



EUROPEAN COMMITTEE FOR STANDARDIZATION  
COMITÉ EUROPÉEN DE NORMALISATION  
EUROPÄISCHES KOMITEE FÜR NORMUNG

# The Statutes of CEN

Approved by the Extraordinary General Assembly of 24 June 2021

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## The Statutes of CEN

### I The Association

#### Article 1 - Legal status and denomination

An international non-profit Association (AISBL) with enterprise number 0415.455.651 is set up, governed by the relevant Laws of Belgium on international non-profit associations.

The Association is named "Comité Européen de Normalisation". This denomination can also be expressed in English as "European Committee for Standardization" and in German as "Europäisches Komitee für Normung". Its abbreviation is "CEN".

#### Article 2 - Registered office

The registered office of the Association is located in 1040 Brussels, rue de la Science 23. It can be transferred to any other address in the region of Brussels-Capital by decision of the Administrative Board.

#### Article 3 – Term

The Association is formed for an unlimited period.

### II Aims

#### Article 4 – Aims

*This provision refers to the Internal Regulations Part 1A, clause 1*

**4.1** The aims of the Association relate to the scientific, technical and economic fields as:

- a European Standardization Organization (ESO), officially recognized within the framework of European Union Regulation on Standardization providing its Members with a platform for cooperation and consensus building in standardization amongst industry, researchers, public authorities, and economic, social and societal interest groups;
- a regional standardization organization, member-led and not-for-profit, independent in its decision making of any individual stakeholder (public or private), and market driven; and
- a standardization organization that applies the WTO principles for standards development.

**4.2** The Association aims to facilitate the exchange of goods and services for the benefit of both society and the economy and supporting the realization of the European Single Market and the removal of technical barriers to trade by developing and harmonizing standards for products, production processes, services or methods.



## Article 5 – Activities

*This provision refers to the Internal Regulations Part 1A, clause 1*

The Association fulfils its aims through the following activities in particular:

- a) developing voluntary European Standards and other deliverables and taking action for their implementation and promotion;
- b) supporting the development and adoption of international standards by working closely with the International Organization for Standardization (ISO);
- c) harmonizing national standards by supporting the adoption of European and international standards and the withdrawal of conflicting standards;
- d) cooperating with the two other European Standardization Organizations CENELEC and ETSI;
- e) operating a European market-driven standardization system that is open, transparent, consensus-based through the participation of a wide range of stakeholders, including groups, bodies and international organizations interested in European standardization, European industrial associations, European Union institutions and the European Free Trade Association (EFTA), in compliance with WTO principles and Code of Good Practice for the Preparation, Adoption and Application of Standards (Annex 3 of the WTO Agreement on Technical Barriers to Trade).

The Association may, in addition, carry out activities that contribute, directly or indirectly, to the pursuit of its non-profit aims. The revenue of the Association is entirely allocated to the achievement of its non-profit aims.

## III Structure

### Article 6 – Structure

*This provision refers to the Internal Regulations Part 1A, clause 2*

The Association is composed of:

#### 6.1 The Members;

#### 6.2 The Corporate Governing Bodies able to determine and implement the aims of the Association, i.e.:

- the General Assembly;
- the Administrative Board; and
- the Presidential Committee.

#### 6.3 Other Corporate Bodies, i.e.:



- the Director General;
- the Technical Board;
- the Technical Committees; and
- the Board of Appeal, as stipulated in the Internal Regulations.

#### **6.4** The Functions of the Association, i.e.:

- the President;
- three Vice-Presidents; and
- the President-Elect.

#### **6.5** The technical exploitation unit together with CENELEC, the CEN-CENELEC Management Centre.

## **IV Members**

### **Article 7 - Membership**

*This provision refers to the Internal Regulations Part 1D, clauses 1 & 2*

#### **7.1** The Members shall meet the following criteria:

- a) Being able to adopt at national level all European Standards and to withdraw national conflicting standards;
- b) Being a Member (full or correspondent) of ISO;
- c) Adhering to and abiding by the standardization principles of the World Trade Organization;
- d) Being the National Standardization Body of a European state within the meaning of Article 49 of the Treaty on European Union (EU), with the following relations with the European Economic Area Single Market:
  - Blue-type Member: Members of the European Economic Area (EEA);
  - Red-type Member: Members of the European Free Trade Association (EFTA) which are not Blue-type Members, or states that are identified by the EU Institutions as candidate countries for accession to the EU;
  - Yellow-type Member: having an agreement with the EU and demonstrating regulatory convergence or compatibility with the essential regulations that support the Single Market in areas that are relevant to CEN activities.

