



# **The Articles of Association of CENELEC**

Approved by the General Assembly of 2015-06-05

## **CENELEC Articles of Association**

### **Chapter I**

#### **Name, registered office, purpose and term**

##### **Article 1 - Name**

An international non-profit Association 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”, abbreviated to “CENELEC”, in German “Europäisches Komitee für elektrotechnische Normung, abbreviated to “CENELEC”, in English “European Committee for Electrotechnical Standardization, abbreviated to “CENELEC”.

All the decisions and in particular the acceptance of the existing Internal Regulations, taken by the de facto Association CENELEC, created in Brussels on the 13<sup>th</sup> of December 1972 to which the present Association substituted itself 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 these Articles of Association or by subsequent decisions of the competent bodies of the CENELEC, Association Internationale.

##### **Article 2 - Registered office**

The registered office of the Association is located in 1040 Brussels, rue de la Science 23. It may be moved to any other address in Belgium by simple majority decision of the General Assembly.

##### **Article 3 - Purpose**

The purpose of the Association lies in the scientific, technical and economic fields and consists:

- on the one hand, in the harmonization of international electrotechnical standards and, when needed, the development of European standards;
- and on the other hand, in promoting the removal of trade barriers related to standardization.

The Association is independent and market driven.

The Association does not pursue a profit-making target.

The Association operates as a European Standardization Organization according to, and supportive of, the WTO principles.



#### **Article 4 – Term**

The Association has been formed for an unlimited term.

#### **Article 5 - Structure**

The Association comprises its members together with Officers and managerial, executive and advisory bodies and organs.

The Officers of the Association shall consist of a President, three Vice-Presidents and a President Elect. They may take part in any meeting of the Association, ex officio but without vote unless otherwise provided for in the Articles of Association.

The organs of the Association are: the General Assembly, the Administrative Board, the Presidential Committee, the Director General and one or several Auditor(s).

## **Chapter II**

### **Members of the Association**

#### **Article 6 - Members**

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

- either the National Electrotechnical Committee having a legal personality
- or a national organization having 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.

According to Article 8 of these Articles of Association, present and future members no longer fulfilling one or other of these capacities are regarded as resigner and immediately cease by right to be members of the Association.

Moreover, the members shall

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

If a natural person, a member in his personal capacity and in his 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 6 of the Articles of Association, the National Electrotechnical Committee or the national organization entrusted with electrotechnical standardization which he represented will designate his successor who will be considered by the Association as a full-member until the next meeting of the General Assembly, which will decide on his membership in conformity with Article 7.

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.

#### **Article 7 - Request for membership**

Any request for membership will be subject to the following conditions:

1. To fulfil one of the capacities described under Article 6.
2. To belong to a European country member of the European Union (E.U.) or of the European Free Trade Association (E.F.T.A.) or be capable of becoming one.
3. To make the commitment to abide by the Articles of Association and the regulations of the Association.

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 for its approval that at least two-thirds of the votes cast by the members present or validly represented, abstentions not included, shall be in favour.

There can never be more than one member per country.

### **Article 8 - Resignation**

Membership is terminated by resignation. Any resignation will have to be forwarded to the President of the Association by registered letter at the latest six months before the end of the corporate year.

Such resignation will become effective as from the first day of the following year. Up to this time, the member concerned will have to meet any statutory commitments and, in particular, the financial charges incumbent on the members.

Resigning Members or Members regarded as resigned have no claim to the assets of the Association. They cannot claim repayment of fees, contributions, gifts or other financial support provided to the Association.

Are regarded as resigned the Members who:

- despite a warning from the Administrative Board, have not paid within the time provided for payment the full amount of their annual fees decided by the General Assembly as foreseen in Article 22 of the Articles of Association, or
- no longer fulfil the conditions required at Article 6 of the Articles of Association.

These members immediately cease by right to be members of the Association.

### **Article 9 - Expulsion**

Expulsion of a member may be declared only for serious reasons by a decision of the General Assembly for which at least two-thirds of the members present or validly represented must have voted in favour. The required majority will be achieved by counting the votes cast, abstentions not included.

