



Council of European Employers  
of the Metal, Engineering and  
Technology-based industries

## CEEMET

### STATUTES

#### Rev. Version 3 (14/02/2012)

On 29 October 2003 an International Non Profit-making Association, governed by Title III of the Belgian law of 27 June 1921 regarding Non Profit-making associations, international Non Profit-making associations and foundations. These Statutes have been published in the Moniteur Belge On 23 November 2004.

At the General Assembly of the Association held on 31 May 2012 it was decided to modify the statutes in accordance with the prescriptions of the law and these are laid down in the provisions set out in the following.

The International Non Profit-making Association, hereinafter referred to as the Association, is constituted for an indeterminate period.

#### Article 1 - NAME and SEAT

1. The Association is an “International non-profit-making Association” governed by Title III of the Belgian law of 27 June 1921 regarding Non-Profit-making associations, international Non-Profit-making associations and foundations and has the following name: CEEMET.

This abbreviation stands for: Council of European Employers of the Metal, Engineering and  
Technology-based Industries.

2. It has its seat in Brussels (Belgium), Boulevard A. Reyers 80, 1030 Brussels.  
This seat may be transferred to any other place within the Brussels Region by decision of the General Assembly.  
The decision by which the seat is transferred shall be published in the Moniteur belge.

#### Article 2 – MEMBERS AND OBSERVERS

1. CEEMET is in principle a federation of employers' organisations in the metal, engineering and technology-based and similar industries in Europe. Its members are in principle national employers' associations or federations, which are having a particular focus in representing the social, employment and industrial policy interest of these industries. The members are legal entities constituted pursuant the national law of their country of



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origin. The members and representatives in CEEMET meetings shall be independent from State authorities and trade unions.

Members which cease to possess the qualifications required as specified in the paragraph above shall ipso facto cease to be members of the Association.

2. Employers' organisations from member states of Europe can become full members. Employers' organisations from countries outside Europe may, on terms determined by the General Assembly, be admitted as associated members. Associated membership may also serve as precursor to full membership.
3. When the term member is used in these statutes, it comprises full members and associated member.
4. Observers may be admitted in particular as precursor to -associated- membership. Other associations and federations, including of interprofessional coverage and in particular from countries where no sector organisations exist as described under Article 2 1. before may be admitted as well as observer.
5. The members (full members and associated members) as well as observers retain their full national autonomy and independence.

#### Article 3 - PURPOSE

1. The purposes of the Association are the study, with particular emphasis on their scientific, technical, pedagogic, economic and structural aspects, on all social issues which are of common interest to the metal, engineering and technology-based and similar industries.
2. The Association's purpose is to promote the exchange of information and views among its members on all social issues which directly affect interests of these industries. It is also to facilitate concerted views and the formulation of statements on matters of common interest. In achieving these purposes the Association may make such representation to international organisations as is required.
3. The Association may also carry out all acts, liaisons or operations, and may take all steps or measures, which may help in achieving its declared objects and of these in particular co-operation between its members and between their affiliated companies.
4. The Association is a non profit-making organisation.
5. The Association's objectives may be achieved in particular:



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- by effecting co-operation among the individual members
- by defending the common viewpoints on social, employment and industrial policy issues vis-à-vis the European Commission, the European Parliament and other competent bodies
- by studying and explaining European, international and national social legislation, agreements etc.
- by encouraging and facilitating between the members of the Association the exchange of information on matters of common interest
- by rendering individual services to the members of the Association
- by effecting co-ordination and / or co-operation with other European employer and industry associations, in particular from other manufacturing industry sectors, on matters of common interest

#### Article 4 - BODIES

CEEMET has the following bodies:

- the General Assembly
- the Board of Directors
- the General Secretariat

##### 1. General Assembly

The General Assembly is composed of representatives of the member organisations having executive powers particularly as regards the issues mentioned in Article 3. At least one General Assembly takes place every year.

The General Assembly shall determine the principles and objectives of co-operation within the Association.

The General Assembly shall consist of at least three members.

The mandate period of a member of the General Assembly shall in principle not be longer than three years but is renewable.

The General Assembly shall have plenary powers.

The General Assembly shall be convened by the President of the Association or a representative of a member organisation having executive powers at the date and at place fixed by him, in particular the Chairman of the Board of Directors. A letter convening the meeting and containing the agenda shall be sent, including by electronic means, in agreement with the President or the Chairman of the Board of Directors to the



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members at least two weeks in advance save in cases of urgency. The agenda should take into account the proposals of the member organisations. The President of the Association may be represented by a representative of a member organisation having executive powers.

