



ETIM
International

ETIM International STATUTES

Final version - June 2022

Table of Contents

Part 1 NAME, HEAD OFFICE, LEGAL CAPACITY, OBJECTIVES, DURATION	3
Art. 1 Name, head office and legal capacity	3
Art. 2 Duration and financial year	3
Art. 3 Objectives	3
Part 2 MEMBERSHIP	4
Art. 4 Members	4
Art. 5 ETIM International Membership	5
Art. 6 Duties of the ETIM International Country Members	5
Art. 7 New Members, Admission Procedure	6
Art. 8 Withdrawal.....	6
Art. 9 Exclusion.....	7
Art. 10 End of Membership.....	7
Part 3 GENERAL ASSEMBLY	7
Art. 11 Powers of the General Assembly	7
Art. 12 Composition of the General Assembly	8
Art. 13 Quorum, Majority	8
Art. 14 Meetings, Agenda	8
Part 4 GOVERNING BODY	9
Art. 15 Board.....	9
Art. 16 Meetings.....	10
Art. 17 Quorum, Majority	10
Part 5 PRESIDENCY, VICE-PRESIDENCY	11
Art. 18 Election	11
Art. 19 Functions and Powers	11
Part 6 STANDARDISATION COMMITTEE	11
Art. 20 Establishment.....	11
Art. 21 Standardisation Committee.....	11
Part 7 LEGAL REPRESENTATION	13
Art. 22 Legal representation.....	13
Part 8 SUBSCRIPTIONS, ACCOUNTS, BUDGET	13
Art. 23 Subscription	13
Art. 24 Liability.....	13
Art. 25 Accounts, Budget, Auditor	13
Part 9 BY-LAWS	13
Art. 26 Issuing of By-Laws	13
Part 10 AMENDMENTS, DISSOLUTION, EFFECTIVE DATE	14
Art. 27 Amendments to the Statutes, Dissolution	14
Part 11 GENERAL PROVISIONS	14
Art. 29 Miscellaneous	14
Art. 30 Language.....	14

Part 1 NAME, HEAD OFFICE, LEGAL CAPACITY, OBJECTIVES, DURATION

Art. 1 Name, head office and legal capacity

(a) Name

The name of the association is ETIM International.

(b) Head office

ETIM International has its registered office in the municipality of Eijsden-Margraten.

(c) Legal capacity

The association has full legal capacity.

Art. 2 Duration and financial year

(a) Duration

ETIM International is formed for an indefinite period.

(b) Financial year

The financial year shall commence on the 1st January and shall end on 31st December of each year.

Art. 3 Objectives

(a) Principal objectives and activities

- (i) To develop and maintain the ETIM Technical Information Model in the following industry sectors and product categories: Electrotechnical; HVAC and Plumbing; Building Materials; Tools, Hardware and Site Supplies; Shipbuilding. ETIM International may, at the appropriate time, extend its activities into related industry sectors.
- (ii) To initiate research for possible solutions of any problem in information models of interest to the industry in the widest possible sense;
- (iii) To publish and promote the ETIM Technical Information Model;
- (iv) Without prejudice to the objectives mentioned above under (i), (ii) and (iii), to serve the common global interests of industry and trade.

(b) Principles

In carrying out these objectives, ETIM International will base itself on the principles of free enterprise, competition and fair trade throughout the world and the promotion of fair and equal conditions for companies worldwide.

(c) Implementation

When implementing these objectives through policy formation in policy groups, ETIM International will seek consensus in accordance with the consensus rule set forth in the By-Laws.

(d) Long-term goal

The long-term goal of ETIM International is to make the ETIM model the most used technical information model in the industry sectors in which it is involved.

Part 2 MEMBERSHIP

Art. 4 Members

(a) Legal nature of members

Subject to the provisions of this Article 4, ETIM International may accept as "Members" companies and associations legally constituted in accordance with the laws and practices of their countries of origin.

