

# The Statutes of CEN

## Part I: Name, registered office, object, term, structure

**Article 1:** An international non-profit association is set up, governed by the coordinated laws on non-profit associations, international non-profit associations and foundations.

### *Denomination*

**Article 2:** The association is named "Comité Européen de Normalisation". This denomination can also be expressed in English as "European Committee for Standardization" and in German as "Europäisches Komitee für Normung".

Its abbreviation is "CEN".

### *Registered Office*

**Article 3:** The registered office is located in 1000 Brussels, avenue Marnix 17. It can be transferred to any other address in the region of Brussels-Capital by decision of the Administrative Board.

### *Object*

**Article 4:** The aim of the association is the implementation of standardization throughout Europe to facilitate the development of the exchange of goods and services, by the elimination of the barriers set by provisions of a technical nature.

It therefore implements technical, scientific and economic procedures specific to the standardization studies, in conjunction with the International Organization for Standardization (ISO) and any other private or public organization representing European and worldwide interests.

It facilitates the development of procedures for the mutual respect of conformity test results to standards, as well as for other European systems of conformity assessment to standards, to be implemented by CEN itself or by other parties.

This aim may be attained by all means. The association is entitled to take any action, direct or indirect, entirely or partly connected with its aim, or likely to bring on the development or facilitate the accomplishment thereof. It is entitled to give its support and to take interest in any way in both national and international as well as supranational associations, undertakings and organizations liable to help and contribute to the achievement or development of its aim.

The association has no profit-making goal. It does not, in any way, take part in the competitive efforts of manufacturers and dealers.

The General Assembly has authority to interpret without appeal the nature and scope of the association's aim.

### ***Term***

**Article 5:** The association is formed for an unlimited period; it may be dissolved by decision of the General Assembly, acting in compliance with the provisions of **article 22**.

### ***Structure***

#### **Article 6:**

**6.1** The association consists of:

- its national Members;
- its associated Members, hereafter referred to as "Associates";
- bodies able to determine and implement the will of its members i.e.
  - the General Assembly
  - the Administrative Board
  - the Presidency
  - the Presidential Committee
  - the Director General
  - the Auditor(s).

**6.2** The national Members are the national standards bodies, already members of the association, as well as, after their admission in compliance with Article 7, the national standards bodies of other member countries of EC or EFTA, or of countries likely to become members of EC or EFTA. There can only be one national Member per country.

**6.3** The Associates are organizations representative, at European level, of social and economic interests, the statutes of which are governed by European legislation, or by the national legislation of one of the CEN national Members' countries, and which comply with all the conditions mentioned in points 1,2,3 and 4 below.

As an exception, and providing the requirements mentioned below are satisfied, the General Assembly, in the framework of the procedure described in Article 7, can accept as associates de facto organizations.

1. The involvement in these organizations is open to all bodies or persons having an interest, from all countries having a national Member in the association, providing they comply with the rules of the organization.
2. They have a legitimate interest in European standardization in general, or at least in a large sector of activity.
3. They are capable, through their members and their internal organization, to effectively and representatively contribute to CEN's objectives.
4. They commit themselves to bring forward CEN's objectives and to promote standardization.

**6.4** In addition to its two classes of members, the association also has Counselors which are European Institutions having a political role to play in European standardization.

The General Assembly recognizes the status of Counselor and invites their representatives to participate in the work of the association in a consultative capacity, notably in Administrative Board meetings when policy issues are debated.

The Counselors do not pay a fee and bear no legal obligation in the association.

## **Part II: Admission, resignation, exclusion, liabilities, fees**

### **Article 7:**

**7.1** A national standards body is admitted as national Member if it:

1. commits itself to comply with the rules set by the statutes of the association;
2. submits a written application for membership of the association;
3. obtains the consent of the General Assembly, voting by secret ballot, at the unanimity of the members present or represented, an abstention not being counted as a vote.

**7.2** A candidate organization is admitted as an Associate if it:

1. commits itself to comply with the rules set by the statutes of the association;
2. submits a written application for membership to the association;

3. obtains the consent of the General Assembly, voting by secret ballot, at the majority of three-quarters of the national members present or represented, an abstention not being counted as a vote.

### ***Loss of status of national member or associate***

**Article 8:** The quality of national Member or Associate is lost by dissolution, discontinuity, resignation or exclusion.

