

ENGINEERS EUROPE
Association Sans But Lucratif

ENGINEERS EUROPE
Not-for-Profit Association

ENGINEERS EUROPE
Gemeinnützige Organisation

BY-LAWS

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CONTENTS

SECTION 1 ORGANISATION

THE GENERAL ASSEMBLY

Article B1 MEETINGS

Article B2 PRESENCE AND PRESENTATION

Article B3 MINUTES

EXECUTIVE BOARD

Article B4 MEETINGS

Article B5 RESPONSIBILITIES OF THE MEMBERS OF THE EXECUTIVE BOARD

Article B6 POWERS OF THE EXECUTIVE BOARD

Article B7 EXPENDITURE

Article B8 ELECTION OF THE MEMBERS OF THE EXECUTIVE BOARD

Article B9 COMMITTEES

Article B10 WORKING GROUPS

Article B11 SECRETARY GENERAL

Article B12 CONVENTIONS AND SEMINARS

Article B13 REGIONAL GROUPS

SECTION 2 INFORMATION

Article B14 INTERNAL INFORMATION

Article B15 PERSONAL CONTACTS

Article B16 OUTSIDE INFORMATION

SECTION 3

SHARES – VOTES – SUBSCRIPTIONS – BUDGET

Article B17 NUMBER OF SHARES

Article B18 CALCULATION OF SUBSCRIPTIONS

Article B19 CURRENCY UNIT

Article B20 PAYMENT OF SUBSCRIPTIONS

Article B21 CONTINGENCY FUND

Article B22 EXPENSE ALLOWANCES

SECTION 4

HONORARY TITLES

Article B23 GRANT OF HONORARY TITLES

Article B24 HONORARY TITLES : CATEGORIES

Article B25 PROCEDURES FOR GRANTING HONORARY TITLES

Article B26 RIGHTS CONFERRED BY HONORARY TITLES

Article B27 THE PAST-PRESIDENTS' RIGHTS

Article B28 ARBITRATION

Note: In these By-laws the term “he” shall be understood as he or she.

SECTION 1 ORGANISATION

Article B1 - THE GENERAL ASSEMBLY MEETINGS

The meetings of the General Assembly are held in turn in the countries of the ENGINEERS EUROPE National Members. The host country is responsible for the physical arrangements and the provision of the facilities required by ENGINEERS EUROPE. It defrays the expense involved.

The invitation to the General Assembly shall be sent by the President to the National Members on at least two months' notice together with the agenda. All other material for decision making at the General Assembly is prepared by the Secretariat General and mailed to the National Members at least 1 month in advance.

The minutes of the General Assembly are recorded by the Secretary General or by another person appointed by the Chairman of the General Assembly.

Article B2 - PRESENCE AND REPRESENTATION

Each National Member sends a maximum of two official delegates to the General Assembly, of which maximum one shall be appointed by the National Member as the Voting Delegate. (ENGINEERS EUROPE Officers such as the President, Vice-President, Treasurer and the other members of the Executive Board are not and do not count as delegates of the National Member of their countries, unless they have been expressly so identified). Additionally, each National Member may also send observers. Observers do not count as Delegates and can attend, but not participate in the meetings.

A National Member may give a proxy to another National Member. However, no National Member is permitted to exercise more than one proxy at any General Assembly meeting. Voting by proxy is limited to decisions listed on the agenda for General Assembly meetings. Confirmation of proxies has to be received at the registered office of ENGINEERS EUROPE at least 10 days prior to the General Assembly or submitted in writing to the Chairman of the General Assembly.

In case a Voting Delegate has to leave during the General Assembly, he can appoint the other delegate, if any, of the same National Member, as the Voting Delegate of that National Member for the remainder of the meeting, and shall inform the Chairman and the Tellers thereof. If no second delegate of the same National Member is available, that National Member is no longer present at the meeting, unless it has given a proxy to another National Member in accordance with this article. Neither the President, Vice-President, Treasurer nor the other members of the Executive Board can vote, unless they have been appointed Voting Delegate for a National Member. However, if needed, the President has a casting vote, except for his re-election (as President or Member of the Executive Board) or except for the election of his successor as President.

Two Tellers, who must be Delegates, are elected by the General Assembly to count the votes cast and oversee the conduct of the voting.

