

EUROLAB

European Federation of National Associations of Measurement, Testing and Analytical Laboratories

Articles of Association

Title I : Name, registered office and object

Article 1 : Name

- 1.1 The Association is named European Federation of national associations of measurement, testing and analytical laboratories, acronym "EUROLAB",

Article 2 : Seat

- 2.1 The registered office of the Association is established in Brussels. It may be transferred in any other location in the region of the capital of Brussels, following a simple majority vote by its Board of Administrators.

The registered office is currently located at Rue Joseph II 36-38, B-1000 Brussels.

- 2.2 The Association may establish, following a simple majority vote by Board of Administrators, other administrative or operational offices, both in Belgium or in another country.
- 2.3 A decision on the transfer of the registered office shall be published within one month in the "Annexes au Moniteur Belge".

Article 3 : Object

- 3.1 The Association is an international not-for-profit association in compliance with the Belgian statute of October 25, 1919 which grants the status of independent legal entities to international associations with philanthropic, religious, scientific, artistic or educational objectives, as amended by the statutes of 6 December 1954 and 30 June 2000.
- 3.2 The Association is essentially of a scientific nature, and its purpose is to :
- federate the national associations of laboratories involved in research and development, technical evaluation and conformity assessment services based on measurements, testing and analyses of materials, products or equipments, in order to provide an organized interface at the European level between this community of laboratories and all other parties having an interest in these fields,
 - facilitate the technical cooperation between European laboratories and other relevant organizations in order to accelerate the development and harmonization of measurement, test and analytical methods, and their unified implementation thereafter,
 - promote the mutual acceptance of measurement, test and analytical results by, inter alia, the building of confidence, the development of quality assurance and traceability, and the implementation of the relevant standards, e.g. the ISO 17000 series,
 - provide the corresponding expertise in the field of testing to European organizations and authorities.

Within the scope of the Association's goals, the members will not seek any financial benefit and will not direct the association to have as a principal goal the procurement of an indirect financial benefit to the members.

- 3.3 In the direct or indirect furtherance of its objective, the Association may acquire any goods, make any contractual commitment, accept any gifts, sell, grant liens on its goods, mortgage or transfer any goods, in compliance with legal provisions, the current statutes or any amendment to them.

Article 4 - Tasks

The following tasks are within the remit of EUROLAB :

- identification of areas of priority for the development of scientific and technical cooperation in the field of measurement, testing and analyses,
- promotion and facilitation of cooperative research between testing laboratories and establishment of references and traceability in testing in different sectors, in close connection with existing organizations and European research programmes,
- exchange of information on testing, measurement, analytical and calibration activities and related matters,
- cooperation for the development and interpretation of test methods, especially those relevant to EU Directives, Agreements or European product certification schemes, as a contribution to the development and implementation of EN standards,
- information on the availability of reference materials, identification of needs and facilitation of development of new reference materials to satisfy new needs,
- information on and, possibly, organization of inter-laboratory test comparisons and proficiency testing,
- promotion of quality management and assurance in laboratories,
- implementation and improvement of quality standards and systems for laboratories,
- cooperation between laboratories and accreditation bodies on matters of common interest relating to laboratory accreditation,
- cooperation on the training of staff,
- provision of the technical infrastructure for the conclusion and maintenance of recognition arrangements between laboratories.

Title II : Members

Article 5 - Members

The Association is composed of three categories of members :

- **Active members**

Admission as an active member is open to : one legal not-for-profit entity per member of the European Union (EU) or the European Free Trade Associa-

tion (EFTA) which has been constituted under the laws and regulations of its country of origin and which has demonstrated its representative character concerning public and private measurement, testing and analytical laboratories within its national community,

– **Associated members**

Admission as an associated member is open to : one legal not-for-profit entity per country from countries eligible for membership to the European Union or EFTA, which has been constituted under the laws and regulations of its country of origin and which has demonstrated its representative character of public and private measurement, testing and analytical laboratories within its national community,

– **International affiliates**

Admission as an international affiliate is open to : legal entities or associations or groups of organisations constituted under the laws and regulations of their country of origin not eligible for active or associated membership and being interested in measurement, testing and analytical activities.

