



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

# The Statutes of CEN

Approved by the Extraordinary General Assembly of 2018-07-04

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# The Statutes of CEN

## The association

### Article 1: Legal status

An international non-profit association (AISBL) with enterprise number 415.455.651 is set up, governed by the relevant law of Belgium on international non-profit associations.

### Article 2: Denomination

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 3: Duration

The association is formed for an unlimited period and it may be dissolved by decision of the General Assembly.

### Article 4: 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 General Assembly.

## Scope

### Article 5: Scope

The purpose of the Association lies in the scientific, technical and economic fields and consists

- on the one hand, in the harmonization of international and European standards working with ISO whenever possible, or developing European standards when needed;
- and on the other hand, in using standardization to promote the removal of trade barriers.

As a regional standardization organization, CEN is member-led and not-for-profit, independent in its decision making of any individual stakeholder (public or private), and market driven.



The Association operates as a European Standardization Organization (ESO), within the framework of EU Regulation 1025/2012 according to, and supportive of, the WTO principles of transparency, openness, impartiality and consensus, effectiveness and relevance, and coherence.

## **Structure of the association**

### **Article 6: Composition**

The association is composed of:

- 6.1 The national Members;
- 6.2 The governing bodies able to determine and implement the scope of the association:
  - the General Assembly;
  - the Administrative Board;
  - the Presidential Committee.
- 6.3 The Officers of the association:
  - the President and the President Elect;
  - three Vice-Presidents;
  - at least nine ordinary Administrative Board members;
  - the Director General.
- 6.4 Other bodies able to support the achievement of the scope of the association:
  - the Technical Board;
  - the Technical Committees;
- 6.5 The CEN-CENELEC Management Centre.

## **Members**

### **Article 7: Status of national Members**

- 7.1 The national Members are the recognised national standards bodies in their respective countries, who are members of the European Union or EFTA, or likely to become members of European Union or EFTA. There can only be one national Member per country.
- 7.2 A candidate national standards body is admitted as national 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, internal regulations and guides;



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

### **Article 8: Obligations of national Members**

- 8.1 All national 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 national Members are bound to pay the membership fee set by the General Assembly for each financial year.
- 8.3 The national Members incur no personal obligations towards third parties on the association's own commitments.

### **Article 9: Loss of national Member's status**

The status of national Member is lost by:

- 9.1 Resignation: any national 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 national Member shall not be effective, and the national Member shall therefore not cease to be a Member of the association, until expiration of the current year if the resignation is notified during the first half-year, and until expiration of the following year if the resignation is notified during the second half of the year.

A national Member is regarded as having resigned if it fails to pay the full amount of its annual membership fee, or the due part thereof, within six weeks after the dispatch of a formal notice.

- 9.2 Exclusion: the General Assembly can exclude from the association a national Member with secret ballot voting at two-thirds majority of the national Members present or represented, an abstention not being counted as a vote, in case the national Member:
  - has committed serious breach of its membership obligations;
  - loses its qualification as a separate legal entity;
  - no longer fulfils the conditions required in order to be a national Member as set in Art. 7 of these statutes.

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



As soon as the General Assembly decides the exclusion from the association of a national Member, the Administrative Board informs the concerned national Member of such decision by registered mail.

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

- 9.3 The national Members having resigned or excluded, 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.
- 9.4 The association, its representatives and national Members will be exempted from any responsibility for the damages, which might result, directly or indirectly, from the exclusion decided in conformity with these statutes.

