

## **European Power Electronics and Drives Association**

### **Constitution 2005 – modified 2012**

#### **Article One – Form – Title**

An association under the name of the “European Power Electronics and Drives Association”, EPE for short, hereafter referred to as “the Association”, is hereby formed, within the framework of the European Union.

The full name and the abbreviation may be used together or separately.

The Association shall be subject to Belgian law and administrated in accordance with the law of 25 October 1919, modified by the law of 2 May 2002, granting legal status to international associations with philanthropic, religious, scientific, artistic or educational aims.

#### **Article Two – Registered Office**

The registered office of the Association is c/o Tractebel, av. Ariane 7, 1200 Brussels (jurisdiction of Brussels), (also the registered office of the Société Royale Belge des Electriciens (SRBE)).

It may be transferred by simple decision of the Executive Council to any other commune in the Brussels area, the latter decision being published within the month in the “Annexes du Moniteur Belge”

#### **Article Three – Object - Field**

The Association shall be non profit-making.

The object shall be to promote and coordinate the exchange and the publication of technical, scientific and economic information in the Field of Power Electronics and all its applications.

Its activity in the Field shall comprise, in particular:

- components and converters;
- electrical drives;
- control, measurement and signal processing;
- electromagnetic and electromechanical systems;
- industrial and other applications;
- the application of Power Electronics in electrical Power Systems, decentralized production and energy storage systems;
- reliability, comparative performance, influence on supply network and load;
- system design, computer aided design, modelling and simulation;
- the teaching of these subjects;
- everything else of sufficient interest.

The list of selected topics is reviewed annually under the responsibility of the Executive Council.

The Association shall in particular, be capable of:

- organising tutorials, symposia, workshops and conferences;
- facilitating studies by means of study committees;
- collaborating with other international bodies with which it has common interests;
- finding the necessary financial resources;
- encouraging the introduction of advanced techniques;
- promoting educational and industrial collaboration;
- undertaking all other activities relevant to the object of the Association.

It may only hold, whether as owner or otherwise, those buildings and materials which are necessary for its object and its administration.

#### **Article Four - Membership**

##### **4.1 Categories of Membership.**

The Association is composed of Members who are either Active Members or Supporting Members.

The Supporting Members are:

- Honorary Members;
- Affiliated Members.

#### **4.1.1. Active Members**

Active Members are persons active in the Field defined in Article Three.

The General Assembly is comprised of all Active Members.

As is the case for Affiliated Members, Active Members are required to pay a membership fee to the association.

#### **4.1.2. Supporting Members**

##### **4.1.2.1. Honorary Members**

The General Assembly may decide that an individual shall be admitted as an Honorary Member because of his special merits in the Field or his particular support to the association.

##### **4.1.2.2. Affiliated Members**

Any enterprise, institution or individual, whose interest in the Field is similar to that of the Active Members may become an Affiliated Member. Every registrant to an EPE-Conference may become an Affiliated Member.

Affiliated membership occurs by payment of a fee to the Association.

#### **4.2. Members Rights and Obligations.**

##### **4.2.1. Rights**

Members of the Association shall enjoy the rights determined by the General Assembly and in particular are entitled to:

- receive documents published by the Association on the most favourable terms;
- make use of the services of the Association secretariat to obtain any information it can provide;
- receive every assistance from the secretariat in obtaining introductions to members of the Association in any country.

##### **4.2.2. Obligations**

Members of the Association shall comply with the provisions of the Constitution and with any other obligations proposed by the Executive Council and approved by the General Assembly.

##### **4.2.3. Votes**

Only Active Members shall have the right to vote at General Assemblies.

#### **4.3. Admission.**

The admission of Active Members to the Association shall be decided by the Executive Council. The Executive Council must ensure that at least two-thirds of the Active Members are citizens of member states of the European Union. The Executive Council must also ensure that a proportion of the Active Members are from industry.

#### **4.4. Termination of membership**

An Active Member can terminate his membership by giving written notice to the Association but he shall fulfil his obligations to the Association before his resignation becomes effective.

Active Membership may be terminated by resolution of the Executive Council in the following cases:

- non compliance with the provisions of this Constitution or with any other obligations decided upon by the General Assembly;
- activities considered to be incompatible with the principal aims of the Association;
- non payment of sums due after a period of six months has elapsed.

A person whose Active Membership has been terminated shall not be automatically relieved of the obligations incumbent upon him.

A person whose Active Membership has been terminated for any reason or the trustees and legal representative of a deceased Member shall have no entitlement to the Association's funds and may not claim reimbursement of subscriptions paid or of other payment made.

#### **4.5. Resources**

##### **4.5.1. Subscriptions**

Honorary Members shall be exempt from the payment of any subscriptions.

Active Members and Affiliated Members shall pay a subscription to the Association, the amount of which shall be agreed by the General Assembly on a proposal by the Executive Council.

Each Member shall pay his subscription within three months following the request for payments.

