

# EUROVENT BY-LAWS

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## 1. General Secretariat

The General Secretariat can either be filled in by one or more employees or can be outsourced. In case the General Secretariat is filled in by two or more employees, the General Secretariat is headed by the Secretary General.

The General Secretariat is filled in as presented by the Board and appointed by the General Assembly.

The General Secretariat carries out specific missions in close cooperation with the President of EUROVENT, following the broad strategic outlines set down in the action plans by the General Assembly.

The General Secretariat provides services in support of the administration and proper functioning of EUROVENT, manages communication and coordination both internally and externally, represents and defends the interests of Eurovent. It prepares the draft agendas with supporting documents for the General Assembly, the Board meetings and Commission, participates and writes the draft minutes, circulates and files the minutes of these meetings.

The General Secretariat is responsible for collecting the annual contributions from Members, Corresponding Members and Associate Members, defined by the General Assembly, and releases authorised payments. It will keep the books in good order.

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

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

All official documents related to EUROVENT's activities must be signed by the President or another member of the Board entitled to sign or the Secretary General.

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

## 2. Finances

The aim of the budget preparation and follow-up is to keep in the assets of EUROVENT an amount covering one year of activities (General Assembly 2001).

Amendments to the budget or unforeseen expenses can only be accepted after discussion within the Board. This discussion may be submitted to the Commission and will be provided by the General Secretariat to the General Assembly for final approval. The following rules apply to all budgets and expenses within EUROVENT:

### 2.1 Preparation of the Budget

Before 15 February of each year, the Secretary and/or Project Manager of each Product Group and/or Issue Group submits the budget for the next year to the General Secretariat. The General Secretariat consolidates these budgets before 1 April. The General Secretariat prepares a draft budget on the basis of these consolidated budgets to be sent to the Members in order to prepare the General Assembly.

Every significant change or new project should be clearly documented.

## 2.2 Follow-up of the Budget

Before 15 February of each year, the Secretary and/or Project Manager of each Product and/or Issue Group sends to the General Secretariat a forecast for the expected expenses within his Product Groups and/or Issue Groups as well as a year-to-date situation. The General Secretariat collects these data, checks if the expenses are still in line with the budgets and prepares a report for the Board.

## 2.3 Reimbursement of the expenses

For all the approved expenses, an invoice with relevant documentation (receipts, tickets, invoices ...) shall be sent to the General Secretariat at least once a year, before 15 February. No later invoices will be accepted. The General Secretariat will pay the approved expenses and prepare the accounts to be submitted to the auditors at least six weeks before the General Assembly.

## 2.4 Accounts and statements

Accounts and statements, duly checked by the financial auditors, will be sent, together with their report and remarks, to the member associations by the General Secretariat at the same time as the draft agenda for the General Assembly.

## 2.5 Certification, Eurovent Certita Certification, Eurovent Services Company

In response to Art. 3.4.7 of the Statutes, Eurovent founded Eurovent Certification Company. The merger of Eurovent Certification Company with Certita resulted on 25 June 2013 in the founding of 'Eurovent Certita Certification'.

As was the case before with Eurovent Certification Company, Eurovent Certita Certification is a separate juridical entity with its own responsibilities.

The activities of Eurovent Certification Company that were not included in the merger have been grouped in the 'Eurovent Services Company', which is also a separate juridical entity.

EUROVENT, through Eurovent Services Company, holds 60% of the shares of Eurovent Certita Certification, the other shares are held by the four companies that constitute Certita: ATITA, CETIAT, CSTB and LNE - each holding 10% of the shares.

The Board of the Eurovent Certita Certification consists of 12 members: 4 from Certita, the Eurovent President, 5 manufacturer representatives (nominated by EUROVENT), the President and Managing Director of Eurovent Certita Certification (the last two without voting rights) and deputy members.

To ensure coherence, continuity and an appropriate representation of the interests of the EUROVENT association, the Board of Eurovent Services Company is the representation of EUROVENT in Eurovent Certita Certification.

The Board of Eurovent Services Company therefore has 6 members; the Eurovent President as a born member and 5 manufacturer representatives nominated by EUROVENT.

To ensure continuity, the First Vice President of Eurovent acts a deputy for the President and up to three deputy manufacturer representatives can be nominated by EUROVENT members and thus is identical to the representation in Eurovent Certita Certification.

Eurovent is the license owner of the 'Eurovent Certified Performance' logo and trademark and responsible for the exclusive licensing agreement.

