



European Committee of manufacturers of electrical
machines and power electronics

STATUTES

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1. NAME AND HEAD OFFICE

- 1.1. The Association is named CEMEP aisbl (European Committee of Manufacturers of Electrical Machines and Power Electronics) hereafter “CEMEP” or the “Association”.
- 1.2. The registered office of the Association is located in Brussels, Belgium. It can be transferred to any other address in Belgium by decision of the General Assembly published in the legal form required by the Belgium law.

2. LEGAL STATUS AND DURATION

- 2.1. The Association is governed by the Belgian law on non-profit associations, international non-profit associations and foundations of 27 June 1921, as amended (e.g. Law of 2 May 2002) and restated from time to time.
- 2.2. The Association is incorporated for an indefinite duration.

3. OBJECTIVES AND ACTIVITIES

- 3.1. The objective of CEMEP is to promote and to support the common technical, industrial, economical and environmental interests of the European Electric Motors, Variable Speed Drives (VSD) and Uninterruptible Power Supplies (UPS) industries (products, systems and assemblies) at large.
- 3.2. The scope of CEMEP covers all the equipment, products, fittings, systems installed and services required for operations
- 3.3. For the purpose of these statutes Europe shall be defined as the Europe in a geographic sense. CEMEP shall carry out any act and take any step that is deemed appropriate or useful in view of its Objectives. The association shall in particular, but without limitation:
 - promote the CEMEP industries, their expertise, and their contribution to the European economy
 - monitor the regulatory, economic and technical developments at European level of interest to the CEMEP industries and disseminate the information among the members
 - liaise with the European institutions and other stakeholders.
- 3.4. The Objectives are non commercial. CEMEP shall not intervene in the competition between particular market players, be they members or not.

4. MEMBERSHIP

- 4.1. Membership is open to National Associations representing all or part of CEMEP (see 3.1) in their European (see 3.3) country.
- 4.2. Members must be validly constituted and operate in accordance with the law of their country of origin.
- 4.3. To be eligible for membership, such National Associations shall accept the Statutes and Operating Rules
- 4.4. Members pay an annual subscription and/or other contributions
- 4.5. Members have the following rights:

- Participating in the activities of the association
- Being informed of the decisions of the General Assembly
- Calling a General Assembly upon request of at least a third of the Members
- Attending or being represented at the General Assemblies' meetings
- Voting at the General Assembly
- being excluded only after having been able to present in person its defence before the General Assembly
- Resigning from the association after having notified this decision to the Secretary General by registered letter

5. APPLICATION FOR MEMBERSHIP

- 5.1. Applications for membership shall be addressed in writing to the Secretary General.
- 5.2. An application for membership shall imply acceptance of the Statutes and Operating Rules of the Association and an undertaking to actively participate in activities.
- 5.3. The Secretary General shall be entitled to request additional information from an applicant. The exact content of the applications file shall be further detailed in the Operating Rules.
- 5.4. Membership is granted by the General Assembly.
- 5.5. New members may however be admitted provisionally by a unanimous resolution of the President's Board. Such provisional admission shall be subject to formal confirmation at the following meeting of the General Assembly.

6. TERMINATION OF MEMBERSHIP

Membership can be terminated by resignation, by exclusion of the Member and by the liquidation of the Member.

6.1. Resignation

Resignation must be notified by registered letter before the last six months of the year otherwise the contribution will be due fully for the following calendar year. During the notice period the rights and obligations attached to the member and the obligation to the financial contribution remains unchanged.

The General Assembly may terminate the membership of any Member for:

- the default of payment of the financial contributions adopted by the General Assembly according to the statutes
- contravening the Statutes, the Operating Rules or a resolution of the General Assembly.
- acting in a manner gravely injurious to the reputation of the Association or the interests of the Members.

The member whose exclusion has been requested must be allowed to present its defence in person before the General Assembly.

6.2. Liquidation

Any cessation of business, opening of bankruptcy proceedings, voluntary liquidation proceedings or similar event putting a stop to the activities of a Member shall automatically terminate its membership at the end of the month in the course of which such event occurred.

6.3. Consequences

The Member who has their membership terminated by resignation, exclusion or liquidation has no right whatsoever on the asset of the Association or on the subscription and other contributions already paid.

7. FINANCIAL CONTRIBUTION

- 7.1. In order to carry out the objectives of the Association the Members will be required to pay a financial contribution.
- 7.2. The amount of the financial contribution as well as the payment terms thereof are decided annually by the General Assembly upon proposal of the President's Board. The detailed calculation methods are established in the Operating Rules.