#### **7.2** A candidate national standardization body is admitted as a Member if it:

- submits a written application for membership of the Association to the Director General;
- commits itself to conform to the rules of the Association as set in the Statutes and Internal Regulations;



- obtains the consent of the General Assembly, voting by secret ballot, with a three-quarter majority of the Members present or represented, an abstention not being counted as a vote.

**7.3** There can never be more than one Member per country.

**7.4** The admission of the Member becomes effective on the date fixed by the General Assembly.

## **Article 8 - Obligations of Members**

*This provision refers to the Internal Regulations Part 1A, clause 3.2 and IR 1D scope clause 1 and clause 3*

**8.1** All Members of the Association shall comply with the Statutes, the Internal Regulations and with all prescriptions and decisions taken in accordance with the Statutes and Internal Regulations.

**8.2** All Members of the Association are bound to participate and exercise their voting rights in the General Assembly. In case of incapacity to exercise their obligations in person, the Members have the possibility to be represented, as stipulated in the present Statutes and Internal Regulations.

**8.3** All Members are bound to pay the fee set by the General Assembly for each financial year.

Membership fees are based on the calculation methodology, as provided in the Internal Regulations.

**8.4** The Members incur no personal obligations towards third parties on the Association's own commitments.

**8.5** In addition to Members, Affiliates and other organizations having a cooperation framework or partnership agreement with CEN have rights and obligations, which are described in the Internal Regulations.

## **Article 9 - Loss of Membership status**

*This provision refers to the Internal Regulations Part 1D, clause 4 and annex 2*

**9.1** The status of Member is lost by:

**9.1.1** Resignation: any Member is free to resign from the Association. The resignation must be notified in writing to the registered office of the Association. The resignation communicated by a Member shall be effective, and the Member shall therefore cease to be a Member of the Association, upon expiration of the current year if the resignation is notified during the first half of the year, and until expiration of the following year if the resignation is notified during the second half of the year.



**9.1.2** Expulsion: the General Assembly can expel a Member from the Association with secret ballot voting with a two-third majority of the Members present or represented, an abstention not being counted as a vote, in case the Member:

- is in serious breach of its membership obligations as demonstrated by the escalation of serious non-conformity, as stipulated in the Internal Regulations;
- loses its qualification as a separate legal entity;
- despite a warning from the Administrative Board, and the dispatch of a formal written notice by the Director General have not paid within the time provided for payment the full amount or the due part of their annual fees decided by the General Assembly;
- does not participate on a recurring basis, as defined in the Internal Regulations, in General Assemblies either in person, via electronic means or by giving a proxy, including not replying to proposals for decisions held by correspondence;
- no longer fulfils the criteria required in order to be a Member as set out in Article 7 of the present Statutes.

In all these cases, the General Assembly decides without possibility for appeal.

The expulsion of the Member becomes effective on the date fixed by the General Assembly.

**9.2** The Members having resigned or having been expelled, as well as their entitled beneficiaries or debtors, have no rights to the assets of the Association. They cannot claim any repayment of their membership fees, donations or any other support they have provided to the Association.

**9.3** The Association, its representatives and Members will be exempted from any responsibility for the damages, which might result, directly or indirectly, from the expulsion decided in conformity with the present Statutes.

**9.4** The status of Affiliates or any organizations having a cooperation framework or partnership agreement with CEN is lost by termination by either party of the relevant agreement. However, in case the partner or beneficiary no longer meets the criteria for its status or performs a serious breach of its obligations, the Administrative Board can terminate the status with immediate effect.

## **V General Assembly**

*This provision refers to the Internal Regulations Part 1A, clauses 3 & 4*

### **Article 10 - General Assembly: composition and powers**



**10.1** The General Assembly is the supreme body of the Association and it is formed by the Members.

The General Assembly has all the powers to define the Association's main policies and strategies, as well as to elaborate and ratify all acts relevant to the Association. Its resolutions taken in accordance with the present Statutes or the Internal Regulations of the Association are binding for all the Members.

