



ETIM International STATUTES

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Part 1: NAME, SCOPE, FORM, HEAD OFFICE, OBJECTIVES, DURATION

Art. 1 Name, Scope

(a) Name. The name of the association is ETIM International.

(b) Scope.

ETIM is the European Technical Information Model

ETIM International is the standardisation committee for ETIM in Europe.

Art. 2 Form, Head Office

(a) Form. ETIM International is a non-profit association governed by the provisions of the Belgian law of 2 May 2002 on non-profit associations, international non-profit associations and foundations.

(b) Head Office. ETIM International has its seat in the juridical district of Brussels at Excelsiorlaan 91 B-1930 Zaventem, Belgium. ETIM International may change its seat to any other location in Belgium in the Brussels area upon decision of the Executive Board to be deposited in the association's file and published in the annexes of the "*Moniteur belge*".

Art. 3 Objectives

(a) Principal Objectives and Activities

- (i) to develop and maintain the European Technical Information Model (ETIM), initiate research for possible solutions of any problem in Information models of interest to the Industry in the widest possible sense; starting with the Electrical installation material industry, ETIM International may, at the appropriate time extend its activities into related Industry sectors.
- (ii) to publish and promote the European Technical Information Model (ETIM);
- (iii) without prejudice to the objectives mentioned above under (i) and (ii), to serve the common global interests of the industry and Trade in Europe.

(b) Principles. In carrying out these objectives, ETIM INTERNATIONAL will base itself on the principles of free enterprise, competition and fair trade in Europe and throughout the world and the promotion of fair and equal conditions for companies worldwide.

(c) Implementation. When implementing these objectives through policy formation in Policy Groups, ETIM International will seek consensus in accordance with the Consensus Rule set forth in the By-Laws.

(d) Long-term Goal. The long-term goal of ETIM International is to achieve that the ETIM model becomes the most used technical information model in the involved industry.

Art. 4 Duration

ETIM International is formed for an indefinite period.

Part 2 MEMBERSHIP

Art. 5 Members

(a) Legal Nature of Members. Subject to the provisions of this Article 5, ETIM International may accept as "Members" companies and associations legally constituted in accordance with the laws and practices of their countries of origin. Members are defined to be "full Members" or "supporting Members" as these terms are defined hereinafter.

(b) Full Members.

Can become a full member of ETIM International:

- (i) Recognized national ETIM organisations as specified in Article 7 of the present statutes
- (ii) Each natural or legal person from any country without a recognized national ETIM organisation, active in the supply chain of one of more of the products covered by the ETIM classification system, such as manufacturers, wholesaler, technical contractors, able and willing to actively participate in the promotion of ETIM International's objectives as specified in Article 7 of the present status
If several persons represents the same country without a recognized national Etim organisation, they will be seen all together as one full member and will have to organize between themselves the decision process within their delegation.

(c) Supporting members. Associations and organizations operating in fields, which come under the ambit of the Association's interests, which have objectives similar or complementary to those specified in Article 3 of the present Statutes, and which do otherwise not qualify for full Membership.
Supporting members shall not have the right to vote in the General Assembly.

(d) Voting Rights. Each full ETIM member has 1 vote on the general assembly

If an European Country, without a recognized national ETIM organisation as specified in Article 7, is represented by more than one person, the representatives of this country will be seen all together as one full member with one vote.

Art. 6 ETIM INTERNATIONAL Membership

ETIM International shall always consist of minimum tree full Members.

Art. 7 Recognized national ETIM organisation

Only one national ETIM organisation will be recognized per country

As such, can be recognized as a local ETIM organisation each organisation that provides following services concerning the ETIM classification system in a country

CORE LOCAL SECRETARIAT DUTIES

1. Providing the primary source of contact for Local Members, maintaining Membership records, handling Applications for Membership and Associate Membership.
2. Providing the primary source of contact between the LOCAL ETIM organization and the ETIM INTERNATIONAL organization. Transferring enquiries from local members to ETIM INTERNATIONAL.
3. Attending all Local Council meetings, providing secretarial services, including organization, Minute taking and all other associated administrative duties.
4. Attending all Local GA meetings, providing secretarial services, including organization, Minute taking and all other associated administrative duties.
5. Forwarding Minutes to Members.
6. General administration, provision of correspondence, e – mail and fax communication services .
7. Providing annual accounts to auditors, maintaining bank accounts, handling all regular income and expenditure, tax returns etc. Provision of monthly management accounts .
8. Handling enquiries from members and others.
9. Maintaining and regularly updating the ETIM LOCAL website with data from Members and Council.
10. General office maintenance, ETIM LOCAL asset storage and maintenance of records, databases etc.