If a Member defaults in paying his subscription after a period of three months has elapsed, he may be suspended immediately from all his activities within the Association and deprived of his rights in the Association. These provisions shall be applied until the sum due has been paid unless the Executive Council decides otherwise. Non-payment by the end of a period of six months following the request for payment shall result in the application of the rules for termination of membership.

#### **4.5.2. Activities or Studies undertaken by the Association.**

The General Assembly, on the recommendation of the Executive Council, may propose to members that certain activities or studies be undertaken to achieve special objectives. The members concerned with this proposal shall determine the procedures to be used.

These procedures must be submitted to the Executive Council for approval.

#### **4.5.3. EPE Conference - Publications.**

The main resources shall be produced by the conference fee, the subsequent selling of the conference proceedings and the publication of a journal if the latter is decided upon.

All other kind of financial contribution will be welcomed after approval by the Executive Council.

### **Article Five – Administration**

#### **5.1. The Executive Council**

##### **5.1.1. Composition**

The Association will be administered by an Executive Council which is made up of at least nine (9) members and of not more than twenty-one members.

The composition of the Council, of which at least one Administrative Officer shall be of Belgian nationality, shall be as follows:

- At least eight (8) Active members, preferably from different countries, elected by the General Assembly for a term of four (4) years;
- The immediate past President.

The Administrators can be removed by a decision of the General Assembly with a majority of two thirds of the members present or represented.

##### **5.1.2. Power and Duties**

The Executive Council shall be the executive body invested by the General Assembly with all the powers of administration and management of the Association. It may delegate the daily management to one or more persons within it or from outside. It shall be empowered to take all decisions in the context of policies and major objectives defined by the General Assembly.

##### **5.1.3. Quorum and Majority**

The Executive Council may legitimately convene when at least one-third of its members are present or represented, which must include the President assisted by the Secretary or by the Treasurer. The President's duties can be assumed by another officer as described in the paragraph "Presidency".

An Administrative Officer who is absent or prevented from attending may, by letter, telefax or e-mail with a signed attached document, empower one of his administrative officer colleagues to represent him at a particular meeting decided by the Council and to vote in his stead. However, no Administrative Officer may represent more than one of his colleagues in this way. Decisions shall be taken by a simple majority of the votes of its members present or represented; in the event of the votes being equal, the Chairman of the meeting shall have the casting vote.

##### **5.1.4. Presidency**

The Council shall elect from among its members a President and two Vice-Presidents.

The President and the Vice-Presidents must be individuals from different countries. The terms of office of the President shall be for two years with possible renewal for two further periods of two years.

The terms of office of the Vice-Presidents shall be for two years with possible renewal for two further periods.

The President shall chair the meetings of the Executive Council and in particular shall implement the decisions of the Council and the Board.

In the event of death, incapacity, absence or resignation of the President, one of the Vice-Presidents, appointed by the Executive Council, shall assume the President's duties until he returns, or in the other cases, until a new President has been elected. In the absence of the President and Vice-Presidents and until one of them returns, one of the officers appointed by the Executive Council shall take over the Chair of the Executive Council.

### **5.1.5. The Board**

The Executive Council shall appoint Board members, from among its members, entrusted to take all decisions of an executive nature which may be necessary between two meetings of the Council and to draw up recommendations in respect of other matters that require a decision of the Executive Council.

The Board members shall be as follows:

- The President of the Association;
- The two Vice-Presidents of the Association;
- The Secretary;
- The Treasurer.

### **5.1.6. Secretary**

The Executive Council shall appoint a Secretary from among its members. His duties shall be:

- to assist the President in his work;
- to organize the preparation and distribution of documents;
- to organize the meetings of the Executive Council and the General Assembly and to record their minutes;
- to assist in the organization of seminars, workshops and conferences.

His term of office shall be two years, renewable.

### **5.1.7. Treasurer**

The Executive Council shall appoint a Treasurer from among its members. His term of office shall be for two years, renewable.

## **5.2. Signature of Legal Documents**

All legal documents committing the Association, with the exception of special powers of attorney, shall be signed by the President and two Administrative Officers who shall not be required to justify this right to third parties.

## **5.3. Representation in Law**

Legal actions, whether as plaintiff or defendant, shall be monitored by the Executive Council, pursued and instructed by its President or an Administrative Officer nominated for this purpose by the former.

## **Article Six – Ordinary Meetings of the General Assembly**

### **6.1. Admission to the Meetings of the General Assembly**

All active members have the right to attend the meetings of the General Assembly.

### **6.2. Meetings**

A meeting of the General Assembly shall be held at least once every year.

It shall be convened by decision of the Executive Council or at the request of one third of the Active Members.

### **6.3. Notice of Meetings**

#### **6.3.1. Dates**

The Ordinary Meetings of the General Assembly shall be held no more than four months from the date of the Executive Council's decision or from receipt of the request as defined in Article 6.2.

#### **6.3.2. Notice of a Meeting**

Notice of a meeting shall be sent to all active members at least one month before the date of the meeting. The agenda and draft resolutions shall be enclosed with the letter of notification.

