which the Members are:

- either the National Electrotechnical Committee having a legal personality;
- or a national organization which has a legal personality and which is entrusted with electrotechnical standardization work;
- or the leader of a National Electrotechnical Committee or of a national organization entrusted with electrotechnical standardization work without a legal personality.

Moreover, the Members shall:

- be fully representative of national interests in fields of activity of the Association as stipulated in Article 5;
- promote the objective of the Association;
- support actively the work of the Association;
- implement in a transparent way, to the maximum extent possible, CENELEC Standards in their national standards.

If a natural person, a member in their personal capacity and in their capacity as leader of a National Electrotechnical Committee entrusted with standardization work, or of a national organization entrusted with electrotechnical standardization work not having a legal personality, ceases by right to be a member of the Association, by virtue of Article 9 of the Statutes, the National Electrotechnical Committee or the national organization entrusted with electrotechnical standardization which they represented will designate their successor, who will be considered by the Association as a full member until the next meeting of the General Assembly, which will decide on their membership in conformity with Article 7 of the present Statutes.

The National Electrotechnical Committees and the national organizations entrusted with electrotechnical standardization work not having a legal personality which are represented within the Association by a leader as a natural person, will take care as

far as possible to have the date of a possible replacement of the leader-member coincide with the date of a meeting of the General Assembly.

7.2 The Members shall meet the following criteria:

- a) being able to adopt at national level all European standards and to withdraw national conflicting standards;
- b) being a member (full or associate) of IEC;
- c) adhering to and abiding by the standardization principles of the World Trade Organization;
- d) being the National Electrotechnical Committee of a European state within the meaning of Article 49 of the Treaty on European Union (EU), with one of the following relations with the European Economic Area Single Market:
 - Blue-type Members: Members of the European Economic Area (EEA);
 - Red-type Members: Members of the European Free Trade Association (EFTA) which are not Blue-type Members, or states that are identified by the EU Institutions as candidate countries for accession to the EU;
 - Yellow-type Members: having an agreement with the EU and demonstrating regulatory convergence or compatibility with the essential regulations that support the Single Market in areas that are relevant to CENELEC activities.

7.3 A candidate National Electrotechnical Committee is admitted as Member if it:

- submits a written application for membership of the Association to the Director General;
- fulfils the criteria described under Article 7.2 of the present Statutes;
- commits itself to abide by the rules of the Association as set out in the present Statutes and Internal Regulations.

When deciding on a request for membership, the General Assembly will not have to justify its decision, which will be without appeal.

The membership of the leader of a National Electrotechnical Committee or of a national organization entrusted with electrotechnical standardization work, which has already been represented within the Association, requires for acceptance a simple majority of votes in favour by the Members attending or validly represented. The required majority will be achieved by counting the votes cast, abstentions not included.

The granting of membership of the Association to a new applicant requires that at least two thirds of the votes cast by the Members present or validly represented, abstentions not included, are in favour.

7.4 There can never be more than one Member per country.

7.5 The admission of the Member becomes effective on the date fixed by the General Assembly.

Article 8 – Obligations of Members

This provision refers to the Internal Regulations Part 1D, scope, clauses 1 and 2

8.1 All Members of the Association shall comply with the present Statutes, the Internal Regulations and with all prescriptions and decisions taken in accordance with the Statutes and Internal Regulations.

8.2 All Members of the Association are bound to participate and exercise their voting rights in the General Assembly. In case of incapacity to exercise their obligations in person, the Members have the possibility to be represented, as stipulated in Internal Regulations.

8.3 All Members are bound to pay the fees set by the General Assembly for each financial year.

Membership fees are based on the calculation methodology, as provided in the Internal Regulations.

8.4 The Members incur no personal obligations towards third parties on the Association's own commitments.

8.5 In addition to Members, Affiliates and other organizations having a cooperation framework or partnership agreement with the Association have rights and obligations, which are described in the Internal Regulations.

Article 9 – Loss of membership status

This provision refers to the Internal Regulations Part 1D, clause 4 and annexes 2 and 3

9.1 The status of Member is lost by:

9.1.1 Resignation: Any Member is free to resign from the Association. The resignation must be notified in writing to the registered office of the Association. The resignation communicated by a Member shall be effective, and the Member shall therefore cease to be a Member of the Association, upon expiration of the current year if the resignation is notified during the first half-year, and until expiration of the following year if the resignation is notified during the second half of the year.