Article B3 - MINUTES

The minutes of the General Assembly are signed by the President, Secretary General and two appointed delegates and distributed to the National Members within two months.

Once signed, the minutes shall be deemed final and binding, unless decided otherwise by the next General Assembly, on the agenda of which the review of such minutes shall have been put in accordance with these By-laws.

The minutes of the decisions of the General Assembly are kept in a register in the registered office of ENGINEERS EUROPE, where the National Members of ENGINEERS EUROPE may consult them.

Article B4 - EXECUTIVE BOARD MEETINGS

The Executive Board normally meets four times a year, once to prepare for the annual meeting of the General Assembly. The dates for the Executive Board Meetings of the following calendar year are determined immediately after the General Assembly. Executive Board invitations in writing are sent out by the Secretary General by e-mail or by registered mail not less than two weeks in advance. The agenda of the meeting is prepared by the Secretary General, in consultation with the President, and circulated to Executive Board Members not less than two weeks in advance.

If not otherwise specified, meetings of the Executive Board take place at the ENGINEERS EUROPE office in Brussels.

Unless decided otherwise by the Executive Board, the Secretary General attends meetings of the Executive Board in a non-voting capacity. He may be assisted by those of his staff he sees fit.

Meetings of the Executive Board are quorate when at least 5 members are present. In meetings which are not quorate, business can still be discussed but all decisions must be ratified at the next full meeting of the Executive Board.

The minutes of the Executive Board are produced by the Secretary General and signed by the Chairman of the meeting and by the Secretary General and submitted for approval at the next meeting of the Executive Board. The minutes are kept in the ENGINEERS EUROPE registered office.

Article B5 - RESPONSIBILITIES OF THE MEMBERS OF THE EXECUTIVE BOARD

The Executive Board prepares reports to the General Assembly on its management and on ENGINEERS EUROPE financial and general matters.

The Executive Board may, from time to time, delegate responsibility for the conduct, supervision and co-ordination of a Committee or Working Group to one or more Board members.

Article B6 - POWERS OF THE EXECUTIVE BOARD

The Executive Board must not acquire, exchange or alienate the real property required for the association's purposes, grant mortgages on such real property, acquire or grant a lease having a term exceeding nine years or apply for a loan exceeding an amount of 150,000 Euro except with prior authorisation of the General Assembly.

Article B7 - EXPENDITURE

The travel and business expenses of each member of the Executive Board are the responsibility of the National Member Organization to which they belong.

Article B8 - ELECTION OF THE MEMBERS OF THE EXECUTIVE BOARD

Each forthcoming vacancy on the Executive Board is formally notified by letter from the President to all National Members, at least 4 months before election.

Candidates to the Executive Board are nominated by the National Members two months before the election. The nomination is sent to the registered office of ENGINEERS EUROPE. A National Member may nominate only one candidate from its country for election to the Executive Board. All nominations must include the confirmation that the National Member of their country will pay all expenses associated with membership of the Executive Board.

The members of the Executive Board are elected by the General Assembly in accordance with the principle of parity between the Regional Groups referred to in Article B13 of the By-laws. Every effort will be made to maintain a balance and rotation of appointments between the Regional Groups.

Candidates for election to the Executive Board must have the following qualifications:

- fluency in English and preferably one other of ENGINEERS EUROPE's working languages,
- membership in an organization represented in ENGINEERS EUROPE,
- familiarity with ENGINEERS EUROPE's *modi operandi*, present or past practicing of the engineering profession,
- should be professionally active (not retired) at least at the start of their term.

No country may be represented by more than one member on the Executive Board.

A Board member who fails to attend two consecutive meetings of the Executive Board without a valid excuse having been presented in writing to the registered office of ENGINEERS EUROPE within two weeks after the second absence shall be deemed to have resigned.

Article B9 - COMMITTEES

Committees are from time to time established and disbanded by approval of the Executive Board.

The Terms of Reference and membership of the Committees are set by the Executive Board.

The Executive Board appoints members or invites the National Members to delegate persons to serve as members on Committees.

The President appoints the Chairman of a Committee on the recommendation of the Executive Board, for a mandate of three years, once renewable.

Where the Chairmen of Committees are not members of the Executive Board, they can be invited to the Executive Board meeting, when the business of the Committee is included in the agenda.

