

# **European Association on Antennas and Propagation, in short: "EurAAP"**

*13a Avenue de Tervueren, 1040 Brussels, Belgium*

## **Statutes**

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### **SECTION I - NAME - HEADQUARTERS**

#### **Article 1**

The *Association* named *European Association* on Antennas and Propagation, in short: "EurAAP", is an international *Association* with a scientific, educational and technical purpose, within the framework of the Belgian law of October 25, 1919, amended by the Belgian law of December 6, 1954.

#### **Article 2**

The registered office of the *Association* is situated at 13a Avenue de Tervueren, box 2, Brussels, in Belgium.

#### **Article 3**

The implementation of the present statute is further detailed by the EurAAP **Internal Rules**, listed in a separate document.

#### **Article 4**

The working language is English.

The *Internal Rules* shall list the cases when other languages can be used.

### **SECTION II - AIMS - DURATION**

#### **Article 5**

The aim of the *Association* is to maintain, develop and broaden on a non-profit basis, the European objectives activities initiated by the European Network of Excellence "ACE" with the following initial list:

- Organising and endorsing European Conferences, in particular the European Conference on Antennas and Propagation, as well as European workshops and all associated events;

- Perpetuate and extend the European Antenna VCE (Virtual Centre of Excellence);
- Supporting European Schools and Master & PhD programmes on antennas and propagation;
- Circulating and exchanging information among European scientists and engineers on antennas and propagation, promoting standardisation;
- Networking and uniting antenna and propagation Enterprises, Academia, local Societies, scientists and engineers in Europe;
- Providing a common voice for European scientists and engineers on antennas and propagation in and outside Europe;
- Promoting European research on antennas and propagation and attaining full recognition of Antennas and Propagation as a scientific R&D domain by the European Union;
- Organising co-operations with antenna and propagation community and its Societies and Institutes at the international level.

The *Association* can perform all actions directly or indirectly related to its objectives. It is particularly allowed to organize any form of cooperation between its members, symposia, seminars, study schemes, and to carry out and publish studies, magazines or books, etc.

## Article 6

The *Association* is formed for an unlimited lifetime; it may be wound up at any time. The social year runs from January 1 to December 31 of each year.

## SECTION III - MEMBERS - BODIES

### Article 7

The *Founder Members* of the *Association* are:

- Prof. Juan Mosig, Ecole Polytechnique Fédérale de Lausanne, Switzerland
- Dr. Per Ingvarson, Saab Space, Gothenburg, Sweden
- Dr. Bruno Casali, Ingegneria dei Sistemi, Pisa, Italy

### Article 8

The *Members* of the *Association* are:

- the **Founder Members**;
- other physical persons admitted as **Members**,
- other physical persons admitted as **Affiliates**, without voting rights

as detailed in the “Internal Rules”.

The number of *Members* and *Affiliates* of the *Association* is not limited.

### Article 9

The *Delegates* of the *Association* are:

- the *Founder Members*;
- the *Elected Regional Delegates*, the *Members* elected by the *Association Members* for a three-year term;

- the *Additional Delegates*, the *Members* elected by the *Delegates Assembly* for a three-year term and revocable by it, representing institutions or activities of recognized relevance to the *Association*.

### Article 10

Legal entities can be admitted as **Associated Institutions**.

The number of *Associated Institutions* is not limited.

### Article 11

The *Association* will be governed by the following bodies:

- a) the **Delegates Assembly**, composed by *Delegates*;
- b) the **Board of Directors**, composed by *Directors*.

### Article 12

*Members*, *Affiliates* and *Associated Institutions* are admitted on request, by decision of the *Delegates Assembly*. The *Delegates Assembly* can appoint a *Delegate* to act on behalf of the *Delegates Assembly* in accepting the admissions of the *Members*, *Affiliates* and *Associated Institutions*.

*Members*, *Affiliates* and *Associated Institutions* are free to withdraw with a three-month notice by sending their resignations recorded delivery with acknowledgment of receipt to the *Secretary*. However, before actually withdrawing, they shall have to fulfil all their obligations towards the *Association*.

*Members*, *Affiliates* and *Associated Institutions* shall be excluded or suspended only on decision of the *Delegates Assembly* and after that the concerned subjects had the opportunity to defend themselves.

Resigning, excluded or suspended *Members*, *Affiliates* and *Associated Institutions* and the assigns or rightful claimants of a deceased *Member* and *Affiliate* shall have no rights over the *Association's* funds. They shall not be in a position to claim or request records, account rendering, affixing of seals nor inventories.

*Internal Rules* shall define admission criteria, exclusion and suspension processes and shall particularly set up the rights of defence.

### Article 13

The annual fees for *Members* and *Affiliates* are determined by the *Delegates Assembly*. Annual fees may vary according to the status of the *Members* and *Affiliates*.

*Members* and *Affiliates* are legally part of the *Association* as long as the annual fee is paid.