LOCAL PUBLICITY DUTIES

1. Develop and maintain a general presentation of ETIM INTERNATIONAL
2. Develop and maintain contact with Local Manufacturers, manufacturers associations, Wholesalers and Wholesalers Associations to maximise publicity of ETIM its activities and member capability wherever possible.
Preparation and issue of Press Releases and other forms of publicity as seen to promote the ETIM classification.
3. Maximising the effectiveness of the Local ETIM Website in attracting membership and disseminating news.
4. Using in – house expertise and media contact to promote ETIM INTERNATIONAL objectives.

ETIM TRANSLATION AND UNIFORMITY

1. Organize the translation in local language(s) of the ETIM classification within the foreseen time frame.
2. Organize the distribution of the latest version of ETIM to the local members and promote the use of the latest version.
3. Avoid the creation of non uniform versions by fitting to the release plan of ETIM INTERNATIONAL.
4. Actively participate to the meetings and conferences organised by ETIM INTERNATIONAL concerning the evolution and promotion of the ETIM classification system.

The above activity descriptions are not exhaustive but are given to indicate the scope and responsibilities.

Art. 8 New Members, Admission Procedure

(a) Application. Associations or companies that want to become Members shall send an application for membership to the ETIM International secretariat. The application shall be made by using the application form developed by the secretariat and shall be addressed via regular mail or via any other means of written communication (including e-mail).

(b) Granting of Membership. The Executive Board shall decide on all applications. The decision of the Executive Board shall be taken according to the quorum and majority stipulated in Article 17. The Executive Board shall inform the applicant of the decision and the reasons stated therein.

(c) Rejection and Appeal. The Executive Board's rejection of an application shall set forth the principal reasons underlying the decision, which reasons shall be based on the criteria setting out the eligibility for membership in Article 5 above. The applicant concerned shall have the right to appeal that decision.

Art. 9 Withdrawal

Any Member wishing to withdraw from ETIM International shall give notice to the President of its withdrawal at least one full financial year in advance. During this period, the membership and obligation to pay fees shall remain unaffected.

Art. 10 Exclusion

Any Member that does not comply with the Statutes or the rules and regulations, including any By-Laws, issued pursuant to the Statutes or does not anymore fulfil the membership conditions, can be excluded by a decision of the Executive Board, provided the reasons are stated in that decision and that the Member concerned shall have had the right to present its defence prior to the entry into force of the decision. The Member shall have the right to appeal the decision with the General Assembly. In the case of such appeal, exclusion shall not occur and the decision shall not enter into force until the General Assembly has confirmed the decision to exclude the Member with a majority of three quarters of the votes of the Member Associations present or represented and three quarters of the votes of the Member Companies present or represented, in which event the decision to exclude the Member shall be final and binding.

The decision which shall state the principal underlying reasons shall be communicated by the Executive Board to the Member concerned.

Art. 11 End of Membership, Dispute Resolution

(a) End of Membership. A Member who ceases to be a Member of ETIM International through withdrawal, exclusion or any other cause shall have no claim to ETIM International's funds; such Member shall remain liable for the subscription fee of the current financial year and next full financial Year.

Part 3 GENERAL ASSEMBLY

Art. 12 Powers of the General Assembly

(a) Powers. The assembly of all Members ("General Assembly") shall have full powers to achieve the objectives stated in Article 3 (a) through (d) and to ratify the vision and strategy of ETIM INTERNATIONAL. In particular, the General Assembly shall have the powers to:

- (i) set subscription fees;
- (ii) approve annual budgets and financial accounts;
- (iii) elect and dismiss the members of the Executive Board,
- (iv) appoint and dismiss the Director General upon proposal by the Executive Board;
- (v) approve the Executive Board's proposals for the policies of ETIM International;
- (vi) amend these Statutes and adopt and amend By-Laws;
- (vii) set up policy groups and working groups subject to the provisions of Article 21;
- (viii) dissolve ETIM International;
- (ix) decide on the appointment of an auditor.