The Chairmen of Committees submit regular activity reports to the Executive Board on a frequency, at least annual, specified by the Executive Board.

The competencies, powers and working methods for each Committee are set forth in separate procedural documents that must be approved by the Executive Board.

Where investigations are to be made among the National Members, prior approval must be obtained from the Executive Board.

Article B9.1 – President’s Advisory Group

The President’s Advisory Group (PAG) consists of the President, Vice-President, Treasurer, Chairman of the National Members’ Forum and the Secretary General. It exists to provide advice on ongoing activities to the management of the Organization in between Executive Board Meetings and whenever the need arises. The PAG may convene meetings physically or by electronic means. Its recommendations, in terms of a written document, will be subject to approval by the Executive Board.

Article B9.2 - National Members’ Forum

The National Members’ Forum (NMF) invites representatives from all ENGINEERS EUROPE National Members twice per year to consider issues of a general network interest and to share best practices. National Members are free to appoint their representative(s) at any given meeting. The representatives of the National

Members attending the NMF have no determined mandate in time. The NMF may make recommendations to the Executive Board. The NMF will be chaired by a person of – and determined by – the Executive Board. He is appointed for a mandate of three years, once renewable.

Article B10 - WORKING GROUPS

Working Groups may be established from time to time by the Executive Board to undertake specific tasks within a limited time scale and with a fixed budget if applicable.

The purpose of these Working Groups is to study specific projects in a determined time. The Chairman of each Working Group must strive to recruit, among the National Members, the most competent persons to satisfactorily fulfil the project.

The Terms of Reference and membership of each Working Group must be approved by the Executive Board.

The Executive Board invites members or the National Members to delegate persons to serve as members on the Working Group.

The President appoints the Chairman of a Working Group on the recommendation of the Executive Board, for a mandate of three years, once renewable.

The Chairmen of the Working Groups submit regular activity reports to the Executive Board on a frequency, at least annual, specified by the Executive Board.

Where investigations are to be made among the National Members, prior approval must be obtained from the Executive Board.

Article B11 - SECRETARY GENERAL

Within the framework of his responsibilities as set out in a document approved by the Executive Board, the Secretary General is responsible for the preparation for, and follow-up of the meetings of the General Assembly and the Executive Board.

He/she prepares the agenda and documents to be discussed at meetings, ensures their timely distribution to all those who are to attend and prepares the minutes of such meetings in close co-operation with the President.

He/she maintains regular contacts with the international organizations, which co-operate with ENGINEERS EUROPE, with the National Members, and with the institutions of the European Union. He/she circulates information, within and outside ENGINEERS EUROPE, by appropriate means.

Under supervision by the Treasurer, and within the framework of the approved budget, he/she is responsible for day-to-day financial matters in line with the published corporate governance, prepares the yearly financial statements and a draft budget for the forthcoming year.

Article B12 - CONVENTIONS AND SEMINARS

ENGINEERS EUROPE organizes international meetings, seminars, conventions as well as training programs e.g. for professional development or on subjects related to the activities mentioned in the Statutes.

The Executive Board decides on their themes, after consulting the National Member of the proposed host country.

The host National Member is responsible for all financial arrangements, if not otherwise agreed and recorded in a signed contract, decides on the amount of the registration fees and makes sure of the availability of the facilities required by ENGINEERS EUROPE. It designates an authorized representative responsible for keeping the Executive Board informed during the preparatory period.

The Executive Board may, from time to time, establish an International Program Committee to assist with the planning and conduct of a convention or seminar.

An announcement and a call for contributions in English are prepared by the International Program Committee and circulated by the host National Member.

In each case, the Executive Board decides on the form of the publications relative to the event and of the co-operation, if any, with other organizations.

Article B13 - REGIONAL GROUPS

National Members having common geographical and/or cultural interests may form or join a Regional Group.

The Secretary General of ENGINEERS EUROPE should be kept informed about the membership of the Regional Groups and, where appropriate, be informed of the business conducted at their meetings.

SECTION 2 INFORMATION

Article B14 - INTERNAL INFORMATION

Proper liaison between the National Members and the Secretariat General is essential. For that purpose, the following documents are prepared in English and sent:

B14.1 By the National Members to the registered office of ENGINEERS EUROPE

- a) An annual administrative form showing :
- the number of members of the national engineers' associations represented, according to the categories established by the Executive Board,
 - the names of the members of the National Committee,
 - the names of the official delegates to the General Assembly and to the Committees.