9.1.2 Expulsion: The General Assembly can expel a Member from the Association with secret ballot voting with a two-third majority of the Members present or represented, an abstention not being counted as a vote, in case the Member:

- is in serious breach of its membership obligations as demonstrated by the escalation of serious non-conformity as stipulated in the Internal Regulations;
- loses its qualification as a separate legal entity;
- despite a warning from the Board, and the dispatch of a formal written notice by the Director General, has not paid within the time provided for payment the full amount or the due part of their annual fees decided by the General Assembly;
- does not participate on a recurring basis in General Assemblies either in person, via electronic means or by giving a proxy, which includes not replying to proposals for decisions held by correspondence;
- no longer fulfils the conditions required in order to be a Member as set out in Article 7 of the present Statutes.

In all these cases, the General Assembly decides without possibility for appeal.

The expulsion of the Member becomes effective on the date fixed by the General Assembly.

9.2 The Members having resigned or having been expelled, as well as their entitled beneficiaries or debtors, have no rights to the assets of the Association. They cannot claim any repayment of their membership fees, donations or any other support they have provided to the Association.

9.3 The Association, its representatives and Members will be exempted from any responsibility for the damages, which might result, directly or indirectly, from the expulsion decided in conformity with the present Statutes.

9.4 The status of Affiliates and any organizations having a cooperation framework or partnership agreement with CENELEC is lost by termination by either party of the relevant agreement. However, in case they no longer meet the criteria for their status or commit a serious breach of their obligations, the Board can terminate the status with immediate effect.

V. General Assembly

Article 10 – General Assembly: composition and powers

This provision refers to the Internal Regulations Part 1B, clause 3

10.1 The General Assembly is the supreme authority of the Association and is formed by the Members.

The Board members and the Director General are invited to attend, without vote, all meetings of the General Assembly.

The General Assembly has all the powers necessary to achieve the aims of the Association and to define the Association's main policies and strategies. Its decisions and resolutions taken in accordance with the present Statutes or the Internal Regulations of the Association are binding for all Members.

10.2 The General Assembly has the power to:

- approve the annual accounts of the Association, in accordance with Article 29 of the present Statutes;
- approve the annual budget and the annual fees for each type of Member, Affiliates and organizations having a cooperation framework or partnership agreement with the Association, in accordance with Article 29 of the present Statutes;
- appoint and dismiss the President, the President-Elect, the Vice-Presidents, the other members of the Board and the Auditor(s);
- acknowledge the appointment of the Director General by the Board;
- admit or expel Members in accordance with the present Statutes and Internal Regulations;
- decide on the strategic orientation of the Association's activities, including the vision, mission and goals;
- review and decide on the repartition of the Members into four groups for the purpose of nomination and election of the President, Vice-Presidents and ordinary Board members;
- approve any amendment to the Statutes and/or to the Internal Regulations;
- decide on the dissolution of the Association.

Article 11 – General Assembly: meetings

This provision refers to the Internal Regulations Part 1B, clauses 3.1 and 3.2

11.1 The ordinary General Assembly will meet once a year, during the first half-year, upon an invitation from the President, at the place, on the date and in the format determined by the Board, in particular, to:

- hear the report of the Board on the activities of the Association during the past financial year;
- review and note the report of the Auditor(s);
- approve the annual accounts for the past financial year, in accordance with Article 29 of these Statutes;
- grant discharge to each of the Board members and the Auditor(s) with regard to their tasks of the past financial year; and
- approve the budget for the coming year, in accordance with Article 29 of these Statutes.

11.2 The President may also convene an extraordinary meeting of the General Assembly each time the interests of the Association require it.

The President must convene an extraordinary General Assembly meeting within one month of a request received from at least four Members, with a clear description of the subject to be discussed at the extraordinary General Assembly which they want to see convened.

The notice of the General Assembly meeting is sent to all CENELEC Members by the Director General, at least one month before the date of the meeting by post or by electronic means of communication.

The President or the General Assembly itself determines the date, place and format of General Assembly meetings in consultation with the Board.