The fees shall never be reimbursed.

The financial contribution of the *Associated Institutions* are determined by the *Delegates Assembly*.

*Internal Rules* shall determine objective criteria to fix the fee amounts to be decided by the *Delegates Assembly* for *Members*, *Affiliates* and the financial contributions of the *Associated Institutions*.

## SECTION IV - DELEGATES ASSEMBLY

## Article 14

The *Delegates Assembly* is the sovereign power of the *Association*.

The following decisions are reserved for its competence:

1. General policy, including financial aspects, of the *Association*;
2. Amendments to the Statutes of the *Association*;
3. Approvals of the Internal Rules of the *Association*
4. The winding-up of the *Association*;
5. Admittance of *Members*, *Affiliates* and *Associated Institutions*;
6. Exclusion or suspension of *Members*, *Affiliates* and *Associated Institutions*;
7. Any decisions exceeding the powers legally or statutory granted to the *Board of Directors*

taken by a majority of two thirds of the present or represented *Delegates*, and

8. Election and removal of *Directors*;
9. Approval of the *Board of Directors* 's report (including balance sheet, accounts and budget);
10. Appointment of the auditors;

taken by a majority of the present or represented *Delegates*.

The use of the electronic voting, by EurAAP website, is allowed.

## Article 15

The *Internal Rules* detail the rules for *Delegates* elections. *Delegates* may be re-elected. If a *Delegate* cannot complete his/her term, he/she will be replaced by the first runner-up candidate.

The *Delegates Assembly* is chaired by the *Chairperson*, or, failing that, by the *Vice-Chairperson*, both supported by the *Secretary*. The *Chairperson*, the *Vice-Chairperson* and the *Secretary* are elected by the *Delegates Assembly* for a three-year term. The *Chairperson*, *Vice-Chairperson* and the *Secretary* are eligible for re-election for a maximum of up to three-year.

## Article 16

The *Delegates Assembly* shall be held at least once a year, with time and place determined by the *Chairperson*. The *Delegates Assembly* must be convened when at least one third of the *Delegates* so request. Any *Delegates Assembly* shall be held on the day and the time and place stated in the convening notice.

## Article 17

The *Delegates Assembly* shall be convened by the *Secretary* acting on behalf of the *Chairperson*, sending acknowledge e-mail addressed to all *Delegates*, at least one month before the *Delegates Assembly*. Convening notices shall contain the agenda and all the material relevant to the meeting.

## Article 18

The *Delegates Assembly* shall first deliberate on the agenda approved at the beginning of the session, and analyse the questions raised during the session. However, proposals or amendments to the Statute of the *Association*, which were not mentioned in the convening notice, will not be deliberated.

All *Delegates* have an equal right to vote and each *Delegate* possesses one vote. *Delegates* who could not attend the *Delegates Assembly* may be represented by a proxy.

**Article 19**

For decisions requiring the majority of the votes, the *Delegates Assembly* is validly constituted when at least half of the *Delegates* are present or represented. For decisions requiring two thirds of the votes, the *Delegates Assembly* is validly constituted when at least two thirds of the *Delegates* are present or represented.

**Article 20**

The Annual *Delegates Assembly* shall appoint one or more auditors for a renewable three-year term, entrusted with verifying the accounts of the *Association*. Should the auditors be prevented from fulfilling their term, a *Delegates Assembly* shall provide for their replacement on either a temporary or a permanent basis.

**Article 21**

The decisions of the *Delegates Assembly* shall be countersigned in minutes in a special register signed by the *Chairperson* and the *Secretary* or, failing that, by one of the present *Delegates*, appointed as *Secretary* for that meeting. The register is kept at the registered office of the *Association*, where all the *Members* may read it without taking it away. Electronic versions of the abovementioned documents can be used, for archive and distribution purposes.

**SECTION V - BOARD OF DIRECTORS****Article 22**

The *Association* shall be administered by a *Board of Directors* composed by a minimum number of three *Directors*. The *Directors* of the *Association* are elected by the *Delegates Assembly* among *Delegates*, for a three-year term and revocable by it.

The *Internal Rules* detail the rules for *Directors* elections and fix the number of *Directors*.

**Article 23**

Among the *Board of Directors*, the *Delegates Assembly* elects the *Chairperson*, the *Vice-Chairperson* and the *Secretary*. Should the *Chairperson* be unable to attend, the *Chairperson*'s functions shall be carried out by the *Vice-Chairperson*.

**Article 24**

The *Board of Directors* shall meet at least once a year when convened by the *Chairperson*, or at any time if necessary to the good operation of the *Association*. The *Board of Directors* shall also be convened if one third of its members request so. The *Board of Directors* is allowed to rule if at least half of its members are present. Decisions of the *Board of Directors* are adopted by an absolute majority of the votes cast from the present *Directors*. In the event of equal voting, the *Chairperson* or the substitute has the casting votes. Deliberations of the *Board of Directors* shall be entered in minutes in a special register, which shall be signed by the *Chairperson* and the *Secretary*. Copies and extracts, as well as all acts, shall be signed by the *Chairperson* and the *Secretary*.

