European Power Electronics and Drives Association

Constitution

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 Community.
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 (juridiction of Brussels), (also 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 one month after publication in the "Annexes du Moniteur Belge"

Article Three – Object

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 Electrical Drives.
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;
- reliability, comparative performance, influence on supply network and load;
- system design, computer aided design, modelling and simulation;
- everything else of sufficient interest.

It 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:
– the Honorary Members;
- the Affiliated Members.

4.1.1. Active Members
Active Members are persons active in the Field and shall come from the member states of the European Community or from other Western European Countries.
Active Members must include persons from industry.
The General Assembly is comprised of all Active Members.
The Executive Council may appoint from other countries persons active in the Field as Active members.

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.

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 automatically an Affiliated Member for the next two years. The renewal of membership occurs by participation to the next conference or by subscription 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 the 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.

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 General Assembly 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.

Registrants to an EPE-conference will be exempt of subscription until the next EPE-conference.
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 procedure to be used.
These proposals shall be approved by the Executive Council following agreement by the Members concerned.

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 support will be welcome 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 members and of not more than fifteen 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 half of whom shall resign and offer themselves for re-election every two 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 the policies and major objectives defined by the General Assembly.

5.1.3. Quorum and Majority
The Executive Council may legitimately convene when at least half of its members are present or represented, which must include the President assisted by the Secretary or by the Treasurer.
An administrative officer who is absent or prevented from attending may, by letter, telex, telefax or telegram, 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 of 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 one year with possible renewal for one further period of one year.

The terms of office of the Vice-Presidents shall be for one year with possible renewal for further periods of one year.
The President shall chair the meetings of the Executive Council and in particular shall implement the decisions of the Council and the administrative officers.
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.

5.1.5. Officers
The Executive Council shall appoint Officers 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 officers shall be as follows:
- The President of the Association;
- The 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 one year, renewable.

5.1.7. Treasurer
The Executive Council shall appoint a Treasurer from among its members. His term of office shall be for one year, 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 followed, pursed and executed by the Executive Council represented 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 two months 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.

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 annual subscriptions for various classes of membership;
- define, on a proposal by the Executive Council, the policy 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 half 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 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 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 months 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.

7.6. Quorum and Majority
The Extraordinary meeting of the General Assembly may not only take decisions provided that at least one half 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.
The Executive Council shall notify all Members at least 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.

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.

Article Thirteen – General dispositions
Any actions not defined by the above Constitution shall, in accordance with Belgian Law, be published in the “Annexes du Moniteur Belge”.

Five Copies executed in Brussels on 27th of June 1988 and modified by the General Assembly of 8 February 2005.

EPE Bye-Laws (Art. 8)

1. Aim
The aim of these Bye-Laws is to determine the provisions expressly referred thereto by the statutes and to specify the detail points which are not provided in the statutes.

2. Executive Council (Art. 5.1)
2.1 Composition (Art. 5.1.1)
The executive council is composed of at least two third of active members. The last third can be composed of affiliated members.

2.2. Replacement of a member of the Executive Council
In the event of death, incapacity, absence or resignation of a member of the Executive Council, the Council can accept a substitute whose mandate will expire at the following General Assembly. This substitute must comply with Article 5 of the Statutes. This provisional substitute will be chosen according to Article 2.1. supra.

2.3. Election of the President, the Vice-Presidents, the Secretary and the Treasurer (Art. 5.1.4 – 5.1.7)
The executive Council elects a President, a first Vice-President, a second Vice-President, a Secretary and a Treasurer.
Election shall be deemed to have been carried by simple majority vote of the members present or represented.
In the event of the votes being equal, the dean of ages will be chosen.
For the election of the President, the Executive Council is chaired by the dean of age.

2.4. Renewal of the Executive Council (Art. 5.1.1)
The first renewal of half of the Executive Council will be done by ballot. The Secretary, the Treasurer and the Past President do not participate to the ballot.

2.5. Meeting of the Executive Council (Art. 5.1.2. – 5.1.3.)
The Executive Council will meet at least once a year.
It will meet on convocation of the President or at the request of not less than three of its members. In both cases, the meeting shall take place within a maximal six weeks period as from the date of the president's convocation or receipt of the request.
The convening notices, with the agenda attached, must be sent at least three weeks prior to the meeting, the postmark being the reference. They can be sent by fax, telex or telegramme and shall be confirmed by simple letter.
Whenever deemed appropriate, the Executive Council may call upon an outside person to attend the meetings as an observer.

2.6. Operation of the Executive Council (Art. 5.1)
The order for chairing the meetings of the Executive Council will be: the President, a Vice-President appointed by the Executive Council, the dean of age.
In case of emergency, the President may request a vote by correspondence.

The minutes of the meetings shall be sent by a simple letter addressed to all the members of the Executive Council.

2.7. Officers (Art. 5.1.5)
The officers shall meet at the request of the President as often as necessary. The decisions for which the Officers are competent shall be carried by simple majority of the members present or represented.

2.8. Honorary members (Art. 4.1.2.1)
Honorary members may assist at meetings of the Executive Council with consultative voice.

2.9. Daily management (Art. 5.1.5)
The Executive Council may delegate the daily management of the Association to its Officers which shall take the necessary measures.

3. Working groups (Art. 4.5.2)
Working groups may be set up to meet the objectives stated in the Statutes. They will be chaired by a member of the Association. The composition and the mandate of the working groups will be defined by the Executive Council, or by Officers, on delegation of the Executive Council.

3.1. Financing
The working groups may avail themselves of a budget which shall be notified to them by the Executive Council. The working groups may call upon outside assistance within the scope of the credits authorized.
The terms of utilisation of the funds made available to the working groups shall be defined by the Executive Council in each specific case.

4. Registered office (Art. 2)
The registered office is stated in the Statutes. The secretariat is at Vrije Universiteit Brussel – TW-ETEC, 2 Pleinlaan, B-1050 Brussels.

5. Languages (Art. 11)
English is the working language of the Association. For documents, French and English can be used. However, French is the reference language.

6. Subscriptions (Art. 4.5.1)
The annual subscription is equal to the number of points attributed to each member multiplied with the value of the point.
The value of the point is fixed by the General Assembly on proposition of the Executive Council according to the needs of the Association.
The value of the point can only be changed by a General Assembly decision.
The number of points attributed to an individual is 100.
The number of points is attributed to affiliated members is fixed by the Executive Council.

The annual subscription includes the service of the EPE Journal.
Registrants to an EPE-conference can become members and can be exempted of subscription until the next EPE-conference if they have paid the full conference fee. In this case the service of the EPE Journal is not included and they will only have access to the services of the secretariat until the next EPE conference.
Honorary members only shall be exempted from payment of any contributions due.

7. EPE-Conference and Publications (art. 4.5.3)
The Executive Council decides about the contents of the EPE-ISC and NOC guidelines.
The Executive Council elects the members of the ISC and of the Editorial Board of the EPE-Journal."