

ENGINEERS EUROPE
Association Sans But Lucratif

ENGINEERS EUROPE
Not-for-Profit Association

ENGINEERS EUROPE
Gemeinnützige Organisation

STATUTES

**Adopted by the General Assembly
Digital Meeting
7 October 2022**

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Note: In these Statutes the term "he" shall be understood as he or she.

SECTION 1 GENERAL

Article S1 – NAME AND FORM

The association is an International Association in accordance with the Belgian law of 25th October 1919 (as amended) called ENGINEERS EUROPE. It is a not-for-profit association of national engineering associations in European countries and does not provide any financial benefits to its National Members or Officers.

Article S2 – REGISTERED OFFICE

Its registered office is established in Brussels and is currently located at Rond Point Schuman 6, B-1040 Brussels.

It can be transferred to any other location in the Brussels area by decision of the Executive Board, to be published in the Annexes to the Moniteur Belge (Belgian Official Journal).

Article S3 – DURATION

Its duration is unlimited.

Article S4 – LANGUAGES

The three working languages of ENGINEERS EUROPE are English, French and German.

However, for all internal purposes, such as language at meetings, at conferences, language of the minutes, language of working documents, and for the purpose of discussing and agreeing on the precise meaning and scope of any of the provisions of the Statutes, By-laws or any other document, English shall be the language of choice, unless decided otherwise, either by the Executive Board (in special cases) or unanimously by the participants of a given meeting.

Article S5 – PURPOSES

ENGINEER EUROPE's purpose – in compliance with the spirit of subsidiarity – is to help the engineers of Europe, through its National Member Associations, by enabling and promoting their career development, by supporting them in completing and developing their training and by developing their scientific capacities, in particular:

S5.1 To affirm the professional identity of the engineers in Europe;

- To promote excellence in the education, training and continued professional development of those engaged in engineering in the countries of the National Members;
- To ensure that the professional qualifications of the engineers of the countries of the National Members are acknowledged in Europe and world-wide;
- To encourage excellence, creativity and innovation in engineering and in research, development and design in the manufacture of engineering products and in the provision of engineering services;

S5.2 To facilitate the exchange of information and to foster a wider dissemination of scientific, technical and other information relevant to engineering between Members and other interested bodies;

S5.3 To support multilateral collaboration between National Members and with other interested bodies each institution retaining its own legal autonomy and independence;

and further, in subsidiary order and without affecting the scientific and educational goals of the association:

- To strive for a single voice for the engineering profession in Europe, whilst acknowledging its diversity and represent the engineers of Europe when interacting with international organisations and other decision making bodies, particularly those within the European Institutions and the public;
- To represent National Members at European and international authorities, organisations or agencies, public or private;
- To assert the status, role and responsibility of engineers in society;
- To safeguard and promote the professional interests of the engineers and in particular to facilitate their free movement and establishment within Europe and world-wide.

Article S6– LIMITS OF SCOPE

ENGINEERS EUROPE does not interfere in its National Members' local activities except in a consulting capacity and at their request. It does not engage in political, religious or trade union activities.

SECTION 2 MEMBERSHIP – ADMISSION – RESIGNATION

Article S7– MEMBERS

ENGINEERS EUROPE has National Members, Provisional Members and Affiliated Members.

S7.1 National Members

ENGINEERS EUROPE has only one National Member per country:

- a)** In a country in which there is only one legal entity grouping engineers directly or through associations, that entity may apply for membership in ENGINEERS EUROPE as that country's National Member provided that:
 - it endorses this association's purposes listed in Article S5,
 - it represents engineers a majority of whom qualify for entry in the ENGINEERS EUROPE Register.
- b)** In a country in which more than one legal entity grouping engineers having the foregoing qualifications are interested in joining ENGINEERS EUROPE, those organisations must officially accredit a National Committee as the National Member to represent them and apply for membership in ENGINEERS EUROPE as that country's National Member. Such National Committee represents all of the national institutions and associations of that country.

S7.2. Provisional Members

Provisional Members are associations interested in joining ENGINEERS EUROPE as National Members but temporarily lacking the qualifications required to be eligible for National Membership by Article S7.1 a) of the Statutes for any reason. There can be no provisional members of a country that has a National Member.