## General Assembly

### 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 national Members and represents them in their universality. The General Assembly has all 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 national Members.
- 10.2 The General Assembly has the power to:
- approve the audited annual financial accounts of the association;
  - approve and grant the discharge of the members of the Board and of the Auditors for their management;
  - approve the annual budget and the corresponding financial unit for the national Members' fees, as well as the base fees for Affiliates and partner organisations following the recommendations of the Administrative Board;
  - appoint and dismiss the President, President Elect, Vice-Presidents, other Officers of the Administrative Board, Director General and Auditors;
  - admit or exclude national Members;
  - approve any amendment to the statutes and/or modification to the internal regulations;
  - decide on the dissolution of the association;
  - decide on the strategic orientation of the association's activities, including the vision, mission and goals;



- decide on the organisational structure necessary to implement such a strategic orientation;
- review the reports received from the Administrative Board and from the Presidential Committee on the implementation of the strategic orientations;
- decide on the delegation of authority to the Administrative Board in accordance with the statutes;
- approve of the association's annual work programmes and reports, notably on the technical standardization work;
- review and decide on the repartition of the national Members into three groups for the purpose of nomination of the Vice-Presidents and ordinary Board members;
- decide on any other matters on the agenda.

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

- 11.1 The President convenes two meetings of the General Assembly each year, to which all national Members have the right to attend, one of them being the annual ordinary meeting and one of them being a statutory meeting.
- 11.2 The President can convene an extraordinary General Assembly meeting at any moment by his/her own initiative or, upon request of at least one fifth of the national Members, within one month of such request. The request is made in writing and signed by all claimants and must contain a concrete, accurate and clear description of the subject to be discussed at the extraordinary General Assembly, which they want to convene. The President, in consultation with the Administrative Board, determines the date and place of the Extraordinary General Assembly meeting.
- 11.3 All national Members are entitled to be represented and participate in voting of the General Assembly.
- 11.4 In between General Assembly meetings, the General Assembly may take decisions by correspondence. These are taken within one month following the circulation of the draft decision(s) submitted by correspondence by the Director General and with the same majority votes as specified in article 12 of the statutes. Before the deadline established for the Assembly's decision by correspondence, one fifth or more national Members may explicitly request the suspension of vote by correspondence and that such decision is debated at the next General Assembly meeting.
- 11.5 Dates and places of General Assembly meetings are determined by the President in consultation with the Administrative Board or by the General Assembly itself. The notice of the annual ordinary, or of a statutory, General Assembly meeting is sent to all CEN national Members by the Director General at least 1 month before the date of the meeting by post or electronic mail. Notice of an Extraordinary General Assembly meeting is sent to all CEN national Members by the Director General at least 15 days prior to the date of the meeting by post or electronic mail.



- 11.6 The internal regulations set out the modalities and procedures for the attendance to the General Assembly meetings by national Members, guests from European Institutions and from other organisations.
- 11.7 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 national Members by the Director General through appropriate electronic means in accordance with the laws of Belgium.

#### **Article 12: General Assembly: majorities**

- 12.1 The General Assembly decides by simple majority of votes of the national Members present or represented, unless other quorums of presence or majority are required by the statutes.
- 12.2 Each national Member has one vote. In case of division of the votes, the President or, in his absence, the chairperson, shall intervene with a casting vote.
- 12.3 When calculating majorities, no account shall be taken of the vote of the national Members who abstain from voting.
- 12.4 A national Member can represent the interest of one other national Member at the General Assembly meeting. If the representative of a CEN national Member is unable to attend a meeting of the General Assembly, he/she can provide a proxy in written form to the representative of another CEN national Member to act and vote on his/her behalf at that, and for that meeting, only. All proxies are verified by the President prior to the start of the Assembly meeting and are recorded in the minutes. The representative of a national Member cannot carry more than one proxy.

### **Administrative Board**

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

- 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 governing body. The Officers 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 authorised representatives of the association in accordance with their respective roles as defined in these 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 corporate goals in its dealings with national, European or international authorities as well as any other persons or any other organisations;
- is empowered by the General Assembly to manage the technical work by delegation to the Technical Board;
- receives from the national Members the nominations for Presidency, Vice-Presidency and membership in 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 26.

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

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

14.1 The Administrative Board is composed of the following Officers: the President, three Vice-Presidents and at least nine ordinary Administrative Board members. All the Officers have voting rights except the President, who will only cast a vote according to articles 12.2 and 16 of these statutes.