Members are defined to be "Country Members", or "Global Industry Members" as these terms are defined hereinafter.

(b) Country Members

Country Members are defined as the national organisation(s) representing ETIM in a country who have signed an agreement with ETIM International following due process. Each organisation can be recognized as a local ETIM organisation on condition that it provides the services as defined in Article 6 relating to the ETIM classification system in a country.

(i) Full Country Members

These are the recognized national ETIM organisations representing ETIM in all active ETIM Sectors in that country and as specified in Article 6 of the present Statutes.

As a principle only one national ETIM organisation will be recognized per country or per geographical region as defined and agreed by ETIM International. Exceptions can be made according to clause (ii) hereafter.

(ii) Country Sector Members

If by exception more than one local ETIM organisation exists within one country that cater for separate industry sectors as specified in Article 3 a) (i) of the present Statutes, these local organisations can be allowed as so-called Country Sector Members under the following conditions:

1. Members from the same country have altogether one voice and one vote in ETIM International (one country, one vote) and will have to organise between themselves the decision process within their delegation.
2. Each Country Sector Member will pay a membership fee as fixed annually according to Article 23.

(iii) Multi Country Membership

Multi Country Membership is defined as a regional membership in case a recognized national ETIM organisation is operating in more than one country. A Multi Country Membership is allowed under the following conditions:

1. There is only one combined ETIM organisation taking care of local support in all countries within the region (e.g. translations, helpdesk, training, communication, promotion, etc.), as defined in Article 7.
2. One member, one voice and one vote in ETIM International.
3. Paying one invoice for the regional membership fee.

(iv) Country without a national ETIM organization

Any other organisation, which is accepted by the Board, from any country without a recognized national ETIM organisation.

Each Country Member has one vote in the General Assembly and in the Standardisation Committee.

(c) Global Industry Members

Global Industry Membership requires Applicants to be active in one or more ETIM sectors as a manufacturer, wholesaler, buying group or contractor and to be member of at least a minimum number of different national ETIM organisations. The minimum number is to be determined by the Board. Global Industry Members are represented in the Standardisation Committee, their participation rights in ETIM International result exclusively from Article 21 of the present Statutes. They are obliged to ensure neutrality and supplier independency of the ETIM model at all times.

Art. 5 ETIM International Membership

ETIM International shall always consist of a minimum of three Country Members.

Art. 6 Duties of the ETIM International Country Members

(a) Core local secretariat duties

1. Providing the primary source of contact for local Members, maintaining Membership records, handling Applications for Membership and Associate Membership.
2. Providing the primary source of contact between the local ETIM organisation and the ETIM International organisation. Transferring enquiries from local members to ETIM International.
3. Attending all local council meetings, providing secretarial services, including organisation, minute taking and all other associated administrative duties.
4. Attending all local General Assembly meetings, providing secretarial services, including organisation, minute taking and all other associated administrative duties.
5. Forwarding minutes to Members.
6. General administration, provision of correspondence, e-mail and fax communication services.
7. Providing annual accounts to auditors, maintaining bank accounts, handling all regular income and expenditure, tax returns etc.; provision of monthly management accounts.
8. Handling enquiries from members and others.
9. Maintaining and regularly updating the ETIM local website with data from Members and Council.
10. General office maintenance, ETIM local asset storage and maintenance of records, databases etc.

(b) Local publicity duties

1. Develop and maintain a general presentation of ETIM International.
2. Develop and maintain contact with local manufacturers, manufacturers' associations, wholesalers and wholesalers' associations to maximise publicity of ETIM, its activities and member capability wherever possible.
3. Preparation and issue of press releases and other forms of publicity as seen to promote the ETIM classification.
4. Maximising the effectiveness of the local ETIM website in attracting membership and disseminating news.
5. Using in-house expertise and media contact to promote ETIM International objectives.