Article 6 - Admission

- 6.1 In addition to the signatories of these Articles, new members may be admitted if they qualify under one of the three categories in Article 5. They are admitted after a 2/3 majority vote by the active members present or represented in the General Assembly.
- 6.2 Application for membership implies acceptance of the latest version of the Articles of the Association, as well as the latest version of the internal rules.

Article 7 - Termination of membership

- 7.1 Membership is terminated in the following events :
- resignation,
 - dissolution of the member,
 - exclusion.
- 7.2 Exclusion is decided by the General Assembly when a member fails to fulfil its financial obligations and/or causes injury to the Association of EUROLAB.
- 7.3 A member may be excluded by the General Assembly by a two-thirds majority vote of the active members, present or represented. The member whose exclusion is considered may not take part in the vote, but must be given the opportunity to present its defence. Its exclusion will be notified by registered letter. The exclusion will take effect on the date of receipt of the notification.

- 7.4 Members may notify their resignation to the Board of Administrators in writing by registered letter. Resignation will be only effective as of the end of the financial year during which the resignation was notified by registered letter.
- 7.5 Neither the member having resigned or been expelled, nor its beneficiaries or creditors have any right to the assets of the Association nor to any reimbursement of fees or donations. If this member (or its beneficiaries) has a debt towards the Association, it is subject to immediate recovery.
- 7.6 Default in payment of the annual fees referred to under Article 8 may cause the suspension of the membership status. The suspension is decided by the General Assembly by a two-thirds majority vote of the active members, present or represented.

Article 8 - Membership fees

- 8.1 Each active or associated member pays an annual fee which is payable in advance in the course of the first month following its admission. Fees may vary according to the category of membership.
- 8.2 The rates of the annual fees are proposed by the Board of Administrators and decided by the General Assembly.
- 8.3 International affiliates will pay a fee as suggested by the Board of Administrators and confirmed by the General Assembly.

Title III : General Assembly

Article 9 - General Assembly

- 9.1 The General Assembly is composed of all the members of the Association. Each of the active and associated members is represented in the General Assembly by two delegates having been duly mandated to this effect and representing both the public and private sectors of measurement, testing and analyses.

Only the active members have the right to vote, with one vote per active member. The associated members have only the right to elect their representative in the Board of Administrators as stipulated in Article 15.2 below.

- 9.2 The General Assembly is entrusted with all the powers necessary to fulfil the object of the Association. It may appoint or dissolve committees and working groups.

9.3 More particularly the General Assembly has authority over the following:

- approval of budget and finances
- determine the rates of the annual fees
- election and revocation of administrators
- modification of the Articles of Association
- admission, dismissal and exclusion of members
- dissolution of the association
- adoption and modifications of internal rules

Article 10 - Ordinary meeting of the General Assembly

10.1 The General Assembly meets in an ordinary meeting at least once a year between the 1st of January and the 30th of June, upon convocation of the Board of Administrators, at the legal seat or at any other location stipulated on the notification.

10.2 At its ordinary meeting, the General Assembly approves the annual accounts presented by the Board of Administrators, any reports as required by the internal regulations, as well as the annual budget proposed by the Board of Administrators. The General Assembly adopts the rate of annual fees due by the members and grants a discharge to the Administrators.

Article 11 - Extraordinary meeting of the General Assembly

11.1 The Board of Administrators will be required to convene an extraordinary meeting of the General Assembly at the request of at least one fifth of the active members. The meeting will take place within 30 days of the receipt of the request.

11.2 An extraordinary meeting of the General Assembly may be convened at any time by the Board of Administrators.

Article 12 - Notice of meetings, representations in the General Meetings

12.1 The notice of meetings, together with the agenda, are sent by the President, on behalf of the Board of Administrators at least 15 days before the meeting by ordinary mail, telecopier or e-mail.

12.2 Any active or associated member who cannot attend the meeting of the General Assembly, may be represented by another member of the same category holding a written proxy. No member may hold more than one proxy.