To the extent they are not Members themselves, the Administrative Board members, the Director General and the President-Elect are invited to attend all meetings of the General Assembly, without voting right.

Each Member has one vote. In case of division of the votes, the President or, in their absence, the Chairperson, shall intervene with a casting vote.

**10.2** The General Assembly has the power to:

- approve the annual accounts of the Association;
- approve the annual budget and fees for each type of Member, Affiliates and organizations having a cooperation framework or partnership agreement with CEN, after recommendation by the Administrative Board, in accordance with Article 20 of the present Statutes;
- appoint and dismiss the President, President-Elect, the Vice-Presidents, the other members of the Administrative Board, as well as the Auditor(s);
- acknowledge the appointment of the Director General by the Administrative Board;
- admit or expel Members, Affiliates and organizations having a cooperation framework or partnership agreement in accordance with the present Statutes and Internal Regulations;
- decide on the strategic orientation of the Association's activities, including the vision, mission and goals;
- decide on the organization, powers, operating and decision-making process of the Administrative Board, the Presidential Committee and the Director General;
- hear the reports received from the Administrative Board and from the Presidential Committee on the implementation of the strategic orientations;
- decide on the existence and the powers of the CEN-CENELEC Management Centre and their position vis-à-vis the other bodies of the Association, without prejudice to Article 24.2 of the present Statutes;
- review and decide on the repartition of the Members into three groups for the purpose of nomination and election of the Vice-Presidents and ordinary Administrative Board members;





- approve any amendment to the Statutes and/or to the Internal Regulations;
- decide to delegate authority, appoint and mandate the Board of Appeal, in accordance with the present Statutes and the Internal Regulations;
- decide on Appeals, when competent, in accordance with the present Statutes and the Internal Regulations;
- decide on the dissolution of the Association.

## **Article 11 - General Assembly: meetings**

*This provision refers to the Internal Regulations Part 1A, clauses 3.1 and 3.2*

**11.1** The General Assembly will meet twice a year, upon an invitation from the President, at the place, date and format determined by the latter, in particular, to:

- hear the report of the Administrative Board and the Presidential Committee on the activities of the Association during the past year;
- review and note the report of the Auditor(s);
- approve the accounts for the past year and the budget for the following year;
- grant discharge to the Administrative Board and the Auditor(s) with regard to their tasks.

**11.2** The President may also convene an extraordinary meeting of the General Assembly each time the interests of the Association require it.

The President must convene an extraordinary General Assembly meeting within one month of a request received from at least twenty percent (20%) of the Members, with a clear description of the subject to be discussed at the extraordinary General Assembly which they want to see convened.

The notice of the General Assembly meeting is sent to all CEN Members by the Director General at least one month before the date of the meeting by post or via electronic means of communication.

**11.3** All Members are entitled to be represented and have the obligation to vote at the General Assembly in line with the present Statutes and Internal Regulations.

**11.4** In between meetings, the General Assembly may take decisions by correspondence in line with Article 12.5 of the present Statutes.

These are taken within one month, when possible, following the circulation of the draft decision(s) submitted by correspondence by the Director General. If the



draft decision cannot be submitted within the timeline of one month, the Administrative Board will decide on the timeline to be respected in such a case.

**11.5** The Internal Regulations set out the modalities and procedures for the attendance to the General Assembly meetings by Members, guests from European Institutions and from other organizations.

**11.6** Written minutes of all meetings of the General Assembly are kept at the registered office of the Association. Copies or extracts of the minutes are made available to all Members by the Director General through appropriate electronic means in accordance with the Laws of Belgium.

**11.7** The Administrative Board may decide that Members may participate remotely to the General Assembly through electronic means of communication, made available by the Association.

The Association must conform to all legal requirements to ensure identification and participation of all Members as well as exercise of all the Members' rights in accordance with the Internal Regulations.

## **Article 12 - General Assembly: majorities, votes and decisions**

*This provision refers to the Internal Regulations Part 1A, clause 3.2, 3.3 and 3.4*

**12.1** The General Assembly decides by simple majority of votes of the Members present or represented, unless other quorums of presence or majority are required by the present Statutes.

**12.2** Each Member has one vote. In case of division of the votes, the President or, in their absence, the Chairperson, shall intervene with a casting vote.