By joining the EUROVENT Board, board members acknowledge the accredited independency of Eurovent Certita Certification. They also commit themselves to support and safeguard the collective interests of EUROVENT, Eurovent Certita Certification, and Eurovent Services Company.

## 2.6 Special Projects and Issue Groups

Members are encouraged to submit Special Projects (as adopted by the General Assembly 2001) and to set up Issue Groups that could be of interest to the members and their activities. Special Projects and Issue Groups should be well prepared and supported. Therefore, the following rules will apply to every Special Project and Issue Group:

- A Project Manager should be appointed. The Project Manager is responsible for the project/business plan and the management of the Special Project or Issue Group, including the financial aspects.
- A business/project plan is to be drafted outlining at least the Special Project's or Issue Group's objectives, the way in which these are to be achieved, a financial plan, and its start and envisaged end date.
- Every Special Project and Issue Group should be financially self-supporting. In principle, costs to EUROVENT should not be accepted.
- The presentation of the Special Project or Issue Group will be submitted to the Board at least one month before the meeting of the Board. In exceptional occasions, when deadlines are short, the Board may decide before the approval of the General Assembly.
- After evaluation, the Board may decide to reject it (and announce this to the General Assembly), to return it to the Project Manager with requests for amendments or to submit it for approval by the General Assembly.
- The Project Manager will submit a report once a year to the General Assembly, including the financial situation, as well as a final report.

Issue Groups are being further defined within Art. 5.2 'Participation in the activities of Issue Groups' of this By-Laws.

## 3. Communication

All communication within the association has to respect the following rules:

- All the documents (letters, invitations, agenda, minutes, ...) will only be produced on the official letterhead of EUROVENT carrying also the name and address of the responsible editor.
- All the invitations and all the draft minutes of EUROVENT meetings shall be sent to all Members.
- For filing purposes, a copy of each document shall be sent to the General Secretariat.
- All documents, except those strictly intended for internal use only, must carry the wordings 'Responsible editor/Contact person: Name, Address'. It is obvious that this person should give his preliminary and (preferably) written approval for the contents of the document.
- Statements or Press Releases should first be approved by the Board, the President or First Vice-President.
- Each statement shall indicate if the decision is a unanimous or a majority position.

## 4. Resignations and mandates

### 4.1 President resignation

When a President resigns from his mandate before the end of it, the First Vice-President will complete the mandate.

The Member that presented the President, who is resigning, may nominate a candidate for election as Vice-President by the next General Assembly.

If a Member chooses not to present another candidate, the General Secretariat will announce this to other Members. In this case, any Member may nominate a candidate for election by the next General Assembly.

### 4.2 Vice-President resignation

When a Vice-President resigns from his mandate before the end of it, his national association will nominate another candidate for election by the next General Assembly. This Vice-President will complete the mandate of the resigning Vice-President with all his rights and all his duties.

If a Member chooses not to present another candidate, the General Secretary will announce this to the Members. In this case, any Member may nominate a candidate for election by the next General Assembly.

### 4.3 Duration of the mandates

Except in the case mentioned under the Sections 4 and 5 above (Resignation), where the completion of the mandate starts immediately after the election by the General Assembly, all mandates will start after the election by the General Assembly.

## 5. Participation in the activities of the Product Groups and Issue Groups

### 5.1 Participation in the activities of the Product Groups

#### 5.1.1 Composition of Product Groups

- Participation to the activities of the Product Groups is reserved for staff members and 'Corresponding members', and of Member Associations (national associations) and to Associate Members, and Corresponding Members.
- Participation of a non-member should be exceptional and subject to prior approval by the Chairman of the Product Group.
- Participation of Affiliated Manufacturers to Product Groups is not allowed. They can be represented by the staff of the Member Associations. Member Associations can delegate one of their Affiliated Manufacturers who must act on behalf of the Member Association that he is belonging to and representing in the meeting.
- Punctual participation of non-industrial external experts is at the discretion of the Chairman.
- Enforcement of this rule is the task of the Chairman of the Product Group.
- Participation shall be formalised by the Secretariat of the Product Group and reflected in the composition lists of the meetings.

#### 5.1.2 Chairman and Vice-Chairman

- The Chairman and Vice-Chairman of a Product Group shall be elected on a two years term by its participants.
- The Chairman and Vice-Chairman shall not be from the same country and corporate group of companies.

- The voting method for election of Chairmen shall be a secret ballot.
- Chairmen commit themselves to actively promote, develop, and support the activities of their respective Product Group.

### 5.1.3 Product Group Secretariat

- The General Secretariat appoints and dismisses the Secretaries of Product Groups.
- Secretaries of Product Groups are responsible for the administration of a Product Group. They have to ensure that its participants are informed in-depth about all information of relevance to the Product Group's activities and have to actively support the achievement of its objectives.