(b) Delegation of Powers. Except for the powers which exclusively belong to the General Assembly according to the Belgian law of 2 May 2002 on non-profit associations, international non-profit associations and foundations, the General Assembly may delegate these powers to another committee or board of Members, it being understood that the General Assembly can revoke or modify such delegation as well as any decision taken on the basis of such delegation at any time without notice or cause.

Art. 13 Composition of the General Assembly

The General Assembly shall be composed of all the full Members of ETIM INTERNATIONAL. Each Member is represented by one delegate ("Member Representative"). Provisions concerning the registration of Member Representatives and alternates for Member Representatives (if any) can be outlined in the By-Laws. A Member can also be represented in a General Assembly by another Member, provided that this representation has been registered in the manner set forth in the By-Laws and that such Member does not represent more than two Members in total.

Art. 14 Quorum, Majority

(a) Quorum. Unless otherwise provided by these Statutes, the General Assembly can only take decisions if more than half of the full Member Associations are present or represented at a meeting. If this condition is not met at a meeting, the President shall call another meeting pursuant to Article 14 with the same agenda within the following three months, which meeting shall constitute a quorum regardless of the number of Members present or represented, provided, however, that this has been clearly stated in the convocation of this second meeting.

(b) Majority. Unless otherwise provided by these Statutes or by the law, for all decisions of the General Assembly a normal majority of the votes of the Member Associations present or represented is required. Blank votes, invalid votes and abstentions will be counted as negative votes.

Art. 15 Meetings, Agenda

(a) Meetings and Agenda. The General Assembly shall take decisions in ordinary or extraordinary meetings. The President of ETIM International as chairman of the

General Assembly, or in his/her absence the Vice- President, shall call an ordinary meeting of the General Assembly at least once a year. The President, or in his/her absence the Vice- President, is obliged to convene an extraordinary meeting upon written request to the Executive Board of Members representing at least 20% of the votes of all Members. Except for meetings pursuant to Article 29 (a), meetings shall be called by the President, or in his/her absence the Vice-President, with one month' prior written notice communicated via regular mail or via any other means of written communication (including e-mail) to every Member. The notice shall contain an agenda for the meeting and identify and specify with sufficient detail the matters on which votes shall be cast.

An item has to be included on the agenda of the General Assembly on the request of Members representing at least 20% of the votes.

Written minutes of the General Assembly including all resolutions shall be taken by a person to be assigned by the President and shall be sent to all Members without undue delay after each meeting. The resolutions shall be registered and filed at the seat of ETIM International.

(b) Meetings via written procedure

In exceptional cases and when the urgency of the matter so requires, the General Assembly may make decisions by a written procedure.

To that effect, the President or, in his/her absence, the Vice-President, shall send the proposed resolutions to all Members via regular mail or via any other means of communication he/she deems fit (including e-mail). The proposed resolutions shall be accompanied by a memorandum prepared by the President, or in his/her absence, the Vice-President, setting forth the reasons which have lead to the use of the written procedure, as well as the context of the proposed resolutions. The proposed resolutions shall be deemed adopted if within ten working days after having been sent, the number of duly completed written communications returned to the President by the Members is sufficient to meet the quorum and voting requirements set forth in the present Statutes.

(c) Meetings via video-conference, telephone conference and Instant Messaging services

In exceptional cases and when the urgency of the matter so requires, the General Assembly may be held and decide by modern means of telecommunication that allow Members to directly hear each other and to directly speak to each other, such as telephone or video conference. In the same context, the General Assembly may also be held and decide by modern means of telecommunication that allow Members to directly converse in writing with each other, such as via Instant Messaging services. Further details regarding these procedures can be specified in the By-Laws.

