

# EURAMET e.V. Byelaws



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## EURAMET e.V. Byelaws

as established at the General Assembly on 11 January 2007

in its version of as of 25<sup>th</sup> July 2016

**§ 1**  
**Name, domicile, financial year, legal representation**

- (1) The name of the Association is "EURAMET e. V.". The Association is registered with the Register of Societies in Germany.
- (2) The Association and its Secretariat are domiciled in 38116 Braunschweig, Bundesallee 100, Germany.
- (3) The financial year of the Association is the calendar year.
- (4) The language used by EURAMET is English. Documents with importance for the German fiscal authority and Register of Associations will be translated into German by the Secretariat.
- (5) The applicable law is the German law.
- (6) In and out of court the Association is legally represented by the Chairperson or by one of the Vice-Chairpersons. The Vice-Chairperson (EMPIR) represents the Association only in matters of the metrology research programmes.

**§ 2**  
**Purpose of the Association**

- (1) The Association serves the promotion of science and research and European co-operation in the field of metrology.
- (2) The aim of the Association will be realized by the following measures in particular:
  - a) improvement of the efficiency of use of available resources to better meet metrological needs and to assure the traceability of national standards;
  - b) performing the tasks of a European Regional Metrology Organisation (RMO) with the objective of worldwide mutual recognition of national measurement standards and of calibration and measurement certificates;
  - c) co-ordination of joint use of special facilities of Members;
  - d) promotion and co-ordination of scientific knowledge transfer and experience in the field of metrology realized by the following measures inter alia:

running training programmes, workshops and an internet information forum open to the public, publication of scientific results in professional journals and organisation of scientific conferences;
  - e) facilitation of technical co-operation between EURAMET Members and metrology institutes beyond EURAMET and with other regional and international metrology organisations;
  - f) co-operation with European and international organisations responsible for research or quality infrastructure, inter alia by participation in the preparation of harmonized technical documents;
  - g) co-operation with European and international standardisation bodies to promote and develop standards;
  - h) representing metrology at the European level and promoting best practice to policy and

political decision makers with regard to the metrological infrastructure and European co-operation;

- i) development and support of European-wide research co-operation in the field of metrology and measurement standards and the creation of the necessary bodies;
  - j) support of Members and Associates when applying for research funds for the purpose of European cooperative projects in the fields indicated in h).
- (3) An activity under § 2 (2) i) is the development, regular updating and implementation of European Metrology Research Programmes (EMRP) which will be subject to funding conditions and Rules of Procedure. The EMRP activities may be funded by the Members participating in a specific metrology research programme, by the European Commission or other similar sources of funding. EMRP allows for programme orientated funding and evaluation of joint research and development activities carried out by the Members of EURAMET. The specific research programmes in the frame of EMRP<sup>1</sup> will be executed by the participating Members, and by other organisations authorised to do so in the funding conditions. EURAMET itself will not execute projects under the specific research programmes.
- (4) The purposes pursued by EURAMET domestically and internationally are exclusively of a non-profit character within the meaning of the section “Tax-privileged purposes” of the German Fiscal Code.
- (5) EURAMET will act selflessly and does not predominantly pursue its own financial interests.
- (6) EURAMET’s funds may be used only in the short term and for purposes in accordance with the Byelaws. The Members will not get any financial support from the Association because of their Membership but solely for the execution of programmes and projects or reimbursement of travel cost in individual cases. In case of expulsion from EURAMET or upon dissolution of the Association the Members or Associates will not be allowed to make financial demands on EURAMET. No member or associate shall be given a benefit through reimbursement of expenses incurred for purposes which are not in compliance with the Association’s aims.

### **§ 3 Rules of Procedure**

In order to establish the procedures and standard processes of EURAMET the General Assembly will agree on Rules of Procedures unless responsibility for such matters has been entrusted to another body by these Byelaws or by the General Assembly.

### **§ 4 Members / Associates**

- (1) Membership in EURAMET is open to:
- a) National Metrology Institutes (NMIs) of member states of the European Union and of the European Free Trade Association, which commit themselves to support the aims and tasks of EURAMET.

