

EUROVENT STATUTES

Adopted by the General Assembly on 07 June 1997

Modified by the Extraordinary General Assembly on 29 September 1999

Modified by the General Assembly on 28 May 2005

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Modified by the General Assembly on 28 May 2010

Modified by the General Assembly on 27 May 2011

Modified by the General Assembly on 1 June 2012

Modified by the General Assembly on 29 May 2015

I. NAME, REGISTERED OFFICE AND OBJECTIVES

Article 1

An international association representing associations from EU and non-EU countries has been formed under the name of 'European Committee of Heating, Ventilation, Air Conditioning and Refrigeration Manufacturers' abbreviated as EUROVENT.

EUROVENT continues the activities of the associations EUROVENT and CECOMAF and takes over full rights and duties of those two associations.

The association is an international non-profit association governed by the clauses under article III of the Belgian law of 27 June 1921 on non-profit associations, foundation and international non-profit associations.

Article 2

The association's registered office is located in the Diamant Building, Bd A. Reyers Ln 80, 1030 Brussels, Belgium.

The registered office may be moved to any other location in Belgium upon decision of the General Assembly and published in the Riders to the Belgian Official Gazette.

Article 3

EUROVENT is a non-profit association. The purpose of EUROVENT is to study – primarily from a scientific, technical, pedagogical, economic and institutional point of view – topics of common interest to heating, ventilation, air conditioning, refrigeration manufacturers and related equipment industries. More specifically:

- 3.1 To represent and promote efficient and environmentally friendly heating, ventilation, air conditioning, refrigeration, air handling, and related equipment and to safeguard the supranational interests of members as appropriate, in particular by:
 - Exchanging information and experiences on issues that are important to the industry,
 - Conducting joint technical and economic activities in order to ensure a level playing field for competition,
 - Cooperating with similar European, international and worldwide associations.
- 3.2 To represent and promote its members' common economic, technical and political interests before the European Commission, the European Parliament and other European and international bodies. These interests are important for the industries represented by EUROVENT.
- 3.3 To cooperate with professional associations with a view to investigating common economic and technical issues.
- 3.4 The association will develop the following activities in order to reach the objectives set out:
 - 3.4.1 Enhance contacts and exchange of information as well as useful cooperation amongst the members by organising meetings, committees, Product Groups and Issue Groups.

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- 3.4.2 Enhance contacts and exchange of information as well as useful cooperation with other European and international organisations that share common interests.
 - 3.4.3 Prepare and elaborate on proposals which are economically viable and supported scientifically for general issues that confront the heating, ventilation, air conditioning, refrigeration, air handling and related equipment industries at European and international level, with the support of and in cooperation with the members and other interested parties.
 - 3.4.4 Moral or other support to various initiatives taken at European or international level that favour and promote the development of the heating, ventilation, air conditioning, refrigeration, air handling and related equipment industries.
 - 3.4.5 Inform the members on issues of importance to the heating, ventilation, air conditioning, ventilation, refrigeration, air handling and related equipment industries.
 - 3.4.6 Organise, to the benefit of the members, action plans and activities, as approved by the Board and/or General Assembly.
 - 3.4.7 Promote and support the development of activities adding value to the HVAC&R and related industries, such as, but not limited to, product performance certification programmes for heating, ventilation, air conditioning, refrigeration, air handling and related equipment.
 - 3.4.8 Promote co-operative pre-normative research and participation to European and international standardisation activities.
 - 3.4.9 Publish guides and technical manuals for heating, ventilation, air conditioning refrigeration, air handling and related equipment.
- 3.5 The association and the activities it develops comply with Competition Law.

II. MEMBERS

Article 4

The association is made up of national associations (hereinafter referred to as 'Members'), 'Corresponding Members', and 'Associate Members'.

Article 5

- 5.1 Any legally formed national association which represents manufacturing companies engaged in the heating, ventilation, air conditioning, refrigeration, air handling and related equipment industries in Europe, Turkey and the Commonwealth of Independent States (CIS) may become Member of Eurovent. **Manufacturers that belong to a Eurovent Member are automatically affiliated with Eurovent through their national association. They are individually referred to as 'Affiliate' or 'Affiliated Manufacturer'.**
- 5.2 The General Assembly may decide to enlarge the scope of countries or geographic regions that may join EUROVENT.