(c) ETIM translation and uniformity

1. Organize the translation into the local language(s) of the ETIM classification within the foreseen time frame.
2. Organize the distribution of the latest version of ETIM to the local members and promote the use of the latest version.
3. Avoid the creation of non-uniform versions by fitting to the release plan of ETIM International.
4. Actively participate into the meetings and conferences organised by ETIM International concerning the evolution and promotion of the ETIM classification system.

The above activity descriptions are not exhaustive but are given to indicate the scope and responsibilities.

Art. 7 New Members, Admission Procedure

(a) Application

Associations or companies that want to become Country Members or Global Industry Members shall send an Application for Membership to the ETIM International secretariat. The Application shall be made by using the Application Form developed by the secretariat and shall be addressed via regular mail or via any other means of written communication (including e-mail).

(b) Granting of Membership

The Board shall decide on all Applications. The decision of the Board shall be taken according to the quorum and majority stipulated in Article 17. The Board shall inform the Applicant of the decision and the reasons stated therein.

(c) Rejection and Appeal

The Board's rejection of an Application shall set forth the principal reasons underlying the decision, which reasons shall be based on the criteria setting out the eligibility for membership in Article 5 above. The Applicant concerned shall have the right to appeal that decision.

Art. 8 Withdrawal

Any Member wishing to withdraw from ETIM International shall give notice to the President of its withdrawal at least one full financial year in advance.

During this notice period, the membership and obligation to pay fees shall remain unaffected.

Art. 9 Exclusion

Any Member that does not comply with the Statutes or the rules and regulations, including any By-Laws, issued pursuant to the Statutes or no longer fulfils the membership conditions, can be excluded by a decision of the Board, provided the reasons are stated in that decision and that the Member concerned shall have had the right to present its defence prior to the entry into force of the decision. The Member shall have the right to appeal the decision with the General Assembly. In the case of such appeal, exclusion shall not occur and the decision shall not enter into force until the General Assembly has confirmed the decision to exclude the Member with a majority of three quarters of the votes of the Members present or represented, in which event the decision to exclude the Member shall be final and binding.

The decision which shall state the principal underlying reasons shall be communicated by the Board to the Member concerned.

Art. 10 End of Membership

(a) End of Membership

A Member who ceases to be a Member of ETIM International through withdrawal, exclusion or any other cause shall have no claim to ETIM International's funds; such Member shall remain liable for the subscription fee of the current financial year and next full financial year.

Part 3 GENERAL ASSEMBLY

Art. 11 Powers of the General Assembly

(a) Powers

The assembly of all Country Members ("General Assembly") shall have full powers to achieve the objectives stated in Article 3 (a) through (d) and to ratify the vision and strategy of ETIM International. In particular, the General Assembly shall have the powers to:

- (i) set subscription fees;
- (ii) approve annual budgets and financial accounts;
- (iii) elect and dismiss the members of the Board;
- (iv) appoint and dismiss the Director General upon proposal by the Board;
- (v) approve the Board's proposals for the policies of ETIM International;
- (vi) amend these Statutes and adopt and amend By-Laws;
- (vii) set up policy groups and working groups;
- (viii) dissolve ETIM International;
- (ix) decide on the appointment of an auditor;
- (x) introduce new form of membership, associate memberships or affiliation schemes.

(b) Delegation of Powers

Except for the powers which exclusively belong to the General Assembly according to the Dutch Civil Code (articles 2:26 to 2:52), the General Assembly may delegate these powers to another committee or board of Members, it being understood that the General Assembly can revoke or modify such delegation as well as any decision taken on the basis of such delegation at any time without notice or cause.

Art. 12 Composition of the General Assembly

The General Assembly shall be composed of all the Country Members of ETIM International. Each Country Member is represented by one delegate ("Member Representative"). Provisions concerning the registration of Member Representatives and alternates for Member Representatives (if any) can be outlined in the By-Laws. A Country Member can also be represented in a General Assembly by another Country Member, provided that this representation has been registered in the manner set forth in the By-Laws and that such Country Member does not represent more than two Country Members in total.