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<sup>1</sup> Specific metrology research programmes of the Association:  
iMERA-Plus: 2007-2012 (ERANET-Plus)  
EMRP: 2010 - 2017 (Art. 185)  
EMPIR: 2015 - 2024 (Horizon 2020)

- b) NMIs of European states other than mentioned in § 4 (1 a) may join EURAMET as a member if they fulfil the following criteria:
- the traceability routes to the SI<sup>2</sup> shall be identified and in operation;
  - the institute shall show evidence of appropriate participation in interlaboratory comparisons with other NMIs or Designated Institutes;
  - the Institute shall show evidence of active participation in EURAMET projects.
- c) European Commission's institutes working in the field of metrology.
- (2) Only one institute per state can obtain EURAMET Membership. For those states which have more than one institute responsible for maintaining national measurement standards, these institutes have to decide which of them will be the EURAMET member. Further institutes of this state can become Associates of EURAMET according to § 4 (3).
- (3) Associate status in EURAMET is open to
- (a) Institutes according to § 4 (1) which are unable to join EURAMET as a member for legal reasons;
  - (b) Institutes according to § 4 (1 b) which are applying for Membership but are still not fulfilling the acceptance criteria;
  - (c) Further Designated Institutes<sup>3</sup> (DIs) of a state with a member, if they are responsible for certain national measurement standards and associated metrological services that are not covered by the activities of the NMI and if they intend to participate actively in the CIPM-MRA. These DIs shall fulfil the same criteria as outlined for NMIs in § 4 (1 b) as far as applicable.
- (4) Natural or legal persons may also join EURAMET as Associates, if they commit themselves to support the Association's purpose as defined in these Byelaws actively or passively.
- (5) An application for Membership or associate status of EURAMET shall be submitted in written form to the Secretariat. The decision on the application will be made by the General Assembly by a simple majority. Details will be given in Rules of Procedure.
- (6) Each member will nominate a permanent representative (delegate) and an alternate to the delegate. They have to be active staff of the member institute (NMI) or of an associated DI of that country. The registered delegate shall represent the member institute and the associate Members of that country in the General Assembly. The delegate has to be authorised by the member NMI to take actions and make the statements necessary for the execution of Membership and representing the national metrology system as a whole. In cases where the delegate is active staff of an associated Designated Institute, the NMI has to ensure that the registered delegate is granted power of attorney to represent the member by signing the respective EURAMET template. In these cases, an alternate has to be nominated who is an active staff member of the member NMI.
- (7) Associates have no voting rights. They are allowed to join the General Assembly Plenary Session. They may participate in the delegates only working session, if they are invited to do so by the Chairperson. The specific rights and duties of the various kinds of Associates are regulated in Rules of Procedure. Associates have to nominate a permanent contact person for arranging the participation in the relevant EURAMET bodies and for receiving minutes and documents.
- (8) Members who belong to a state which is participating in a metrology research programme (herein called EMPIR Members), shall participate in the EMPIR Committee. Application for and distribution of funding will be subject to funding conditions and rules of the specific programme drawn up by the EMPIR Committee.
- (9) EURAMET may maintain permanent relationship with other governmental or non-

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<sup>2</sup> SI: International System of Units.

<sup>3</sup> Designated by the responsible national authority for metrology to the BIPM and listed in the Appendix A of the KCDB.

governmental organisations and institutions with activities relating to the field of metrology. These liaison organisations may apply for a permanent relationship with EURAMET to the Chairperson in writing. The General Assembly decides on the application.