Provisional Members may attend the General Assembly in a non-voting capacity.

The period of provisional membership may not exceed two years, subject to extension for not more than one year by agreement at a General Assembly.

S7.3 Affiliated Members

Affiliated Members are other Engineering Organizations from outside Europe. They will pay a membership to be determined by the Executive Board. They have no voting right and are invited to the General Assembly as Observers.

S7.4 Associated Members

Associates are companies or associations, which are interested in supporting ENGINEERS EUROPE's activities through sponsoring, delegating experts etc. Associates are not members of ENGINEERS EUROPE.

They apply for Associate status through the National Member of their country or – if it relates to International Associations – through the ENGINEERS EUROPE Central Secretariat.

Article S8– ADMISSION

New National Members

An applicant for National Membership (Article S7.1) shall, directly in the case of Article S7.1 a) of the Statutes or represented by the National Committee of the country of which it forms part in the case of Article S7.1 b) of the Statutes :

- Send an application for membership to the Executive Board of ENGINEERS EUROPE at the registered offices of ENGINEERS EUROPE in Brussels,
- Confirm in writing acceptance of these Statutes and By-laws,
- Confirm in writing that it agrees to pay the annual subscriptions fixed by the General Assembly.

Upon the Executive Board's recommendation, the General Assembly admits the applicant to membership and fixes the number of its shares according to the principles (such as gross national product, population, number of engineers in the country, financial capacity of the National Member, but without any relation to a strict mathematical formula) defined in the By-laws, which determines the amount of its subscriptions and the number of votes that it has when the votes are weighted pursuant to Article S14 of the Statutes.

Unless the General Assembly decides otherwise, the admission takes effect on the first day of the calendar year following the date of the meeting at which its admission is decided.

New Provisional Members

An applicant for provisional membership (Article S7.2) shall :

- Send an application for Provisional Membership to the Executive Board of ENGINEERS EUROPE at the registered offices of ENGINEERS EUROPE in Brussels,
- Confirm in writing acceptance of these Statutes and By-laws,

Upon the Executive Board's recommendation, the General Assembly admits the applicant to provisional membership.

Unless the General Assembly decides otherwise, the admission takes effect on the first day of the calendar year following the date of the meeting at which its admission is decided.

Association within a Member country

A new association of engineers organised in a country having a National Committee must apply for membership of the National Committee and after being accepted by it can only be represented by such National Committee if it wishes to participate in ENGINEERS EUROPE.

A National Committee which amends its Statutes and/or accepts a new association must so inform ENGINEERS EUROPE.

The Executive Board shall determine if these changes are important enough to be brought to the General Assembly. In such case, the General Assembly shall, if necessary, decide on the compatibility of such amendments with membership in ENGINEERS EUROPE and consider whether the National Committee should continue in membership or be expelled pursuant to Article S9 of these Statutes.

New Associates

Associates are admitted by a decision of the General Assembly upon an application submitted by the National Member of the country of the candidate associate.

Article S9 – RESIGNATION - EXPULSION

Resignation

A National Member of ENGINEERS EUROPE may resign at any time, but in any case respecting a minimum notice period of six months towards the end of the calendar year. The National Member will be considered to have resigned and left ENGINEERS EUROPE as National Member as of the following calendar year.

Suspension of rights in case of exemption or non-payment of subscription

A National Member can request the Executive Board to be exempted from payment of its annual subscription for a maximum period of three consecutive years.

This request must be done in writing at the latest two months before the subscription is normally due in accordance with Article B20 of the By-laws and must contain the motivation and the number of years for which the exemption is being requested.

At its discretion, the Executive Board can decide to grant the exemption or to refuse it. The voting rights of a National Member who is exempted from payment of subscription are suspended for the duration of the period of exemption. Neither can it nominate candidates to the Executive Board.

Apart from the provisions in the previous paragraph, the Executive Board can decide at its discretion if and to which extent this National Member is allowed to participate in and benefit from the activities of ENGINEERS EUROPE during this period (including but not limited to: participate in Working Groups, presence at General Assembly meetings, participate in seminars, conventions and training programs).

After the period of exemption has expired, the National Member must comply with its obligations of payment of subscription in accordance with Article B20 of the By-laws.