11.3 All Members are entitled to be represented and have the obligation to vote at the General Assembly in line with the Statutes and Internal Regulations.

11.4 The Board may decide that Members may participate remotely in the General Assembly by electronic means of communication made available by the Association.

The Association must conform to all legal requirements to ensure identification and participation of all participants as well as the exercise of all the participants' rights in accordance with the Internal Regulations.

11.5 In between General Assembly meetings, the General Assembly may take decisions by correspondence in line with Article 12.5 of the present Statutes.

These are taken within one month, when possible, following the circulation of the draft decision(s) submitted by correspondence by the Director General. If the draft decision cannot be submitted within the timeline of one month, the Board will decide on the timeline to be respected in such case.

11.6 If a Member is unable to attend a meeting of the General Assembly, such Member can provide a proxy in written form to another Member to act and vote on its behalf at that meeting, and for that meeting, only.

A Member cannot carry more than one proxy.

The Member carrying a proxy shall confirm to the Member giving it the proxy that it has not accepted other proxies and shall abstain from accepting other proxies. All proxies are verified by the President prior to the start of the General Assembly meeting and are recorded in the minutes.

Article 12 – General Assembly: majorities, votes and decisions

This provision refers to the Internal Regulations Part 1B, clauses 3.3 and 3.4

12.1 Except for any provisions to the contrary mentioned in the Statutes or the law, the General Assembly decides by simple majority of the votes cast, each member being entitled to one vote. The required majority will be achieved by counting the votes cast, abstentions not included.

12.2 Each Member has one vote. In case of division of the votes, the President or, in his or her absence, the Chairperson, shall intervene with a casting vote.

12.3 Decisions of the General Assembly are taken in accordance with the present Statutes and/or the Internal Regulations and are binding for all CENELEC Members.

12.4 The leaders of National Electrotechnical Committees or national organizations entrusted with electrotechnical standardization work, who do not have a legal personality and who are Members of the Association, will make sure that all the decisions taken by the Association and made compulsory for the National Committees, are accepted and implemented by the committee or organization of which they are the leaders. They will make sure that their committee or organization makes the necessary provisions so that the latter cannot refuse to implement the decisions of the Association by stating that they themselves lack the capacity of membership.

12.5 In between meetings, the General Assembly meetings may take decisions by correspondence.

To be adopted, a decision of the General Assembly taken by correspondence shall be approved by a unanimous affirmative vote of all Members with a quorum of two thirds of the Members. In case there is one negative vote cast, the decision shall not be taken by correspondence and will be discussed in a meeting.

VI. Board

Article 13 – Board: powers and reporting

This provision refers to the Internal Regulations Part 1B, clause 4 and annex 6

13.1 The Board is the core executive body of the Association and has the broadest powers to manage, direct and administer the Association's business and to handle all administrative matters and provisions which relate to the scope of the Association, except for matters which the Statutes expressly reserve to the General Assembly or matters which the Board decides to mandate to the Presidential Committee.

13.2 The Board acts as a Corporate Body.

13.3 Without being limited thereto, the Board:

- executes and implements the decisions taken by the General Assembly, which are in the General Assembly's powers, and directs the work and coordinates the actions of all Corporate Bodies with the aim of executing and implementing the same;
- takes in the name of the Association all the steps it deems essential for the achievement of its aims in its dealings with national, European or international authorities as well as any other persons or any other organizations;
- supervises the work of the Presidential Committee, the Director General, the Technical Board and all other Corporate Bodies;
- receives from the Members the nominations for Presidency, Vice-Presidency and the other members of the Board of the Association and proposes the candidates to the General Assembly;
- decides to establish and/or dissolve advisory bodies in accordance with the Internal Regulations and the Terms of Reference referred to therein, and appoints the members of such advisory bodies in accordance with the Internal Regulations and the Terms of Reference referred to therein;
- hears the reporting received from the Presidential Committee and Director General, in accordance with article 17.5 and 22.6 of these Statutes;
- appoints the Deputy Director General in accordance with article 22.7 of these Statutes;
- establishes the annual accounts and budget in accordance with Article 29 of these Statutes.

13.4 All decisions of the Board shall be reported to the General Assembly. The Board reports regularly on its current and planned activities to the General Assembly.