## **§ 5 Termination of Membership**

- (1) Membership and associate status end by:
  - a) dissolution of the member or associate;
  - b) withdrawal from the Association;
  - c) expulsion of the member or associate;
  - d) dissolution of EURAMET e. V.
- (2) Withdrawal shall be declared to the Chairperson in writing. A member or an associate can withdraw at any time having given three months' notice but must cover its financial obligations.
- (3) Members or Associates which withdraw or are excluded from the Association have to discharge all commitments of responsibilities for projects and activities unless agreed otherwise.
- (4) Expulsion is permissible only for serious reasons. It must be approved by a decision of the General Assembly. In particular a member or associate may be expelled for failing to fulfil the responsibilities assigned to him, despite a written request stating a deadline . A member or associate may also be expelled for failing to fulfil its financial obligations within six months despite the receipt of a written reminder.
- (5) Associates according to § 4 (3) c may be excluded if they do not fulfil the expectations related to the participation in the CIPM-MRA<sup>4</sup> within a period of five years. Details will be given in the Rules of Procedure.
- (6) Before a decision is taken the member or associate must be given the opportunity to comment and to provide a written statement relating to the occurrence.

## **§ 6 Finances**

- (1) EURAMET finances its activities in particular by:
  - a) Fees paid by Members and Associates;
  - b) Fees for participation in metrology research programmes;
  - c) Funds of the European Commission.
- (2) The amount and due date of fees to be paid by Members and Associates will be fixed by the General Assembly.
- (3) Members who belong to a state which is participating in a metrology research programme

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<sup>4</sup> Mutual Recognition Arrangement for national measurement standards and for calibration and measurement certificates issued by NMIs, drawn up by the Comité international des poids et mesures (CIPM)

will pay additionally fees to meet the administrative costs for the execution of the metrology research programmes. The amount and due date of these fees will be fixed by the EMPIR Committee.

- (4) EURAMET shall be competent to execute both a jointly funded EMRP subject to the appropriate approval of the European Commission, and other similar jointly funded programmes.

## **§ 7 Bodies of the Association**

Bodies of the Association are the:

- a) Chairs Group (Chairperson and two Vice-Chairpersons);
- b) Board of Directors;
- c) General Assembly;
- d) EMPIR Committee;
- e) Secretariat.

## **§ 8 Chairperson and Vice-Chairpersons**

- (1) EURAMET has a Chairperson and two Vice-Chairpersons. They will be elected for a period of three years by a simple majority of the valid votes cast by ballot paper. Abstentions are regarded as invalid votes and therefore not as cast votes. Only full terms of office will be taken into consideration for the possibility of a re-election.
- (2) The Chairperson will be elected by the General Assembly. He or she should be elected one year before his or her period of office starts with the status of a Chairperson elect. The Chairperson will become a member of the Board of Directors with voting right during the year before the term of office starts and remain on the Board for one year after the period of office with the status of Past Chairperson. The Chairperson can be re-elected for one further term of office not immediately following the first term of office. The Vice-Chairpersons can be re-elected immediately once, giving a maximum of two consecutive periods in office.
- (3) If the Chairperson withdraws during the term of office the Chairperson elect will become the Chairperson. If there is no Chairperson elect the Vice-Chairperson (GA) will be the Chairperson until the General Assembly elects a new Chairperson.
- (4) The Vice-Chairperson (GA) will be elected by the General Assembly. His or her period of office will commence at the time of his election. The Vice-Chairperson (GA) is responsible for member services and for the representation of the Association in general EURAMET matters.
- (5) The elected EMPIR Chair under § 14 (3) of these Byelaws will become a Vice-Chairperson (EMPIR). The term of office as Vice-Chairperson (EMPIR) starts and ends with the term of office as the EMPIR Chair. The Vice-Chairperson (EMPIR) will be elected by the EMPIR Committee. He or she is responsible for the metrology research programmes and for the representation of the Association in matters of the metrology research programmes.
- (6) Only natural persons can be elected as Chairperson or as Vice-Chairpersons. The Chairperson

and the Vice-Chairperson (GA) must be a delegate of a member during the term of office. The country of origin of the Chairperson, the Vice-Chairperson (GA), the EMPIR Chair and her or his deputy must be different.