Art. 13 Quorum, Majority

(a) Quorum

Unless otherwise provided by these Statutes, the General Assembly can only take decisions if more than half of the Country Members are present or represented at a meeting. If this condition is not met at a meeting, the President shall call another meeting with the same agenda within the following three months, which meeting shall constitute a quorum regardless of the number of Country Members present or represented, provided, however, that this has been clearly stated in the convocation of this second meeting.

(b) Majority

Unless otherwise provided by these Statutes or by the law, for all decisions of the General Assembly a normal majority of the votes of the Country Members present or represented is required. Blank votes, invalid votes and abstentions will be counted as negative votes.

Art. 14 Meetings, Agenda

(a) Meetings and Agenda

The General Assembly shall take decisions in ordinary or extraordinary meetings. The President of ETIM International as chairman of the General Assembly, or in his/her absence the Vice-President, shall call an ordinary meeting of the General Assembly at least once a year. The President, or in his/her absence the Vice-President, is obliged to convene an extraordinary meeting upon written request to the Board of Country Members representing at least 20 % of the votes of all Country Members. Except for meetings pursuant to Article 29 (a), meetings shall be called by the President, or in his/her absence the Vice-President, with one month' prior written notice communicated via regular mail or via any other means of written communication (including e-mail) to every Country Member. The notice shall contain an agenda for the meeting and identify and specify with sufficient detail the matters on which votes shall be cast.

An item has to be included on the agenda of the General Assembly on the request of Country Members representing at least 20 % of the votes.

Written minutes of the General Assembly including all resolutions shall be taken by a person to be assigned by the President and shall be sent to all Country Members without undue delay after each meeting. The resolutions shall be registered and filed at the seat of ETIM International.

(b) Meetings via written procedure

In exceptional cases and when the urgency of the matter so requires, the General Assembly may make decisions by a written procedure.

To that effect, the President or, in his/her absence, the Vice-President, shall send the proposed resolutions to all Country Members via regular mail or via any other means of communication he/she deems fit (including e-mail). The proposed resolutions shall be accompanied by a memorandum prepared by the President, or in his/her absence, the Vice-President, setting forth the reasons which have led to the use of the written procedure, as well as the context of the proposed resolutions. The proposed resolutions shall be deemed adopted if within ten working days after having been sent, the number of duly completed written communications returned to the President by the Country Members is sufficient to meet the quorum and voting requirements set forth in the present Statutes.

(c) Meetings via video-conference, telephone conference and Instant Messaging services

In exceptional cases and when the urgency of the matter so requires, the General Assembly may be held and decide by modern means of telecommunication that allow Country Members to directly hear each other and to directly speak to each other, such as telephone or video conference. In the same context, the General Assembly may also be held and decide by modern means of telecommunication that allow Country Members to directly converse in writing with each other, such as via Instant Messaging services. Further details regarding these procedures can be specified in the By-Laws.

Part 4 GOVERNING BODY

Art. 15 Board

(a) Functions

ETIM International shall be governed by a board ("Board") in accordance with decisions reached by the General Assembly. In addition to the functions and powers mentioned in these Statutes, the Board shall also have the power to:

- (i) form and propose policies for the Approval of the General Assembly in order to promote the objectives of ETIM International;
- (ii) set future priorities, adopt pro-active plans and final positions;
- (iii) accept new Members;
- (iv) appoint chairmen of policy groups and working groups upon proposal from the relevant group;
- (v) coordinate the work of policy groups and working groups and the advisory policy group (if any);
- (vi) prepare and file for acceptance by the General Assembly the annual budget and accounts pursuant to Article 25;
- (vii) propose for resolution by the General Assembly By-Laws pursuant to Article 26;
- (viii) exclude Members according to Article 9;
- (ix) manage the assets of ETIM International.