### ***Resignation***

**Article 9:** Any national Member or Associate is free to resign from the association. The resignation must be notified in writing to the registered office of the association. However, this resignation will not be effective, and the national Member or Associate will therefore not cease to be a member of the association, until 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-year.

### ***Considered as having resigned***

**Article 10:** Any national Member or Associate will be regarded as having resigned:

- i. if they have not paid the full amount of their annual fees as foreseen in Article 15, or the due parts thereof, within six weeks after the dispatch of a formal notice sent by registered mail; or
- ii. when losing their qualification as a separate legal entity; or
- iii. when they no longer fulfill the conditions required in order to be a national member or associate, as the case may be.

In all cases the General Assembly rules without appeal.

### ***Exclusion***

**Article 11:** Any national Member or Associate may, for serious breach of obligations, be excluded from the association.

The exclusion will be declared, without appeal, by the General Assembly voting by secret ballot, at the majority of two-thirds of the national Members present or represented.

The Administrative Board will inform the national Member or the Associate of the decision, by registered mail.

The exclusion becomes effective on the date fixed by the General Assembly. The national Members or Associates that are excluded will be considered as having resigned as far as their rights and obligations are concerned.

The association, its representatives, national Members and Associates will be exempted from any responsibility for the damages which might result, directly or indirectly, from the exclusion decided in conformity with the statutes.

### ***Rights to assets***

**Article 12:** The national Members and Associates that are considered having resigned, or are excluded, as well as their entitled beneficiaries or debtors, have no rights to the assets of the association. They cannot claim repayment of fees, donations or any other support they have provided.

### ***Full adhesion***

**Article 13:** The status of national Member or Associate of the association implies full compliance with the statutes, to the Internal Regulations and to all prescription and decisions taken in accordance with the statutes and Internal Regulations.

### ***Obligations towards third parties***

**Article 14:** The national Members and Associates incur no personal obligations towards third parties on the association's own commitments.

### ***Annual fees***

**Article 15:** The national Members are bound to pay the membership fee set by the General Assembly for each financial year.

The Associates are bound to pay the subscription fee set up by the General Assembly for each financial year.

## **Part III: General Assembly**

**Article 16:** The General Assembly is the supreme body of the association. It is formed, on a permanent basis, by the national Members and the Associates and it represents their universality. It has comprehensive powers to elaborate and ratify the acts relevant to the association. Its resolutions taken in accordance with the present statutes or the Internal Regulations are binding for all the national Members and Associates of the association, even for those who may be absent, incompetent or dissident.

The following powers are expressly reserved to the General Assembly:

- 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 35, 2<sup>nd</sup> paragraph, of these present statutes.

### ***Rights of the national members and associates of the association***

**Article 17:** National Members and Associates have the right to attend the meetings of the General Assembly which can be organized, at the Administrative Board's request, either in an ordinary General Assembly or an extraordinary General Assembly.

They may delegate a representative.

National Members also have the right to participate in voting according to Article 21.

### ***Ordinary General Assembly***

**Article 18:** An ordinary session of the General Assembly must take place every year, at a date set forth by the Internal Regulations.

The ordinary General Assembly normally:

- receives the reports written by the Administrative Board;
- receives the reports written by the Auditor(s);
- takes a decision on the profit and loss accounts of the previous financial year;
- pronounces the discharge of the members of the Administrative Board and of the auditors for their management;
- deliberates on the proposals of the Administrative Board concerning the budget and annual fees;
- in due time appoints the President, the President Elect and the Vice-Presidents, the members of the Administrative Board, the Auditor(s) of the association;

- deliberates on all the other questions on the agenda, notably on the general orientation of the association's activities;
- pronounces the admission and exclusion of the national Members and Associates in accordance with the statutes.

In order to assure that decisions are taken at the most appropriate times, the ordinary session of the General Assembly may agree that a decision on one or more of these items should be postponed until later in the year and voted by correspondence.

### ***Extraordinary General Assembly***

**Article 19:** The Administrative Board can convene an extraordinary General Assembly at any moment. It must convene such meetings within three months of a request received from at least two of the association's national Members acting jointly. 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 meeting which they want to convene.

If an extraordinary general meeting is convened after the date on which the Administrative Board, pursuant to article 38 hereof, has established the annual accounts, the budget and the annual fees, then an ordinary general meeting shall equally be convened to take place at the same date immediately prior to such an extraordinary general meeting.