- (7) The countries which provide the Chairperson or the EMPIR-Chair have the right to send the nominated alternate for participation in the General Assembly or the deputy representative for participation in the EMPIR Committee meetings. In this case, the voting right passes to the alternate or the deputy EMPIR representative and the Chairperson or the EMPIR Chair have no voting right in the respective meetings.
- (8) If there is a serious reason, the Chairperson and the Vice-Chairpersons can be deselected by the General Assembly with a two-thirds majority of the valid votes cast.
- (9) The Chairperson and the Vice-Chairpersons are not liable for minor negligence.
- (10) The responsibilities of the Chairperson and the Vice-Chairpersons will be described in the Rules of Procedure.

## **§ 9 Board of Directors**

- (1) The Board of Directors consists of:
  - a) the Chairperson and two Vice-Chairpersons;
  - b) the Chairperson elect during the year before his or her term of office and the immediate past Chairperson during the year after his or her term of office;
  - c) six elected Members.
- (2) The Board of Directors should reflect the diversity of the Members in respect of geography, level of metrological development and metrological impact in Europe. EURAMET will encourage and support a good gender balance in the representation of the Board of Directors.
- (3) The Members of the Board of Directors according to § 9 (1) c) of these Byelaws will be elected by ballot paper by the General Assembly by a simple majority of the valid votes cast. Abstentions are regarded as invalid votes and therefore not as cast votes. Members will be elected for a period of two years and can be re-elected several times but not for more than three consecutive terms of two years. Only full terms of office will be taken into consideration for the possibility of the re-election.
- (4) Only natural persons can be elected as Members of the Board of Directors and must be delegates during their terms of office.
- (5) If a member of the Board of Directors according to § 9 (1) c) of these Byelaws withdraws during his or her term of office the General Assembly elects a new member.
- (6) If there is a serious reason, a member of the Board of Directors can be deselected by the General Assembly with a two-thirds majority of the valid votes cast.
- (7) The General Secretary, the Member Service Manager and the Programme Manager have an observer status in the Board of Directors. They participate in meetings of the Board of Directors without voting right.
- (8) The Members of the Board of Directors are not liable for minor negligence.

**§ 10**  
**Responsibilities and decision-making of the Board of Directors**

- (1) The Board of Directors is responsible for the matters with which EURAMET is concerned unless the responsibility for such matters has been entrusted to another body by the Byelaws. The Board of Directors should consult the General Assembly ahead of a decision if a broader view of opinion is required. The Board of Directors' tasks include the following:
  - a) governance of EURAMET;
  - b) identification of objectives and development of strategies;
  - c) execution of the decisions taken by the General Assembly;
  - d) ensuring the availability of adequate financial resources; endorsement of annual budget (without related budget for metrology research programmes), to be submitted for final adoption to the General Assembly;
  - e) selection and appointment of the General Secretary and the Member Service Manager and appointment of staff of the Secretariat;
  - f) joint selection together with the EMPIR Committee of the Programme Manager and formal appointment of the Programme Manager;
  - g) review of the performance of the Management Board; fixing the scope of activities for the Secretariat and formulate the (yearly) objectives; setting the salaries and compensation of Secretariat staff;
  - h) regular quality management system review including follow-up to internal audits and risk management with verification of corrective actions when meeting such obligations is of risk;
  - i) establishment and closure of Task Groups with approval of the GA;
  - j) appointment of members of Task Groups and Task Group convenors.
- (2) The Board of Directors is entitled to transfer the execution of tasks or parts of them to the General Secretary and the Secretariat.
- (3) In general the Board of Directors takes its decisions during meetings. A meeting will be chaired by the Chairperson or in his or her absence by the Vice-Chairperson (GA). It will be summoned in writing or via E-Mail. The Board of Directors meeting must be summoned four weeks in advance unless all Members agree to a shorter notice period of time. A quorum of the Board of Directors is five Members including the Chairperson or the Vice-Chairperson (GA) who is chairing the meeting. The Board of Directors will attempt to reach decisions by consensus whenever possible. If consensus cannot be reached decisions shall be based upon the simple majority of the valid votes cast. Abstentions are regarded as invalid votes. In the event of a tied vote the Chairperson or in his or her absence the Vice-Chairperson (GA) who is chairing the meeting shall have the casting vote. The resolutions of the Board of Directors must be included in the minutes.
- (4) The Board of Directors may take its decisions by written voting (by circular letter, E-mail or electronic voting). A decision requires the simple majority of the valid votes cast. A quorum is five Members. Abstentions are regarded as invalid votes. The decisions have to be recorded in writing by the Secretariat and the resolution shall be notified to the Members of the Board of Directors immediately.



