

# Statutes

## **Eurovent Middle East**

Updated version adopted by the Annual Meeting in Dubai on 09 February 2020  
and the Board of Directors on 26 March 2020

# Statutes of Eurovent Middle East

## Article I

### Basic Provisions

1. A non-profit, non-religious and non-political Association under the name of “Eurovent Middle East” (hereinafter referred to as: “the Association”) shall be established in Dubai, United Arab Emirates (hereinafter also: “UAE”), which will function as a regional chapter of the Eurovent Association based in Brussels, Belgium (hereinafter also: “Mother Association”).

1.1. The Mother Association is Europe’s Industry Association for Indoor Climate, Process Cooling, Food Cold Chain and Industrial Ventilation Technologies, and governed by the clauses under article III of the Belgian law of 27 June 1921 on non-profit associations, foundation and international non-profit associations. Its registered seat is 80 BD A Reyers Ln, 1030 Brussels, Belgium.

2. The Association’s registered office shall be located in The Offices 2, One Central, Dubai World Trade Center, Dubai, UAE. The registered office may be moved to any other location in Dubai upon decision of the Annual Meeting and approval by the Dubai Chamber.

2.1. The Association shall be licensed by the Dubai Chamber to carry out its activities in Dubai and the Northern Emirates according to these Articles of Association (AOA) and under the umbrella of the Dubai Chamber.

3. Eurovent Middle East shall follow all guidelines set forth by the Mother Association, e.g. its statement of principles, competition law rules, anti-bribery rules, and general objectives.

3.1. The Mother Association, under which Eurovent Middle East is operating and carrying out its activities, is the intellectual property owner of the ‘Eurovent’, ‘Eurovent Middle East’, and related brands.

3.2. The Mother Association holds full ownership rights to any intellectual property online and offline (e.g. documents, leaflets, position papers, websites,) created, produced and published under its name.

3.3 Eurovent Middle East shall pay an annual royalty fee to its Mother Association. The amount of royalties is to be set by the Mother Association in coordination with the Board of the chapter.

3.4. Eurovent Middle East shall not engage in any political or religious activities.

3.5. The Mother Association assigns and monitors the Managing Director of Eurovent Middle East in close coordination with the Board of the chapter. The Managing Director reports to the Board of the chapter.

## Article II

### The Purpose of the Association

The purpose of the Association is especially:

a. To support manufacturers, importers, distributors, and related organisations based and/or active in the Middle East, which are operating in a field related to heating, ventilation, air conditioning, refrigeration, process cooling, building automation, and building services.

- b. To represent interests of its members in negotiations with national, regional, local and international authorities, standardisation and related bodies.
- c. To represent interests of its members within the Mother Association, of which it is a chapter.
- d. To provide cooperation with similar national, regional and international associations and organisations.
- e. To raise awareness on new and upcoming technologies of its members.
- f. To support its members with export-related activities.
- g. To actively work towards an international level-playing field in the field of heating, ventilation, air conditioning, refrigeration, process cooling, building automation, and building services.
- h. To promote, educate and create awareness on regulations, standards, sustainability and quality aspects.

## Article III

### Membership in the Association

#### 1. Membership Eligibility

1.1. Membership is open to any legal or natural person that is an existing member of the Mother Association.

1.2. Legal or natural persons who are not a member of the Mother Association may become member of Eurovent Middle East upon approval by the Board of the chapter.

1.3 Membership in the Association cannot be assigned to a third person. Membership in the Association does not devolve to legal successor of the original member of the Association.

#### 2. Membership Categories

##### *2.1. Ordinary Member*

Ordinary Members of the Association constitute legal persons carrying out activities as a manufacturer and/or importer of components, products, and/or systems, operating in a field related to heating, ventilation, air conditioning, refrigeration, process cooling, building automation, and building services.

##### *2.2. Corresponding Member*

Corresponding Members constitute legal persons carrying out commissioning, consulting, distributing, installation, operating, and planning activities that fall under the scope of heating, ventilation, air conditioning, refrigeration, process cooling, building automation, and building services.

##### *2.3. Associate Member*

Associate Members constitute associations, institutions, testing agencies, and any other organisation related and of relevance to the activities of Eurovent Middle East and not covered by any of the other membership categories.

#### *2.4. Extraordinary Member*

Extraordinary Members constitute natural persons who are actively engaged with heating, ventilation, air conditioning, refrigeration, process cooling, building automation, and building services.

#### *2.5 Strategic Member*

Strategic Members constitute any natural or legal persons from a certain category (e.g.: consultants, MEP-Engineers) the Association deems suitable by decision of the Annual Meeting and subsequent approval by the Board. Strategic members shall be organised in a working group under their specific category in a formal way defined by the Board.