Part 4 EXECUTIVE BOARD

Art. 16 Executive Board

(a) Functions. ETIM International shall be governed by a board ("Executive Board") in accordance with decisions reached by the General Assembly. In addition to the functions and powers mentioned in these Statutes, the Executive Board shall also have the power to:

- (i) form and propose policies for the approval of the General Assembly in order to promote the objectives of ETIM International;
- (ii) set future priorities, adopt pro-active plans and final positions;
- (iii) accept new Members;
- (iv) appoint chairmen of policy groups and working groups upon proposal from the relevant group as set forth in Article 21;
- (v) co-ordinate the work of policy groups and working groups and the advisory policy group (if any) established in accordance with Articles 20 and 21;
- (vi) prepare and file for acceptance by the General Assembly the annual budget and accounts pursuant to Article 27;
- (vii) propose for resolution by the General Assembly By-Laws pursuant to Article 28;
- (viii) exclude Members according to Article 9;
- (ix) manage the assets of ETIM International.

(b) Executive Board members. The Executive Board shall be composed of a minimum of but not more than 5 individuals, including the President and the Vice-President ("Executive Board members"). Unless specifically otherwise provided herein, the terms and conditions applying to the other Executive Board members shall also apply to the President and the Vice-President.

(c) Elections. The Executive Board members shall be elected by the General Assembly from the lists of candidates submitted to the General Assembly by the executive board.

The list is composed of every candidate presented in writing and in advance by a full member.

(d) Term. The initial term of an Executive Board member shall be three years. Thereafter an Executive Board member can be re-elected for one or more periods of three years.

(e) Dismissal. The General Assembly can dismiss an Executive Board member at any time. An Executive Board member is supposed to resign when he do not represent a full member any more.

(f) When an Executive Board member resigns he will be replaced by another candidate presented by the same full member until the next General Assembly.

Art. 17 Meetings

The Executive Board shall meet at least once a year upon convocation of the President or, in his/her absence, the Vice-President. The Executive Board members shall be duly notified of a meeting by way of a written notice communicated via regular mail or via any other means of written communication (including e-mail). The notice shall contain an agenda for the meeting. Further details may be regulated in By-Laws. In case an Executive Board member is unable to participate in a meeting, such Executive Board member can also nominate, and be represented by, another Executive Board member, provided, however, that no Executive Board member can

represent more than one other Executive Board member. Details for the registration of such a representation can be set forth in the By-Laws. A meeting of the Executive Board shall be validly constituted even if all or some of the Executive Board members are not physically present or represented, but participate in the deliberations via any modern means of telecommunication that allow Executive Board members to directly hear each other and directly speak to each other, such as a telephone or video conference. A meeting of the Executive Board shall also be validly constituted even if all or some of the Executive Board members are not physically present or represented, but participate in the deliberations via any modern means of telecommunication that allow Executive Board members to directly converse in writing, such as via Instant Messaging services. In such cases, the Executive Board members will be deemed present.

Reports and resolutions of the Executive Board shall be filed at the seat of ETIM International.

Art. 18 Quorum, Majority

(a) Quorum. The Executive Board is properly convened if at least half of the Executive Board members of the Member Companies and the Member Associations, respectively, are present or represented.

(b) Majority. The first priority is to reach decisions by consensus. In case of voting, each Executive Board member shall possess one vote.

A majority of two thirds of the votes of the Executive Board members present or represented is required for the taking of decisions.

Part 5 PRESIDENCY, VICE-PRESIDENCY

Art. 19 Election

The Executive Board of ETIM International shall elect two candidates out of the Executive Board members with the functions and powers set forth below in Article 20 ("President" and "Vice-President").

Art. 20 Functions and Powers

(a) Functions. The President or, in his/her absence, the Vice President, shall preside over the meetings of the General Assembly and of the Executive Board as its Chairman. He/she shall have charge over the proper functioning of ETIM International, in accordance with and pursuant to its Statutes and By-Laws, and the carrying out of the decisions taken by the General Assembly and the Executive Board.

(b) Powers. The President or, in his/her absence, the Vice-President, shall have the power to represent ETIM International as regards policy matters.

Part 6 TECHNICAL COMMITTEES and APPROVAL COMMITTEE

Art. 21 Establishment

Subject to further details set forth in the By-Laws, the Executive Board shall be empowered to establish a Technical Committee.