## **§ 11 General Assembly**

- (1) The General Assembly is the highest authority to the Association. The General Assembly has to be kept informed on all matters of importance to the Association.
- (2) The General Assembly consists of the registered delegates according to § 4 (6). of the Members of the Association. Every delegate has one vote in the General Assembly. A delegate who is prevented from participating may send his or her registered alternate to the General Assembly. In this case the alternate has voting right in the General Assembly.
- (3) The following tasks come within the competence of the General Assembly:
  1. election of the Chairperson, the Vice-Chairperson (GA), the Members of the Board of Directors and of the Chairs of the Technical Committees (TCs);
  2. removal of the Chairperson, Vice-Chairpersons, Members of the Board of Directors and TC-Chairs;
  3. adoption of resolutions concerning amendments to the Byelaws and the dissolution of the Association;
  4. adoption of resolutions concerning the acceptance and expulsion of Members and Associates;
  5. fixing the amount and due date of the fees to be paid by Members and Associates;
  6. appointment of financial auditors and internal auditors;
  7. final adoption of the budget;
  8. acceptance of the annual report and the statement of account and discharge of responsibilities of the Chairpersons, the General Secretary and the Member Service Manager;
  9. approval of objectives and strategy;
  10. decisions on the necessary Rules of Procedure and Terms of Reference for the General Assembly, the EMPIR Committee, the Board of Directors, the Secretariat, the Technical Committees and the Research Council;
  11. creation and closure of Technical Committees;
  12. creation and closure of General Assembly working groups;
  13. appointment of the personal Members and approval of institutional Members of the Research Council;
  14. approval of creation and closure of Task Groups.

## **§ 12 Summoning and decision-making of the General Assembly**

- (1) The General Assembly meets at least once a year. It is summoned in writing or by e-Mail by the Chairperson at least ten weeks in advance. The Members will be asked to inform the Chairperson in writing of items they wish to be included on the agenda at the latest seven weeks before the date of the meeting. Members will be sent a draft agenda at least four weeks before the meeting. Intended amendments to the Byelaws must be enclosed in the

invitation verbatim. The General Assembly will be divided into two sessions: the Working Session for delegates only and the Plenary Session including further participants.

- (2) The Chairperson will chair the General Assembly or in case of his or her absence the General Assembly will be chaired by the Vice-Chairperson (GA). The General Assembly forms a quorum if at least a half of the Members are represented. At the beginning of the meeting the agenda shall be adopted by the delegates.
- (3) The General Assembly will attempt to reach conclusions by consensus whenever possible. If consensus cannot be reached decisions shall be based upon the simple majority of the valid votes cast. Abstentions are regarded as invalid votes and therefore not as votes cast. In the event of equality of votes the Chairperson) shall have the casting vote. In his or her absence the Vice Chairperson (GA) shall have the casting vote except in the case where the election of the Vice Chairperson (GA) is being carried out.
- (4) The General Assembly may take its decisions by written voting (by circular letter, e-mail or electronic voting). A decision requires the simple majority of the valid votes cast. Abstentions are regarded as invalid votes. The decisions have to be recorded in writing by the Secretariat and the resolution shall be notified to the registered delegates to the General Assembly immediately.
- (5) In principle it is up to the Chairperson to decide how the votes are taken. The voting must be by written ballot if demanded by one third of the Members present who are entitled to vote.
- (6) The decisions of each General Assembly are to be included in the minutes of the meeting. A draft of the minutes is to be circulated to all Members within one month after the meeting. If there are no written objections from a member within a period of four weeks the minutes are considered to be approved and final. The minutes are to be signed by the Chairperson and the minutes secretary. Discussions and minutes of the delegates only working Session are to be treated as confidential unless agreed otherwise.

