

# EUROVENT BY-LAWS

Fully revised edition adopted by the General Assembly on 29 May 2015

Modified by the General Assembly on 24 May 2019

Modified by the Board of Directors on 21 January 2021

Modified by the Board of Directors on 25 March 2025

## CONTENTS

EUROVENT BY-LAWS .....	1
CONTENTS.....	2
Title I. PRODUCT GROUPS .....	3
1. Composition .....	3
2. Chairperson and Vice-Chairperson .....	3
3. Meetings.....	4
4. Proceedings .....	4
Title II. Committees, working groups, task forces, or project teams .....	4
Title III. GOVERNANCE .....	4
1. Representation in subsidiaries .....	4
2. Record keeping .....	5
3. Commission Chairperson and Vice-Chairperson .....	5
Title IV. ELECTIONS .....	5
Title V. AUTHORISATION OF PAYMENTS.....	5
Title VI. LOGO USE AND MISUSE .....	6
Title VII. REGIONAL CHAPTERS.....	6
1. Establishment and termination .....	6
2. Governance .....	6
3. Reporting and oversight.....	6
4. Finances.....	6
Title VIII. PROTOCOL ORDER.....	7
Title IX. FINAL STIPULATIONS .....	7

## **Title I. PRODUCT GROUPS**

### **1. Composition**

Participation in meetings of the Product Group(s) is open to all Member Associations, Corresponding Members, and Associate Members as per Article 35.1 of the Statutes.

A Member Association may nominate in writing to the Secretariat one (1) of its members to represent it in a Product Group even if this member is not a Corresponding Member or Associate Member of EUROVENT. This member shall be assumed to validly represent its appointing Member Association until the Member Association informs the Secretariat in writing of the retraction of the appointment, or the appointment of a new member. Alternatively, Member Associations may be represented by a member of their staff.

Corresponding Members and Associate Members may be represented in a Product Group by one or more persons with a professional service relationship with a legal entity within the same Group of Companies. These persons shall be assumed to validly represent their appointing member until the member informs the Secretariat in writing of the retraction of the appointment, or the appointment of new persons.

Participation of non-members should be exceptional and subject to prior approval by the Product Group Chairperson.

The Secretary General appoints a secretary to each Product Group, who shall prepare the agenda, keep attendance, and draft the minutes as per Article 37 of the Statutes. He or she ensures that its participants are informed in-depth about all information of relevance to the Product Group's activities.

The Board appoints one or more liaison directors to each Product Group, who shall ensure that its activities are compliant with the object of the Association and in line with the relevant budgetary provisions. The directors shall have no special rights in the Product Groups to which they were appointed in their capacity as liaisons, except the right to attend. The Board as a collegial body reserves the right to terminate or change the governance rules of any Product Group in accordance with Articles 28.2(o) and 34.2 of the Statutes.

### **2. Chairperson and Vice-Chairperson**

Each Product Group elects by secret ballot a Chairperson and Vice-Chairperson as per Article 35.2 of the Statutes from among its participants by simple majority for a 2-year term. All participants of the Product Group validly representing a Member Association or a Corresponding Member which places on the market the products covered by the scope of the Product Group are free to submit their candidacy for Chairperson or Vice-Chairperson. The Chairperson and Vice-Chairperson of a Product Group shall not be from the same Group of Companies.

The Chairperson and Vice-Chairperson commit themselves to actively promote, develop, and support the activities of their Product Group, and to represent the Product Group in good faith vis-à-vis other Product Groups, any other body of the Association, or third parties.

The Product Group Chairperson, or in his or her absence, the Vice-Chairperson, shall chair the meetings of the Product Group as per Article 35.3 of the Statutes. If both the Chairperson and the Vice-Chairperson are unable to chair the meetings of the Product Group, the meetings of the Product Group shall be chaired by the Product Group secretary.

### 3. Meetings

The Product Groups shall meet whenever the interests of the Association so require and within the limits of the relevant budgetary provisions, on which the Secretary General shall have the final authority. It shall be convened by the Product Group secretary. These can be face-to-face meetings, conference calls, video conferences and web conferences.

A Product Group may meet in a subcommittee of its participants at the initiative of the Chairperson. The outcomes of any subcommittee must be approved by the plenary Product Group.

### 4. Proceedings

Each Member Association receives one (1) vote.

Each Corresponding Member receives one (1) vote.

Corresponding Members that do not place on the market the products covered by the scope of the Product Group receive no votes.

Associate Members receive no votes.

A Group of Companies shall never receive more than one (1) vote altogether.

Each voting right shall be exercised by a representative of the organisation or, as the case may be, the Group of Companies to which the voting right is allocated. If multiple representatives of the same organisation or Group of Companies cast a vote, the Product Group secretary shall disregard at his discretion all but one of the votes cast by those representatives.

In calculating the majority, abstentions, blank votes, and invalid votes shall not be counted. The votes may be issued by a call out, by a show of hands, or by secret ballot, including by electronic means.

Except for the election of its Chairperson and Vice-Chairperson, which are elected by simple majority, a Product Group decides by a two thirds (2/3) majority of votes present or represented. It may rule on any matter on the agenda within its object and scope regardless of the number of members present during the meeting.

The minutes of a Product Group meeting shall be shared with all the Product Group's participants, with the Product Group's liaison directors, and with all Commission members, and filed at the registered office of the Association as per Article 38 of the Statutes.

## Title II. Committees, working groups, task forces, or project teams

The Board may decide to establish specific terms of reference for any committee, working group, task force, or project team without a statutory basis. Without prejudice to any terms of reference established by the Board, these groups shall work according to the same principles as those that apply to Product Groups detailed under Title I.

