

# Statute for the European Chemical Regions Network “ECRN”

## Articles of Association

### **I. Name, Seat, and Purpose of the Association**

#### **Article 1: Name**

- (1) The association has the name European Chemical Regions Network, in short: “ECRN”.
- (2) The association is registered into a register of associations and consequently the letters “e.V.” are added to the name<sup>1</sup>.

#### **Article 2: Seat of Association**

- (1) The legal seat of the association is in Magdeburg (Germany).
- (2) The association is established for an indefinite duration.
- (3) The financial is equal to one calendar year.

#### **Article 3: Purpose of the Association**

- (1) The European Chemical Regions Network is an international non-profit association that promotes the European chemical regions.
- (2) The association pursues the following aims:
  - Advocating common interests towards the institutions of the European Union,
  - Exchanging and transfer of knowledge,
  - Disseminating information and contacts between the chemical regions in Europe,
  - Initiating of projects for the promotion of the chemical regions,

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<sup>1</sup> The association is registered in the German *Vereinsregister* (register of associations). “e.V.” stands for *Eingetragener Verein*, i.e. registered association, meaning that the association holds the legal status and benefits of a registered association.

(courtesy translation)

- Being open to all chemical regions in Europe,
- Developing new relationships with business partners, trade unions and other associations and organisations relevant for the chemical regions in Europe.

#### **Article 4: Non-Profit Character**

- (1) The funds of the association may only be used for statutory purposes.
- (2) The members shall not receive any financial benefits or allocations from the funds of the association.
- (3) No person shall be favoured by expenditures that are unrelated to the purpose of the association.

## **II. Members**

#### **Article 5: Membership Conditions**

- (1) Membership is open to all chemical regions within the European Union.
- (2) Members must be regional public bodies.
- (3) The region should be larger than a city and comprise a high proportion of companies in the chemical industry.
- (4) Applications for membership should be submitted in writing.
- (5) The General Assembly shall decide on the admission of new members. The decision can also be made by means of correspondence and a written circulation procedure.

#### **Article 6: Termination of Membership**

- (1) Membership can be terminated by a written notice of resignation addressed to the Executive Board, by expulsion on the part of the association, or by dissolution of the legal entity in the member region.
- (2) The membership can be terminated also in the case arrears by more than one year with the annual membership fees or because of serious violation of statutory obligations.
- (3) All rights and claims of the member expire upon termination of membership. Membership fees are non-refundable.
- (4) Claims of the association regarding arrears with contributions or other receivables remain unaffected.

#### **Article 7: Membership Fees**

- (1) Membership fees shall be collected.
- (2) The General Assembly determines the amount and maturity of membership fees.

(courtesy translation)

(3) Members who pay no membership fee for one year shall be designated into a status of an observer. The General Assembly decides on the change of status. Members with the observer status possess no active or passive voting rights in the statutory meetings specified in Article 8. The observer status will terminate automatically upon the next membership fee payment.

### **III. Organisational Structure of the Association**

#### **Article 8: Bodies of the Association**

The bodies of the association are:

- a) the General Assembly,
- b) the Executive Board, and
- c) the Permanent Working Group.

#### **Article 9: General Assembly**

(1) The General Assembly is composed of the member regions, which are represented by delegates.

(2) Each member shall be represented by one delegate.

(3) A General Assembly shall be organised once a year.

(4) The Executive Board shall call the General Assembly with a written invitation that includes the agenda and is sent at least four weeks prior to the meeting.

(5) The Executive Board shall summon an extraordinary General Assembly if at least one third of the members request it in writing and state reasons for it or if the common interests of the association so demands.

(6) The General Assembly shall be tasked with all duties which have not been explicitly allocated to other bodies of the association in the Statute, in particular:

- a) Election of the Executive Board,
- b) Election of the Treasurer,
- c) Decisions regarding changes of the Statute,
- d) Decision concerning the dissolution of the association,
- e) Decisions regarding the admission and the expulsion of members,
- f) Content-related positioning and thematic orientation of the association,
- g) Determination of membership fees and their maturity,
- h) Approval of the annual action plan and budget plan, as well as the annual report of activities and financial statements,
- i) Granting discharge of liability to the Executive Board,
- j) Monitoring activities of the other bodies of the association.