13.5 The Board decides on appeals against decisions of the Presidential Committee and all other Corporate Bodies it supervises pursuant to Article 13,3. Where relevant, these appeal proceedings are held in common session with the Board of CEN.

Article 14 – Board: composition and election

This provision refers to the Internal Regulations Part 1B, clause 4.1

14.1 For the purpose of nominations of Board members, the Members are divided into four groups (A, B, C and D), based on the type of membership (Blue, Red and Yellow) and the financial contribution paid by each Member, in line with the Internal Regulations.

Group A consists of Blue-type Members with a number of financial contribution units of at least 18.

Group B consists of Members with a number of financial contribution units of at least 5, which are not already part of group A.

Group C consists of Members with a number of financial contribution units of at least 2 but less than 5.

Group D consists of Members with a number of financial contribution units of less than 2.

14.2 The size of each of the above groups is different, but (except as provided in the last paragraph of this Article 14.2) fixed. In the event the number of financial contribution units applicable to a Member or the type of membership should change so as for such Member to shift from one group to a neighbouring group and to have neither the smallest nor the largest number of financial contribution units within that latter group, the weighting factor unit limits of the relevant groups shall be simultaneously modified by the General Assembly so as for one Member of the latter group to be shifted to the former group if such Member fulfils the two criteria of the new group to which it is to be allocated, to ensure that the size of each group remains identical.

14.3 In case of admission of a new Member, the General Assembly will simultaneously decide on such Member's allocation to a group of Members for the purpose of Article 14.1 of the present Statutes.

14.4 In case of resignation or expulsion of a Member, the General Assembly will also carry out the corresponding modification of the size of the relevant group.

14.5 The Board comprises as members the President, three Vice-Presidents, up to nine other Board members, and the President-Elect as an observer.

14.6 All members of the Board (including the President, the Vice-Presidents and the President-Elect) divest themselves from any national position and pursue the interests of the Association in all their acts, and act in line with the Code of Conduct as defined in the Internal Regulations. The members shall not undertake any personal obligation related to the commitments of the Association and are liable only for the execution of their mandate.

14.7 The members of the Board shall be elected in accordance with the following procedure:

- up to four Board members are elected from eligible candidates affiliated to one of the Group A members, nominated by at least one Member (it being understood that the nominating member(s) may be from a different group);
- up to four Board members are elected from eligible candidates affiliated to one of the group B Members nominated by at least one member (it being understood that the nominating Member(s) may be from a different group);
- up to three Board members are elected from eligible candidates affiliated to one of the group C Members, nominated by at least one Member (it being understood that the nominating Member(s) may be from a different group);
- up to two Board members are elected from eligible candidates affiliated to one of the group D Members, nominated by at least one Member (it being understood that the nominating Member(s) may be from a different group);
- the members of the Board are appointed on a staggered base, with the term of office of maximum seven members ending each year.

14.8 In case of relevant vacancies, the General Assembly first holds one election process for the President-Elect, future President (as indicated in Article 20), then elects the Vice-Presidents (as indicated in Article 21) and thereafter elects the other members of the Board (as indicated in Article 14).

14.9 The other members to the Board are appointed by the General Assembly, by a simple majority vote, for a term of office of two years (once renewable for a second term of two years), commencing on January 1st of the year following their election.

14.10 To be eligible for the Board, a candidate must be of a different affiliation than any other (acting or newly elected) member of the Board, including the President (for any part of the period during which the latter's appointment as President is or will be effective) and the Vice-Presidents.

14.11 The election process shall always respect the repartition of the origin of the nominations as described in Article 14.7, including when (re)electing the members of the Board for the year the President-Elect becomes the new President of the Association.

14.12 Any Board member may be removed by decision of the General Assembly on a simple majority of the votes cast, abstentions not included.

Without limitation to the generality of the previous paragraph, the General Assembly shall *inter alia* decide to expel a Board member who does not participate, on a recurring basis, in the Board meetings (either in person or via electronic means, including not replying to proposals for decisions held by correspondence in line with the Internal Regulations) and/or does not respect the Code of Conduct as defined in the Internal Regulations.