**12.3** When calculating majorities, no account shall be taken of the vote of the Members who abstain from voting.

**12.4** If a Member is unable to attend a meeting of the General Assembly, such Member can provide a proxy in duly signed to another Member to act and vote on its behalf at that meeting, and for that meeting only.

A Member cannot carry more than one proxy. The Member carrying the proxy shall confirm to the Member giving it the proxy that it has not accepted other proxies.

All proxies are verified by the President prior to the start of the General Assembly meeting and are recorded in the minutes.

**12.5** In between meetings, the General Assembly meetings may take decisions by correspondence.

To be adopted, a decision of the General Assembly taken by correspondence shall be approved by unanimous affirmative vote of all Members with a quorum of a



two-third of the Members. In case there is one negative vote cast, the decision shall not be taken by correspondence and will be discussed in a meeting.

## **VI Administrative Board**

### **Article 13 - Administrative Board: powers and reporting**

*This provision refers to the Internal Regulations Part 1A, clause 4.1*

**13.1** The Administrative Board has the broadest powers to direct and administer the Association's business and to handle all administrative matters and provisions which relate to the scope of the Association, except for matters which the Statutes expressly reserve to the General Assembly and the Presidential Committee.

**13.2** The Administrative Board acts as a Corporate Body. The members of the Administrative Board shall not undertake any personal obligation related to the commitments of the Association and are liable only for the execution of their mandate. They are the General Assembly's authorized representatives of the Association in accordance with their respective roles as defined in the present Statutes.

**13.3** The Administrative Board:

- directs the work and coordinates the actions of all bodies with the aim of executing the decisions taken by the General Assembly;
- takes in the name of the Association all the steps it deems essential for the achievement of its aims in its dealings with national, European or international authorities as well as any other persons or any other organizations;
- is empowered by the General Assembly to manage the technical work by delegation to the Technical Board;
- receives from the Members the nominations for Presidency, Vice-Presidency and the other members of the Administrative Board of the Association and proposes the candidates to the General Assembly;
- represents the Association in all extrajudicial acts and follows up any legal proceedings, whether as plaintiff or defendant, in the name of the Association at the request of the General Assembly, the President of the Association, of a Vice-President or of the Director General, without prejudice to Article 25.

**13.4** All Administrative Board members with voting rights have the obligation to vote.

**13.5** The General Assembly may decide to expel an Administrative Board member who does not participate on a recurring basis in the Administrative Board meetings, as further defined in the Internal Regulations, either in person or via



electronic means, including not replying to proposals for decisions held by correspondence in accordance with the Internal Regulations.

**13.6** The Administrative Board reports regularly on its current and planned activities to the General Assembly.

## **Article 14 - Administrative Board: composition and election**

*This provision refers to the Internal Regulations Part 1A, clause 4.3*

**14.1** The Administrative Board is composed of the President, three Vice-Presidents and nine ordinary Administrative Board members.

**14.2** All the Administrative Board members have voting rights, except the President, who will only cast a vote according to Articles 16.1 and 20 of the present Statutes, and the President-Elect, who attends Administrative Board meetings as an observer without voting rights.

**14.3** In case of relevant vacancies, the General Assembly first holds one election process for the President-Elect, future President (as indicated in Articles 14.4 and 20), then elects the Vice-Presidents (as indicated in Articles 14.4 and 21), and thereafter elects the remaining 9 members of the Administrative Board (as indicated in Article 14.5).

**14.4** The President and Vice-Presidents are elected by the General Assembly with a simple majority vote. Each Member is entitled to nominate candidates as President-Elect and Vice-Presidents as indicated in Articles 20 and 21 of the present Statutes.

**14.5** The Administrative Board members, other than the President, are elected by the General Assembly, on a staggered basis for a term of two years, with a simple majority vote, upon nominations from the Members.

A maximum of six Administrative Board members, other than the President, shall have their term of office ending each year.

**14.6** For the purpose of nominating candidates for election as Vice-Presidents and Administrative Board member (other than the President), the Internal Regulations define a repartition of Members into three groups (A, B and C). Such repartition takes into account, as criteria, the financial and technical contribution of each Member to the Association and the type of membership (Blue-type, Red-type, Yellow-type). The General Assembly reviews and updates the Members' repartition in groups every three years.

**14.7** The elected ordinary Administrative Board member affiliated to one of group B or group C Members is immediately re-eligible for a maximum of one further term of office as ordinary Administrative Board member.