### **§ 13**

#### **Extraordinary General Assembly**

The Chairperson must summon an extraordinary General Assembly if this is in the interest of the Association or if one fifth of the Members demand such meeting in writing stating the purpose and the reasons. §§ 11 and 12 of these Byelaws apply also to the extraordinary General Assembly.

### **§ 14**

#### **EMPIR Committee**

- (1) The EMPIR Committee manages the research programmes within a framework defined by EURAMET. Decisions of the EMPIR Committee which are taken within the given framework are binding for the other bodies of the Association unless they are in conflict with the overall policy of EURAMET or with any relevant provisions concerning the non-profit character of the Association. It is a guiding principle of the Association that the Members of the EMPIR Committee have a proportional voting right. The proportion of votes refers to the national financial contribution of each member in the specifically funded research programme which is the subject matter of the decision.
- (2) EMPIR Members shall appoint one representative each to the EMPIR Committee. The representative should be active staff of the member and must be authorised to take actions and make the statements necessary for the execution of Membership. Exceptionally an

EMPIR member may appoint a person other than a staff member to be its representative in the EMPIR Committee.

- (3) The EMPIR Committee elects a representative as an EMPIR Chair and one deputy EMPIR Chair for a three-year period. He or she shall be elected six months before his or her term of office starts. One immediate re-election is possible. Only full terms of office will be taken into consideration for the possibility of re-election. The elected EMPIR Chair will be Vice-Chairperson (EMPIR) according to § 8 of these Byelaws. If there is a serious reason, the EMPIR Chair and the deputy EMPIR Chair can be deselected by the EMPIR Committee with a two-thirds majority of the valid votes cast. If no EMPIR Chair is elected at due time, the deputy EMPIR Chair will take over the responsibilities on a temporary basis.
- (4) If the EMPIR Chair or his or her deputy withdraws during his or her term of office the EMPIR Committee elects a replacement for the rest of the term of office of the person who has withdrawn.
- (5) The EMPIR Committee is responsible for all matters concerning the execution of the EMRP, in particular:
  1. to decide upon the development and updating of the specific metrology research programmes;
  2. to create and close sub-programme Committees;
  3. to prepare and decide on funding conditions for the execution of the specific research programmes including the criteria for the selection of evaluators;
  4. to formulate the broad framework for the successful implementation of the specific research programmes (instruments, criteria, metrics, progress reporting);
  5. to decide on funding research programmes and projects on the basis of the funding conditions as far as EURAMET is authorised by the European Commission;
  6. to approve the part of the budget for the next financial year concerning the specific research programmes;
  7. to fix the amount and due date of fees for participation in metrology research programmes;
  8. to prepare and to announce calls for expressions of interest and for proposals concerning the research programmes;
  9. to supervise an adequate and orderly accounting of the EMRP tasks of the Secretariat;
  10. to monitor and to report to the Board of Directors and the General Assembly on the progress of the funded programmes against the objectives and to ensure corrective measures are taken when meeting such objectives is of risk.
  11. to commission and authorise additional projects to be executed by the Secretariat to enhance the delivery of the metrology research programmes' objectives
- (6) The EMPIR Committee will propose Rules of Procedure for the EMPIR Committee which shall be approved by the General Assembly.
- (7) The basis for calculating the number of votes held by the individual Members of the EMPIR Committee will be determined in the Rules of Procedure. The quorum and the distribution of the voting power shall be verified at the beginning of the meeting by the EMPIR Chair or in case of his or her absence by the deputy EMPIR Chair and prior to each decision making. Decisions shall be taken by a simple majority of the valid votes cast. Abstentions are

regarded as invalid votes and therefore not as votes cast.