## Title III. GOVERNANCE

### 1. Representation in subsidiaries

The EUROVENT President shall represent EUROVENT as a shareholder in the General Meeting of EUROVENT SERVICES COMPANY. In this capacity, the EUROVENT President shall confirm to the Board

of EUROVENT SERVICES COMPANY the members of the Board of EUROVENT so that both boards have identical compositions.

By joining the Board of EUROVENT, directors acknowledge the accredited independence of EUROVENT CERTITA CERTIFICATION. They also commit themselves to supporting and safeguarding the collective interests of EUROVENT, EUROVENT CERTITA CERTIFICATION, and EUROVENT SERVICES COMPANY.

## **2. Record keeping**

The statutes, by-laws, board minutes, general meeting minutes, and shareholder registers of all companies in which EUROVENT holds shares, directly or indirectly, shall be filed by the Secretary General at the registered office of the Association.

## **3. Commission Chairperson and Vice-Chairperson**

Whenever Commission Chairperson elections or Vice-Chairperson appointments are due in accordance with Article 26 of the Statutes, the election or appointment shall take place before that year's Annual General Assembly meeting and shall take effect on the day of that Annual General Assembly, to ensure synchronisation of the terms of the directorships without prejudice to Article 27.4 of the Statutes.

## **Title IV. ELECTIONS**

If only two candidates are standing for an election, the winner of the election shall be the candidate having obtained the most votes in the first round. No runoff voting round shall be required.

If more than two candidates are standing for an election mandated by the Statutes or these By-Laws and none of these candidates meets the respective majority threshold specified in the Statutes or these By-Laws after the first round of voting, a runoff voting round shall take place between the two candidates having received the highest shares of votes in the first round. In such cases, the winner of the election shall be the candidate having obtained the most votes in the runoff round.

If only one candidate is standing for an election, an additional call for spontaneous candidatures shall be issued. If additional candidatures are forthcoming, a vote shall be held, the outcome of which shall be determined as per the preceding paragraphs. If no additional candidatures are forthcoming, the sole candidate shall be deemed the winner of the election.

## **Title V. AUTHORISATION OF PAYMENTS**

Approval and release of payments on behalf of EUROVENT for costs incurred by EUROVENT are within the remit of the Secretary General for amounts up to 5.000 EUR, provided that these are in line with the budget approved by the General Assembly.

For payments above 5.000 EUR, prior authorisation is required by the President before release by the Secretary General, unless these are covered by an agreement duly approved by the Board. For payments above 20.000 EUR, prior authorisation is required by the President and one (1) director before release by the Secretary General, unless these are covered by an agreement duly approved by the Board. These authorisations may be obtained by electronic means such as approval by email.

## **Title VI. LOGO USE AND MISUSE**

The EUROVENT logo is a registered trademark of EUROVENT. EUROVENT members may use the EUROVENT logo to communicate their membership in EUROVENT. The EUROVENT logo may not be used to give the impression that the user holds 'Eurovent Certified Performance' certificates. Misuse of the EUROVENT logo as per this paragraph constitutes sufficient grounds for exclusion from the Association as per Article 11 of the Statutes. The right to use the EUROVENT logo is revoked with immediate effect upon termination of membership for any reason.

## **Title VII. REGIONAL CHAPTERS**

### **1. Establishment and termination**

If it is deemed in the interest of the European industry and requested by Eurovent members, Eurovent may establish regional chapters outside Europe to further its mission and objectives.

Establishing and terminating regional chapters, as well as determining the governance rules thereof, is a prerogative of the Eurovent Board, as stipulated in Article 27 of the Statutes.

Each chapter shall operate under the Eurovent name and adhere to Eurovent's Statutes and By-laws.

### **2. Governance**

Regional chapters shall establish local boards, which may be comprised of representatives of local members, and must include at least one (1) representative appointed by the Eurovent Board.

The Eurovent Board retains the prerogative to appoint and dismiss its representatives in the boards of regional chapters at any time and for any reason, in accordance with Title VI of the Eurovent Statutes.

Members appointed by the Eurovent Board shall possess veto rights in the respective boards of the regional chapters.

Members appointed by the Eurovent Board are accountable to the Eurovent Board for their acts and decisions in the boards of the regional chapters.

### **3. Reporting and oversight**

Regional chapters shall report to the Eurovent Board and submit regular activity and financial reports.

The Eurovent Board retains the authority to oversee the operations of regional chapters to ensure alignment with Eurovent's mission and compliance with its Statutes and By-Laws.

### **4. Finances**

Regional chapters may be funded through contributions from local members, fundraising activities, and allocations from Eurovent funds, as approved by the Eurovent Board.

The financial relationship between Eurovent and its regional chapters shall be governed by agreements detailing the terms of funding, financial reporting, and accountability.

Regional chapters are required to maintain accurate financial records and submit them to the Eurovent Board for review.

The Eurovent Board reserves the right to audit the financial activities of international chapters to ensure proper use of funds and compliance with the Association's financial policies.

## **Title VIII. PROTOCOL ORDER**

Order	Member Association
1.	VDMA FV ALT
2.	TALTEKA
3.	SVENSK VENTILATION
4.	UNICLIMA
5.	AEFYT
6.	AFEC
7.	AGORIA
8.	ASSOCOLD
9.	BINNENKLIMAAT NEDERLAND
10.	VKE
11.	ISKID
12.	VELTEK VENTILATION
13.	EFRIARC
14.	ASSOCLIMA
15.	NVKL
16.	VDMA FV VTMA

## **Title IX. FINAL STIPULATIONS**

These By-Laws replace all previous iterations of the By-Laws.

\* \* \* \* \*