A National Member whose due subscription fees, including penalties and interests have not been credited on the ENGINEERS EUROPE account four weeks prior to the date of the General Assembly, has his voting rights suspended for the duration of that General Assembly. The voting rights will be reinstated, for purposes of the next General Assembly, following payment in full of the outstanding amount as determined by the Treasurer.

Expulsion

The General Assembly can decide to expel, upon a recommendation presented to it by the Executive Board a National Member

- (i) whose financial obligations to ENGINEERS EUROPE are one year overdue as confirmed in a Resolution presented to the General Assembly by the Executive Board, or
- (ii) who by its actions or behaviour is in serious breach of ENGINEERS EUROPE's Statutes and By-laws, or
- (iii) who brings the reputation of ENGINEERS EUROPE into disrepute, or
- (iv) who repeatedly violates the Statutes or By-laws of ENGINEERS EUROPE, or
- (v) who no longer has the qualifications required by Articles S5 and S7 of the Statutes but does not resign.

Concerning point (iv) the Executive Board may however, in urgent cases, immediately suspend a National Member until final decision of the General Assembly. No National Member shall be expelled until it has been invited to present its defence in writing or at the General Assembly.

Consequences of resignation / expulsion

If a National Member resigns or is expelled before 1st of October in any year it shall be required to pay all debts and the subscription for that year. If a National Member resigns or is expelled after the 1st of October in any year it shall be required to pay all debts and the subscriptions for that year and the following year.

Upon decision of the Executive Board, the Treasurer may take all steps necessary including legal action to collect all outstanding dues and fees from National Members leaving or being expelled from ENGINEERS EUROPE.

The National Members who resign, who have been suspended or expelled, for any reason, lose their right as Member. They cannot claim or require neither to raise or render account nor to affix assets or inventory.

SECTION 3 ORGANISATION

Article S10- STRUCTURE

ENGINEERS EUROPE is organised according to the following structure :

- the General Assembly
- the Executive Board

- the President
- the Vice President
- the Treasurer

- the Secretary General
- the Internal Auditors

Article S11– FUNCTIONS OF THE GENERAL ASSEMBLY

The General Assembly is the highest decision making body of ENGINEERS EUROPE. Among other things it decides General Policies, election of Officers and financial matters. It approves the activities, and the financial statements of the

past fiscal year and the budget of the next year including the fees structure and the amount of fees and subscriptions.

It elects Officers in the following order: the President, the Vice President, the Treasurer and the other Members of the Executive Board, and it ratifies the co-optations of the replacing members of the Executive Board (see Article S17 of the Statutes) and the appointment of the Secretary General.

The General Assembly delegates the responsibility for the appointment of a chartered accountant to audit the financial statements to the Executive Board. In order to monitor the financial transactions of ENGINEERS EUROPE, the General Assembly shall appoint Internal Auditors who operate according to procedures approved by the General Assembly (see Art. S24).

Article S12 – SCOPE AND MEMBERSHIP OF THE GENERAL ASSEMBLY

The membership of the General Assembly consists of as many members as there are National Members within ENGINEERS EUROPE. Provisional Members may attend in a non-voting capacity.

Article S13 – MEETINGS OF THE GENERAL ASSEMBLY

Meetings of the General Assembly are held twice per year in the place specified in the invitation. Meetings can be held entirely digital or entirely physical.

The invitation shall be sent by the President to the National Members on at least two months' notice together with the agenda. The agenda shall include the items specified by the Executive Board or requested by a National Member.

A special meeting of the General Assembly may be called at any time by the President or at the request of more than one third of the National Members on at least one month notice, together with the agenda.

All meetings of the General Assembly are presided by the President in function at the beginning of the General Assembly. When the President is unable to attend and act as Chairman, the Vice President, and when the Vice President is unable, an Officer so elected by the General Assembly, shall act as chairman.