### ***Agendas and calling notices***

**Article 20:** The Administrative Board decides upon, establishes and sets up the agendas of the General Assembly meetings. Calling notices are distributed by ordinary mail to all national Members and Associates at least one month before the date of the meeting.

The Administrative Board shall state in the calling notices all proposals signed by at least two national Members of the association acting jointly. This obligation, however, is not imperative unless the proposal, written in a concrete and accurate manner, is made in writing and in due time to the association, at its registered office.

### ***Majorities***

**Article 21:** The General Assembly acts by simple majority of votes, whenever other quorums of presence or majority are not required by the statutes or by the Internal Regulations. Each national Member has one vote. In case of division of the votes the chairperson shall intervene with a casting vote.

When calculating majorities, no account shall be taken of the vote of the Members who abstain from voting except in the cases when the statutes provide to the contrary.

There shall be a vote by secret ballot on questions related to individuals, if at least two national Members request it.

### *Changes to the statutes*

**Article 22:** The General Assembly cannot validly deliberate on proposals for statute changes unless these have been specifically included in the agenda accompanying the calling notice and unless two-thirds of the national Members of the association are present or represented.

In case two-thirds of the national Members of the association are not present or represented at the first meeting, a second meeting can be convened, where deliberations will be authorized whatever the number of members present or represented.

No change shall be adopted unless there is a majority of two-thirds of the votes of the national Members present or represented.

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

### *Proceedings*

**Article 23:** Proceedings shall be prepared of all meetings of the General Assembly. These proceedings shall be written down in a special register. The register will be kept at the registered office.

Copies or extracts to be produced for use in court or elsewhere are signed by the President of the association or by the individual filling in for him, or by the Director General.

## **Part IV: Presidency, Administrative Board, Presidential Committee, Director General, Auditors**

### *President of the association*

**Article 24:** The association is presided over by a President, appointed for two years at least and three years at most by the General Assembly and dismissible from office by the General Assembly. This term of office commences the second year following the year of his election and is preceded by a one-year period of running-in as President Elect.

In his absence his office will be filled in by one of the three Vice-Presidents appointed under the same conditions by the General Assembly among the members of the Administrative Board other than the President and the President Elect.

The President, President Elect and Vice-Presidents are dismissible from office by the General Assembly. They are members by right of the Administrative Board.

The President, and in his absence the Vice-President Policy, chairs the General Assembly and the Administrative Board. The Internal Regulations may confer other prerogatives of practical nature on the President and the Vice-Presidents.

Neither the President nor President Elect or the Vice-Presidents, in their capacity as President, President Elect or Vice-Presidents, have any voting right at the General Assembly or Administrative Board, except as provided by Articles 21 and 30 of these statutes.

### ***Administrative Board***

**Article 25:** The association is directed and managed by an Administrative Board by whom it is officially represented in all writs and extrajudicial deeds.

The composition of the Administrative Board, is fixed by the Internal Regulations. The Administrative Board must at all times comprise at least three members other than the President, President Elect and Vice-Presidents. Its members are appointed for two years at least and three years at most by the General Assembly and dismissible by the General Assembly. They are the General Assembly's authorized representatives. They are re-eligible.

### ***Obligations towards third parties***

**Article 26:** The members of the Administrative Board act as a corporate body. They shall not undertake any personal obligations related to the commitments of the association. They are liable only for the execution of their mandate.

### ***Action by the Administrative Board***

**Article 27:** The Administrative Board acts as representative of the General Assembly and leads to the achievement of the aim of the association. It directs work and coordinates the actions taken by all bodies. It takes, or has taken, in the name of the association all the steps it deems essential for the achievement of its corporate goals in its dealings with national, international or supranational authorities as well as any other persons or any other organizations.

### ***Powers of the Administrative Board***

**Article 28:** The Administrative Board has the broadest powers to administer the association's business and to handle all administrative matters and provisions which relate to the aim of the organization, except for matters which in the statutes or Internal Regulations are expressly reserved to the General Assembly, and except for matters which in the statutes or Internal Regulations or otherwise by decision of the General Assembly are expressly reserved to the Presidential Committee.

### *Legal proceedings*

**Article 29:** Legal proceedings, whether as plaintiff or defendant, are followed up by the Administrative Board in the name of the association, at the suit of the President of the association, of a Vice-President or of the Director General.