(b) Board members

The Board shall be composed of a minimum of 5 (five) and a maximum of 8 (eight) individuals ("The Board members") including the President and the Vice-President. Unless specifically otherwise provided herein, the terms and conditions applying to the other Board members shall also apply to the President and the Vice-President.

(c) Elections

The Board members shall be elected by the General Assembly from the list of candidates submitted to the General Assembly by the Board.

The list is composed of every candidate presented in writing and in advance by a Country Member.

(d) Term

The initial term of a Board member shall be three years. Thereafter a Board member can be re-elected for one or more periods of three years.

(e) Dismissal

The General Assembly can dismiss a Board member at any time. A Board member is required to resign when he/she does not represent a Country Member any more.

Art. 16 Meetings

The Board shall meet at least once a year upon convocation of the President or, in his/her absence, the Vice-President. The Board members shall be duly notified of a meeting by way of a written notice communicated via regular mail or via any other means of written communication (including e-mail). The notice shall contain an agenda for the meeting. Further details may be regulated in By-Laws. In case a Board member is unable to participate in a meeting, such Board member can also nominate, and be represented by, another Board member, provided, however, that no Board member can represent more than one other Board member. Details for the registration of such a representation can be set forth in the By-Laws. A meeting of the Board shall be validly constituted even if all or some of the Board members are not physically present or represented, but participate in the deliberations via any modern means of telecommunication that allow Board members to directly hear each other and directly speak to each other, such as a telephone or video conference. A meeting of the Board shall also be validly constituted even if all or some of the Board members are not physically present or represented, but participate in the deliberations via any modern means of telecommunication that allow Board members to directly converse in writing, such as via Instant Messaging services. In such cases, the Board members will be deemed present.

Reports and resolutions of the Board shall be filed at the seat of ETIM International.

Art. 17 Quorum, Majority

(a) Quorum

The Board is properly convened if at least half of the Board members, are present or represented.

(b) Majority

The first priority is to reach decisions by consensus. In case of voting, each Board member shall possess one vote.

A majority of two thirds of the votes of the Board members present or represented is required for the taking of decisions.

(c) Conflict of interest

A Board member does not participate in the deliberations and decision-making if he has a direct or indirect personal interest that conflicts with the interests of the association and the company or organization

associated with it. If, as a result, no management decision can be made, the decision is taken by the Board with a written record of the considerations underlying the decision

(d) Incapacity and/or absence

In the event of the absence or incapacity of one or more Board members, the remaining Board member(s) will be assigned charged with the entire management. In the event of the absence or incapacity of all Board members or of the only Board member, the association is temporarily managed by a person always appointed for that purpose by the General Assembly. In these statutes, incapacity is in any case understood to mean the circumstance that the Board member is unreachable for a period of more than seven (7) consecutive days due to illness or other causes.

Part 5 PRESIDENCY, VICE-PRESIDENCY

Art. 18 Election

The Board of ETIM International shall elect two candidates out of the Board members with the functions and powers set forth below in Article 20 ("President" and "Vice-President").

Art. 19 Functions and Powers

(a) Functions

The President or, in his/her absence, the Vice-President, shall preside over the meetings of the General Assembly and of the Board as its Chairman. He/she shall have charge over the proper functioning of ETIM International, in accordance with and pursuant to its Statutes and By-Laws, and the carrying out of the decisions taken by the General Assembly and the Board.

(b) Powers

The President or, in his/her absence, the Vice-President, shall have the power to represent ETIM International as regards policy matters.

Part 6 STANDARDISATION COMMITTEE

Art. 20 Establishment

Subject to further details set forth in the By-Laws, the Board shall be empowered to establish a Standardisation Committee. The Board shall appoint the Chairman. The matters concerning their composition, mandate, powers and duration can be governed by the By-Laws.

