

REVISED ORGALIME STATUTES
UNOFFICIAL TRANSLATION OF THE AUTHENTIC FRENCH TEXT ADOPTED AT
THE GENERAL ASSEMBLY OF 29 OCTOBER 2010

ORGALIME STATUTES

On 18 October 1973, an International Association governed by the Belgian law of 25.10.1919, as amended by the law of 6.12.1954 and by the law of 30.06.2000 was set up. These Statutes have been published in the Moniteur Belge on 28.11.1974.

At the General Assembly of the association held on 29.10.2010 it was decided to modify the statutes in accordance with the prescriptions of the law and these are laid down in the provisions hereinafter set out.

CHAPTER I - NAME, HEADQUARTERS, DURATION

Article 1

An international non-profit Association, governed by the law of 25.10.1919, as amended by the law of 6.12.1954 and the law of 30.06.2000, is hereby established under the name of ORGALIME.

Article 2

The headquarters of the Association shall be situated in the commune of Schaerbeek, administrative district of Brussels and for the present in the Diamant building, 5th Floor, Boulevard Auguste Reyers 80.

They may be transferred to any other place in Belgium by decision of the Board of Directors, which should be published in the Annexes of the Moniteur Belge within one month.

Article 3

The objects of the Association are the study, with particular emphasis on their scientific, technical, pedagogic, economic and structural aspects of all matters of common interest in the field of activity of the mechanical and electrical engineering industries, the electronics industry; the metalworking industries and similar industries using substitute raw materials, together with the search for and realisation of solutions to such problems on an international basis.

The Association may carry out all acts or operations, and may take all steps or measures, which may help in achieving its declared objects and of these in particular cooperation between its members and between their affiliated companies.

The Association is a non-profit making organisation. The Association may not take any action affecting the competitive efforts of individual members.

Article 4

The Association is constituted for an indeterminate period.

CHAPTER II - MEMBERSHIP

Article 5

Orgalime is an association consisting of national associations and European sector associations in the mechanical, electrical, electronic and metalworking sectors (non-governmental trade associations) of European countries, which are legal entities constituted in accordance with the law of their country of origin and which are regarded as representative in one or more of the fields of activity defined in Article 3.

Article 6

Members which cease to possess the qualification required under Article 5 shall ipso facto cease to be members of the Association.

Article 7

The signatories of the present statutes are the full members of the Association. National associations only, corresponding to the definition in Article 5 of the present Statutes, may be admitted as full members upon approval of the General Assembly of the Association.

Applications for membership will be addressed to the Secretariat General of the Association.

Every application for membership implies complete adherence to the statutes of the Association, to all its rules and to all decisions of its decision making organs.

In deciding on an application for membership the General Assembly shall not be required to give reasons for its decision, which shall be final.

Article 8

Any member may resign from the Association by giving written notice to that effect to the Director General. If such notice is given during the first six months of the financial year, it will take effect only at the end of the financial year. Notice of resignation received during the second half of the financial year will take effect only at the end of the following year.

Any resigning member must fulfil all its commitments to the Association until its resignation takes effect according to the above provisions.

Members which have resigned, or those, claiming through them, shall have no right of any kind in respect of the assets of the Association.

Members which have ceased for whatever reason to belong to the Association, or those claiming through them, shall likewise have no right to the assets of the Association.

Any member shall be deemed to have resigned if it has not paid its annual subscription in full and, after notice from the Secretariat General remains in default of its obligations. If such resignation becomes effective during the first six months of the working year, the Association shall be entitled to claim payment of subscriptions due up to the date at which the resignation becomes effective and a sum equal to the subscription due up till the end of the current financial year.

If the resignation becomes effective during the second half of the year, the Association shall be entitled to claim payment of subscriptions due up to the date at which the resignation becomes effective, and a sum equal to the subscription due for the following financial year.

Article 9

A member may be expelled only with serious reason and after a resolution for its expulsion has been passed by a majority of two thirds of the members of the General Assembly.

The member concerned shall be invited to defend itself by the Chairman of the Board of Directors or his deputy following a proposal from the Board of Directors. Such invitation shall be sent by recorded delivery at least two weeks before the meeting of the General Assembly at which the matter is to be discussed.

The expulsion shall take effect on the date fixed by the General Assembly. The rights and obligations of the expelled member, and particularly its financial obligations towards the Association, shall be the same as those of a member which has resigned.

Article 10

Orgalime is an association which includes full members and associate members.

May become full members national non-governmental associations of European countries, which are legal entities constituted in accordance with the law of their country of origin, which are regarded as representative in one or more of the fields of activity defined in Article 3 and accepted as such by the General Assembly acting in accordance with the provisions of Articles 5 and 7 of the present statutes.