Article 13 - Voting procedure

- 13.1 The meetings of the General Assembly are chaired by the President or, in his absence, by the Vice-President.
- 13.2 Without prejudice to a quorum of attendees required by articles 23 and 24 of the Articles a quorum of at least half of the active members being present or represented is required to allow a vote. Voting can only relate to items listed in the agenda.
- 13.3 Except for special issues stipulated in these Articles, decisions are made by a two thirds majority of active members, present or represented.
- 13.4 All decisions adopted by the General Assembly are notified to all the members.
- 13.5 In case of equal distribution of votes, the President shall have a casting vote in addition to any other vote he shall have.

Article 14 - Minutes

- 14.1 The resolutions adopted by the General Assembly are included in a special register signed by the Chairman of the meeting and the secretary, as well as by any active member expressing the wish to do so.

The special register is kept at the registered office of the Association and is held at the disposal of all the members for consultation.

Title IV : Administration

Article 15 - Board of Administrators

- 15.1 The Association shall be administered by a Board of Administrators composed of a minimum of three Administrators and of a maximum of nine Administrators. These Administrators will include the President, the Vice-President and the Treasurer.
- 15.2 A maximum of eight Administrators shall be selected from amongst the delegates to the General Assembly representing the active members. One administrator shall be elected amongst the delegates to the General Assembly representing the associated members and by these members.

15.3 The General Assembly shall elect the President, the Vice President and the Treasurer of the Association amongst the elected Administrators. The mandate of President, Vice President and Treasurer automatically ceases when the mandate of administrator ceases whatever the reason.

15.4 Elections to the Board of Administrators are by simple majority of votes.

15.5 Administrators shall be elected by the General Assembly for a period of two years. Administrators can be re-elected twice as a maximum. They can be dismissed at any time by the General Assembly by a two third majority of the same category, present or represented. The same rules apply to the positions of President, Vice-President and Treasurer.

Once an administrator has been on duty for one or more terms in a position of President, Vice-President or Treasurer and if re-elected as administrator by the General Assembly the same rules apply as above mentioned ; thus he is elected for a two-year period and can be re-elected twice as a maximum.

After the first year following the election of the first Board of Administrators, half of the Administrators selected by balloting will be subject to re-election.

15.6 Should an Administrator through death or otherwise cease to hold office before the expiration of his normal term, the Board can elect a temporary administrator. The Board shall decide on such appointment by a simple majority of the votes cast by the remaining Administrators. Such temporary administrator shall complete the mandate of the Administrator whom he replaces.

15.7 Should an Administrator on duty as President, Vice-President or Treasurer through death or otherwise cease to hold office before the expiration of his normal term, the Board can elect a temporary administrator in replacement. The Board shall decide on such appointment by a simple majority of the votes cast by the remaining Administrators.

15.8 The Board of Administrators can designate one or more Past-Presidents from those who had been elected as such. They should be entrusted with specific mandates by the Board of Administrators and invited to Board meetings upon request.

Article 16 : Secretary

16.1 The General Assembly shall appoint a secretary proposed by the President. The secretary need not be an Administrator or Delegate of one of the members.

- 16.2 The general organization of the secretariat, and, in particular, the repartition of technical and administrative tasks, will be proposed by the President and approved by the General Assembly.

Article 17 : Powers of the Board of Administrators (BoA)

- 17.1 The Board of Administrators shall be vested with the powers of management and administration which are granted by the Association subject to the powers conferred on the General Assembly by law and the present Articles.
- 17.2 In the performance of their functions, the Administrators and the secretary shall not be held personally liable towards third parties. They shall, however, be answerable to the Association for the performance of their duties under their mandate.
- 17.3 Their mandate will be unremunerated, except, if so decided by the General Assembly, for the mandate of Secretary.

Article 18 : Delegation of powers

- 18.1 The Board of Administrators can delegate some of its powers to one or more persons who need not be Administrators, and in particular to the Secretary.
- 18.2 The President or, in his absence, the Treasurer, is entitled to receive gifts made to the Association and to perform all necessary formalities with respect to the acquisition thereof, subject to compliance with all statutory requirements and publication.