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- 5.3 If several associations from a same country become member, each of them shall be represented individually within their country's national delegation.
- 5.4 Any legally formed international or national organisation which is engaged in activities related to heating, ventilation, air conditioning, refrigeration, air handling and related equipment industries in Europe, Turkey and the Commonwealth of Independent States (CIS) may become Associate Member of EUROVENT.
- 5.5 In countries where there is no national association or where a likely national association does not wish to be a Member of EUROVENT, individual companies engaged in manufacturing activities of heating, ventilation, air conditioning, refrigeration, air handling and related equipment may apply for status of Corresponding Member.
- 5.6 Corresponding Members from a same country are encouraged to set up a national association. As long as such an association has not been set up, each company shall be represented individually within their country's national delegation.
- 5.7 Applications to become Associate Member or Corresponding Member must be addressed in writing to the President and forwarded through the General Secretariat.
- 5.8 The General Assembly and the Commission are the sole bodies authorised to rule on membership applications.
- 5.9 Members, Associate Members and Corresponding Members undertake to promote the association's objectives and to comply with and implement any decisions taken in accordance with the present Articles of the Association.
- 5.10 Members, Associate Members and Corresponding Members may give notice of their withdrawal by sending a registered letter to the Board at the address of the General Secretariat. The withdrawal shall take effect at the end of the year following that in which notice of withdrawal was given.
- The member in question is obliged to meet its commitments prior to its withdrawal. A withdrawing member may not exercise any claim to EUROVENT's assets.
- 5.11 The Member, Associate Member or Corresponding Member status may also be revoked if the General Assembly decides to exclude a member where the latter's actions contravene the Articles of Association (in such cases, the member may put their case) or where the Member, Associate Member or Corresponding Member ceases to exist. In all cases, the member in question is obliged to meet its commitments prior to its exclusion.

Article 6

- 6.1 Members pay an annual fee set by the General Assembly following a proposal by the Board.
- 6.2 These fees are based on the budget approved in accordance with Article 9.3 of the present Articles of Association.
- 6.3 The fees for associations from each country are based on ratios set by the General Assembly and reflect the size of the market as expressed by the GDP (Gross Domestic Product) of each country.

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- 6.4 The criteria for the fees payable by an Associate or Corresponding member are set by the General Assembly.
- 6.5 Special Project and Issue Group activities should be funded by contributions from participants to these projects.
- 6.6 Membership fees and any specific costs are payable by no later than 15 February each year. In case the membership fees have not been paid by the end of February, the respective member shall not possess voting rights within any of the association's activities until its fee obligations are being fulfilled. If the due fees have not been received by the end of April, the General Secretariat will propose to the General Assembly to exclude the member in question.

III Structure

Article 7

The structure of EUROVENT comprises:

1. The General Assembly,
2. The President and Vice-President(s),
3. The Board,
4. The General Secretariat,
5. The Commission.

III.1 General Assembly

Article 8

8.1 The General Assembly is composed of:

- One nominated representative of each Member,
- One nominated representative of each Corresponding Member,
- One nominated representative of each Associate Member,
- Ex-officio: the President to chair the General Assembly and the Secretary General to draft the agendas and minutes.

The nominated representative of each Member shall be appointed in writing by the member association and remains member of the General Assembly until his national association informs the General Secretariat of the appointment of a new nominated representative.

The nominated representative of a Corresponding Member shall be appointed in writing by the Corresponding Member and remains member of the General Assembly until his company informs the General Secretariat of the appointment of a new nominated representative.

The nominated representative of an Associate Member shall be appointed in writing by the Associate Member and remains member of the General Assembly until his association informs the General Secretariat of the appointment of a new nominated representative.

8.2 Entitled to attend the General Assembly are:

- EUROVENT Board members,
- The Secretary General or Director of the national member associations,

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- The staff of EUROVENT,
- The nominated representatives of the Corresponding Members,
- The nominated representatives of the Associate Members,
- The Chairmen, Secretaries, and, if applicable, Project Managers of Product and Issue Groups.

Members may invite representatives of their member companies to attend the public part of the General Assembly.

The President and Secretary General may invite guests to the General Assembly.

- 8.3 The votes are allocated by country to the Members. Where there is more than one Member from a country, the country's vote will be divided equally between these Members. When there are four or more Corresponding Members for a given country, they may exercise the vote or share in a vote.

A Member may be appointed as a proxy by another Member after notifying the General Secretariat in writing. A Member may exercise a maximum of two proxies.

- 8.4 Associate Members possess no voting rights within the General Assembly.