Article S14 – QUORUM AND VOTING AT THE GENERAL ASSEMBLY

A General Assembly is only quorate when two thirds of the number of shares are present or represented. Decisions (of which a register is kept at the registered office of ENGINEERS EUROPE) are made at meetings of the General Assembly according to the procedures set out in the table below:

ENGINEERS EUROPE DECISION MAKING METHODS

Subjects for Decisions	Notice Time	Necessary Majority	Effective
Statutes + Amendments	3 months	2/3 majority of the votes or shares present in person or by proxy	After registration + publication
Dissolution of ENGINEERS EUROPE			to be decided
Admission of new National Members (Countries) Expulsion of a National Member	2 months	2/3 majority of the votes or shares present in person or by proxy	End of calendar year
Allocation of Shares (Appendix to By-laws)			Immediately after the General Assembly at which the decision was taken
Policies + their Amendment or withdrawal			Immediately after voting
Bylaws + their Amendments	2 months	Simple majority of votes or shares present	Immediately after the General Assembly at which the decision has been taken
Election of Officers (President, Vice-President, Treasurer, Members of ExBo and approval of coopted ones)			
Membership fees Register fees Budgets + Amendments, Annual Balance	1 month	Simple majority of votes or shares present	Immediately after the General Assembly at which the decision has been taken
All other decisions	None	Simple majority of National Member votes	Immediately after voting

If a General Assembly meeting fails to achieve a quorum, the meeting shall be called anew and held on a date at least one month later. The decisions made at such second meeting shall be valid regardless of the number of members

covered by Article S7.1 a) of the Statutes and Article S7.1 b) of the Statutes present in person or by proxy, provided that they relate only to the business on the previous meeting's agenda.

Article S15 – THE PRESIDENT

The President is elected by the General Assembly for a three-year term and may be re-elected once. He/she will be elected from the list of candidates presented by the National Members or by the Executive Board at least two months before the General Assembly.

The President is the legal representative of ENGINEERS EUROPE in all civil affairs and in all judicial action either as plaintive or defendant. He/she may delegate this legal representation status to the Secretary General for day-to-day management issues in line with the ENGINEERS EUROPE Corporate Governance. In a lawsuit, the President may be replaced by an agent acting by virtue of a special power-of-attorney. The President executes the decisions of the General Assembly, chairs meetings of the Executive Board and of the General Assembly according to Art. S13.

Article S16 – COMPOSITION OF THE EXECUTIVE BOARD

The Executive Board is attended by the Secretary General and composed of the President, Vice-President, Treasurer, and six other members.

The Vice-President, the Treasurer and the other members of the Executive Board are elected by the General Assembly for a three-year term and may be re-elected once to the same position.

Article S17 – CO-OPTATIONS

The Executive Board may temporarily fill vacancies on the Board occurring between meetings of the General Assembly; however it must fill vacancies by co-optation immediately if the number of members including President, Vice-President and Treasurer falls below six.

Such co-optations are subject to ratification at the next meeting of the General Assembly. Until such ratification, the co-opted members shall operate and shall be considered as full members of the Executive Board.

Every effort should be made to ensure that co-opted replacements do not modify the geographical balance of the Executive Board membership.

An Executive Board member, co-opted in place of another member holds office for the remainder of his predecessor's term. He is eligible for re-election by the General Assembly even if his predecessor was no longer eligible for re-election.

Article S18 – EXECUTIVE BOARD MEETINGS AND RESOLUTIONS

The Executive Board meets on call by the President or at the request of four Officers, on four weeks' notice.

The President acts as Chairman of meetings of the Executive Board. When the President is unable to attend an Executive Board meeting his function shall be fulfilled by the Vice-President. Where the President and Vice-President are unable to attend an Executive Board meeting then those present shall elect a chairman of the meeting.

Business may be transacted at an Executive Board meeting only if at least half of the Officers is present. Resolutions, of which a register is kept at the registered office of ENGINEERS EUROPE, are adopted by majority vote of the Officers present. Each Officer has one vote. The Chairman has a casting vote.

Article S19 – POWERS OF THE EXECUTIVE BOARD

The Executive Board implements ENGINEERS EUROPE's policy and decisions approved by the General Assembly, initiates new activities supporting ENGINEERS EUROPE's policy in general and is responsible for the day-to-day management of ENGINEERS EUROPE executed by the Secretary General.

The Executive Board authorises all acts and operations which are not within the scope of the General Assembly.

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 as set out in the By-laws except with prior authorisation of the General Assembly.