The Executive Board shall appoint the Chairman.

The matters concerning their composition, mandate, powers and duration can be governed by the By-Laws.

Art 22 Technical Committees

This committee will make proposals for the further development, enhancement and maintenance of the European Technical Information Model

The Technical Committee shall be open to technical experts from the member companies and member associations. Subject to further details set forth in the By-Laws experts from other organisations can also become a member of these committees.

The proposals of these committees will be transmitted for Approval to the Executive Board.

Part 7 LEGAL REPRESENTATION

Art. 23 Legal representation

ETIM International shall be validly represented vis-à-vis third parties and with regard to all judicial and extra-judicial deeds by any two Executive Board members acting jointly.

None of the aforementioned persons must justify his/her powers vis-à-vis third parties.

In addition, ETIM International shall also be validly represented vis-à-vis third parties, within the framework of their mandates, by proxy holders duly mandated by the two Executive Board members acting jointly.

Part 8 SUBSCRIPTIONS, ACCOUNTS, BUDGET

Art. 24 Subscription

The Members shall share the expenses of ETIM INTERNATIONAL by way of each Member paying a subscription fee fixed annually by the General Assembly upon a proposal submitted by the Executive Board. This is without prejudice to any agreement among the Members, in accordance with the internal rules of ETIM International, to share further costs in connection with the activities of ETIM International.

In any case the annual total amount that has to be paid by the members can not exceed 25.000 €

Art. 25 Liability

Without prejudice to Article 24, the liability of the Members for acts of ETIM International is limited to the subscription fee.

Art. 26 Financial Year

The financial year shall commence on 1st January and shall end on 31st December of each year.

Art. 27 Accounts, Budget, Auditor

The Executive Board shall submit before May 1st of every year for the approval of the General Assembly the accounts of the past financial year and before November 1st the budget of the following financial year.

The final approval of the accounts and the budget will be performed during the Annual General Assembly.

The General Assembly can nominate an auditor. The auditor shall draw up a yearly report on the annual accounts of the association. This report shall be submitted to the General Assembly.

The General Assembly can nominate a member to verify the accountancy. In that case this member will report directly to the General Assembly.

Part 9 BY-LAWS

Art. 28 Issuing of By-Laws

The General Assembly on specific proposal from the Executive Board shall issue By-Laws compatible with the provisions of these Statutes, in order to ensure the functioning of ETIM International and its administration and/or to execute and complement the Statutes.

Part 10 AMENDMENTS, DISSOLUTION, EFFECTIVE DATE

Art. 29 Amendments to the Statutes, Dissolution

(a) Amendments, Dissolution. Decisions to amend these Statutes and/or to dissolve ETIM International must receive a majority of three quarters of the votes of the Member Associations present or represented and a majority of three quarters of the votes of the Member Companies present or represented, while for these purposes, the General Assembly shall not be deemed to be properly convened unless three quarters of the Member Associations and three quarters of the Member Companies, respectively, are present or represented at the meeting. The notice for such meeting must be sent to each Member two months in advance and, in cases of an amendment being part of the agenda, shall contain the proposed amendment.

(b) Liquidation. In the event of a decision to dissolve ETIM International, the General Assembly shall decide on the method of liquidation of ETIM International and the destination of ETIM International's funds pursuant to the same quorum and majority requirements as are set forth in Article 29(a). ETIM International's funds shall be allocated to a disinterested purpose.

Art. 30 Approval by the competent authority. Publication requirements Effective Date

If applicable, the decision of the General Assembly relating to the modification of the statutes shall be published in the Annexes to the Moniteur belge in accordance with the law.

Part 11 GENERAL PROVISIONS

Art. 31 Miscellaneous

All matters which are not covered by the present Statutes, and in particular the publication requirements, shall be settled in accordance with the provisions of the applicable law.

Art. 32 Language

To the extent required under Belgian law, documents and proceedings of ETIM International shall be done in Dutch. The working language of ETIM International is English.

Art. 33 Transitional provisions

The first Executive Board member are elected during the foundation meeting from candidates presented by the founding members.

Next to the election of the Executive Board, a first board meeting will elect a president and a vice-president