

# By-Laws

**Eurovent Middle East**

Version 2021

# By-Laws of Eurovent Middle East

## 1. Finances

The following rules apply to all budgets and expenses within Eurovent Middle East.

### 1.1 General rules

- The assets of the association should, at least 10 years after its inauguration, reach a value which can cover a minimum of one year of activities without any income.
- Each annual budget shall be conservative and account for unforeseen matters.
- The Board of Directors shall receive a thorough budget overview at each of its meetings and any other time it is deemed necessary.
- Amendments to the budget or unforeseen expenses can only be accepted after discussion within the Board of Directors.

### 1.2 Budget preparation

- Before the end of November of each year, the Managing Director shall prepare a draft budget for the forthcoming year.
- The draft budget shall reflect Eurovent Middle East's general action plan as approved by the Annual Meeting.
- This draft budget is to be provided to the Board of Directors to prepare the Annual Meeting of the Association.
- Every significant change compared to previous budgets shall be clearly documented.

### 1.3 Bank account access

- The Managing Director and an additional staff or Board member shall receive access to the bank account of Eurovent Middle East.
- In case any one of the two loses their mandate, the bank account access for this person shall be immediately revoked.
- The Managing Director shall ensure security procedures for verification and execution of payments.

### 1.4 Payment authorisations

- Approval and release of payments on behalf of Eurovent Middle East are within the remit of the Managing Director for amounts up to 5.000 EUR, provided that these are in line with the budget as approved by the Board.
- For payments above 5.000 EUR, a prior authorisation is required by the Treasurer before release by the Managing Director.
- For payments above 20.000 EUR, a prior authorisation is required by the President or Vice-President, and Treasurer before release by the Managing Director.
- All payments directed to the Managing Director must be approved by the Treasurer.
- All authorisations may be obtained by electronic means.

### 1.5 Treasurer

- The Board is to elect a Treasurer from among its members.
- The Treasurer is to oversee how money is spent and is responsible for auditing the budget of the association.

- At each Annual Meeting, the Treasurer shall report on his auditing activities independent from the Managing Director.

## 2. Membership fees

### 2.1 Ordinary Members

- The following fees are applicable:

Fixed fee per annum	Amount
- Turnover class 1 (0-50m EUR)	5.000 EUR
- Turnover class 2 (50-500m EUR)	7.000 EUR
- Turnover class 3 (500m+ EUR)	9.000 EUR

- If an Ordinary Member decides to join the association during the calendar year, a pro-rata amount of the membership fee may be agreed upon.
- The Ordinary Member shall truthfully report its turnover class and notify the Managing Director in case it changes. The Managing Director reserves the right to validate the Turnover class, and to notify the Board of Directors in case of potential discrepancies.

### 2.2 Other membership categories

- The annual membership fee for Corresponding, Associate or Strategic Members is a fixed fee of 2.500 EUR.
- If the Corresponding Member or Associate Member has reported an annual turnover of more than 10m EUR in the previous financial year or in case of distributing companies, a higher annual membership fee can be charged. The fee level is then up to a decision of the Board.
- Extraordinary members do not pay any annual membership fee.

### 2.3 Additional rules

- The annual membership fee can be adapted by the board. Any new fee structure will then be enforced as of the following year.
- For existing members, annual membership fees will be invoiced each December for the following year. These fees are due within 21 days.
- New members will be invoiced immediately after approval of their membership. The fee is due within 21 days.

## 3. Membership criteria

### 3.1 Eligibility

- Eurovent Middle East is an open-minded, non-exclusive, and proactive association.
- Any organisation fulfilling the requirements laid down within the Statutes of Eurovent Middle East can apply to become member of the association.

### 3.2 Entry of a new member

In exceptional cases, the Board of Directors or the Annual Meeting can decide to decline a membership request if any of the following criteria applies:

- The applying member does not comply with or identify itself with the Statement of Principles of Eurovent Middle East.
- The applying member is provenly misusing a certification logo.
- The applying member has acted against the interest of Eurovent Middle East or its Mother Association.

The decision to decline a membership shall be clearly outlined by the Board or Annual Meeting in written form and fact based.

## 4. Resignation and mandates

### 4.1 Resignation of President, Vice-President, Treasurer

- In case the President or Vice-President or Treasurer resigns from his mandate, or the member terminates its membership, or the President, Vice-President or Treasurer resigns from his/her position within the member's organisation, the board shall elect a new President, Vice-President or Treasurer from the remaining board members by simple majority vote to complete the remaining term or until the next Annual Meeting.

### 4.2 Board member resignation

- In case a board member resigns, his organisation can nominate another person to complete the term, pending approval by the board by a simple majority vote.
- The nominated candidate shall complete the mandate of the resigning Board member with all his rights and all his duties.
- In case no replacement is nominated by the member organisation, the board can invite a representative from any member to replace a vacant board seat to complete the term by a simple majority vote.

## 5. Roles and responsibilities of staff

### 5.1 Managing Director

- The Managing Director shall ensure transparency, integrity, and thoroughness in his or her actions.
- The Managing Director formally reports to the Board of Directors of Eurovent Middle East.
- During each Board and Annual Meeting, the Managing Director shall report on his activities and time spent.
- The contract and remuneration of the Managing Director is to be approved by the Mother Association in coordination with the Board of Eurovent Middle East.

### 5.2 Other staff members

- All staff members directly employed by Eurovent Middle East report to the Managing Director.
- At least once a year, the Managing Director shall assess their performance and provide a report to the Board.

## 6. Position Papers

### 6.1 General

Position Papers are public statements of Eurovent Middle East in the name of its members on any issue of concern. Position Papers may be written by the secretariat as deemed necessary, or by mandate of a working group.

### 6.2 Adoption of Position Papers

Position Papers written by the secretariat are officially approved, if not more than 25% of all members reject it in written form within two weeks of sharing the draft paper with members.

Position Papers written by the secretariat on urgent issues in the interest of the whole industry, for which a two-week period of approval would be counterproductive, are officially approved if the Board of Directors unanimously consent to its content and form.

Position Papers which are drafted within a working group are considered approved if not more than 25% of all members reject it in written form within one week of sharing the draft paper with members.

## 7. Other items

### 7.1 Membership logo usage

- Any member is entitled and encouraged to use the membership logo of Eurovent Middle East throughout all its communication measures.
- By no means, the membership logo shall be related to the product of a manufacturer to give to the market the impression of being certified by Eurovent Certita Certification. Any such attempt will be reported to the Board and to the management of Eurovent Certita Certification.
- In case of the termination of a membership, the respective member is not entitled to make use of the membership logo any longer.

### 7.2 Use of logos of members

- In case of the termination of a membership, Eurovent Middle East is entitled to display the logo of a member throughout its communication for another year after the official termination date.
- This is to avoid unnecessary costs concerning, for instance, the reprinting of marketing material.

## Adoption

These By-Laws were adopted by the meeting of the Board of Directors on 2 February 2021