14.2 The President Elect attends the Administrative Board meetings as an observer without voting rights.

14.3 There is only one ordinary Administrative Board member and one Vice-President per country. The President may have the same country of origin as another ordinary Board member, but not as a Vice-President.

14.4 The President and Vice-Presidents are elected by the General Assembly for the terms provided by articles 20 and 21 of these statutes.

14.5 Ordinary Administrative Board members are elected by the General Assembly on a staggered basis for a term of two years upon nominations from the national Members.

14.6 For the purpose of election of Vice-Presidents and ordinary Administrative Board members in the Administrative Board, the internal regulations define a repartition of national Members into three groups. Such repartition takes into account, as criteria, the financial and technical contribution of each national Member to the association. The General Assembly reviews and updates the national Members' repartition in groups every three years.



- 14.7 The elected ordinary Administrative Board member who was nominated by a national Member from the second and third group, is eligible for a maximum of one further term of office as ordinary Administrative Board member.
- 14.8 The ordinary Administrative Board member nominated by a national Member from the second and third group, whose second and last term of office is ending, remains eligible for immediate election as Vice-President in accordance with article 21 of these statutes.
- 14.9 A maximum of six Officers among Vice-Presidents and ordinary Administrative Board members shall have their term of office ending each year.
- 14.10 All Officers 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 Officer of the Administrative Board at any time by simple majority of the national Members present or represented, an abstention not being counted as a vote.

#### **Article 15: Administrative Board: convening – meetings**

- 15.1 The President of the association convenes the Administrative Board with one-month notice by post or electronic mail and chairs the Administrative Board meetings.
- 15.2 The Administrative Board is considered convened and can take decisions if at least seven of its Officers having voting right attend the meeting.

#### **Article 16: Administrative Board: majorities – decisions**

- 16.1 The Administrative Board normally takes decision by consensus. However, in case of vote, each Officer of the Administrative Board has one vote except the President, who has voting rights only if the votes cast by the Officers 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 Officers of the Board taking into account the urgency of the matter to be decided.
- 16.3 All decisions of the Administrative Board are kept at the registered office of the association and are made available to all national 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.



## Presidential Committee

### **Article 17: Presidential Committee: power**

- 17.1 The Presidential Committee is a governing body of the association and a joint governing body with the international non-profit organisation COMITE EUROPEEN DE NORMALISATION ELECTROTECHNIQUE with enterprise number 412.958.890 (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.

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

- 18.1 The Presidential Committee is ex officio composed of:
- two Presidents of the association and of CENELEC, both with voting right;
  - six Vice-Presidents of the association and CENELEC, with voting right, and;
  - the Director General, without voting right;
  - two Presidents Elect of the association and CENELEC, when relevant, without voting right.
- 18.2 The chair 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 chairman will be chaired by a Vice-President from the same association as the chairman. The Director General acts as secretary to the Presidential Committee.
- 18.3 The Presidential Committee meets whenever convened by its chairman or by any three members, and at least twice per year. Between two meetings, the Presidential Committee may also take decisions by correspondence; in such case the procedure shall be completed in no more than one month.
- 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 convening notice, to the national Members, for their information.



## **Article 19: Presidential Committee: majorities**

Decisions 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.

<b>President and President Elect</b>
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## **Article 20: President: powers and eligibility**

- 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 governing 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 his/her 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 eligible to be re-elected in that capacity for an additional term of two years.
- 20.4 The President cannot belong to the same country as any of the three Vice-Presidents.
- 20.5 The President chairs the General Assembly and the Administrative Board. If the President is unable to chair one of the meetings of these governing bodies, it shall be chaired by the Vice-President Policy.
- 20.6 The President chairs the Presidential Committee on a rotation basis with the President of CENELEC in accordance with article 18.2.
- 20.7 The President divests him/herself from any national position and pursues the interests of the association in all his acts.
- 20.8 In case of resignation or incapacity of the President, his/her 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.
- 20.9 Neither the President nor the President Elect have any voting right at the Administrative Board and General Assembly, except as provided for the President by articles 12.2 and 16.1 of these statutes.