**14.8** The elected ordinary Administrative Board member affiliated to one of group B or group C Members, whose second and last term of office is ending, remains eligible for immediate election as Vice-President in accordance with Article 21 of the present Statutes.



**14.9** To be eligible as member of the Administrative Board, a candidate must be affiliated to one of the Members, but must be, as of the commencement of his or her term, from an affiliation that differs from any other (acting or newly elected) member of the Administrative Board (including Vice-Presidents), other than the President.

**14.10** All members of the Administrative Board divest themselves from any national position and pursue the interests of the Association in all their acts.

**14.11** The General Assembly can dismiss any member of the Administrative Board at any time and with immediate effect by simple majority of the Members present or represented, an abstention not being counted as a vote.

## **Article 15 - Administrative Board: meetings**

*This provision refers to the Internal Regulations Part 1A, clause 4.2*

**15.1** The President of the Association convenes the Administrative Board with one-month notice by post or electronic means except if the duly justified urgency of the decision requires a convening on shorter notice. The President chairs the Administrative Board meetings.

**15.2** The Administrative Board is considered convened and can take decisions if at least seven of its members having voting rights attend the meeting.

**15.3** All Administrative Board members with voting rights have the obligation to vote.

**15.4** Administrative Board members may attend a meeting of the Administrative Board either in person or by electronic means of communication.

Administrative Board members participating in the deliberations of the Administrative Board by electronic means are deemed present for the calculation of the quorum and majority.

The Association shall conform to all legal requirements to ensure identification and participation of all participants as well as exercise of all participants' rights in accordance with the Internal Regulations.

Organizational modalities are set out in the Internal Regulations.

## **Article 16 - Administrative Board: majorities, voting and decisions**

*This provision refers to the Internal Regulations Part 1A, clause 6 and annex 4*

**16.1** The Administrative Board normally takes decision by consensus. Each member of the Administrative Board has one vote. The President only has voting rights if the votes cast by the members of the Administrative Board are equally divided.

**16.2** In case of need, the President can request the Administrative Board to take decisions by correspondence. The President decides on a reasonable deadline for



the votes of the members of the Administrative Board taking into account the urgency of the matter to be decided.

For decisions by correspondence to be adopted, the provisions of Article 16.1 apply.

**16.3** All decisions of the Administrative Board are reported to the General Assembly.

**16.4** All decisions of the Administrative Board are kept at the registered office of the Association and are made available to all Members by the Director General in accordance with the Laws of Belgium.

The Administrative Board may also decide to establish written minutes complementing the list of the decisions taken in a specific Board meeting.

**16.5** Decisions of the Administrative Board may be appealed to the General Assembly in accordance with the Statutes and Internal Regulations.

The Administrative Board decides on Appeals when competent, in accordance with the Statutes and Internal Regulations.

## VII Presidential Committee

### Article 17 - Presidential Committee: powers

*This provision refers to the Internal Regulations Part 1C, clauses 1 and 4*

**17.1** The Presidential Committee is a Corporate Body of the Association and a joint Corporate Body with the international non-profit organization COMITE EUROPEEN DE NORMALISATION ELECTROTECHNIQUE with enterprise number 0412.958.890 (CENELEC).

**17.2** The Presidential Committee manages and administers the Association's business with respect to non-sector specific matters of common interest to the Association and CENELEC, including matters subject to common administration and/or common policy, as provided in the Internal Regulations.

**17.3** The Presidential Committee determines yearly objectives, yearly bonus and other conditions of employment of the Director General. The Presidential Committee shall have the right to sub-mandate all or part of such powers, as it chooses.

**17.4** The Presidential Committee appoints *inter alia* the Chairperson to the Membership Relations and Monitoring Committee.

**17.5** The Presidential Committee decides on Appeals when competent, in accordance with the Statutes and Internal Regulations.



## **Article 18 - Presidential Committee: composition and meetings**

*This provision refers to the Internal Regulations Part 1C, clause 1*

**18.1** The Presidential Committee is ex officio composed of:

- two Presidents of the Association and CENELEC, both with voting rights;
- six Vice-Presidents of the Association and CENELEC, with voting rights;
- the Director General, without voting rights;
- two Presidents-Elect of the Association and CENELEC, when relevant, without voting rights.