Observers (Art. 2 (4)) shall be invited to attend General Assembly meetings.

The tasks of the General Assembly shall be the following:

- \* to lay down the main policy lines to be followed by the Association based on the recommendations of the Board of Directors,
- \* to receive a report on the activities of the Board of Directors in the past year,
- \* to give the members of the Board of Directors formal discharge in respect of their administration and financial management in the past financial year,
- \* to fix the subscriptions for the coming financial year,
- \* to determine the budget for the current year and to approve the accounts of the previous year,
- \* to admit or expulse observers and –associate- members,
- \* to decide upon the modification of the Statutes,
- \* to decide upon the dissolution of the Association,
- \* to nominate and to revoke the members of the Board of Directors.

The meetings of the General Assembly shall be chaired by the President of the Association or a representative of a member organisation having executive powers.

The President of the Association is elected from among the Presidents of the member organisations. The President's office period is two years, which means it expires in the second year after the year of his nomination.

Given the Association's purpose and objectives described in Article 3 above and in the light of Article 5, 5., the President of the Association should come from a member organisation of a Member State from the European Union. The President should be supported by up to two Vice-Presidents, including as appropriate the immediate past President of the Association.

Whenever necessary the President of CEEMET or the Chairman of the Board of Directors may convene ad hoc meetings of the General Assembly.

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

## 2. Board of Directors



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From among their midst, the CEOs, Directors and equivalent from member organisations will appoint members who will form the Board of Directors.

The composition of the Board of Directors should take into account a geographical balance and is specified in rules approved by the CEOs and Directors of the Association's full member organisations. These rules comprise specifications about the terms of office.

This Board of Directors has the task to organise the work of the Association, i.e. to prepare the meetings of the General Assemblies, to deal with the financial questions of the Association, to manage the assets of the Association, to govern the activities of the committees, working groups and to direct the work of the General Secretariat. A further task is the representation of CEEMET to third parties.

The Board of Directors, subject to formal approval by the General Assembly, shall discuss and decide on the tasks and activities to be undertaken in accordance with the principal goals of CEEMET. It can set up and dissolve either permanent or ad hoc committees, working groups and technical groups for carrying out the agreed tasks. The structures, tasks and working methods of these committees and working groups should be defined in bye-laws.

In particular when preparing the main policy lines of the Association's annual work programme that is to be submitted to the General Assembly for approval, the Board of Directors shall seek the advice from the chairpersons of the respective CEEMET Committees.

Within the Budget Guidelines for the Association agreed upon by the General Assembly, the Board of Directors furthermore determines the budget proposals to be submitted to the General Assembly for the current year and the recommendations for approving the statement of accounts.

The Board of Directors has full power of management, including the right to perform all administrative acts and other necessary arrangements, following the proposals by the Board of Directors. The Board of Directors has a right to appoint auditors.

All legal proceedings, whether as plaintiff or as defendant, shall be conducted by the Director General and the President or a representative of a member organisation having executive powers nominated by the Board of Directors, in particular the chairman of the latter.

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



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The Board of Directors elects from amongst its members the Chairman who, at the same time, has the function of a speaker of the Association.

When, in the course of his/her mandate, a CEO, Director or equivalent ceases the functions which s/he occupied within the member organisation at the time of his/her election, s/he shall be deemed to have resigned from his/her function within the Board of Directors.

### 3. General Secretariat

For the execution of the day-to-day activities of CEEMET a General Secretariat is appointed by the Board of Directors. The Director General is in charge of running the General Secretariat. The Director General works in accordance with the directives of Board of Directors and for the rest is bound to the decisions of the General Assemblies.

#### Article 5 - DECISION-MAKING

1. Except as provided for in these statutes, all decisions of the General Assembly and the Board of Directors shall be achieved by consensus of those members present or represented, abstentions being disregarded.
2. Each member of the General Assembly or the Board of Directors can be represented by an other member of the meeting concerned by giving a written proxy. No member shall accept more than two proxies for one meeting. No member shall be admitted to vote for more than two members, its own vote not included.
3. Except as provided for by the law or in these Statutes, the General Assembly and the Board of Directors shall take their decisions regardless the number of members present or represented at the meeting.