8. BODIES

The powers of CEMEP are vested in the following bodies:

- the General Assembly
- the Industry Groups
- the President's Board
- the Technical Advisory Board
- the Secretary General
- the President of CEMEP

9. THE GENERAL ASSEMBLY

9.1. Composition and organization of the General Assembly

9.1.1. Meetings of the General Assembly shall be held as often as deemed necessary in the interest of the Association by the President and/or the President's Board. The organization of the meetings of the General assembly will be further detailed in the Operating Rules.

9.1.2. There will be at least one meeting every year in order to vote on the annual accounts over the preceding accounting year and on the discharge to the President and the Auditor(s), if any (the "Annual General Assembly").

9.1.3. A General Assembly shall also be held within two months of a written request to that effect addressed to the Secretary General by at least one third of the Members. The requesting Members shall indicate the agenda of the meeting to be convened.

9.1.4. Each Member designates its representative at the General Assembly who will exercise the voting rights. The representatives can also exercise their voting rights by proxy as defined in the Operating Rules.

9.2. Competence

9.2.1. The General Assembly is the supreme body of the Association. The General Assembly establishes the general policy of the Association and gives instructions and recommendations to the President's Board for their application.

9.2.2. The General Assembly is in particular responsible for:

- Admitting and excluding Members upon recommendation of the President's Board
- Amending the Statutes of the Association
- Approving and amending the Operating Rules, upon proposal of the President's Board
- Approving the designation of the President of CEMEP upon proposal of the President's Board
- Nominating and revoking the Secretary General, upon proposal of the President's Board
- Nominating and revoking the Auditor(s), if any, upon proposal of the President's Board
- Discharging the President, from liability for the exercise of their mandate
- Approving proposal of resolutions and the CEMEP work program upon proposal of the President's Board
- Approving the annual accounts proposed by the President's Board
- Approving the budget proposed by the President's Board
- Setting the Members' financial contributions and the payment terms thereof, upon proposal of the President's Board
- The dissolution and liquidation of the Association

9.3. Voting rights

9.3.1. Each Member has one vote per Industry Group that it participates in.

9.4. Quorum

9.4.1. The General Assembly is competent to pass resolutions if and only if at least half of the Members are present or represented.

9.4.2. The quorum shall be $\frac{3}{4}$ (three-quarters) of the Members present or represented for the resolutions concerning the amendment to the Statutes, the dissolution and the liquidation of the Association.

9.5. Adoption of Resolution

9.5.1. The General Assembly shall strive to adopt its Resolutions by consensus. If a vote proves necessary, Resolutions shall be passed with the qualified majority of votes of the Members present or represented. The qualified majority will be defined in the Operating Rules.

9.5.2. Resolutions on the following items shall require a qualified majority of voting rights as defined in Article 9.4 of the Statutes:

- Amending the Statutes of the Association;
- Dissolution and liquidation of the Association.

9.6. Invitation and venue

9.6.1. The members will receive notification of the convocation of a general assembly at least 30 days in advance by postal mail, email or fax. The timing and practical details of the convocation to any General Assembly shall be detailed in the Operating Rules.

9.6.2. The venue of the General Assembly shall be indicated in the notice and can be anywhere in Europe.

9.7. Chairman of the General Assembly

At all meetings of the General Assembly, the President of CEMEP (Article 14 of the Statutes) shall act as chairman. If the President of CEMEP is not in attendance the General Assembly will elect a deputy chairman.

9.8. Minutes

9.8.1. The minutes of the General Assembly shall be established by the Secretary General under the authority of the Chairmen of General Assembly and shall be circulated to all Members and participants, if any, present at the meeting.

9.8.2. They shall be archived and be accessible to all Members under the responsibility of the Secretary General.

10. THE INDUSTRY GROUPS

10.1. Industry Groups shall cover the specific activities related to the products and the companies' active in that sector.

- 10.2. Industry groups can be established to consider specific matters of common interest within the “Objectives” of the Association under the authority of the General Assembly
- 10.3. The institution and dissolution of Industry Groups is a competence of the General Assembly on proposal of the President’s Board.
- 10.4. The General Assembly will have a mission statement and terms of reference issued for each Industry Group.
- 10.5. The operational details of the functioning of the Industry groups are further detailed in the Industry Group specific Operating Rules.

