



2013 - STATUTES

European Building Automation and Controls Association (eu.bac)

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Article 1 Foundation

Companies internationally active in residential and commercial buildings offering products, systems and services for comfort and energy efficiency have established in Brussels, on the 26 February, 2003 the “European Building Automation and Controls Association (eu.bac)“, hereinafter referred to as eu.bac. eu.bac is an European subdivision of the Verband Deutscher Maschinen- und Anlagenbau (VDMA) e.V., Frankfurt/Main (German Engineering Federation), according to § 15 of the VDMA-Statutes.

Article 2 Objective

- (1) The objectives of eu.bac shall be:
- Representing the interests of the industry internally and externally, vis à vis public authorities and relevant institutions as well as other business groups on European and worldwide level and at national level in conjunction with appropriate national associations.
 - Advising and informing public authorities on issues relevant to the industry, particularly with respect to intended legislation
 - Advising and informing eu.bac members belonging to the industry group on technical, economical and other issues related to the industry sector
 - Providing platforms for eu.bac members in order to foster the exchange of general views among members and to inform about activities of eu.bac and the industry groups
 - Representing the interests of its members in all issues involving quality assurance such as testing, certification, marking, labelling, auditing and support of CEN and ISO standardisation.
- (2) The lingua franca of eu.bac shall be English.

Article 3 Membership

- (1) Members of eu.bac may be companies which offer control products for residential and non-residential buildings, Building Automation products, systems and services including energy services.
- (2) The Board of eu.bac shall decide in cases involving differences of opinions concerning the membership in eu.bac, the admission as well as the expulsion of members.
- (3) The membership in eu.bac shall end
 - a) by voluntary withdrawal
 - b) discontinuance of business
 - c) opening of insolvency proceeding
 - d) upon discontinuance of activity pursuant to Article 3 (1)
 - e) by expulsion.

The voluntary withdrawal must follow by registered letter to the management in compliance with a termination period of six months to the close of a calendar year.

In cases of discontinuance of business, opening of insolvency proceeding or discontinuance of activity, the membership shall end on the day of this event. This is to be forwarded to the management in form of registered letter.

Upon expulsion, the rights and obligations of the affected member shall be considered interrupted until a final decision has been reached.

On the day of withdrawal or expulsion, the affected member shall lose every legitimate demand to assistance and support offered by eu.bac. Paid dues and contributions shall not be reimbursed.

Article 4 Contributions

- (1) The members shall pay contributions in order to cover costs incurred by eu.bac. The imposition and amount of contributions is stipulated in a eu.bac Rules of Contribution.
- (2) By resolution passed by the General Assembly of eu.bac, members can be charged dues for extraordinary activities.

Article 5 Organisation

The tasks of eu.bac shall be carried out by

- a) the General Assembly
- b) the Board
- c) the Management
- d) the Sector Groups, Panels and Working Groups

Article 6 General Assembly

(1) The eu.bac General Assembly shall advise and decide over all questions regarding its trade area should they not be assigned to other bodies. They shall decide in particular on

- a) the election of the Board
- b) required dues for extraordinary activities
- c) the founding of working groups

(2) The General Assemblies shall take seat

- a) at least once a year
- b) upon decision of the board
- c) within a period of 6 weeks should minimum 50 % of the members register their reasons in written form to the board.

(3) The General Assembly shall be called and chaired by the President of the Board. In case of prevention, by one of the Vice Presidents. Within the General Assembly, members have

with a turnover
according to point 3. a) of the eu.bac rules of contribution, 1 vote,
with a turnover
according to point 3. b, c, d) of the eu.bac rules of contribution, 2 votes.

Abstained votes shall not be counted. Only proprietors, board members and managing directors or other personalities of member companies who are authorised by way of commercial court registration or written power of attorney to represent the member shall be considered privileged to vote.

A member may be represented by another member only by means of written power of attorney. A member can, at the most, represent two additional members in the General Assembly.

(4) The General Assembly shall pass resolutions with the majority of the casted votes. Issues of constitutional importance such as exclusion of members or changes in the statutes shall only be decided with a majority of 3/4 of all votes.

(5) Elected shall be who has received the most votes. Upon parity of votes, a run-off ballot shall decide among those who have acquired equal votes.

As to the manner of voting in the General Assembly, the Chair according to (3) shall decide should the majority of those present not demand a particular mode of election.

- (6) The Board may designate passing resolution in written form in cases appearing appropriate to him. Paragraph (5) clause1 applies accordingly.
- (7) Regarding elections and resolutions of the General Assembly, a transcript shall be prepared which is to be signed by the President of the General Assembly and the management.

Article 7 Board

- (1) The Board of eu.bac shall consist of the Chairs of the 3 sector groups as well as 6 elected persons. 3 more members without voting may be co-opted by the board. There is a strict limit of 2 board members per paying member company.
- (2) Members of the Board may only be proprietors, Board members, managing directors or commercial court registered executives of eu.bac member companies or personalities who are responsible for international activities and authorised by the eu.bac member company. The Board membership is personal and is to be executed honorary.
- (3) The Board shall be elected for a period of 3 years and shall remain in office until a new election is held.

The Board shall elect the President and the Vice Presidents for a period of 3°years.

For the office of the President, a single re-election is possible. For Vice Presidents and all additional Board members, indefinite re-election shall be permissible.

- (4) Conveners of Panels and Advisers/Reporters may, should they not already have access to individual bodies according to the organisation of statutes, be invited to board meetings and General Assemblies by the Board as Advisers without voting privileges.
- (5) Convener and Adviser shall be responsible to the Board and shall be required to report regularly.
- (6) The Board may pass over special tasks and powers of attorney to Conveners and Advisers as Executive Board Adviser.

Article 8 Sector Groups, Panels and Working Groups

- (1) In order to handle trade and market specific issues in accordance with Article 1 such as advocacy on market issues, testing, certification, development of

quality labels and promotion, the Board may set up sector groups, panels and working groups.

- (2) Sector groups act for specific industry sectors represented in eu.bac such as Building Automation, Homes and Energy Service Companies.
- (3) Panels represent members of all industry sectors eu.bac represents for the purpose of discussing specific issues of common interest.
- (4) Working groups may represent members of one to all industry sectors and focus on sector specific activities or specialised work items defined by Sector groups or Panels.
- (5) Members of Sector groups, panels and working groups shall each elect for a period of 3 years their Convener.
- (6) The workflows and decision making processes within the Sector groups, Panels and Working Groups shall be defined in a eu.bac Policies and Procedures Manual.
- (7) Sector Groups, Panels and Working groups shall be put in place by the board to work on specific sectors or topics. The structure and workflow of the organisation shall be reviewed by the Board at least once a year.

Article 9 Advisers/Reporters

For the purpose of observing specific national processes and developments in the sector EU laws and regulations, as well as the international standardisation, the Board may implement Advisers/Reporters for a period of 3 years. Where useful the Advisers shall work in conjunction with appropriate national associations as stated in Article 2.

Article 10 Management

The secretariat of eu.bac shall be managed by the Building Automation and Controls Association at VDMA.

Article 11 Miscellaneous

Amendments to the Statutes and Rules of contributions as well as the dissolution of eu.bac shall require the agreement of minimum 75% of the votes in the General Assembly as well as the agreement of the Restricted Board of VDMA.

Brussels, 14 June 2012