14.13 In case of vacancy for a Board member (through expiration of term of office, removal, resignation, death or incapacity), the General Assembly shall proceed to the election of a new Board member, upon nomination of the same group as that upon whose nomination the former board member was elected. In case of vacancy for reasons other than the expiration of term of office, the newly elected Board member shall finish the term of the former Board member.

Article 15 – Board: meetings

This provision refers to the Internal Regulations Part 1B, clause 4.1

15.1 The President of the Association convenes the Board meetings. The invitation is accompanied by the agenda of the meeting, decided by the President, and dispatched at least one month beforehand, except if the duly justified urgency of the decision requires convening on shorter notice, via electronic means.

15.2 The President must convene a meeting of the Board or put an item on the agenda of an already convened meeting, if at least two members of the Board so request.

15.3 All Board members with voting rights have the obligation to vote.

15.4 Board members may attend a meeting of the Board either in person or by electronic means of communication.

Board members participating in the deliberations of the Board by electronic means are deemed present for the calculation of the quorum and majority.

The Association shall conform to all legal requirements to ensure the identification and participation of all participants as well as the exercise of all the participants' rights in accordance with the Internal Regulations.

Article 16 – Board: majorities, voting and decisions

This provision refers to the Internal Regulations Part 1B, clause 4.1

16.1 Decisions of the Board are adopted by a simple majority of the votes cast, abstentions not included.

16.2 If needed, the President can request the Board to take decisions by correspondence. The President decides on a reasonable deadline for the votes of the members of the Board, taking into account the urgency of the matter to be decided.

16.3 Board members have the obligation to vote in line with the present Statutes and Internal Regulations.

16.4 All decisions of the Board shall be reported to the General Assembly.

16.5 All decisions of the Board are kept at the registered office of the Association and are made available to all Members by the Director General in accordance with the laws of Belgium.

Minutes of all meetings of the Board are recorded and circulated to the participants by the Secretary.

VII. Presidential Committee

Article 17 – Presidential Committee: powers

This provision refers to the Internal Regulations Part 1C, clause 1

17.1 The Presidential Committee is a Corporate Body created jointly by the General Assembly of the Association and the General Assembly of the international non-profit organization COMITE EUROPEEN DE NORMALISATION with enterprise number 0415.455.651 (CEN).

17.2 The Presidential Committee (solely) has the following powers, which include decision-making capacity, (without prejudice to the powers of the (Vice-)President(s)), on the specific matters essential for the optimal functioning of the Association and of CEN, notably, without being limited thereto:

- preparing the agenda of the common session of the Board and of the CEN Board;
- facilitating internal communication and coordination among the Board and the CEN Board;

- promoting the work of, and undertaking advocacy supporting the strategic work of the Association and of CEN at international, regional and national levels;
- overseeing and supporting CCMC operations, including the service contract agreement between the Association and CEN;
- conducting the selection process for the Director General of the Association and the CEN and proposing candidates for appointment by the Board and the CEN Board, including the determination of yearly objectives, remuneration and conditions of employment; The Presidential Committee shall have the right to sub-mandate all or part of such powers.
- appointing the Chairperson of the Membership Relations and Monitoring Committee (MRMC);
- implementation of the Strategy as decided, appended and amended from time to time by the Board;
- overseeing identified Members' initiatives preserving the Association and the CEN scope and purpose and preventing conflict of interest;
- recommending the Deputy Director General to Board; and
- any other responsibility as decided by the Board and the CEN Board (acting together).

17.3 The Presidential Committee reports to the Board. If requested and/or deemed necessary, the Presidential Committee submits a report to the Board on any matters it has been mandated to address.

17.4 The Presidential Committee is assisted by supporting bodies, as described in the Internal Regulations and the relevant Terms of Reference referred to therein, or otherwise set up by the Board in accordance with Article 13.3.

Article 18 – Presidential Committee: composition and meetings

This provision refers to the Internal Regulations Part 1C, clause 1.1

18.1 The Presidential Committee is ex officio composed of:

- the President of the Association and the President of CEN, both with voting rights;
- the three Vice-Presidents of the Association and the three Vice-Presidents of CEN, each with voting rights;

- the Director General, without voting right;
- when relevant, the President-Elect of the Association and/or the President-Elect of CEN, without voting rights.