May become associate members:

- national non-governmental associations of European countries, which are not part of the European Union, which are legal entities constituted in accordance with the law of their country of origin, which are regarded as representative in one or more of the fields of activity defined in Article 3 and accepted as such by the General Assembly, but which have not been accepted as full members.
- European Sector Associations which are legal entities constituted in accordance with the law of their country of origin, which are regarded as representative in one or more of the fields of activity defined in Article 3 and accepted as such by the General Assembly.

Only full members are entitled to vote in the General Assembly. Associate members are entitled to participate in the General Assembly without voting rights.

CHAPTER III - GENERAL ASSEMBLY

Article 11

The General Assembly of the Association shall be convened by its Chairman or by the Director General and shall meet at least once a year at the place and on the date fixed by him. It may also be convened at the request of one third of the members. A letter convening a meeting shall be sent to the members at least two weeks in advance, save in cases of urgency.

Each member association will be represented at the General Assembly by one delegate with full powers (Member's Presidents, Director, and/or other empowered delegate). Each member shall have one vote.

Article 12

The General Assembly shall have plenary powers, including but not limited to:

- Admission and expulsion of members.
- Receiving reports on the activities from Board of Directors in the past year.
- Formal discharge of the members of the Board of Directors in respect of administration and financial management in the past financial year.
- Approving the main policy lines to be followed by Orgalime on the basis of recommendations of the Board of Directors.
- Approving or rejecting the budget and the subscriptions for the coming financial year, following proposals by the Board of Directors.
- Employment and dismissal of the Director General.
- Adoption of Byelaws on proposal of the Board of Directors.

The agenda of a meeting of the General Assembly shall be drawn up by the Chairman on a proposal from the Board of Directors and shall take into account any wishes or proposals advanced.

All decisions of the General Assembly, including in particular those fixing subscriptions and members' contributions to cover the Association's expenditure, shall be binding on all members.

Without prejudice to the provisions of Article 9 and 15, proceedings of the General Assembly shall not be valid unless at least half its members are present. Each member can be represented at the General Assembly by another member with a proxy. However, the maximum number of proxies that may be held by a single member will be limited to three.

Without prejudice to the provisions of Article 9, decisions shall be made on the basis of a two thirds majority by those members who are present, abstentions being disregarded.

However, when a question concerns exclusively the members of Orgalime by virtue of their membership of the EU, EEA or EFTA, the corresponding decisions will be

taken only by those members concerned; the other members of Orgalime will not take part in the vote.

Subject to the provisions of Article 24, the General Assembly may vary the Association's statutes or pronounce its dissolution or its adherence to other international bodies.

The General Assembly shall elect among its members a Chairman and a Vice-Chairman for a maximum period of two years.

Unless their function within the Board of Directors changes, a Chairman or Vice-Chairman shall be eligible for re-nomination only after the expiry of two years following the end of his first term of office.

The Chairman and Vice-Chairman of the General Assembly are respectively the Chairman and Vice-Chairman of Orgalime and the Chairman and Vice-Chairman of the Board of Directors.

The decisions of the General Assembly will be recorded in a register kept at the headquarters of the association.

CHAPTER IV - BOARD OF DIRECTORS

Article 13

Subject to the conditions specified in the present Chapter, the number of members, the methods of election and the constitution of the Board of Directors are specified in the Bye-Laws of the association.

The following will however be statutory members of the Board of Directors:

- The Chairman of the Board of Directors, who will be called the "Chairman of Orgalime".
- The Vice Chairman of the Board of Directors, who will be called the "Vice Chairman of Orgalime".
- The immediate Past Chairman of the Board of Directors.
- The Chairmen of the Policy Committees.

Article 14

Subject to the provisions of Article 13, the Association shall be managed by a Board of Directors whose members are elected by the General Assembly from among the full members, for a period of two years. The term of Directors is limited to two years, unless their function within the Board of Directors changes, or, in principle, if their term of office has been interrupted for at least 2 years.

When, in the course of his mandate, a Director ceases the functions which he occupied within the association at the time of his election, he shall be deemed to have resigned from his function within the Board of Directors.

In case a Director is unable to complete his term of office, another Director may be nominated by the General Assembly to replace him until the end of his elected term of office.

The minimum number of Directors on the Board of Directors will be six and the maximum fifteen. The number of Directors may never be higher than the number of members of the association less one.

Article 15 Powers and duties of the Board of Directors.

The Board of Directors is in charge of the administration of the Association and the management of all its activities.

The Board of Directors possesses for this purpose full power of management, including the right to perform all administrative acts and other necessary arrangements.