11. THE SECRETARY GENERAL

- 11.1. The Secretary General shall discharge his/her duties in accordance with these Statutes and the Operating Rules.
- 11.2. The Secretary General is responsible for the administrative management of the Association under the control of the President’s Board and the supervision of the President; the management includes the daily administration of the Association. He/she shall prepare, coordinate and follow-up the meetings of the President’s Board and the General Assembly in co-ordination with the President. The Secretary General operates in close co-operation with the Industry groups. The daily administration comprises but without limitations the following:
 - Signature of daily correspondence
 - make payments on behalf of the Association
 - conclude contracts with external providers and services companies including financial and insurance companies, on behalf of the Association
 - make and accept any offer, and enter into any contractual relations concerning real estate and/or other goods and properties, thereby using specific financial instruments

The Secretary General can under his responsibility give special delegation to any person to accomplish acts in the scope of the daily administration.

In general the Secretary General can take any measure necessary to the implementation of the decisions of the General Assembly and President’s Board.

- 11.3. The Secretary General will be proposed by President’s Board and appointed by the General Assembly as per article 9.2.2. He/she may be assisted by a Deputy Secretary General in charge of European Affairs. This function may be attributed to an external organization to CEMEP, based in Brussels and specialized in the relations with the different structures and services of the European Union.
- 11.4. The duties of the Secretary General and the organization of the Secretariat shall be outlined in the Operating Rules.

12. PRESIDENT OF CEMEP

- 12.1. The President of CEMEP is in charge of representing CEMEP vis-à-vis the Political Institutions and the other stake holders at high level and on important occasions and

important matters. The President of CEMEP chairs the General Assembly and the President's Board.

- 12.2. The President of CEMEP is elected by the General Assembly (10.2.2) among the President's Board members. The President of CEMEP must hold an executive management position within a company member of a National Association that is a member of CEMEP and be a leading figure of the European CEMEP industry.
- 12.3. The president is elected for period of 2 years and can be re-elected.

13. PRESIDENT'S BOARD

13.1. The President's Board is a liaison between the Presidents of all Industry Groups, to ensure communication and co-operation between groups.

13.2. The participants in this Board are

- Four Members of CEMEP, elected by the General Assembly.
- The President of each Industry Group, elected in the Industry Group (who act as vice-presidents of the board)
- The President of CEMEP
- The Secretary General
- The President's Board is open to further representatives of the Member Associations, the secretaries of the Industry groups and it can invite the Chairman of the Technical Advisory Board if necessary or applicable.
- The President's Board is elected for a period of 2 years. Members can be re-elected

13.3. The Board has the following authority and decision making powers:

- Annual budget, accounts and financial contribution (for approval of the General Assembly)
- Providing recommendations to the General Assembly on membership applications and exclusions
- Proposing modifications to the Statutes and Operating Rules for approval by the General Assembly
- Nominating the CEMEP President, Secretary General and Auditor
- Proposal of Resolutions and the CEMEP work program for approval by the General Assembly
- Full power of management including the right to perform all administrative acts and other necessary arrangements including legal proceedings.
- Deciding on policy or administrative matters referred to it by the, industry groups as long as these are within the guidelines accepted by the General Assembly.
- Setting up and dissolving Industry groups approved by the General Assembly.

14. TECHNICAL ADVISORY BOARD

14.1. The Technical Advisory Board is a liaison between the technical experts from all Industry Groups, to ensure communication and co-operation between groups.

- 14.2. The participants in this Board are the nominated technical experts from each Industry Group, with at least one National Association representative present at any meeting
- 14.3. The Technical Advisory Board elects a chairman.
- 14.4. The Board has an advisory capacity and has no authority or decision making powers on common matters across CEMEP generally. There may be technical committees within the Industry Groups that have the mandate and authority to represent their specific sector. The Board, on proposals to the General Assembly, will first have to liaise with the President's Board. Proposals can be on the subjects of:
- Standardization
 - Regulation
 - Guidance publications
 - Common technical matters

15. REPRESENTATION

- 15.1. The Association will be validly represented vis-à-vis any third parties, authorities, administrative or judicial bodies (whether as a plaintiff or a defendant) by the President of CEMEP or by the Secretary General and/or any Members designated by the President's Board.
- 15.2. The President's Board may also appoint a representative of the Association by way of issuing a power-of-attorney for any specific matter, purpose, application, filing law suit or other.

16. ACCOUNTS AND BUDGET

- 16.1. The financial year of the Association starts on 1 January and ends on 31 December of each year.
- 16.2. The President's Board shall submit for approval by the Annual General Assembly accounts for the past financial year and a budget for the next year.
- 16.3. A Treasurer is appointed and can be dismissed by the General Assembly. The General Assembly receives the Treasurer's report and approves the budget and the balance sheet every year.

17. DISSOLUTION

In case of dissolution of the Association, the General Assembly shall establish the method, designate the liquidators and determine their powers and fees. The liquidators shall distribute the net assets of the Association, if any, to a non-profit purpose or organization as may be further specified by the General Assembly.