Such expulsion will become effective on the date set by the General Assembly with the understanding that the member expelled will have the status of a resigning member as far as his rights and commitments vis-à-vis the Association are concerned. Both the Association and its members will be released from any liabilities for possible damages resulting directly or indirectly from any expulsion declared in conformity with the Articles of Association.

### **Article 10 - Full adhesion**

The status of member of the Association implies total adhesion to the Articles of Association at the date of application, to the Internal Regulations and to all prescriptions and decisions taken in accordance with the Articles of Association and the Internal Regulations at the same date.

### **Article 11 - Obligations towards third parties**

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

## **Chapter III**

### **General Assembly**

#### **Article 12 - Powers**

The General Assembly is the supreme authority of the Association; it is formed by its members and represents their corporate body.

The Officers, 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 purpose of the Association.

The powers of the General Assembly are notably:

- Approval of the annual accounts;
- Approval of the budget and annual fees;
- Appointment and removal of the President, the Vice-Presidents and the other Board members;
- Admission or expulsion of members in accordance with the Articles of Association;
- Amendment to the Articles of Association;
- Management of the technical standardization work, by delegation to the Technical Board;
- Approval and modification of the Internal Regulations;
- Dissolution of the Association;
- The organization, powers and operating and decision making process of the Administrative Board (including appointment and removal of the President, the Vice-Presidents and the other Administrative Board members) on the one hand and the Presidential Committee on the other hand;
- The organization, powers and operating and decision making process of the Director General;
- The existence and the powers of the CEN – CENELEC Management Centre and their position vis-à-vis the other bodies of the Association, without prejudice to Article 19, 2nd paragraph, of these present Articles of Association.

#### **Article 13 - Ordinary and Extra-ordinary Meetings**

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

- note the report of the Administrative Board on the activities of the Association during the past year;
- note the report of the Auditor(s);



- approve the accounts for the past year and the budget for the following year;
- grant discharge to the Administrative Board and the Auditor(s) with regard to their task.

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

The President must convene such meetings within three months of a request received from at least four members. Such request will however not be valid unless it is made in writing and signed by all claimants and unless it contains a tangible and clear description of the subject to be discussed at the extraordinary General Assembly which they want to convene.

If an extraordinary General Assembly is convened after the date on which the Administrative Board, pursuant to Article 22 hereof, has established the annual accounts and the budget, then an ordinary General Assembly shall equally be convened to take place at the same date immediately prior to such extraordinary General Assembly.

The invitations, together with the agendas, must be dispatched by ordinary mail, fax or email at least one month before the date scheduled for the meeting.

The President may invite representatives and guests of organizations related to the purpose and activities of the Association, to attend General Assembly meetings with observer status.

As far as meetings of the General Assembly are concerned, each member can commission another member, or a natural person or a legal entity to represent him. For this purpose the representative shall hold a formal written proxy.

One member cannot carry more than one proxy.

Each member is entitled to only one vote (see also Article 20).

In between ordinary General Assembly meetings, it is possible for the General Assembly to take decisions by correspondence.

For decisions taken by correspondence, the provisions of Article 20 apply, unless three or more members explicitly request within one month after circulation of the outcome of the consultation, that the draft decision(s) submitted to the consultation by correspondence be debated at the next General Assembly meeting.

## Chapter IV

### Administrative Board, Presidential Committee, Director General and Auditors

#### Article 14: Nominations, Presidency, Vice-Presidencies and Administrative Board

##### 14.1 Nominations

For the purpose of nominations under this Article 14, the members of the Association are divided into four groups (A, B, C and D), based upon the financial contribution paid by each member (as reflected by the financial weighting factor units applicable to such member, as decided by the General Assembly in accordance with Article 22 hereof).

Group A consists of members to which a number of weighting factor units of at least 20 applies.

Group B consists of members to which a number of weighting factor units of at least 5 but less than 20 applies.

Group C consists of members to which a number of weighting factor units of at least 2 but less than 5 applies.

Group D consists of members to which a number of weighting factor units of less than 2 applies.

The size of each of the above groups is different, but fixed. In the event the number of weighting factor units applicable to a member 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 weighting factor 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.