### 5.1.4 Meetings

- Meetings are to be held when necessary. These can be face-to-face meetings, conference calls, video conferences and web conferences.
- The invitation to attend is sent out on behalf of the Chairman. If this is not possible for any reason, the General Secretariat may issue the invitation. It shall be sent out by electronic means at least four weeks prior to the meeting to the participants of the Product Group unless a shorter notification time is unavoidable. The invitation states the date, time, venue, composition and contains a draft agenda.
- No decision can be taken on any item not appearing on the agenda.
- The draft minutes are circulated within two weeks after the respective meeting.
- The records of the meetings are kept on the Eurovent website.

### 5.1.5 Role of the Product Groups

- The Product Groups clarify and monitor the specific topics that relate to them.
- They summarise these matters and report these to other Product Groups and the Commission where appropriate.
- The reports may take the form of Position Papers which are to be voted on by participants of the meeting.

### 5.1.6 Decisions within Product Groups

Decisions shall wherever possible be reached by consensus, but the following provisions shall govern such formal votes as may prove necessary:

- The decisions are taken by the participants present in a meeting, limited to two votes per company or, if applicable, corporate group of companies even if this corporate group of is member of more than one EUROVENT Member. A corporate group of companies is defined as a collection of parent and subsidiary corporations that function as a single economic entity through a common source of control.
- Each Member Association possessed two votes.
- Each Corresponding Member not belonging to any Member Association possesses one vote.
- Associate Members do not possess voting rights within Product Groups.
- Decisions can be taken with a two-third majority of the votes present in a meeting, and only by participants whose company manufacturers the products covered by a Product Group's scope.
- If no decisions can be achieved, one or more proposals may be submitted to the Commission if the proposed decisions are supported by at least one third of votes present.

## 5.2 Participation in the activities of Issue Groups

### 5.2.1 Setting up of Issue Groups

- The decision on the founding of a new Issue Group can be made by the Board or Commission following a request from any type of member of the association, the President, any Vice-President, the Commission, Product Groups, the General Secretariat, and/or at the request of third parties.
- An Issue Group may first commence if the participation of at least 3 participating organisations of different corporate groups of companies from at least 2 different European countries can be ensured.

### 5.2.2 Management and finances

- Issue Groups are managed by a dedicated Project Manager that reports to the General Secretariat.
- A business/project plan is to be drafted outlining at least the Issue Group's objectives, the way in which these are to be achieved, a financial plan, and its start and envisaged end date.
- Issue Groups are to be financially based, whenever possible, within the Eurovent Services Company, and should be funded by the financial contributions of the participants and/or with the financial support of EUROVENT Members.
- The financial plan should, whenever possible, take into account the expected costs of the Project Manager in charge of a particular Issue Group.
- Issue Groups are also open to companies that are not member of any of EUROVENT's Members (national associations). In order to encourage such a company to join one of EUROVENT's Members, their contributions to an Issue Group shall be set at an annual level of at least 75% of the annual membership fee applicable to this company in case it were to join a EUROVENT Member in their country of origin. In addition, the annual membership fee that is normally applicable to Corresponding Members shall be added to its annual contributions.

### 5.2.3 Composition of Issue Groups

- Participation to the activities of an Issue Group is reserved for organisations contributing to its financing.
- Punctual participation of externals is at the discretion of the Project Manager or Chairman following an approval by the Project Manager.
- Enforcement of these rules is the task of the Project Manager.
- Participation shall be formalised by the Project Manager and reflected in the composition lists of the meetings.

### 5.2.4 Election of Chairmen

- Participants can elect a Chairman for the duration of the Issue Group.

### 5.2.5 Meetings

- Meetings are to be held when necessary. These can be face-to-face meetings, conference calls, video conferences and web conferences.
- The invitation to attend is sent out by the Project Manager. It shall be sent out by electronic means at least four weeks prior to the meeting to the members of the Issue Group unless a shorter notification time is unavoidable. The invitation states the date, time, venue, composition and contains a draft agenda.
- No decision can be taken on any item not appearing on the agenda.
- The draft minutes are circulated within two weeks of the respective meeting.



- The records of the meetings are kept on the Eurovent website.

### 5.2.6 Role of the Issue Groups

- Issue Groups clarify and monitor the specific topics that relate to them as defined in the business/project plan.
- The reports may take the form of Position Papers.