### *Calling notices, agendas, votes, majorities*

**Article 30:** The Administrative Board is convened by the President of the association who decides upon the agenda.

Each member of the Administrative Board (with the exception of the President, the President Elect and Vice Presidents acting in this capacity) is allowed one vote. The decisions are taken at the simple majority of the votes expressed by the members present or represented. The chairperson shall have a casting vote if there is a division of the votes. When calculating the majority an abstention is not counted as a vote.

Members can give a proxy, by letter or by facsimile, to another member to act and vote on his behalf, but each time for one single session. A member may only represent one other member.

### *Proceedings*

**Article 31:** Proceedings are written on all Administrative Board meetings. They are consigned in a special register which is kept at the registered office.

Copies or extracts to be produced for use in court or elsewhere are signed by the President of the association or by the person filling in for him or by the Director General.

### *Delegation of authority*

**Article 32:** All actions committing the association, all powers and proxies, all documents to which a civil servant participates, such as a register of mortgages or notary, are signed by two members of the Administrative Board, or by one of its members and the Director General. They shall not have to justify to a third party a previous decision of the Administrative Board.

The deeds of current and daily management, the receipts and letters of indemnity towards third parties, the railroad administration, the post, telephone and telegraph administration, the post office banking system and any other state administration and their internal administrative decisions and international and supranational bodies, are signed by the Director General or by any of the persons to whom the Administrative Board or the Director General has given power to do so within the limits and conditions it will decide, by virtue of a special decision.

### *Presidential Committee*

**Article 33:** 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 ELECTROTECHNIQUE with enterprise number 412.958.890 (CENELEC), 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 CENELEC, 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 of CENELEC (both with voting right), the two President Elects of the association and CENELEC (without voting right), the six Vice-Presidents of the association and CENELEC (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 CENELEC. 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 national 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 CENELEC-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 CENELEC, 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 CENELEC.

The Presidential Committee reports to the Administrative Board.

### *Director General*

**Article 34:** 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 Statutes, 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 CENELEC.

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 CENELEC.

### ***CEN-CENELEC Management Centre***

**Article 35:** 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.

### ***Auditors***

**Article 36:** The General Assembly appoints one or more Auditor(s) selected among the auditor(s) or chartered accountants established in Belgium, for a period of three years, renewable. It decides upon the annual fee.

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, without transfer of the books, the correspondence, proceedings and, in general all accounts of the association. He examines (or they examine) the inventory of assets and liabilities, the annual accounts and budgets decided by

the Administrative Board and report(s) to the General Assembly on the result of his or their assignment.

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.

## **Part V: Miscellaneous**

### ***Financial year***

**Article 37:** The financial year begins on the first of January and ends on the thirty-first of December of each year.

### ***Profit and loss account, record, budget, fees***

**Article 38:** Each year, on the thirty-first of December the accounts of the association are closed.

The Administrative Board works out the profit and loss account and submits it in an ordinary session of the General Assembly, after examination by the Auditor(s). The Administrative Board and the Auditor(s) report on their activities.

Each year in an ordinary session, the General Assembly decides upon the budget and the annual fees for each year of the national members and associates, as proposed by the Administrative Board.

### ***Internal Regulations***

**Article 39:** The Internal Regulations of the association are established by the General Assembly acting with a two-thirds majority of votes of the national Members of the association present or represented.

The original copy is kept at the registered office. The Internal Regulations complement the present Statutes and are mandatory for all. A copy is given to all national Members and associates of the association.

Only the General Assembly acting with a two-thirds majority of its national Members present or represented is authorized to make any change whatsoever.

All changes proposed shall be mentioned in full on the agenda.

Any resulting changes shall be stated in full in the proceedings of the General Assembly, which will have decided upon them, and all national Members and Associates will receive a copy.

These statutes will at all times prevail over possible conflicting provisions of the Internal Regulations.

### ***Dissolution, liquidation***

**Article 40:** Should this association dissolve voluntarily, which it may decide under the same conditions of quorum, majority and voting as those provided for a change of the statutes, the General Assembly which will have decided the dissolution, simultaneously sets the conditions of the liquidation, designates the liquidator(s), decides upon his or their powers and determines the destination of assets remaining after payment of the liabilities. Such destination must be non-profit and have a close connection to the object of the association.

### ***Loss of legal status***

**Article 41:** If, for any reason, independent of the will of its members, this association ceases to enjoy legal status, it would continue to exist among its members as an "association de droit commun" such as governed by Belgian common law.

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