**18.2** The Chairperson of the Presidential Committee is subject to annual rotation between the President of the Association and the President of CENELEC. Any meeting held in the absence of the Chairperson will be chaired by a Vice-President from the same Association as the Chairperson. The Director General acts as secretary to the Presidential Committee.

**18.3** The Presidential Committee meets whenever convened by its Chairperson or by any three Members, and at least twice per year. Between two meetings, the Presidential Committee may also take decisions by correspondence where appropriate, using a dedicated electronic platform. In such cases, the procedure shall be completed in no more than one month and in line with Article 19 of the present Statutes.

**18.4** The agenda of each meeting of the Presidential Committee, as well as the documentation for such meeting, except to the extent protection of personal data is required, will be circulated, simultaneously with the invitation notice, to the Members for their information.

## **Article 19 - Presidential Committee: majorities and decisions**

*This provision refers to the Internal Regulations Part 1C, clauses 1 and 4*

**19.1** Decisions, including those taken by correspondence, within the Presidential Committee are taken by simple majority of all voting members, provided that at least one favourable vote of a CENELEC representative and at least one favourable vote of a representative of the Association is obtained; if such is not the case, then the matter will be escalated to both Presidents of the Association and CENELEC, who will search a consensus to be proposed to the Presidential Committee, or failing that, be escalated to the respective Administrative Boards of the Association and CENELEC.

**19.2** Decisions of the Presidential Committee may be appealed before the Board of Appeal in accordance with the present Statutes and as further outlined in the Internal Regulations.



## VIII President and President-Elect

### Article 20 - President: powers and eligibility

*This provision refers to the Internal Regulations Part 1A, clause 5.1*

**20.1** The President ensures high-level representation of the overall strategic issues and interests relevant to the Association, as well as their promotion with external stakeholders and partners, by providing leadership in the relevant Corporate Bodies of the Association.

**20.2** The General Assembly elects the President of the Association for a term of office of three years. This term of office commences the second year following the year of their election and is preceded by a one-year period of running in as President-Elect.

The Internal Regulations define the criteria of eligibility to become President of the Association and describe other requirements of a practical nature to be fulfilled by the President and the President-Elect.

**20.3** The President is immediately re-eligible in that capacity for one additional term of two years.

**20.4** To be eligible as President-Elect, a candidate must (a) be affiliated to (i) a Blue-type Member, or (ii) a Red-type Member, or (iii) a Yellow-type Member having been Yellow-type Member for at least five years before such President-Elect is set to effectively become President, but (b) cannot have the same affiliation as any of the three Vice-Presidents as acting President.

**20.5** The Internal Regulations define the criteria of eligibility to become President of the Association and describe other requirements of a practical nature to be fulfilled by the President and the President-Elect.

**20.6** The President chairs the General Assembly and the Administrative Board. If the President is unable to chair one of the meetings of these Corporate Bodies, it shall be chaired by the Vice-President Policy.

**20.7** The President chairs the Presidential Committee on a rotation basis with the President of CENELEC in accordance with Article 18.2.

**20.8** The President divests themselves from any national position and pursues the interests of the Association in all their acts.

**20.9** In case of resignation or incapacity of the President, their office is filled in by one of the three Vice-Presidents, who is appointed as Interim President by the General Assembly, until a new election takes place.

**20.10** The President and President-Elect may be removed by decision of the General Assembly on a simple majority of the votes cast, abstentions not included.





**20.11** Neither the President nor the President-Elect have any voting rights at the General Assembly and Administrative Board, except as provided for the President by Articles 12.2 and 16.1 of the present Statutes.

## **IX Vice-Presidents**

### **Article 21 - Vice-President: powers and eligibility**

*This provision refers to the Internal Regulations Part 1A, clause 5.2*

**21.1** To be eligible as Vice-President, a candidate (a) must be affiliated to (i) an Blue-type Member, or (ii) a Red-type Member, or (iii) a Yellow-type Member having been Yellow-type Member for at least five years prior to the commencement of such candidate's term as Vice-President, but (b) at the commencement of his or her contemplated term as Vice-President, must have a different affiliation than that of the President, any other Vice-President or any other (acting or newly elected) member of the Administrative Board.

Each Member is entitled to nominate candidates for the office of each Vice-President.

**21.2** From among the candidates nominated by Members, the General Assembly elects three Vice-Presidents with competence on policy, technical and financial matters. The Vice-Presidents are elected on a staggered basis for a term of two years. They are immediately re-eligible in that capacity for one additional term of two years.