The other donations "inter vivos" or "mortis causa" will be, after acceptances foreseen in the paragraph above, subject to the approval by the Ministry of Justice.

Article 19 : Meetings of the Board of Administrators

- 19.1 The Board shall meet upon notice from the President as often as the interests of the Association require it and at least twice a year. The Board shall meet at the written request of at least two Administrators, addressed to the Secretary.
- 19.2 Notices shall be sent not less than ten days before the meeting, by ordinary mail, telecopier or e-mail, indicating the agenda, the date, time and the place of the meeting. The proceedings of the Board of Administrators are only valid if at least five of the Administrators are present.
- 19.3 The Secretary will participate in the meetings of the Board of Administrators, but he will not have a voting right unless he is also an Administrator. The deci-

sions of the Board of Administrators are taken by a simple majority of Administrators present. In the event of a tied vote, the President or the person acting in that capacity has a casting vote in addition to any other vote that he shall have.

- 19.4 If the President is absent or unavailable, the duties shall be performed by the Vice-President. In the event both the latter are absent or unavailable, the Treasurer shall perform these duties.

Article 20 : Minutes

- 20.1 The resolutions of the Board of Administrators are recorded in a register of minutes signed by the President and the Secretary, and any member of the Board of Administrators who wishes to do so. This register will be kept at the registered office of the Association where it shall be held at the disposal of the members of the Association.

Article 21 : Representation of the Association

- 21.1 Unless otherwise decided, all acts which bind the Association shall validly be signed by two Administrators jointly, who will not need to justify their authority towards third parties.
- 21.2 All judicial actions, whether as a plaintiff or as a defendant, will be conducted by the Board of Administrators, represented by the President or an Administrator appointed by him for that purpose.

Title V : Budget - accounts

Article 22 : Financial year and annual accounts

- 22.1 The financial year shall commence on January 1 of each year and shall end on December 31 of each year.
- 22.2 The Board of Administrators shall submit the annual accounts relating to the previous financial year to the General Assembly for approval as well as the annual budget at the General Assembly as mentioned in Article 10.

Title VI : Amendments to the Articles of Association

Article 23 : Amendments to the Articles of Association

- 23.1 Without prejudice to Article 3 of the Statute of October 25, 1919, the present Articles of Association may be amended at any time by an Extraordinary General Assembly of Members convened at the initiative of the Board of Administrators or at the request of one fifth of the Active Members.
- 23.2 The date of the Extraordinary General Assembly which will decide on the proposed amendments must be notified to all members at least three months in advance together with a detailed agenda of the proposed amendments.
- 23.3 No decision shall be adopted unless it is approved by a majority of at least two thirds of the Active Members of the Association present or represented. If less than two thirds of the Active Members of the Association are present or represented at this General Assembly, a new General Assembly shall be convened under the same conditions as the first one, and this General Assembly shall definitively and validly decide on the proposals by a majority of two thirds of the Active Members present or represented.
- 23.4 Amendments to the Articles of Association will not take effect until they are approved by Royal Decree and they have been published in the "Annexes au Moniteur Belge", in accordance with Article 3 of the Statute of October 25, 1919.

Article 24 : Winding up of the Association

- 24.1 The dissolution of the association is decided by the General Assembly. A quorum of two-thirds of the active members is required. The decision shall be made by a two-thirds majority vote of active members present or represented in the General Assembly.
- 24.2 The General Assembly appoints one to three liquidators, defines their power and indicates the allocation of the net assets of the Association which must be made in favour of an entity having a similar not-for-profit goal than that of the association.

These decisions and the names, professions and addresses of the liquidators, will be published in the "Annexes au Moniteur Belge".

Article 25 : Miscellaneous

- 25.1 Any matters which are not covered by the present Articles of Association, including the publications in the "Annexes au Moniteur Belge" will be governed by the provisions of the Statute of October 25, 1919, as amended by the Statutes of 6 December 1954 and 30 June 2000.