In case of admission of a new member to the Association, the General Assembly will simultaneously decide on such member's allocation to a group of members for the purpose of this Article 14.

##### 14.2 Administrative Board

The Administrative Board comprises ex officio as members the President, three Vice-Presidents, up to nine Board Members and the President Elect

These members of the Board are all appointed by the General Assembly by simple majority vote, whereby there is only one election process for the President Elect, future President (see also Article 14.3)

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

- up to four members are appointed upon nomination of the members of group A;
- up to four members are appointed upon nomination of the members of group B;
- up to three members are appointed upon nomination of the members of group C;
- up to two members are appointed upon nomination of the members of group D.





The members of the Board are appointed on a staggered base, with the term of office of maximum seven members ending each year.

### **14.3 Presidency**

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 1<sup>st</sup> of the second year following the year of his 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.

To be eligible as President, a candidate must be active or have worked in an industry relevant for the Association.

The candidate for the presidency needs not to be a member of the Administrative Board.

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.

In case of incapacity, resignation, death or removal of the President or President Elect, the Administrative 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 his/her office with immediate effect.

### **14.4 Other members of the Board**

The other members to the Administrative 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 1<sup>st</sup> of the year following their election.

To be eligible to the Administrative Board, a candidate must be of a different nationality 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).

The election process shall always respect the repartition of the origin of the nominations as described in the Article 14.2, including when (re)electing the members of the Board for the year the President Elect becomes the new President of the Association.

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



In case of vacancy of the office of 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 other than through expiration of term of office, the newly elected Board Member shall finish the term of the former Board Member.

#### **14.5 Vice-Presidencies**

Among the members to the Administrative Board (other than the President and President Elect) the General Assembly shall elect three Vice-Presidents, among whom a Vice-President Finance. Their term of office is of two years, once renewable for a second term of two years, but never to exceed the ongoing term of their office as member of the Board.

In case of vacancy of a Vice-Presidency (through expiration of term of office as Vice-President, expiration of term of office as Board Member, 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 of a Vice-Presidency has also entailed a vacancy in the Administrative 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).

#### **Article 15 - Meetings of the Administrative Board**

Meetings of the Administrative Board are convened by the President. The invitation is accompanied by the agenda of the meeting, decided by the President, and dispatched at least one month beforehand.

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

#### **Article 16 - Power of the Administrative Board**

The Administrative Board has the broadest powers to manage and administer the Association's business, except for matters which in the Articles of Association or Internal Regulations are expressly reserved to the General Assembly, and except for matters which in the Articles of Association or Internal Regulations or otherwise by decision of the General Assembly are expressly reserved to the Presidential Committee.

Execution of the decisions made by the General Assembly is entrusted by it to the Administrative Board.

According to Article 22 of the Articles of Association, the Administrative Board must establish the annual accounts and the budget of the following year. The Administrative Board will submit the accounts and the budget to the approval of the General Assembly.

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.

Legal actions, both as claimant and defendant, will be conducted in the name of the Association by the Administrative 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 Administrative Board.

#### **Article 17 – Presidential Committee**

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 organisation COMITE EUROPEEN DE NORMALISATION with enterprise number 415.455.651 (CEN), and mandated by the Administrative Board to manage and administer the Association's business with respect to non sector specific matters of common interest to the Association and CEN, including matters subject to common administration and/or common policy, as provided in the Internal Regulations.

The Presidential Committee shall ex officio be composed of the two Presidents of the Association and CEN (both with voting right), the two Presidents Elect of the Association and CEN (without voting right), the six Vice-Presidents of the Association and CEN (with voting right) and the Director General (without voting right).

The chair 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 chairman will be chaired by a Vice-President from the same association as the chairman. The Director General will act as secretary to the Presidential Committee.

The Presidential Committee shall meet whenever convened by its chairman or by any three members, and at least twice per year, with the possibility furthermore to take decisions by correspondence, where appropriate using a dedicated electronic platform. When a decision is taken by correspondence, the procedure shall be completed in no more than one month.

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

Decisions within the Presidential Committee shall be taken by 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 Presidents of the Association and CEN, who will search a consensus to be proposed to the Presidential Committee, or failing that, be escalated to the respective Administrative Boards of the Association and CEN.