Every change of name or address or to their Statutes during the year is reported forthwith.

- b) The names of the national delegates entitled to vote at the General Assembly, if they are not the official delegates, before each meeting.
- c) Information on all developments (commemorations, national meetings, ceremonies, conventions, new elections, distinctions, deaths, etc.) of likely interest to the other National Members.

B14.2 By the Secretariat General to the National Members

The Secretary General is responsible for publishing the following documents:

- a) A periodical "ENGINEERS EUROPE News" containing articles written for this purpose in English reporting ENGINEERS EUROPE events and the national events announced by the National Members.
- b) The press releases reporting events of interest to the public, which are sent to the appropriate national or international media through the National Members.
- c) Circular letters and documents published in the closed section of the ENGINEERS EUROPE website or distributed by e-mail to the National Members.

Article B15 - PERSONAL CONTACT

The President, Vice-President, Treasurer, members of the Executive Board and Secretary General take advantage of opportunities for contact with the National Members as often as possible, especially by attending national ceremonies or meetings. The Secretary General is informed in advance of these visits, so as to co-ordinate them.

Article B16 - OUTSIDE INFORMATION

It is essential for ENGINEERS EUROPE to publish studies and documents relative to its activities as frequently as possible.

ENGINEERS EUROPE publishes the ENGINEERS EUROPE News or an equivalent electronic version on the world- wide web, magazines and books, and it encourages exchanges of documents and information by its members, with a view to strengthening the cultural and professional ties within the engineering profession, especially in Europe.

The ENGINEERS EUROPE documents shall be in a standard format with a standardized cover, including the ENGINEERS EUROPE logo and its name in English, French and German.

The Executive Board develops a program, timetable and budget for publication and update of the ENGINEERS EUROPE documents. This program is implemented by the Secretary General.

It is also advisable for the National Members to keep the President informed, through the Secretary General, about their contacts with their national authorities.

SECTION 3

SHARES - VOTES – SUBSCRIPTIONS – BUDGET

Article B17 - NUMBER OF SHARES

The number of shares allotted to each National Member is decided by the General Assembly upon recommendation by the Executive Board. The number of shares allotted to a National Member may vary between a minimum of 1 share up to a maximum of 12 shares.

B17.1 Allotment of shares to existing National Members

The allotment of shares to present members was established by considering a certain number of criteria (gross national product, population, number of engineers in the country, membership and financial power behind the National Member) but without any relation to a strict mathematical formula.

B17.2 Allotment of shares to new National Members

New National Members will be allotted a number of shares that is determined by taking into account the same criteria as employed for existing members, with the objective of keeping an equilibrium between countries with comparable economic situations and the number of engineers, based on EUROSTAT.

The Executive Board will fix the number of shares which will be allotted to the new National Members and propose it to the General Assembly. If the new National Member wishes so, he may introduce a request for modification to the number of shares fixed by the Executive Board for the General Assembly.

The General Assembly will set the number of shares on proposal by the Executive Board when deciding on the admission of the new National Member.

B17.3 Votes

Shares give an equal number of votes for the decisions taken by the General Assembly according to the procedure of Article S14 of the Statutes. Each share is entitled to one vote. The minimum vote is one.

B17.4 Reduction of Shares

A request for a reduction of shares can be applied for by any National Member at least three months prior to the last General Assembly meeting of the year in which the request is received. The reduction of shares can only be granted with ½ share per annum. It will be applicable as from the following fiscal year onwards, subject to prior approval by the General Assembly and upon explicit formal request in writing, justifying and explaining the reasons for the reduction. A reduction of shares will be exceptional and temporary and only valid for one year. When a National Member with a reduced number of shares wishes to maintain its reduced number of shares after one year, i.e. extend the period of the reduction for a second year, it will have to justify this again formally in writing to the Central Secretariat. When no request for such extension of the reduction of the shares is received after one year, the National Member in question will automatically return to its formal total number of shares as was applicable in the year before the reduction was granted. Because the number of shares is equal to the number of votes a National Member holds and since a reduction of shares can only happen with ½ share per annum, the number of votes of that National Member will be maintained during the first year of the reduction.