Article S20 – CREATION OF COMMITTEES AND WORKING GROUPS

In order to deal expeditiously with issues of common interest, the Executive Board may, from time to time, establish Committees and ad hoc Working Groups. The Executive Board will supervise and co-ordinate the activities of all Committees and Working Groups.

Article S21 – THE VICE-PRESIDENT

The Vice-President serves as acting President if and as long as the President is unable to act but not beyond the date of the next meeting of the General

Assembly, at which the duration of the mandate of the Vice-President acting as President shall be decided.

Article S22 – THE TREASURER

The Treasurer, in consultation with the Secretary General, authorizes the expenditures. He/she is responsible for submission of ENGINEERS EUROPE's financial statements and budget to the Executive Board, the General Assembly and the Internal Auditors. During the second half of the financial year he/she shall liaise with the Secretary General in order to prepare the balance sheet, the revised forecast for the current year and the budget proposal for the coming year.

Article S23 – SECRETARY GENERAL

The Secretary General is appointed or dismissed on behalf of ENGINEERS EUROPE by the President on decision of the Executive Board.

The Secretary General manages the day-to-day business as Officer and Executive Director of the Organization in accordance with the decisions of the Executive Board.

Article S24 – INTERNAL AUDITORS

The Internal Auditors are appointed by the General Assembly for a term of three years and shall each act in accordance with the guidelines agreed by the General Assembly.

Candidatures for the post of Internal Auditor are proposed by the National Members or the Executive Board and sent to the registered office of ENGINEERS EUROPE.

SECTION 4 FINANCE

Article S25 – RESOURCES

ENGINEERS EUROPE's resources derive from:

- Its members' subscriptions,
- Gifts, grants and subsidies if any,
- Revenues from its own authorised activity if any,

- The yield of its bank accounts,
- Any other legal means that comply with the purpose and objective of ENGINEERS EUROPE.

Article S26 – SUBSCRIPTIONS - SHARES

The subscriptions, the total amount of which is fixed by the General Assembly pursuant to Article S14 of the Statutes, are allocated in proportion to the number of shares allotted to each of the National Members. Subscriptions are payable as provided in the By-laws.

Shares are not transferable among the National Members. Shares allotted to one country cannot be split for votes.

Article S27 – FISCAL YEAR

This association's fiscal year is the calendar year.

SECTION 5 AMENDMENTS

Article S28 – AMENDMENT OF THESE STATUTES

These statutes may be amended only by the General Assembly as provided in Article S14 of the Statutes.

However, they will not take effect until approved by Royal Decree and until they have been published in the "Annexes au Moniteur Belge" in accordance with Article 3 of the law of October 25th, 1919.

Any proposal to amend the Statutes must be addressed in writing to the registered office of ENGINEERS EUROPE. Such requests shall be circulated by the Secretariat General to all National Members not less than three months before the meeting of the General Assembly. Any amendment requires the presence of two thirds of the voting shares and a majority according to the table in S14.

SECTION 6 ADDITIONAL INTERNAL RULES

Article S29 – BY-LAWS

S29.1 The By-laws of ENGINEERS EUROPE cover subjects not covered by the Statutes. The By-laws are formulated by the Executive Board and approved by the General Assembly according to Article S14.

S29.2 Any proposal to amend the By-laws must be addressed by writing to the registered office of ENGINEERS EUROPE. After approval by the Executive Board the amended By-laws are submitted to the General Assembly for approval according to Article S14.

Article S30 – GENERAL POLICIES

ENGINEERS EUROPE General Policies are prepared by the Executive Board and submitted to the General Assembly for approval by a simple majority of the shares voting. They have to be followed by all ENGINEERS EUROPE Officers, Committees and Working Groups until amended or deleted by the General Assembly.

SECTION 7 MISCELLANEOUS

Article S31 - ARBITRATION

In case of internal 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.

Article S32 – DISSOLUTION / LIQUIDATION

Without prejudice to Article 5 of the law of October 25th, 1919, this association may be dissolved by the General Assembly, for any reason, as provided in Article S14 of the Statutes at a meeting of the General Assembly called for that purpose. In that case the General Assembly shall elect and decide on the powers and compensation if any of a liquidator. In the case of dissolution, the remaining assets shall be left—to the World Federation of Engineering Organisations (WFEO).