The Presidential Committee reports to the Administrative Board.



### **Article 18 - Director General**

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 Administrative Board and the Presidential Committee within the scope of their respective powers. All documents committing the Association in its day-to-day business are validly signed by the Director General.

The Director General ensures that the management of the day-to-day business is carried out within the framework determined by the Articles of Association, the Internal Regulations and the decisions taken by the General Assembly, the Administrative Board and/or the Presidential Committee.

The Director General directs the CEN-CENELEC Management Centre.

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

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

The Director General reports on a regular basis to the Presidential Committee and to the Administrative Board.

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 Administrative Board, acting upon a proposition done by the Presidential Committee for both the Association and CEN.

### **Article 19 – CEN-CENELEC Management Centre**

The CEN-CENELEC Management Centre operates in support of, 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.

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

## **Article 20 - Decisions**

Except for any provisions to the contrary mentioned in the Articles of Association or the law, decisions of the General Assembly as well as those of the Administrative Board and, subject to the provisions of Article 17 of the Articles of Association, those of the Presidential Committee, are made 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.

Decisions of the General Assembly are taken in accordance with the present Articles of Association or the Internal Regulations and they are binding for all the CENELEC members.

The leaders of National Electrotechnical Committees or national organizations entrusted with electrotechnical standardization work, not having legal personality and who are members of the Association, will take care that all the decisions taken by the Association and made compulsory for the National Committees, shall be 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.

Decisions of a technical nature are taken and applied in accordance with the provisions of the Internal Regulations.

## **Article 21 - Auditor(s)**

The Administrative Board designates one or several Auditor(s). Their term of office is fixed at three years and can be renewed every three years. The assignment of the auditor(s) consists of supervising and monitoring without limit all operations of the Association. He or they are entitled to examine the books, the correspondence, and, in general all accounts of the Association. He examines (or they examine) the inventory of assets and liabilities, the annual accounts, budgets and report(s) to the General Assembly on the result. If they are several they act as a corporate body but are entitled to do, individually, any investigation they wish. The auditor(s) shall not contract any personal obligation in connection with the commitments of the Association. He or they guarantee(s) the achievement of his or their mandate only.

## **Chapter V**

### **Resources**

## **Article 22 - Resources and accounting year of the Association**

The accounting year begins on January 1<sup>st</sup> and ends on December 31<sup>st</sup> of each year.

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



submit the accounts of the ended accounting year and the budget of the following year to the approval of the General Assembly.

The annual contributions for the various members are determined by the General Assembly in such a way that their amount covers the expenditure provided by the budget.

Members' contributions will be in proportion with the figures to be fixed and approved by a two-third majority of the members.

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

### **Article 23 - Additional budgets**

The Administrative Board may schedule additional budgets for specific fields of interest to certain members of the Association and submit these budgets to the approval of the General Assembly.

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

## **Chapter VI**

### **Amendments to the Articles of Association and Dissolution**

#### **Article 24 - Amendments to the Articles of Association**

The General Assembly may deliberate validly on proposals regarding alterations to the Articles of Association 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.

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.

The invitation to this second meeting shall be dispatched one month before the date of the meeting of this Assembly.

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 alteration relates to an Article of the Articles of Association which itself provides for a stricter quorum or majority requirements, then the latter shall equally apply to any decision to alter such Article.

No amendment change shall be final until it has received such authorizations as may be required by law.



### **Article 25 - Dissolution**

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, must have been 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.

In the event of dissolution, the disposal of the assets of the Association, after payment of the liabilities, will be determined by the General Assembly. Such destination must be non-profit and have a close connection to the Purpose of the association.

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

## **Chapter VII**

### **Sundry provisions**

### **Article 26 - Internal Regulations**

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 on all members. These Articles of Association will at all times prevail over possible conflicting provisions of the Internal Regulations.

### **Article 27 - House-keeping of the corporate books and information of the members or of third parties**

Original or true copies of these Articles of Association and of the Internal Regulations, and their amendments as well as of any decision by 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.

In case of dispute, the French version of these documents is the authentic text.