18.2 The Chairperson of the Presidential Committee shall be subject to annual rotation between the President of the Association and the President of CEN. Any meeting held in the absence of the Chairperson will be chaired by a Vice-President from the same Association as the Chairperson. The Director General will act as secretary to the Presidential Committee.

18.3 The Presidential Committee meets whenever convened by its Chairperson or by any three Members, and at least twice per year. The Presidential Committee members may attend a meeting either in person or by electronic means of communication.

18.4 Between two meetings, the Presidential Committee may also take decisions by correspondence, where appropriate, using a dedicated electronic platform. In such case, the procedure shall be completed in no more than one month and in line with Article 19 of the present Statutes.

18.5 The agenda of each meeting of the Presidential Committee, as well as the documentation for such meeting except to the extent that protection of personal data is required, will be circulated, simultaneously with the convening notice, to the Members, for their information.

18.6 Minutes of the Presidential Committee meetings are recorded and circulated to participants by the Secretary.

Article 19 – Presidential Committee: majorities and decisions

This provision refers to the Internal Regulations Part 1C, clause 1.1

19.1 Decisions, including those taken by correspondence, within the Presidential Committee shall be taken by a simple majority of all voting members provided at least one favourable vote of a CEN representative and at least one favourable vote of a representative of the Association is obtained; if such is not the case, then the matter will be escalated to both to the President of the Association and the President of CEN, who will search a consensus to be proposed to the Presidential Committee, or failing that, be escalated to the respective Boards of the Association and CEN.

19.2 Decisions of the Presidential Committee may be appealed before the common session of the Board and the CEN Board in accordance with the Statutes and Internal Regulations.

VIII. President, President-Elect and Vice-Presidents

Article 20 – President: powers and eligibility

This provision refers to the Internal Regulations Part 1B, clause 5.1

20.1 The President ensures high-level representation of the overall strategic issues and interests relevant to the Association, as well as their promotion with external stakeholders and partners, by providing leadership in the relevant Corporate Bodies of the Association.

20.2 The President is elected by the General Assembly, by a simple majority vote. The term of office of the President is fixed at three years, commencing on January 1st of the second year following the year of their election. This term of office is preceded by a one-year period of running-in as President-Elect. The President is not immediately re-eligible in that capacity.

20.3 To be eligible as President, a candidate:

- a) must be active or have worked in an industry relevant for the Association;
- b) must be affiliated to (i) a Blue-type Member, or (ii) a Red-type Member, or (iii) a Yellow-type Member having been a type Yellow-type Member for at least five years before such President-Elect is set to effectively become President; but
- c) cannot have the same affiliation as any of the other members of the Board as acting President.

20.4 Each Member is entitled to nominate candidates to become President-Elect.

20.5 The President and President-Elect may be removed by decision of the General Assembly on a simple majority of the votes cast, abstentions not included.

20.6 In case of incapacity, resignation, death or removal of the President or President-Elect, the Board shall designate, among the Vice-Presidents, the person who will take up the Presidency or office of President-Elect until the next General Assembly, which will elect a new President or President-Elect, who will take their office with immediate effect.

20.7 The President must act in line with the Code of Conduct as defined in the Internal Regulations.

Article 21 – Vice-Presidents: powers and eligibility

This provision refers to the Internal Regulations Part 1B, clause 5.2

21.1 The General Assembly shall elect, with a simple majority vote, three Vice-Presidents, among whom a Vice-President Finance, from among the candidates nominated by Members.

21.2 The candidate for the Vice-presidency needs not to be a member of the Board, but must be of a different affiliation than any other (acting or newly elected) member of the Board, including the President (for any part of the period during which the latter's appointment as President is or will be effective) and Vice-Presidents.

21.3 To be eligible as Vice-President, a candidate:

- a) must be affiliated to (i) a Blue-type Member, or (ii) a Red-type Member, or (iii) a Yellow-type Member having been a type Yellow-type Member for at least five years before such candidate is set to effectively become Vice-President; but
- b) cannot have the same affiliation as any of the other members of the Board as acting Vice-President.

21.4 Board members can only be nominated as Vice-President during their first term, or during the first year of their second term in the Board.

21.5 The term of office of the Vice-Presidents is of two years, once immediately renewable for a second term of two years. Their term of office as Vice-President may exceed the ongoing term of their office as member of the Board, but only to complete their ongoing term as Vice-President.