Art 21 Standardisation Committee

This committee will make proposals for the further development, enhancement and maintenance of the ETIM Technical Information Model.

The Standardisation Committee shall be open to representatives of Country Members as well as Global Industry Members. Subject to further details set forth in the By-Laws experts from other organisations can also become a member of the committee. Although each Committee member has one vote, the Global ETIM International Statutes – V-2022-06 - EN

Industry Members combined votes shall never exceed 49 % to secure a majority vote for local ETIM organisations.
The Standardisation Committee will convene at least once a year. Proposals of the Committee will be transmitted for Approval to the Board.

Part 7 LEGAL REPRESENTATION

Art. 22 Legal representation

ETIM International shall be validly represented vis-à-vis third parties and with regard to all judicial and extra-judicial deeds by any two Board members acting jointly.

None of the aforementioned persons must justify his/her powers vis-à-vis third parties.
In addition, ETIM International shall also be validly represented vis-à-vis third parties, within the framework of their mandates, by proxy holders duly mandated by the two Board members acting jointly.

Part 8 SUBSCRIPTIONS, ACCOUNTS, BUDGET

Art. 23 Subscription

The Members shall share the expenses of ETIM International by way of each Member paying a subscription fee fixed annually by the General Assembly upon a proposal submitted by the Board. This is without prejudice to any agreement among the Members, in accordance with the internal rules of ETIM International, to share further costs in connection with the activities of ETIM International.
The collective fees of the Global Industry Members will not exceed the collective fees of the Country Members in any year.

Art. 24 Liability

Without prejudice to Article 23, the liability of the Members for acts of ETIM International is limited to the subscription fee.

Art. 25 Accounts, Budget, Auditor

The Board shall submit before May 1st of every year for the Approval of the General Assembly the accounts of the past financial year and before November 1st the budget of the following financial year.
The final Approval of the accounts and the budget will be performed during the Annual General Assembly.
The General Assembly can nominate an auditor. The auditor shall draw up a yearly report on the annual accounts of the association. This report shall be submitted to the General Assembly.
The General Assembly can nominate a member to verify the accountancy. In that case this member will report directly to the General Assembly.

Part 9 BY-LAWS

Art. 26 Issuing of By-Laws

The General Assembly on specific proposal from the Board shall issue By-Laws compatible with the provisions of these Statutes, in order to ensure the functioning of ETIM International and its administration and/or to execute and complement the Statutes.

Part 10 AMENDMENTS, DISSOLUTION, EFFECTIVE DATE

Art. 27 Amendments to the Statutes, Dissolution

(a) Amendments, Dissolution

Decisions to amend these Statutes and/or to dissolve ETIM International must receive a majority of three quarters of the votes of the Country Members present or represented, while for these purposes, the General Assembly shall not be deemed to be properly convened unless three quarters of the Country Members are present or represented at the meeting. The notice for such meeting must be sent to each Country Member two months in advance and, in cases of an amendment being part of the agenda, shall contain the proposed amendment.

(b) Deed of amendment

An amendment to Statutes does not come into effect until a notarial deed has been drawn up. The Board is obliged to provide an authentic copy of the deed of amendment of the statutes and a full continuous text of the statutes, as they read after the amendment, to be deposited at the office of the register kept by the Chambre of Commerce.

(c) Liquidation

In the event of a decision to dissolve ETIM International, the General Assembly shall decide on the method of liquidation of ETIM International and the destination of ETIM International's funds pursuant to the same quorum and majority requirements as are set forth in Article 27(a). ETIM International's funds shall be allocated to a disinterested purpose.

Part 11 GENERAL PROVISIONS

Art. 29 Miscellaneous

All matters which are not covered by the present Statutes, and in particular the publication requirements, shall be settled in accordance with the provisions of the applicable law.

Art. 30 Language

To the extent required under Dutch law, documents and proceedings of ETIM International shall be done in Dutch. The working language of ETIM International is English.