**Article 25**

The *Board of Directors* is invested with the powers to perform the acts of administration and management of the *Association*. The *Board of Directors* shall administrate the *Association* according to the general policy determined by the *Delegates Assembly*. The *Internal Rules* detail the tasks of the *Directors*.

Without prejudice to authorizations provided by the law and the present Statutes, the *Board of Directors* may, on behalf of the *Association*, execute and receive any payment, request or give receipt of the payment, give or receive any deposit, acquire or alienate personal or real estates, rent or let with a lease, even for more than nine years, accept and receive private or state subsidies, accept and receive legacies, donations and transfers, grant and accept loans and advances, with or without cover, grant and accept subrogation and securities, mortgage social real estates, waive contractual or actual rights, decide to release mortgages, plead whether as plaintiff or defendant before any jurisdiction, carry out court decisions, deal or compromise, the above enumeration being enunciativa and not limitative.

## **Article 26**

Actions exceeding day-to-day management and committing the *Association* shall be signed by the *Secretary* or the *Chairperson* acting alone. Legal proceedings as plaintiff or defendant shall be managed by the *Board of Directors* represented by the *Secretary*.

Signatories shall not have to justify their powers to third parties. Financial contracts exceeding the field of current expenses shall have to be signed by the *Chairperson* and the *Secretary* of the *Association*.

## **Article 27**

By their functions, *Directors* do not contract any personal obligation. Their responsibilities are limited to the performance of their terms of office. *Directors* are not paid to perform their functions. However, their expenses may be reimbursed.

## **SECTION VI – WORKING GROUPS**

### **Article 28**

The implementation of the *Association* activities is organised by several **Working Groups**, focused on the specific aspects of the *Association* aims, as stated in Article 5.

Each *Working Groups* has to have its own structure and a Responsible, in order to guarantee the correct management of its activities.

### **Article 29**

The *Working Groups* are accepted by the *Delegate Assembly*.

The *Working Groups* are represented in the *Delegate Assembly* by a Responsible, who annually reports the *Working Groups* activity to the *Delegate Assembly*.

### **Article 30**

The rules adopted in the *Working Groups* for the implementation of the *Association* activities are left to the *Working Groups*. However, a tight compliance with the overall mission of the *Association* must be guaranteed.

## SECTION VII - ANNUAL ACCOUNTS - BUDGET

### Article 31

The *Association* financial account is subdivided into internal accounts:

- an **EurAAP Account**;
- one **WG Account** per each *Working Group*.

The *EurAAP Account* will be used to manage the general expenses of the *Association* and will receive the *Members* and *Affiliates* fees and the financial contributions of the *Associated Institutions*.

The *WG Accounts* will be used to manage separately the financial income and outcome related to the *Working Group* activities.

The *Working Groups* are expected to contribute to the general expenses of the *Association*.

The *Internal Rules* shall fix the formal and economic relationships between the *Working Groups* and the *Association*.

### Article 32

On February 28 of each year, the *Board of Directors* shall make up the *Association* accounts of the previous year and fix the budget for the year to come. The *Board of Directors* shall submit the budget and accounts for approval by the next annual *Delegates Assembly*.

### Article 33

Auditors appointed according to Article 19 of the present Statutes shall carry out the annual audit of the *Association* and send the report to the annual *Delegates Assembly*.

## SECTION VIII - AMENDMENTS - WINDING-UP - LIQUIDATION

### Article 34

The *Delegates Assembly* is allowed to deliberate amendments to the statutes if stated in the convening notice. At least two thirds of the *Delegates* must be present to deliberate validly.

Amendments of the statutes will take effect only after approval by Royal Decree and after that the conditions of publicity, required by Article 3 of the Law of 25 October 1919, will have been fulfilled.

### Article 35

The *Delegates Assembly* shall be allowed to decide the winding-up of the *Association*. Should two thirds of the members not be present nor represented to the first meeting, a second meeting shall be convened and allowed to deliberate validly whatever the number of present members. This specific case overrides the rules for the *Delegates Assembly* validity detailed in Article 18.

### Article 36

In the event of voluntary winding-up, the *Delegates Assembly* shall appoint one or two liquidators and determine their powers.

**Article 37**

In the event of any winding-up, whether voluntary or judicial, at any time and for any reason, the *Delegates Assembly* shall decide to allot the *Association's* assets, after liabilities have been discharged, to an institution whose object and purpose are similar to the present *Association*.

**Article 38**

Any clause, which is not dealt with by the present statutes and in particular about the publications in the annexes of the Belgian Moniteur, will be ruled according to the law.