In cases where swift action is necessary, decisions can also be taken within a very short delay by written procedure, including by electronic means, provided that all members of the Association concerned have been invited to take part in such a decision.

4. However, if a decision cannot be reached by consensus, it will be taken by a vote in which case a two-thirds majority of all the members' votes polled is required.

Each full member organisation must be contacted and invited to vote.

Each full member organisation shall have one vote. Associated members and observers shall have no vote.



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Where there is more than one member from one country they shall be entitled to one vote only, voting rights are not accumulated.

5. When a question concerns exclusively the members of the Association by virtue of their countries' membership of the EU, the corresponding decisions will be taken only by those members; the other members of CEEMET will not take part in the vote.
6. The decisions of the General Assembly and of the Board of Directors shall be recorded in special registers that shall be at the disposal of the members of the Association at the seat of the Association.

#### Article 6 - CONTRIBUTIONS

The costs of the activities for and of CEEMET are shared by the members. The amount and the share of the contributions are proposed by the Board of Directors and decided by the General Assembly.

#### Article 7 - ADMISSION OF NEW MEMBERS AND OBSERVERS

1. An organisation wishing to join the Association shall send its application to the Director General of CEEMET.
2. Every application for membership and observer status implies complete adherence to the Statutes of the Association, to all its bye-laws, rules and to all decisions of its decision-making bodies.
3. Upon recommendation by the Board of Directors, the General Assembly will decide on every application for membership and observer status.

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

4. Upon recommendation by the Board of Directors the General Assembly may admit associated members and observers.

In each case it will lay down the conditions of the admission of the associated members or observers and will also lay down their financial contribution, their rights and obligations and the conditions of their resignation. The Board of Directors will prepare the budget for the following year and the basis on which the total subscriptions are appropriated to the members. As regards the basis on which the total subscriptions are apportioned, the General Assembly will decide upon the proposals of the Board of Directors.



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## Article 8 - RESIGNATION OR OTHER TERMINATION OF MEMBERSHIP

1. Any member wishing to resign from the Association must give the Director General written notice to that effect. Notice of termination of membership or affiliation shall be a period of 6 months expiring at the end of the calendar year. Observers wishing to resign are to informally announce this to the Director General.
2. Upon receipt of that notice, the member, associated member or observer concerned is committed to pay a sum equal to the annual subscription for the year during which the resignation is notified. During the notice period, the member, associated member or observer concerned may continue to draw services from the Association but is no longer entitled to vote.
3. Members or observers which have resigned, or those claiming through them, shall have no right of any kind in respect of the assets of the Association.

A resigning member or observer shall have no claim on the Reserve Fund.

4. A member shall be deemed to have resigned if it has not paid its annual subscription in full and, after notice from the General Secretariat, remains in default of its obligations. Such resignation shall not become effective until the expiration of any period laid down by the General Secretariat, but which will not be shorter than six weeks after the date of sending of the notice.
5. A member may be expelled only with serious reasons and after being invited to present its defence before the Board of Directors or the General Assembly. The expulsion shall take effect on the date fixed by the General Assembly. The rights and obligations of the expelled member shall be the same as those of a member which has resigned.

## Article 9 - MODIFICATION OF THE STATUTES

1. On a proposal of the Board of Directors the General Assembly may modify the Statutes of the Association, pronounce its dissolution, its adherence to any international body or its withdrawal from any such body. The decision of the dissolution of the Association shall be submitted to the federal public service of Justice and published in the Annexes of the Moniteur belge. The decision concerning the modifications of the Statutes of the Association shall be submitted to the Minister of Justice, for approval by Royal or ministerial Decree, and shall be published in the Annexes of the Moniteur belge.
2. However, the dissolution of the Association may be pronounced only if at least three-quarter of the members are present or represented.



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3. 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 shall be allocated. The net assets, after liquidation, shall be allocated to a disinterested purpose in accordance with a decision of the General Assembly and cannot exceed the member's contributions.
4. All expenses and liabilities arising in connection with a dissolution shall be borne by the Association and its members.

#### Article 10 - GENERAL PROVISIONS

1. The General Assembly may on proposal of the Board of Directors adopt bye-laws which shall be binding on all the members.
2. All questions not covered by these Statutes or by any regulations made for their application shall be settled in accordance with Title III of the Belgian law of 27 June 1921 regarding Non-Profit-making associations, international Non-Profit-making associations and foundations.