Article 9

- 9.1 The General Assembly is fully empowered to take all necessary action to enable the association to achieve its objectives.
- 9.2 The General Assembly is responsible for:
- a. Approving budgets and accounts,
 - b. Electing (and dismissing) a President and up to eight Vice-Presidents and their order of precedence,
 - c. Appointing two auditors for a two-year term,
 - d. Appointing and dismissing the Secretary General and staff members,
 - e. Reviewing the activities of the past action plan, in particular activities of Product Groups and Issue Groups,
 - f. Examining the proposed annual action plans,
 - g. Approving the annual accounts for the preceding financial year, adopting the budget and setting membership fees,
 - h. Ruling on membership applications,
 - i. Amending the present Articles of Association, and set up and amend By-Laws for the proper functioning of EUROVENT,
 - j. Excluding members and dissolving the association.
- 9.3 The General Assembly's primary task is to rule on political, economic and technical policy.
- 9.4 The General Assembly is entitled to delegate part of its powers to the President, Board or General Secretary subject to the limits and conditions laid down by the General Assembly and for a specific period.

Article 10

- 10.1 The General Assembly meets at least every year and shall be chaired by the President.

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- 10.2 The invitation to attend and draft agenda is sent out by the Secretary General on behalf of the President at least six weeks prior to the meeting of the General Assembly.

The invitation shall state the time, date, and venue for the meeting and include the draft agenda. If requests for additional items to be included on the draft agenda are submitted three weeks before the meeting, such items shall appear on the updated agenda, which will be distributed two weeks before the meeting of the General Assembly.

- 10.3 An Extraordinary General Assembly may be convened if the members requesting it represent at least 35% of the votes. An Extraordinary General Assembly may only rule if 2/3 of the votes are represented.

Article 11

The General Assembly shall be duly empowered to rule regardless of the number of Members present or represented.

Article 12

- 12.1 Other than in the exceptional circumstances stipulated in the present Articles of Association, resolutions are passed by simple majority of the Members present or represented; all Members are notified of such resolutions.
- 12.2 No decision can be taken on any item not appearing on the agenda. If all Members are present, the General Assembly may add items to the agenda and decide on these items during the meeting of the General Assembly.
- 12.3 The draft minutes of the General Assembly include the resolutions and are written by the Secretary General. Together with a copy of the signed attendance list, the draft minutes will be circulated to the Members, Associate Members and Corresponding Members within two months of the meeting. The minutes and the signed attendance list will be filed at the office of EUROVENT.

III.2 PRESIDENT AND VICE-PRESIDENTS

Article 13

- 13.1 The President must be presented by a Member.
- 13.2 The President is responsible to the General Assembly.
- 13.3 The President has the following powers:
- 13.1.1 To ensure the proper execution of decisions made by a General Assembly,
 - 13.1.2 To supervise the work and activities of EUROVENT's employees,
- 13.1.3 To convene and preside over meetings of the General Assembly and the Board, and to ensure the proper preparation of these meetings,
- 13.1.4 To appoint the persons to take the place of either of the Vice-Presidents, or the Secretary General, in case they are prevented for any reasons whatsoever from exercising their functions, until the next General Assembly.

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- 13.4 The President is not entitled to vote whilst acting as President of EUROVENT in the General Assembly.
- 13.5 The President is entitled to delegate part of his powers to a Vice-President subject to limits and conditions to be laid down by him and for a specific period.
- 13.6 Unless otherwise authorised, all documents binding on the association are to be signed by the President, who shall not be required to provide proof to a third party of his authorisation to sign.

Article 14

- 14.1 The General Assembly elects up to eight Vice-Presidents and lays down their order of precedence and their duties. One Vice-President must act as financial auditor for EUROVENT (Art. 9.2).
- 14.2 The President and the First Vice-President must be presented by and belong to Associations of different countries.
- 14.3 If the President is unable to carry out his responsibilities, he shall be replaced by the First Vice-President, or any other Vice-President in case the First Vice-President is also unable to carry out his responsibilities.
- 14.3 The Vice-Presidents are elected for the same period as the President (two years).
- 14.4 The Vice-Presidents are entitled, ex officio, to attend all meetings of EUROVENT, in a consultative capacity but may not vote whilst acting as Vice-President of EUROVENT.

III.3. BOARD

Article 15

The association is run by a Board.

The Board comprises:

- The elected President (casting vote),
- Up to eight elected Vice-Presidents (with each one voting right).

The members of the Board are appointed by the General Assembly by a majority of votes present or represented. The duration of the mandate of the members of the Board is two years. The mandate of the members of the Board may be renewed five times.

In the event of vacancies arising during a term of office, a temporary member of the Board may be appointed by it. In this case, the temporary member shall serve out the term of the member he/she is replacing.

Members of the Board may be dismissed by the General Assembly ruling by a two-thirds majority of the Members present or represented.

