



# 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 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 a 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:

- To represent the interests of the industry vis à vis public authorities and relevant institutions as well as other business groups on a European and worldwide level and at national level in conjunction with appropriate national associations.
- To advice and inform public authorities on issues relevant to the industry, particularly with respect to intended legislation
- To advice and inform eu.bac members on technical, economical and other issues related to the industry sector
- To provide platforms for eu.bac members in order to foster the exchange of general views among members and to provide information about the activities of eu.bac and the industry groups
- Representing the interests of its members in subjects involving services, 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 Executive Council of eu.bac shall decide in cases involving differences of opinions concerning membership of eu.bac, the admission as well as the expulsion of members.
- (3) The Membership of eu.bac shall end
  - a) by voluntary withdrawal
  - b) discontinuance of business
  - c) opening of insolvency proceedings
  - 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 proceedings 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 for 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 the eu.bac Rules of Contribution.
- (2) By resolution of the General Assembly of eu.bac, members may 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 Executive Council
- d) the Working Groups
- e) and Management

## **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 Executive Council
  - b) required dues for extraordinary activities
- (2) The General Assemblies shall take seat
  - a) at least once a year
  - b) upon decision of the Executive Council
  - 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 and in case this is prevented, by one of the Vice Presidents.
- (4) Within the General Assembly, members have 1 vote with a turnover according to point 3. a) of the eu.bac rules of contribution, or 2 votes with a turnover according to point 3. b, c, d) of the eu.bac rules of contribution.

Abstained votes shall not be counted.  
Member companies shall inform the eu.bac office in writing of the name of the individual who will vote on their behalf at the General Assembly.

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.
- (5) The General Assembly shall pass resolutions with the majority of the votes casted. 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.
- (6) The person elected to the Executive Council shall be the one 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.

- (7) Regarding the 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 Executive Council**

- (1) The President and the 3 Vice Presidents are the Executive Council
- (2) The Executive Council develops the eu.bac strategy proposal prior to approval by the General Assembly.
- (3) The Executive Council is responsible for coordination and implementation of the eu.bac strategy including finances and questions regarding membership eligibility.
- (4) Members of the Executive Council 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 Executive council membership is personal and is to be executed on an honorary basis .
- (5) The President and the 3 Vice Presidents shall be elected by the General Assembly for a period of 3 years and shall remain in office until a new election is held.
- (6) For the office of the President, a single re-election is possible. For Vice Presidents, indefinite re-election shall be permissible.
- (7) Each Vice-President sponsors one of the Working Groups for Business development, Advocacy and Technical Work.

## **Article 8 Board**

- (1) The Board of eu.bac shall consist of the President, 3 Vice Presidents, the Managing Director and the Chairs of the Working Groups (Business Development, Advocacy, Technical Work and Marcom). 3 more members without voting right may be co-opted by the board.
- (2) Conveners of Working Group Projects 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.
- (3) Convener and Adviser shall be responsible to the Board and shall be required to report regularly.
- (4) The Board may pass over special tasks and powers of attorney to Conveners and Advisers as Board Adviser.
- (5) Board members shall have proven skills in business development, advocacy, technical work or marketing.
- (6) In order to handle trade and market specific issues in accordance with Article 1 such as business development, advocacy on market issues, testing, certification, development of quality labels and promotion, the Board may set up working groups projects.

## **Article 9 Working Groups**

- (1) The Board put in place in minimum working groups for the following topics
  - Business Development
  - Technical Work
  - Advocacy
  - Marketing and Communication
- (2) Members of working groups shall each elect their Chair for a period of 3 years.
- (3) The workflows and decision-making processes within the working groups shall be defined in a eu.bac policies and procedures manual.
- (4) The structure and workflow of the working groups shall be reviewed by the Executive Council at least once a year.

**Article 10**  
**Advisers/Reporters**

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

**Article 11**  
**Management**

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

**Article 12**  
**Amendments Rules**

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, 19 June 2018