It is inter alia in charge of the following duties:

- Preparing the main policy lines of Orgalime's annual work programme for approval by the General Assembly.
- Providing recommendations to the General Assembly on applications for membership.
- Full power of management including the right to perform all administrative acts and other necessary arrangements including legal proceedings.
- Deciding on policy or administrative matters referred to it by the Policy Committees, horizontal working groups, i.e. working groups whose activities concern more than one industry branch represented by the association (such as the Legal Affairs working group) or the Director General, as long as these are within the guidelines accepted by the General Assembly.
- Financial management, preparing of budgets, including subscriptions for approval of the General Assembly and the control of expenditure.
- Setting up and dissolving working groups.

Where any member of the Board of Directors is unable to attend a meeting he may appoint a representative from within the Board of Directors with full authority to act in his stead. However, the maximum number of proxies that may be held by a single member will be limited to two.

Article 16

The Board of Directors can only act if at least half of the members are present or represented.

All decisions of the Board shall be taken on the basis of a two thirds majority vote of members, abstentions being disregarded. Each member of the Board of Directors shall have one vote.

The decisions of the Board of Directors will be recorded in a register kept at the headquarters of the association.

Article 17

All acts binding the Association, other than those of day-to-day management, shall be valid only if signed jointly either by two members of the Board or by one member of the Board and the Director General.

All legal proceedings, whether as plaintiff or as defendant, shall be conducted, in the name of the Association, by the Board of Directors represented by its Chairman, or by its Vice-Chairman or by the Director General or by any other person appointed for this purpose by the Board of Directors.

CHAPTER V - DIRECTOR GENERAL

Article 18

The Director General is appointed by the General Assembly. He may be dismissed by the General Assembly voting by a majority of two thirds of the members present or represented and in accordance with the provisions of Belgian legislation.

The Director General is responsible for operation of the association's secretariat. He is responsible for the management of the association in accordance with the general guidelines which he receives from the Chairman of the association. He operates under the supervision of the Board of Directors.

CHAPTER VI - AUDITOR

Article 19

The Board of Directors may have the accounts audited by an independent auditor.

CHAPTER VII - POLICY COMMITTEES, WORKING GROUPS, TASK FORCES AND SUBGROUPS

Article 20

The Board of Directors can set up Policy Committees, working groups and subgroups. The Board of Directors will define the structure, issues, working methods of these groups, taking into account the following : these will have a consultative role and can in no way encroach upon the rights of the General Assembly or the Board of Directors.

Article 21

Orgalime has three standing Policy Committees:

- The Mechanical Engineering Policy Committee (MELC).
- The Electrical and Electronic Industries Policy Committee (CEEI).
- The Metal Articles Policy Committee (MALC).

Others may be set up on the initiative of the Board of Directors.

These Policy Committees will be constituted by representatives of the member associations of the industry branch they represent. Each Committee will elect a Chairman who will organise the work of the Policy Committee. A member of the Orgalime Secretariat will ensure the secretariat of these Committees. These Policy Committees will deal with those issues which interest more specifically the industrial branch they represent.

Article 22

The Board of Directors may also set up and dissolve Working Groups, Subgroups and Task Forces on any matters relevant to the objects of the Association.

The Working Groups will deal with horizontal issues, which are of interest to more than one branch of the industry represented by Orgalime, such as legal questions. Each group will elect a Chairman, who will organise the work of the group.

Task Forces and Subgroups will deal with individual issues of interest to the industry represented by the Association.

Article 23

The structure, tasks and working methods of the Policy Committees, Technical Groups, Working Groups, Sub groups and Task Forces are defined in detail in the Bye-laws.

CHAPTER VIII - VARIATION OF THE STATUTES

Article 24

On a proposal from the Board of Directors, the General Assembly may vary the Statutes of the Association, pronounce its dissolution, its adherence to any other international body or its withdrawal from any such body.

Variations to the Statutes and the dissolution of the Association will be decided upon by a two thirds voting majority of the members present or represented at the General Assembly convened for this purpose.

However, the dissolution of the Association may be pronounced only if at least three quarters of the members are present or represented.

All modifications of the Statutes will be submitted for approval to the Ministry of Justice and will be published in the Annexes of the Moniteur Belge.

Article 25

If the Association is dissolved, the General Assembly shall appoint one or more liquidators and shall fix the manner in which the net assets of the Association are to be divided. After dissolution, the net assets will be attributed by the General Assembly to a non-profit organisation with a similar or closely related object to that of Orgalime.

All expenses and liabilities arising on dissolution shall be apportioned among the members by the General Assembly based on the proposal of the Board of Directors.

CHAPTER IX - OTHER MATTERS

Article 26

The General Assembly may, on a proposal from the Board of Directors, adopt one or more Bye-laws, which shall be binding on all the members. Such Bye-laws will complete the Statutes, without however, in any way, infringing their stipulations.

Article 27

All questions not covered by these Statutes or by any regulations made for their application shall be settled in accordance with Belgian law.