A Board member not attending without a valid justification two subsequent Board meetings is expelled automatically.

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Article 16

The Board meets at the request of the President.

The Board is only duly empowered to vote if half of its members are present.

Article 17

The Board has full management and administrative powers with the exception of those tasks falling within the remit of the General Assembly. It may delegate day-to-day management to its President, a Vice-President or to an Appointee. It may also confer special and specific powers to one or more individuals for which it shall ultimately be responsible.

The Board coordinates the association's activities.

The President chairs the Board meetings and ensures that the decisions passed are implemented and represents the association in respect of other bodies. If the President is unable to carry out his responsibilities, he shall be replaced by a Vice-President.

The Members of the Board are responsible to the General Assembly. The President and the First Vice-President are legally responsible for all the actions taken, and, therefore, are appointed to act for the Association, in legal matters as both petitioner and defendant.

The Board is in charge of the management of EUROVENT.

The Board will draw up the annual accounts report, the budget proposals and action plan proposals and submit them for approval to the General Assembly.

The Board passes resolutions by a simple majority of votes present or represented.

The minutes of the meetings of the Board will be filed at the office of EUROVENT.

Any legal action (brought either by or against the association) shall be conducted by the Board as represented by its President or a Vice-President appointed by it to deal with such matters.

III.4 GENERAL SECRETARIAT

Article 18

The General Secretariat is headed by the Secretary General.

The Secretary General is presented by the Board and appointed by the General Assembly.

The Secretary General will carry out specific tasks under the direction and supervision of the President of EUROVENT, following the broad strategic outlines set down by the General Assembly.

The Secretary General will ensure the proper functioning of EUROVENT's administrative services. He will prepare the draft agendas for the General Assembly, the Board meetings and will write the draft minutes, circulate and file the minutes of these meetings.

The Secretary General will be responsible for collecting the annual contributions from Members, Associate Members and Corresponding Members, defined by the General Assembly, and releases the payments authorised. He or she will keep the books in good order.

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The Secretary General prepares, participates and writes the draft minutes of the meetings of the Board and the General Assembly.

The Secretary General is entitled to participate, as observer, in any meeting of EUROVENT.

He or she must be informed of any decision taken by the Commission, Product Group or Issue Group and will inform the President of this decision.

All the documents officially dealing with EUROVENT's business must be signed by the President or the Secretary General.

The official administrative address of EUROVENT shall be the office of the General Secretariat.

III.5 COMMISSION

Article 19

A permanent Commission composed of Members of Eurovent is set up to discuss, examine and take actions on specific matters.

The Commission organises its work at its own discretion, subject to the limits laid down by the General Assembly. The General Secretariat provides the Secretariat for the Commission meetings. The President chairs the Commission meeting and ensures that the decisions passed are implemented.

The Commission may invite Associate Members and Corresponding Members to its meetings.

The Commission shall meet at least two times per year.

The voting procedure is the same as for the General Assembly as defined in Section III.1 of the EUROVENT Statutes.

Article 20

Product and Issue Groups may set up by the Commission to discuss, examine and take actions on specific matters. The Commission may also conclude a Product Group or Issue Group.

The Commission constitutes the supervisory, guidance and mediation body of Product Groups and Issue Groups.

Within the scope of the duties entrusted to them, the Product and Issue Groups organise their work at their own discretion, subject to the limits laid down by the General Assembly or the Commission.

Notice of all meetings is to be provided to Members, the General Secretariat and registered participants of the Product or Issue Group.

Each Product Group shall elect its own Chairman and Vice-Chairman for a period of two years. The Chairman and Vice-Chairman may be re-elected. Issue Groups may do the same.

The passing of resolutions are laid down in the By-Laws.

IV By-Laws and languages

Article 21

The detailed functioning of EUROVENT may, as appropriate, be determined in By-Laws.

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Article 22

EUROVENT's working language is English. All working documents, notices, agendas and correspondence must be drawn at least in British English and may, additionally, also be drawn up in French for official administrative purposes.

V FINANCIAL YEAR

Article 23

EUROVENT's financial year is the calendar year.

VI FINAL STIPULATIONS

These statutes replace the statutes of EUROVENT dated 1 June 2012, 27 May 2011, 28 May 2010, 7 November 2006, 28 May 2005, 29 September 1999, 7 June 1997, 13 November 1991, 31 May 1968, June 1963 and the convention of April 1959. They also replace the statutes of CECOMAF dated October 1976.

These Statutes come into effect following approval by the General Assembly held on 29 May 2015 and their publication in the Belgian Official Journal.

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