### **3. Voting Rights**

- 3.1. Each Ordinary Member shall receive 3 votes as per fully paid membership fee.
- 3.2. Each Corresponding Member shall receive 1 vote as per fully paid membership fee.
- 3.3. Each Associate Member shall receive 1 vote as per fully paid membership fee.
- 3.4. Extraordinary Members shall not receive voting rights.
- 3.5. Strategic Members shall not receive voting rights outside of their respective working group.
- 3.6. Voting rights shall not be split.

### **4. Annual Membership and Entrance Fees**

- 4.1. The amount of the annual membership contribution of the Association shall be set forth considering the amount of global annual turnover and laid down in a decision taken by the Board, which is to be approved by the Mother Association.
- 4.2. The amount of the entrance fee of the Association shall be set forth in a decision taken by the Board, which is to be approved by the Mother Association.

### **5. Establishment and termination of membership**

- 5.1. Membership in the Association is established when both conditions laid down are met:
  - 5.1.1. The Board of the Association adopted the decision on the admission of member of the Association, and
  - 5.1.2. The membership fee and, if applicable, entrance fee was paid in full to the accounts of the Association.
- 5.2. Membership in the Association terminates:
  - 5.2.1. On the day of delivery of written notice of the member resigning from the Association, to the Board of the Association,
  - 5.2.2. On the day of adoption by the Board of the Association of decision on exclusion of the member from the Association, by reasons of:
    - a) The member of the Association gravely infringes the Articles of the Association, or
    - b) The member of the Association gravely harms interests of the Association, or

c) The member of the Association did not pay the annual membership fee within the appropriate time and a given additional period.

5.2.3. By not paying the annual membership fee within the period of 6 months from its due date.

5.2.4. By termination of the member – legal person.

5.2.5. By termination of the Association.

5.3. Resignation from the Association has to be announced by the member not later than at the end of October to be effective for the next calendar year by means of writing a resignation letter to the secretariat of the Association, to be acknowledged by receipt. Failing to announce the resignation by end of October automatically prolongs the membership for another calendar year.

5.4. Under section 5.2.2., the Board of the Association decides on exclusion of the member of the Association. The excluded member has the right to submit an application for the decision to be reviewed, to the attention of the Board of the Association within 15 days from the delivery of this exclusion of which will be decided by a Membership Meeting by a majority of  $\frac{3}{4}$  of all present members. Submission of an application for the review has a suspensive effect. The Board of the Association is obliged to convene the Membership Meeting within a period of 3 months from the delivery of an application for the review.

## **6. Obligations and rights of membership**

6.1. Members of the Association shall have, in particular, the right:

6.1.1. To participate in the Membership Meetings of the Association with voting right, to submit proposals and counterproposals in the Membership Meetings of the Association,

6.1.2. To propose and elect candidates to the Board of the Association, alternatively to other bodies of the Association if they have been established,

6.1.3. To elect Chairmen and Vice-Chairmen of the Association for a period of 2 years,

6.1.4. To be informed about the activities of the Association, its economic conditions and to give opinions on them,

6.1.5. To participate in actions organised by the Association,

6.1.6. To withdraw from the Association.

6.2. Members of the Association shall have, in particular, the obligation:

6.2.1. To follow the Articles of the Association and other internal by-laws of the Association,

6.2.2. To actively contribute to the fulfilment of the purpose of the Association,

6.2.3. To pay their membership contributions,

6.2.4. To defend the reputation and justified interests of the Association,

6.2.5. To respect decisions adopted by bodies of the Association.

## Article IV

### Bodies of the Association

1. The bodies of the Association consist of the Annual Meeting of the Association and the Board of the Association.

#### 2. The Annual Meeting of the Association

2.1. The highest body of the Association is the Annual Meeting of the Association composed of all members of the Association.

2.2. The Annual Meeting of the Association is convened by the Board of the Association at least once a year. The convening is done through sending an invitation to all members of the Association in a term of at least 30 days in advance.

The invitation must clearly indicate the venue and time of the meeting.

The Board of the Association is obliged to convene additional Membership Meetings of the Association if requested by members representing at least 40% of all votes.

#### 2.3. The Annual Meeting of the Association:

2.3.1. Approves the Statutes of the Association and the changes thereof,

2.3.2. Discusses and approves the Board's annual report on the activities and economic activities of the Association,

2.3.3. Discusses and approves the annual accounts of the Association,

2.3.4. Elects and removes members of the Board,

2.3.5. Elects and removes the President and Vice-President among the Board members,

2.3.6. Discusses and approves the budget of the Association,

2.3.7. Decides on the cancellation of the Association or its reorganisation,

2.3.8. Appoints and removes the liquidator,

2.3.9. Discusses and approves internal by-laws of the Association,

2.3.10. Decides on other matters that these Articles of the Association do not entrust to other body of the Association,

2.3.11. The Annual Meeting may reserve the right to make decisions on other matters falling otherwise to the Board's scope of activity.