(courtesy translation)

(7) The General Assembly shall be chaired by the President. In case the President is not able to attend, the meeting shall be chaired by one of the Vice-Presidents. If they are not present, the General Assembly elects a chairperson for the meeting.

(8) The decisions of the General Assembly shall be recorded in minutes, which shall be signed by the chairperson and the recording secretary. The minutes shall be sent to all members.

#### **Article 10: Quorum**

(1) The General Assembly constitutes a quorum if more than half of the members are present.

(2) Decisions of the General Assembly shall be made by a simple majority vote of the members who are present; fundamental decisions in accordance with Art. 9 (6) e) and g) require a qualified two-third majority vote.

(3) For decisions in accordance with Art. 9 (6) c) and d), a three-quarter majority of the votes shall be required.

(4) Each member has one vote.

(5) Voting rights can only be exercised in person or by proxy (providing another member with a written authorisation).

(6) The voting can be done by openly (show of hands) or, upon a decision by the General Assembly, by a secret ballot.

#### **Article 11: Executive Board**

(1) The Executive Board is composed of:

a) the President,

b) two Vice-Presidents,

c) one representative per Member State in which member regions are located, taking into account the two Vice-Presidents, and

d) a Treasurer.

(2) The association is judicially and extra-judicially represented jointly by the President and one of the Vice Presidents.

#### **Article 12: Election and Term of Office of the Executive Board**

(1) The members of the Executive Board shall be elected for a term of two years. Re-election is permitted.

(2) The Executive Board shall remain in office until a new Executive Board is elected.

(courtesy translation)

### **Article 13: Executive Board's Resolutions**

(1) The Executive Board shall have a quorum if more than half of its members are present. Voting rights can be exercised only in person or by a proxy (providing another Executive Board member with a written authorisation).

(2) The Executive Board shall adopt its resolutions by a simple majority.

(3) The Executive Board shall meet at least once a year.

(4) The Executive Board may also take decisions by correspondence and written circulation procedure.

(5) The Executive Board may at any time invite representatives from other institutions and member regions.

(6) A representative of the Network Secretariat shall be present during the meeting of the Executive Board.

### **Article 14: Tasks of the Executive Board**

(1) The Executive Board is the decision-making body of the association.

(2) The Executive Board recommends the positioning of the association regarding content-related issues to the General Assembly. In case of not reaching consensus on a particular issue, the Executive Board shall decide by simple majority (of the present members) and shall then pass the decision on to the next General Assembly for confirmation.

(3) The Treasurer shall have the duty of presenting a draft budget for the next financial year and of monitoring the financial management. The Executive Board is responsible for and shall answer to the General Assembly for the correct use of funds.

### **Article 15: Permanent Working Group**

(1) The Permanent Working Group is responsible for the implementation of the decisions of the Executive Board and the action plan.

Each member shall delegate one representative from the working level to the Permanent Working Group.

(2) The Permanent Working Group shall meet regularly, at least three times a year.

The representative of the region holding presidency of the Executive Board is also in charge of the Permanent Working Group.

### **Article 16: Network Secretariat**

(1) The Network Secretariat of the association is appointed by the Executive Board.

(courtesy translation)

(2) The Network Secretariat shall provide technical and administrative support the Executive Board and the Permanent Working Group in the implementation of their tasks.

(3) The Network Secretariat shall work together with the members and maintain constant contact with their responsible delegates.

(4) Furthermore, the Network Secretariat shall act as a contact point for other institutions and organisations.

#### **IV. Finances, Dissolution**

##### **Article 17: Auditor**

(1) The General Assembly shall elect an auditor for the term of two years.

(2) The auditor shall not be member of the Executive Board.

(3) The Auditor shall carry out the audit of the association's accounts, including inspection of factual and mathematical correctness of bookkeeping records and receipts at least once in a financial year, and report the result to the Executive Board in writing.

(4) The Auditor shall provide an audit report to the General Assembly propose the discharge of the Treasurer and the other Executive Board members from liability given that the accounts have been properly managed.

##### **Article 18: Dissolution of the Association**

(1) The dissolution of the association can only be decided upon by the General Assembly and a majority vote in accordance with Article 9 (6) d) and Article 10 (3).

(2) In case of dissolution of the association, the assets of the association shall be divided among the current members. This division shall be proportional to the membership fees paid in the previous year. Members are obliged to use the acquired gains for non-commercial or charitable purposes.

Brussels, 26 February 2014