21.6 In case of vacancy for a Vice-President (through expiration of term of office as Vice-President, election of a Vice-President as President, removal, resignation, death or incapacity), the General Assembly shall proceed to the election of a new Vice-President among the members of the Board (provided, however, that if the vacancy for a Vice-President has also entailed a vacancy in the Board, the General Assembly shall first proceed to the election of a new Board member upon nomination of the same group as that upon whose nomination the former member of the Board was elected).

21.7 The Vice-Presidents must act in line with the Code of Conduct as defined in the Internal Regulations.

IX. Director General

Article 22 – Director General: powers and appointment

This provision refers to the Internal Regulations Part 1C, clause 3

22.1 The Director General has the broadest powers to manage and administer the Association's day-to-day business and carries out the decisions taken by the Board and the Presidential Committee within the scope of their respective powers.

22.2 The Director General has the representation powers defined in Article 25 of these Statutes.

22.3 The Director General directs the CEN-CENELEC Management Centre and ensures that the management of the day-to-day business is carried out within the framework determined by the Statutes, the Internal Regulations and the decisions taken by the General Assembly, the Board and/or the Presidential Committee.

22.4 The Director General attends the meetings of the General Assembly, the Board and the Presidential Committee, and may take part in any other meeting of the Association, without voting right and in an advisory capacity.

22.5 The Director General is appointed, and the terms of such appointment are fixed, by the Board, acting upon a proposition done by the Presidential Committee for both the Association and CEN.

The appointment of the Director General by the Board is acknowledged by the General Assembly.

22.6 The Director General reports on a regular basis to the Presidential Committee (in respect of day-to-day matters which relate to issues which are of the competence of the Presidential Committee pursuant to Article 17 of these Statutes) and to the Board (in respect of day-to-day matters which relate to issues which are not of the competence of the Presidential Committee pursuant to Article 17 of these Statutes).

22.7 The Director General may be assisted by a Deputy Director General, to whom the Director General may delegate some or all of the tasks within the framework decided by the Board, acting upon a proposition done by the Presidential Committee for both the Association and CEN. The Board appoints the Deputy Director General, upon nomination by the Director General and following recommendation by the Presidential Committee for both the Association and CEN.

X. Technical Board and Technical Committees

Article 23 – Technical Board: powers and reporting

This Provision refers to the Internal Regulations Part 1B, clause 4.1 and annex 6

23.1 The Technical Board, within the framework of the policies established by the Internal Regulations and the Board, is responsible for deciding on all matters concerning the organization, working procedures, coordination and planning of standards work and for monitoring and controlling the progress of standards work and of its sub-groups and Technical Committees in close cooperation with the CEN-CENELEC Management Centre.

23.2 The Technical Board is managed by and reports to the Board. Its meetings are chaired by the Vice-President Technical, who also reports to the Board on the progress of the Technical Board's current and planned activities.

23.3 The Technical Board may decide to establish or disband technical bodies, such as Technical Committees, which are in charge of the preparation of the technical publications of the Association and are managed under the full authority and supervision of the Technical Board.

23.4 All provisions ruling the composition, organizational structure and work of the Technical Board, Technical Committees, sub-groups and other technical bodies are detailed in the Internal Regulations.

23.5 Decisions of technical nature are taken, applied and can be appealed upon in accordance with the provisions of the Internal Regulations.

XI. CEN-CENELEC Management Centre

Article 24 – CEN-CENELEC Management Centre

This provision refers to the Internal Regulations Part 1C, clause 2

24.1 The CEN-CENELEC Management Centre operates in support of the Association and CEN and is headed by the Director General.

The CEN-CENELEC Management Centre has a specific and active role in the management of the Association. Functioning as central point, the CEN-CENELEC Management Centre is responsible for liaison and dialogue with European institutions and associations.

24.2 The organization and structure of the CEN-CENELEC Management Centre fall within the powers of the Presidential Committee, as outlined in the Internal Regulations.

XII. Representation

Article 25 – Representation of the Association towards third parties

25.1 All documents committing the Association will be validly signed jointly, either by the President and the Director General, or by the President and one Vice-President.