### **6.4. Proxy voting**

An Active Member may be represented at meetings of the General Assembly by another Active Member, provided that the Secretary is informed in writing before the meetings.

### **6.5. Minutes**

Minutes shall be sent to all Active Members by ordinary letter or by e-mail.

## **6.6. Power and Duties**

The General Assembly is possessed of all powers necessary for achievement of the Object and in particular shall:

- be presented by the Executive Council with a progress report and a financial report on the preceding financial year;
- appoint for two years two auditors who are not members of the Executive Council;
- adopt the accounts of the Association and relieve the Executive Council of all responsibility attached thereto;
- elect the members of the Executive Council from the Active Members;
- fix the annual subscription for various classes of membership;
- define, on a proposal by the Executive Council, the policies and the major objectives of the Association for the following calendar year;
- decide, where necessary, on the method of financing the corresponding activities.

## **6.7 Quorum and Majority**

The General Assembly may only take decisions provided that at least one-third of its Active Members are present or represented.

Decisions shall be taken by a simple majority of votes.

If the quorum is not obtained a second meeting will be convened according to the same conditions as before, at which valid final decisions will be taken regardless of the number of members present or represented.

The decisions are notified to all members and are written down in a register, which is signed by the president and the secretary and kept by the secretary.

Decisions may not be taken on topics, which do not appear on the agenda.

## **Article Seven – Extraordinary Meetings of the General Assembly**

### **7.1. Admission to the Extraordinary Meetings of the General Assembly**

All Active Members have the right to attend Extraordinary Meeting of the General Assembly.

### **7.2. Meetings**

An Extraordinary Meeting of the General Assembly shall be convened by decision of the Executive Council or at the request of one third of the Active Members.

### **7.3. Notice of Meetings**

#### **7.3.1. Dates**

The Extraordinary Meetings of the General Assembly shall be held no more than four months from the date of the Executive Council's decision or from receipt of the request as defined in Article 7.2.

#### **7.3.2. Notice of a Meeting**

Notice of a Meeting shall be sent to all Active Members at least two weeks before the date of the meeting. The agenda and draft resolutions shall be enclosed with the letter of notification.

### **7.4. Proxy voting**

An Active Member may be represented at Extraordinary Meetings by another Active Member, provided that the Secretary receives written notice 48 hours before the Meetings.

### **7.5. Minutes**

Minutes shall be sent to all Active members by ordinary letter or by e-mail.

### **7.6. Quorum and Majority**

The Extraordinary meeting of the General Assembly may only take decisions provided that at least one-third of its members are present or represented.

Decisions shall be taken by a simple majority of votes.

If the quorum is not obtained a second meeting will be convened according to the same conditions as before at which valid final decisions will be taken regardless of the number of members present or represented.

The decisions are notified to all members and are written down in a register, which is signed by the President and the Secretary and kept by the Secretary.

Decisions may not be taken on topics, which do not appear in the agenda.

**Article Eight – Bylaws**

The bylaws shall be drawn up by the Executive Council, which shall submit them for the approval of the General Assembly.

They may be amended and/or supplemented whenever necessary. The modifications and/or additions shall be proposed by the Executive Council and approved by the General Assembly.

**Article Nine – Amending the Constitution**

Every amendment to the constitution has to be proposed by the Executive Council in accordance with article 5 of the law of 25 October 1919, modified by the law of 2 May 2002.

The Executive Council shall notify all Members at least three (3) months before the date of the General Assembly stating the proposed amendment.

The General Assembly shall only reach a decision if two thirds of the members are present or represented.

Decisions shall be taken on the basis of a two thirds majority.

If a quorum is not obtained a second meeting will be convened, according to the same conditions as before, at which final decisions will be taken regardless of the number of members present or represented. Amendments to the Constitution shall only take effect after approval by Royal Decree and after fulfillment of the conditions regarding publicity required by Article 3 of the Law of 25 October 1919, modified by the law of 2 May 2002.

**Article Ten – Dissolution**

In the event of dissolution, the General Assembly convened as for an amendment of the Constitution shall appoint one or more liquidators to liquidate the property of the Association. The net assets shall be bestowed upon other associations or groups with an object similar to that of the Association.

**Article Eleven – Languages**

The languages for all meetings and for all publications of the Association shall be defined in the Bylaws. In the event of doubt or disagreement in the interpretation of this constitution, the French text shall prevail.

**Article Twelve – Budget and Accounts**

The financial year terminates on the 31st of December.

The Executive Council has to submit the accounts for the past year and the budget for the next one, before 30 June of the next year.

**Article Thirteen – General dispositions**

Any actions not defined by the above Constitution, as f.e. the publication in the “Annexes du Moniteur Belge”, will be organised in accordance with Belgian Law.

**Five Copies executed in Brussels on 27<sup>th</sup> of June 1988 and modified by the General Assembly of 8 February 2005 and modified by the General Assembly of 5 February 2013.**