Article B18 - CALCULATION OF SUBSCRIPTIONS

The total amount of the subscriptions is fixed by the General Assembly upon recommendation of the Executive Board. By fixing the amount of subscriptions, the Executive Board shall take into consideration the budget necessary to fulfill all the commitments and execute all the projects as decided by the General Assembly while keeping sufficient reserve, normally around a one-year budget. The amount of the subscriptions corresponding to one share is calculated by dividing the total amount by the sum of the shares allotted to the National Members, whose admission is effective on the date of the General Assembly meeting.

Article B19 - CURRENCY UNIT

The subscriptions are calculated and due in Euro.

Article B20 - PAYMENT OF SUBSCRIPTIONS.

The yearly subscription shall generally be paid entirely in January, or alternatively in two or more installments. In any case shall the entire due subscription be paid not later than 1 month before the date of the General Assembly, otherwise voting rights at the General Assembly will be waived.

A subscription shall be considered overdue if payment is not received one month before the date of the General Assembly.

A 10% penalty may be added to any amount overdue by more than three months.

In special circumstances National Members may consult the Executive Board and agree terms for the deferral of payment. Such arrangements are only valid when approved by the Executive Board and are without prejudice to the provisions of Article S9 of the Statutes. In such cases the National Member retains its voting right. In addition interest accrues on payments overdue by more than six months at a rate fixed by the Executive Board during the first month of the year in which they fall due.

For consequences resulting from non-payment of the subscriptions, see Article S9 of the Statutes.

Article B 21 - CONTINGENCY FUND

The minimum amount of the contingency fund is fixed so as to cover the annual wages and contributions attached thereto of all staff employed by ENGINEERS EUROPE and other financial obligations.

Any expenditure which could cause the total amount in the Contingency Fund to fall below the minimum amount must be agreed in advance with the Treasurer and ratified by the Board.

Article B22 - EXPENSE ALLOWANCES

Expense allowances, up to a maximum amount proposed by the Executive Board, are granted to the President.

Travel and business expenses of other persons attending ENGINEERS EUROPE meetings are the responsibility of the National Members.

SECTION 4 HONORARY TITLES

Article B23 - GRANT OF HONORARY TITLES

Honorary titles may be granted by the General Assembly to people who have:

- either made a significant contribution to the activities of ENGINEERS EUROPE at a European level
- or have an international reputation liable to benefit the image of ENGINEERS EUROPE
- or made a significant contribution to the prosperity of ENGINEERS EUROPE
- or are distinguished by the importance of their work in engineering, science or otherwise whom ENGINEERS EUROPE wishes to honor.

The number of honorary titles to be awarded is unlimited.

Article B24 - HONORARY TITLES: CATEGORIES

- Former Presidents who fulfill the above-mentioned criteria may be granted the title of "Honorary President of ENGINEERS EUROPE".
- Other qualified persons are granted the title of "Fellow of ENGINEERS EUROPE".

Article B25 - PROCEDURES FOR GRANTING HONORARY TITLES

- a) All Nominees should assent to their names being put forward before nominations.
- b) Nomination to the Executive Board by a National Member seconded by another National Member. Nominees should approve their nomination. Nominations should be received at the registered office of ENGINEERS EUROPE not later than six months before the annual General Assembly, where the nomination is to be considered.
- c) Recommendation by the Executive Board to the General Assembly. The Executive Board may also nominate candidates on its own initiative.
- d) Election by the General Assembly as provided in Article S14 of the Statutes.

Article B26 - RIGHTS CONFERRED BY HONORARY TITLES

Holders of honorary titles are entitled to attend meetings of the General Assembly as observers at their own expense. They are also invited to attend at their own expense meetings of a general nature, conventions, seminars, and receive general information (ENGINEERS EUROPE News, press releases etc.).

Article B27 - THE PAST-PRESIDENTS' RIGHTS

All Past Presidents retain the use of their title. The Immediate Past-President may be invited to participate actively in the work of ENGINEERS EUROPE. In such case, he may be invited in a non-voting capacity to meetings of the Executive Board or the General Assembly.

Article B28 - ARBITRATION

In case of legal controversy, the dispute shall be brought before three arbiters, all educated in Belgian law and fluent in English. One arbiter shall be elected by each party and the two arbiters will elect a third independent arbiter. The proceedings shall be held in Brussels, in English. The decision of the arbiters is binding.