25.2 Legal actions, both as claimant and defendant, will be conducted in the name of the Association by the Board as represented by the President of the Association or by a Vice-President or by the Director General or by any other individual appointed for this purpose by the Board.

25.3 All documents committing the Association to its day-to-day business are validly signed by the Director General.

XIII. Statutes and Internal Regulations

Article 26 – Statutes: amendments and approval

26.1 The General Assembly may deliberate validly on proposals regarding amendments to the Statutes only if such proposals have been specially included in the agenda accompanying the invitation to the meeting and if two thirds of the Members of the Association are present or represented.

The invitation to the meeting must be dispatched at least one month before the date of the meeting of the General Assembly.

26.2 If two thirds of the Members of the Association are not present or represented, a second meeting may be called which shall take place not less than one month after the first, and which may deliberate whatever the number of members present or represented.

26.3 No amendment may be adopted unless at least two thirds of the votes cast, abstentions not included, are in favour of its adoption. However, if the proposed amendment relates to an Article of the Statutes which itself provides for a stricter quorum or majority requirements, then the latter shall equally apply to any decision to alter such Article.

26.4 No amendment to the present Statutes shall be final until it has received such authorizations as may be required by Law.

Article 27 – Internal Regulations: amendments and approval

Provided that at least two thirds of the votes cast, abstentions not included, are in favour, the General Assembly may adopt one or more Internal Regulations, the provisions of which will be binding for all Members. These Statutes will, at all times, prevail over possible conflicting provisions of the Internal Regulations.

XIV. Financial provisions

Article 28 – Financial year

The financial year begins on January 1st and ends on December 31st of each year.

Article 29 – Financial statements, records, budget, fees

29.1 Each year, on the thirty-first of December, the annual accounts of the Association are closed and established by the Board.

29.2 The Board must submit the accounts of the ended financial year and the budget, in the form of a budget frame including membership fees, of the coming year (i.e. the year starting on the first day of the financial year following the date of the meeting of the General Assembly) for the approval of the General Assembly.

29.3 The annual contributions for the various Members, Affiliates and organizations having a cooperation framework or partnership agreement with CENELEC are determined by the General Assembly in such a way that their amount covers the expenditure provided by the budget.

Membership fees are based on the calculation methodology, as provided for in the Internal Regulations, and approved by a two-third majority of the Members.

The General Assembly will decide on the proportion to be paid by new Members.

29.4 The Board may foresee additional budgets for specific fields of interest to certain Members of the Association and submit these budget proposals for approval to the General Assembly.

The costs entailed will then be borne entirely by the Members concerned in a proportion fixed by the General Assembly.

29.5 Original or true copies of the present Statutes and of the Internal Regulations, and their amendments as well as of any decision of the General Assembly, certified either by the President, a Vice-President or the Director General, are kept at the registered office of the Association.

Members may therefore freely consult these documents. Certified true copies must be delivered by the Association upon request of a Member or its representative or of a third party addressed either to the President, a Vice-President or to the Director General.

Article 30 – Auditor(s)

If required by Law, the General Assembly designates one or several Auditor(s) selected among the auditors or chartered accountants established in Belgium.

Their term of office is fixed at three years and can be renewed.

The assignment of the Auditor(s) consists of supervising and monitoring without limit all operations of the Association.

They are entitled to examine the books, the correspondence and, in general, all accounts of the Association.

They examine the inventory of assets and liabilities, the annual accounts, budgets and report to the General Assembly on the result. If there are several auditors, they act as a corporate body but are entitled to conduct, individually, any investigation they wish.

The Auditor(s) shall not contract any personal obligation in connection with the commitments of the Association. They guarantee the achievement of their mandate only.

XV. Dissolution and liquidation

Article 31 – Dissolution and liquidation

31.1 The dissolution of the Association may be declared by a decision of the General Assembly for which at least three quarters of the votes cast, abstentions not included, are in favour. Such dissolution may be declared only if at least three quarters of the Members are present or validly represented.

The invitation to this meeting must be dispatched at least one month before the date of the meeting of the General Assembly.

31.2 In the event of dissolution, the disposal of the assets of the Association, after the payment of the liabilities, will be determined by the General Assembly. The recipient of the assets must be non-profit and have a close connection to the aims of the Association.

For this purpose, the General Assembly will appoint a liquidator.