- (8) The EMPIR Committee will be supported by the Management Board for the Secretariat and by the Secretariat and may entrust the execution of the decisions.
- (9) The EMPIR Committee meets at least once a year. The meetings are chaired by the EMPIR Chair or in his or her absence by the deputy EMPIR Chair.
- (10) The EMPIR Committee forms a quorum if at least half of the “voting power” is present.
- (11) The EMPIR Committee may take its decisions also by written voting (by circular letter, E-mail or electronic voting). A decision requires a quorum of at least half of the Members of the EMPIR Committee and half of the voting power. Abstentions are regarded as invalid votes. The decisions have to be recorded in writing and the resolution shall be notified to the Members of the EMPIR Committee immediately.
- (12) Discussions of the EMPIR Committee are to be treated confidentially. The decisions must be included in the report of the meeting. A draft report shall be circulated to all Members within one month of the meeting. If there are no written objections claimed from a member within a period of four weeks the report is considered to be approved and final. The report is to be signed by the EMPIR Chair or the deputy.
- (13) The Members of the EMPIR Committee are not liable for minor negligence.

## **§ 15 Research Council**

The Research Council will give strategic advice to EURAMET, particularly in relation to research activities. Details will be determined in Rules of Procedure.

## **§ 16 Technical Committees**

- (1) In order to prepare proposals and implement technical decisions in support of the EURAMET aims, Technical Committees (TC) will operate. As occasion demands TCs may be established or dissolved by the Board of Directors with the approval of the General Assembly. A TC is established for Subject Fields. Technical Subcommittees (SC) may be established within each TC for the corresponding Sub-Field. Details will be determined in Rules of Procedure.
- (2) All Members and Associates have the right to participate in the work of the TCs and SCs, including the CIPM-MRA issues and all EURAMET projects.
- (3) To each TC a contact person may be appointed by each member to foster collaboration of the Members in that field. The Board of Directors can propose that a TC may have more than one contact person per state. In this case the approval of the General Assembly is necessary.
- (4) Each associated DI according to § 4 (3) has the right to participate in at least one TC or SC of the relevant metrological field where they hold national standards with a contact person or an observer. The TC Chair may invite further observers to the meetings.

## **§ 17 General Secretary**

- (1) The General Secretary shall strengthen the executive duties and provide for strong management of the Association. He or she directs the Secretariat and ensures that the management of the day-to-day business is carried out within the framework determined by the Byelaws, the Rules of Procedure and the decisions taken by the governing bodies of the Association. The General Secretary is accountable to the governing bodies of EURAMET on the basis of the mandate fixed for the Secretariat.
- (2) The key responsibilities of the General Secretary are:
  1. To support the Board of Directors and the General Assembly in developing and implementing strategies in close liaison with relevant EURAMET bodies and stakeholders.
  2. To ensure the successful implementation and delivery of the research programmes under the direction of the EMPIR Committee.
  3. To increase and widen EURAMET'S influence with the European Commission and with other important stakeholders at both European and international level.
  4. To have overall management responsibility for the Secretariat, including financial responsibility.
  5. To undertake representational duties.
- (3) The General Secretary is the Head of the Management Board for the Secretariat which is composed of the General Secretary, the Member Service Manager and the Programme Manager.

## **§ 18 Secretariat**

- (1) The Secretariat is the central service provider for all parts of the Association and is responsible for the implementation and operation along the lines defined by the governing bodies of EURAMET. The structure, rights and duties of the Secretariat will be regulated by Rules of Procedure. Rules of Procedure will be adopted by the General Assembly after consent of the EMPIR Committee (where appropriate) and the Board of Directors.
- (2) The Secretariat has the following tasks:
  1. internal affairs (including financial management and preparation of the annual budget);
  2. giving support to the Members and Associates in the achievement of the aims of the Association according to § 2 (2) and (3);
  3. giving support to the Chairpersons and to the Board of Directors in external affairs.
- (3) After being proposed by the EMPIR Committee and by decision of the General Assembly, tasks of the Secretariat concerning the administration of a research programme may be delegated to a member or contracted to a third party.
- (4) The Secretariat will be financed by the Membership fees. Tasks of the Secretariat concerning the EMPIR will be financed by contributions of the EMPIR Members.
- (5) The Secretariat shall keep books in terms of §§ 141 et seq. German fiscal code (AO) as far