2.4. The Annual Meeting of the Association has a quorum if at least one third of all members with voting rights are present. The decision of the Annual Meeting of the Association is validly adopted if members representing at least half of all present votes voted in favour of the proposal. The decision of the Annual Meeting of the Association on issues under sections 2.3.1 and 2.3.8 is validly adopted if members representing at least  $\frac{3}{4}$  of all present votes voted in favour of the proposal.

2.5. The Annual Meeting of the Association is opened by the President, or in his absence a Vice-President. The person opening the meeting shall establish the attending number of votes.

2.6. The member of the Association participates in the Annual Meeting by its representative. Only one person can vote on behalf of each member in a particular Membership Meeting of the Association.

2.7. Each member of the Association has right to represent one other member of the Association and to vote on behalf of them in the Annual Meeting of the Association, on basis of a declaration from the other member sent to the secretariat in advance of the Annual Meeting.

### 3. The Board of the Association

3.1. The statutory body of the Association is the Board of the Association. The Board is a collective body.

3.2. The Board of the Association directs activities of the Association and fulfils the tasks assigned to it by the Annual Meeting of the Association and by these Articles of the Association.

3.3. The ordinary members of the Board of the Association are the President, one Vice-President, and up to seven further representatives of members, all of who are elected by the Annual Meeting of the Association by simple majority.

3.4. The Board furthermore consists of one borne representative, who is assigned by the Mother Association.

3.5. The term of office of Board members is 2 years. A member of the Board of the Association may only be a natural person.

3.6. Each member of the Board has one vote.

3.7. The born representative of the Board may put a decision by the Board on hold when it conflicts with basic principles of the Mother Association. In this case, the Mother Association will be informed about the issue and asked to take a final decision in close coordination with the Board.

3.8. The Board of the Association meets at least once every three months. The Board's decisions must be adopted by a simple majority of members present. In the event of a tie, the vote of the President of the Board shall be decisive, and if he is not present, the vote of the Vice-President chairing the meeting. Minutes of the Board's decisions shall be taken. The minutes shall be approved by all members of the Board present in the meeting at the next meeting of the Board.

3.9. The execution of the position of a Board's member terminates:

3.9.1. By death of the member,

3.9.2. By removal of the member by the Annual Meeting of the Association,

3.9.3. By lapse of the term of office,

3.9.4. On the day when the written resignation of a member was delivered to the Board of the Association,

3.9.5. Upon termination of membership of a board member's organisation or the termination of his working contract with his organisation.

3.9.6. When the member does not attend more than three Board meetings in a row.

3.9.7 In case of a Board member's resignation, the Board can appoint a representative of any member as Board member for the remaining term of office.

4. Other bodies of the Association:

4.1. The Board of the Association may decide on establishment of working groups, committees, and simultaneously must determine the scope of competence and fundamental principles of activities of such groups.

## Article V

### Acting on behalf of the Association

The Managing Director, President and Vice-President of the Board, or any of the Board members together with the President, Vice-President or any staff member of the association may act on behalf of the Association.

## Article VI

### Economic activities of the Association

1. The Board of the Association is responsible for the economic activities of the Association. The Association performs its economic activities according to the annual budget drawn up by the Managing Director for the Board of the Association and approved by the Annual Meeting of the Association.

2. The Association's income consists of contributions of its members, subventions, grants, sponsorships and income from its own activities.

3. The fiscal year of the Association is identical with a calendar year. The Board of the Association is obliged to elaborate an annual report on activity and economic activity of the Association no later than by 30 June of the year thereafter and submit it for approval by the Annual Meeting of the Association.

## Article VII

### Termination of the Association

1. The Association is terminated:

1.1. By decision on cancellation of the Association adopted by the Annual Meeting of the Association,

1.2. By merger with other association,

1.3. In another manner set by legal regulations.

2. If there is no transfer of rights and obligations to a third person, the Association is liquidated before it is terminated. The liquidation is performed by a liquidator appointed by the Annual Meeting of the Association.

3. In the event that the Association is terminated upon a decision on cancellation adopted by the Annual Meeting of the Association, the Annual Meeting of the Association decides how to deal with



the liquidation balance. Unless the Annual Meeting of the Association decides differently, the liquidation balance shall be transferred to the Mother Association.

## **Article VIII**

### **Final provisions**

1. The Articles of the Association in its updated version following the Annual Meeting 2020 (Version 04/2020) become valid and effective on the day of approval of these Articles of Association, which is 14 days after they have been shared with all members.
2. The Articles of the Association are executed in English language.
3. Matters not regulated in these Articles of the Association are subject to provisions defined by the Mother Association.