## Vice-Presidents

### Article 21: Vice-Presidents: powers and eligibility

- 21.1 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 upon nominations from the national Members. They are eligible to be re-appointed in that capacity for an 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.
- 21.2 The Vice-Presidents cannot belong to the same country as the President.
- 21.3 The Vice-President Policy supports the governing 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 governing 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 governing 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.

## Director General

### Article 22: Director General: powers and eligibility

- 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 governing bodies within the scope of their respective powers.
- 22.2 The Director General acts as authorised signatory on behalf of the association with regard 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 governing bodies of the association.



- 22.4 The Director General is the secretary of the governing bodies and may attend all meetings of the association without voting right and in an advisory capacity.
- 22.5 The Director General is appointed by the General Assembly 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.
- 22.6 The Director General reports on a regular basis to the governing bodies in accordance with the 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.

## **Technical Board and Technical Committees**

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

- 23.1 The Technical Board, within the framework of the policies established by the relevant governing bodies, is responsible for deciding on all matters concerning the organisation, working procedures, coordination and planning of standards work and for monitoring and controlling the progress of standards work 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 Technical Board's current and planned activities.
- 23.3 The Technical Board may decide to establish or disband subgroups or other technical bodies, such as Technical Committees, who are in charge of the preparation of the technical publications of the association. Subgroups and technical bodies are managed under the full authority and supervision of the Technical Board.
- 23.4 All provisions ruling the composition, organisational structure and work of the Technical Board, Technical Committees, subgroups and other technical bodies are detailed in the internal regulations.



## **CEN-CENELEC Management Centre**

### **Article 24: Functions and roles**

- 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 organisation, structure and operating of the CEN-CENELEC Management Centre fall within the powers of the Presidential Committee as provided in the internal regulations.

## **Delegation of Authority**

### **Article 25: Delegation to the Officers of the Administrative Board and the Director General**

- 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, are signed by two Officers of the Administrative Board, or by one Officer and the Director General. 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.

## **Auditors**

### **Article 26: Statutory Auditors: appointment report and mandate**

- 26.1 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.
- 26.2 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.

- 26.3 The Statutory Auditor reports to the General Assembly on the result of its assignment.
- 26.4 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.

## **Changes to the statutes**

### **Article 27: Voting process**

- 27.1 The General Assembly cannot validly decide on proposals for changes of the present statutes unless these have been specifically included in the agenda accompanying the calling notice and unless two-thirds of the national Members of the association are present or represented.
- 27.2 In case two-thirds of the national 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 authorised whatever the number of members present or represented.
- 27.3 Changes to the statutes are adopted with a majority of two-thirds of the votes of the national Members present or represented.
- 27.4 No change of the present statutes shall be considered as finalised until it has received such authorisations as may be required by law.

## **Financial provisions**

### **Article 28: Financial year**

- 28.1 The financial year begins on the first of January and ends on the thirty-first of December of each year.
- 28.2 Each year, on the thirty-first of December the accounts of the association are closed.

### **Article 29: Financial statements, record, budget, fees**

- 29.1 Each year, the Administrative Board works out 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.



- 29.2 Each year, the ordinary General Assembly decides upon the budget and the corresponding financial unit to calculate the annual fees for the national Members, as well as the base fees for Affiliates and partner organisations, as recommended by the Administrative Board.

## **Internal regulations**

### **Article 30: Proceedings**

- 30.1 The internal regulations of the association are exclusively established by the General Assembly deciding with a two-thirds majority of votes of the national Members of the association present or represented.
- 30.2 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 national Members.
- 30.3 All proposed changes of 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.
- 30.4 These statutes shall at all times prevail over possible conflicting provisions of the internal regulations.

## **Dissolution, liquidation**

### **Article 31: Proceedings**

- 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 a change of the statutes under art. 28 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 his or 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 aim of the association.