The Internal Regulations define the criteria of eligibility to become Vice-President and may confer other requirements of a practical nature to be fulfilled by each Vice-President.

**21.3** The Vice-President Policy supports the Corporate Bodies of the Association and the President in the development and implementation of policy and strategic aspects related to the aim of the Association by ensuring leadership of the related standing Committees on policy matters.

**21.4** The Vice-President Finance supports the Corporate Bodies of the Association and the President by providing advice on financial matters and ensuring leadership of the related standing Committees dealing with financial matters.

**21.5** The Vice-President Technical supports the Corporate Bodies of the Association and the President in the development and implementation of policy and strategic aspects in the technical field by ensuring leadership of the related standing Committees on technical matters, including chairing the Technical Board.

**21.6** The Vice-Presidents divest themselves from any national position and pursue the interests of the Association in all their acts.

## **X Director General**



## Article 22 - Director General: powers and appointment

*This provision refers to the Internal Regulations Part 1C, clause 3*

**22.1** The Director General has the broadest powers to manage and administer the Association's day-to-day business and carries out the decisions taken by the Corporate Bodies within the scope of their respective powers.

**22.2** The Director General acts as authorized signatory on behalf of the Association with regards to the day-to-day business.

**22.3** The Director General directs the CEN-CENELEC Management Centre and ensures that the management of the day-to-day business is carried out within the framework determined by the Statutes, the Internal Regulations and the decisions taken by the Corporate Bodies of the Association.

**22.4** The Director General is the secretary of the General Assembly, Administrative Board and Presidential Committee and may attend all meetings of the Association without voting rights and in an advisory capacity.

**22.5** The Director General is appointed, and the terms of such appointment are fixed, by the Administrative Board, acting upon a proposition done by the Presidential Committee for both the Association and CENELEC.

The appointment of the Director General by the Administrative Board is acknowledged by the General Assembly.

**22.6** The Director General reports on a regular basis to the Corporate Bodies in accordance with the present Statutes and Internal Regulations.

**22.7** The Director General may be assisted by a Deputy Director General, to whom the Director General may delegate some or all of the tasks within the framework decided by the Administrative Board, acting upon a proposition done by the Presidential Committee for both the Association and CENELEC.

## XI Technical Board and Technical Committees

### Article 23 - Technical Board: powers and reporting

*This provision refers to the Internal Regulations Part 1A - annex 4 and Part 2*

**23.1** The Technical Board, within the framework of the policies established by the relevant Corporate Bodies, is responsible for deciding on all matters concerning the organization, working procedures, coordination and planning of standards work and for monitoring and controlling the progress of standards work and of its sub-groups and Technical Committees in close cooperation with the CEN-CENELEC Management Centre.

**23.2** The Technical Board is managed by the Administrative Board by delegation of the General Assembly. Its meetings are chaired by the Vice-President



Technical, who also reports to the Administrative Board on the progress of the Technical Board's current and planned activities.

**23.3** The Technical Board may decide to establish or disband technical bodies, such as Technical Committees, who are in charge of the preparation of the technical publications of the Association and are managed under the full authority and supervision of the Technical Board.

**23.4** All provisions ruling the composition, organizational structure and work of the Technical Board, Technical Committees, subgroups and other technical bodies are detailed in the Internal Regulations.

**23.5** Decisions of a technical nature are taken, applied and can be appealed upon in accordance with the provisions of the Internal Regulations.

## **XII CEN-CENELEC Management Centre**

### **Article 24 - CEN-CENELEC Management Centre: functions and role**

*This provision refers to the Internal Regulations Part 1C, clause 2*

**24.1** The CEN-CENELEC Management Centre, headed by the Director General, is composed of staff from the Association and CENELEC required to operate and support the scope of the Association and CENELEC. It has an active role in the day-to-day management of the Association, and it is responsible for liaison and dialogue with European institutions and Associations.

**24.2** The organization and structure of the CEN-CENELEC Management Centre fall within the powers of the Presidential Committee as provided in the Internal Regulations.