as applicable for each calendar year. Based on the records a competent person shall have the possibility to survey receipts and expenses at any time. Once a year a financial auditor shall give an expert opinion on the adequate and orderly use of funds. The auditor's opinion shall be submitted to the Chairperson, the Vice-Chairpersons, the General Assembly, the EMPIR Committee and the Board of Directors.

- (6) Relating to the administration of the EMPIR the Secretariat shall keep such records as required to satisfy the European Commission financial control requirements and the Members and other recipients of funding shall maintain and furnish such evidence as is necessary for the execution of this duty.
- (7) Once a year the Secretariat shall prepare the draft of the budget for the next financial year as the basis for the decision of the responsible bodies. The Secretariat will forward the draft of the budget to the Chairperson, the Vice-Chairpersons, the Board of Directors and the EMPIR Committee.
- (8) The Secretariat establishes an annual account for the past financial year and submits it to the Chairperson, the Vice-Chairpersons and the Board of Directors for decision.

### **§ 19 Arbitration**

- (1) With respect to all disputes arising in the scope of the activities of the Association between Members and the Association or bodies of the Association, among Members or among the bodies of the Association, a conflict management procedure shall be conducted before any legal actions are taken.
- (2) The conflict management procedure shall be assigned to a board of arbitrators, composed of a member designated by each party concerned by the case and a member chosen by mutual agreement of the parties concerned.

### **§ 20 Amendments to the Byelaws**

- (1) The General Assembly may take decisions concerning amendments to the Byelaws only if at least two-thirds of the Members entitled to vote are present and agree to the amendment. A decision to modify the purpose of the Association (§ 2 of these Byelaws) can be taken only if the non-profit character of the Association is not set aside and if all Members agree.
- (2) If the fiscal authority or the register of Associations objects to a section of these Byelaws the Chairperson and the Vice-Chairpersons can align this section according to the request without need for approval of the Members of the Association, who must be informed of the changes.

### **§ 21 Dissolution of the Association**

- (1) The General Assembly may decide to dissolve the Association only if at least three fourths of the Members entitled to vote are present. The decision on the dissolution of the Association can be taken only by the General Assembly, with a three-fourths majority of the valid votes cast. Abstentions are regarded as invalid votes and therefore not as cast votes.
- (2) Unless otherwise decided by the General Assembly, the Chairperson and the Vice-Chairperson (GA) together are liquidators authorised to represent the Members.

- (3) In case of dissolution of the Association, abolition or lapse of the tax privileged status any assets available shall be used for tax privileged purposes only. The responsible financial authority shall formally approve the proposed use before resolutions regarding the use are passed.

The Byelaws were established at the EURAMET inaugural meeting held on 11<sup>th</sup> of January of 2007.

The Byelaws in its version of the 1<sup>st</sup> Amendment were approved by the General Assembly on 7 June 2011 and entered into force on 18 June 2012.

The Byelaws in its version of the 2<sup>nd</sup> Amendment were approved by the General Assembly on 2 June 2015 and entered into force on 25 July 2016.

The Board of Directors decided to align §§ 1 and 17 in accordance with § 20 para. 2 upon request of the register of Associations on 3 May 2016..

EURAMET Byelaws - History of changes:

Amendment	Year	Approved by the General Assembly	Cited:	Entry into force
1 <sup>st</sup> Amendment	2011	7 June 2011	<b>Amendment No. 1: Byelaws 2011</b>	<b>18 June 2012</b>
2 <sup>nd</sup> Amendment	2015 2016	2 June 2015 BoD decision of 3 May 2016	<b>Amendment No. 2: Byelaws 2015</b> <b>Alignment</b>	<b>25 July 2016</b>