### 5.2.7 Decisions within Issue Groups

Decisions shall wherever possible be reached by consensus, but the following provisions shall govern such formal votes as may prove necessary:

- The decisions are taken by the participants present in a meeting, limited to two votes per company or, if applicable, corporate group of companies. A corporate group of companies is defined as a collection of parent and subsidiary corporations that function as a single economic entity through a common source of control.
- Each Member Association possesses two votes.
- Decisions can be taken by a simple majority of the votes present in a meeting.
- A participant may be appointed as a proxy by another participant after notifying the Project Manager in writing. A participant may exercise a maximum of two proxies.
- If no decisions can be achieved, one or more proposals may be submitted to the Commission if the proposed decisions are supported by at least one third of votes present.

### 5.2.8 Decision-making authority and superseded positions

The Commission may assign the sole decision-making authority over the issue covered by an Issue Group to the latter, superseding positions of Product Groups. This may be done in order to prevent the association from having multiple conflicting positions on an issue that affects multiple Product Groups.

## 6. Participation in the activities of the Commission

### 6.1 Composition of the Commission

- Participation to the activities of the Commission is reserved for Members and their staff.
- The Commission may invite Associate Members and Corresponding Members to its meetings.
- Punctual participation of externals is at the discretion of the Chairman.
- Enforcement of this rule is the task of the Chairman.

### 6.2 Chairman

The Chairman of the Commission is the President.

### 6.3 Role of the Commission

- The Commission accompanies the association's annual action plans.
- The Commission clarifies and monitors topics that are submitted by the Product Groups and/or Issue Groups.
- Where considered appropriate, the Commission initiates or dissolves Product Groups and/or Issue Groups.
- The Commission shall be proactive in legislative matters and address topics that go beyond a single Product Group or Issue Group.
- The Commission may advise Product Groups and/or Issue Groups.

- The Commission decides on positions that were submitted to it by the Product Groups and/or Issue Groups.

#### **6.4 Decisions within the Commission**

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

### **7. Corresponding Members not belonging to a Member Association and Associate Members**

#### **7.1 Admission**

- Applications for membership as Corresponding Member not belonging to a Member Association or Associate Member must be addressed in writing to the General Secretariat.
- The Board or Commission will approve or reject an application on the occasion of its next meeting. If the application is rejected, the Board or Commission is not compelled to give any reason.
- The annual contribution for a Corresponding Member or Associate Member is set by a decision by the General Assembly.
- Membership shall be terminated by resignation or expulsion.

#### **7.2 Resignation and expulsion**

- A resignation may be submitted for the end of a calendar year by means of six weeks' notice before the annual General Assembly. It must be addressed to the General Secretariat by recorded delivery.
- Expulsion may be pronounced, on proposal of the Board, by the General Assembly if a Corresponding Member or Associate Member seriously contravenes the constitution or prejudices the interests of EUROVENT.
- The Corresponding Member or Associate Member concerned must be notified at least 3 months prior to the General Assembly due to discuss the expulsion.
- The Corresponding Member or Associate Member to be expelled is entitled to present its case to the General Assembly.
- Resignation or expulsion do not release the Corresponding Member or Associate Member concerned from his financial commitments for the calendar year during which the Corresponding Member or Associate Member is expelled or resigns, nor give him any right on the assets of the Committee.

#### **7.3 Set-up of a national association by Corresponding Members**

- Corresponding Members in a particular country or region are urged to communicate and to set up a national association of EUROVENT. The EUROVENT association supports this set up.
- If this national association applies for membership of EUROVENT, the Board or Commission will verify if this candidate fulfils all the conditions laid down in Art. 3 of the Statutes, and specifically if the association is representative for the heating, ventilation, air conditioning, refrigeration manufacturers and related equipment industries in its country.
- If the application of such a national association is accepted, the existing Corresponding Members will be invited to join this national association and their status as Corresponding Member will be terminated without prejudice, at the latest one year after the acceptance of the membership of the national association.

## 8. Authorisation of payments

Approval and release of payments on behalf of EUROVENT for costs incurred by EUROVENT within its ordinary activities as well as expenses by its President, Vice-Presidents, Board members and Directors in the framework of their mandate within EUROVENT, are within the remit of the General Secretariat for amounts up to 5.000 EUR, provided that these are in line with the budget as approved by the General Assembly.

For payments above 5.000 EUR, prior authorisation is required by the President before release by the General Secretariat. These authorisations may be obtained by electronic means such as an approval by email.

For payments above 20.000 EUR, prior authorisation is required by the President and a Vice-President before release by the General Secretariat. These authorisations may be obtained by electronic means such as an approval by e-mail.

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