## **XIII Delegation of Authority**

### **Article 25 - Delegation to the members of the Administrative Board and the Director General**

*This provision refers to the Internal Regulations Part 1C, clause 3*

**25.1** All actions committing the Association in extrajudicial and judicial matters, all powers and proxies, all documents to which a civil servant participates, such as a notary or the register of mortgages will be validly signed jointly, either by the President and the Director General, or by the President and one Vice-President. They shall not have to justify to a third party any decision on the delegation of authority.

**25.2** The deeds of current and daily management, such as the receipts and letters of indemnity towards third parties, the administration of transport, communication and banking systems, contracts and any other state administration matter, are



signed by the Director General or by any of the persons to whom the Administrative Board or the Director General has given power to do so within the limits and conditions it will decide, by virtue of a special decision.

## **XIV Statutes and Internal Regulations**

### **Article 26 - Statutes: amendments and approval**

**26.1** The General Assembly cannot validly decide on proposals for amendments of the present Statutes unless these have been specifically included in the agenda accompanying the calling notice and unless two thirds of the Members of the Association are present or represented.

**26.2** In case two thirds of the Members of the Association are not present or represented at the first General Assembly meeting, a second meeting can be called and convened, where voting and decisions will be authorized whatever the number of Members present or represented.

**26.3** Amendments to the Statutes are adopted with a two-third majority of the votes of the Members present or represented.

**26.4** No amendment to the present Statutes shall be considered as final until it has received such authorizations as may be required by Law.

### **Article 27 - Internal Regulations: amendments and approval**

**27.1** The Internal Regulations of the Association are exclusively established by the General Assembly deciding with a two-third majority of votes of the Members of the Association present or represented.

**27.2** The Internal Regulations complement the present Statutes and are mandatory for all. A written copy of the Internal Regulations as decided by the General Assembly is kept at the registered office of the Association and made available to all Members.

**27.3** All proposed amendments to the Internal Regulations shall be mentioned in full on the agenda of the General Assembly and all relevant decisions shall be stated in full in the proceedings of the General Assembly, which has decided upon them.

**27.4** The present Statutes shall prevail, at all times, over possible conflicting provisions of the Internal Regulations.



## **XV Auditors**

### **Article 28 - Statutory Auditors: appointment, reporting and mandate**

**28.1** The General Assembly appoints one Statutory Auditor selected among the auditors or chartered accountants established in Belgium, for a period of three years, renewable. It also decides upon the annual fee.

**28.2** The assignment of the Statutory Auditor consists of supervising and monitoring in compliance with statutory requirements all - but not exclusively - financial operations of the Association. The Statutory Auditor is entitled to examine, without transfer of the books, the correspondence, proceedings and, in general, all accounts of the association, as well as the inventory of assets and liabilities, the statutory annual accounts, information and budgets decided by the Administrative Board and approved by the General Assembly. In case the assignment is given to more than one Statutory Auditor, they act as a single corporate body but are entitled to undertake, individually, any investigation they find appropriate.

**28.3** The Statutory Auditor reports to the General Assembly on the result of its assignment.

**28.4** The Statutory Auditor shall not contract any personal obligation in connection with the commitments of the Association. The Statutory Auditor guarantees the achievement of the mandate only.

## **XVI Financial provisions**

### **Article 29 - Financial year**

**29.1** The financial year begins on January 1<sup>st</sup> and ends on December 31<sup>st</sup> of each year.

**29.2** Each year, on December 31<sup>st</sup>, the accounts of the Association are closed.

### **Article 30 - Financial statements, records, budget, fees**

**30.1** Each year, the Administrative Board reviews the financial statements and submits the audited statutory annual accounts in the ordinary session of the General Assembly for approval. The Administrative Board and the Auditor report on their activities.

**30.2** Each year, the ordinary General Assembly decides upon the budget and the corresponding financial unit to calculate the annual fees for the Members,



Affiliates and organizations having a cooperation framework or partnership agreement with CEN, after recommendation by the Administrative Board.

## **XVII Dissolution of the Association**

### **Article 31 - Dissolution and liquidation of the Association**

**31.1** The General Assembly may decide to dissolve voluntarily this Association under the same conditions of quorum, majority and voting as those provided for an amendment to the Statutes under Article 26 of the present Statutes.

**31.2** The General Assembly having decided the dissolution simultaneously sets the conditions of the liquidation, designates the liquidator(s), decides upon their powers and determines the destination of assets remaining after payment of the liabilities. Such destination must be non-profit and have a close connection to the aims of the Association.