



Comité Européen des Constructeurs d'Appareillage Electrique d'Installation
European Committee of Electrical Installation Equipment Manufacturers

CECAPI STATUTES

1. NAME

1.1. The Association is named "Comité Européen des Constructeurs d'Appareillage Electrique d'Installation" or in abbreviated form CECAPI.

2. OBJECTIVES

2.1. The objective of CECAPI is to promote and to develop the collective and common technical, industrial, economical and political interests of the European electrical installation equipment manufacturing industry. To that effect CECAPI shall carry out, alone or in collaboration with third parties, activities and steps that are deemed appropriate and useful. CECAPI shall in particular, but not limited to, develop the following activities:

- promote the electrical installation equipment manufacturing industry, its expertise, its values and its contribution to the European and the world economy;
- monitor the regulatory, economic and technical developments at European and global level of interest to the electrical installation equipment manufacturing industry and disseminate the information among its members;
- liaise with the European institutions and other national and European stakeholders to advocate the interests and contribution of the European electrical installation equipment manufacturing industry with regard to safety, competitiveness and growth;
- participate as stakeholder in the formulation, adoption and implementation of European policy, legislation and regulation of interest to the electrical installation equipment manufacturing industry;
- promote European and IEC standards all over the world.

2.2. The scope of CECAPI covers all the equipment and components for electrical installations for residential and commercial use. It includes but is not limited to components for electrical installations and appliances (such as plugs, sockets, boxes, switches, fuses), cable management systems, home and building electronic systems products, intercom and video-intercom, circuit breakers and residual current devices.

2.3. In the context of these statutes Europe and European refers to the European Union, the European Free Trade Area, countries having the status of candidate country to access the European Union, countries represented in the constituency of the European standardization organizations.

2.4. CECAPI activities are non-commercial. CECAPI will not intervene in the competition between particular market players. CECAPI will not take any action affecting the competitive efforts of individual market players.

2.5. CECAPI operates in accordance with compliance rules set up by the General Assembly.



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3. MEMBERSHIP

3.1. Categories

3.1.1. Membership is distinguished between the following types: Full Members, Associate Members. For the purpose of these statutes "Members" refer to the Full and Associate Members.

3.2. Full Members

3.2.1. Full Membership is limited to national associations ("Full Member Associations").

3.2.2. To be eligible for membership, candidate full members must comply with the following requirements, and can only be a "Full Member" for as long as they comply with these.

- Full Member Associations must be national associations representing all or part of the CECAPI industry in their country and be established in a member state of the European Union or in a candidate country of the European Union or in a country of the European Free Trade Association.
- Full Member Associations must be legally constituted and operate in accordance with the laws of their country of origin.
- National associations that are only engaged in trading and distribution are excluded from full membership.

3.2.3. Full Members pay an annual membership fee and/or other financial contributions as may be decided by the General Assembly.

3.2.4. Full Members enjoy the following rights:

- Participating to the activities of the Association
- Participating and/or being informed of the decisions of the General Assembly
- Attending or being represented at the General Assemblies' meetings
- Calling on a General Assembly upon request of at least a third of the Full members
- Voting at the general assemblies
- Being excluded only after having been able to present in person its defense before the General Assembly
- Resigning from the association after having notified this decision to the Secretary General by registered letter

3.3. Associate Members

3.3.1. Associate Membership is open to companies which must be member of at least one Full Member Association except if there is no national association in the country where the company is based. Associate Member Companies must have a registered office in a member state of the European Union or in a candidate country of the European Union or in a country of the European Free Trade Association. Companies that are only engaged in trading and distribution cannot be Associate Members. Associate Member Companies must have R&D activities or production activities within Europe (as defined in art. 2.3) related to equipment and components within the scope of CECAPI.



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3.3.2. In case of a company being part of a group of companies and/or a member of multiple national associations, only one company of this group can become an Associate Member.

3.3.3. Associate Members pay a financial contribution as decided by the General Assembly. They have no voting right within the General Assembly. The annual membership fee for Associate Members shall not be higher than the annual membership fee for Full Members.

4. APPLICATION FOR MEMBERSHIP

4.1. Applications for membership shall be addressed in writing to the Secretary General.

4.2. An application for membership shall imply acceptance of the Statutes and Operating Rules of the Association. An application for membership implies an undertaking to actively participate in the Association's activities and to refrain from initiatives on behalf of the Association which may be incompatible with its objectives and its adopted resolutions.

4.3. The Secretary General shall be entitled to request additional information from an applicant. The exact content of the applications file shall be further detailed in the Operating Rules.

4.4. Membership is granted by the General Assembly.

4.5. New members may be admitted provisionally by a unanimous resolution of the Steering Committee. Such provisional admission shall be subject to formal confirmation at the following meeting of the General Assembly.

5. TERMINATION OF MEMBERSHIP

Membership can be terminated by resignation, by exclusion of the Member and by liquidation of the Member.

The Member who sees his membership terminated by resignation, exclusion or liquidation has no right whatsoever on the asset of the Association or on the subscription and other contributions already paid.

5.1. Resignation

Resignation must be notified by registered letter at least six months before the end of the financial year. Otherwise the contribution will be due fully for the following financial year. Until the effective date of the resignation, the rights and obligations of the Member remain unaffected.

5.2. Exclusion

The General Assembly may terminate the membership of any Member as a result of :

- default of payment of the financial contributions adopted by the General Assembly according to the Statutes
- general contravening to the Statutes, the Operating Rules or a resolution of the General Assembly
- acting in a manner gravely injurious to the reputation of the Association or the interests of the Members.



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The Members which exclusion has been requested must be allowed to present its defense in person before the General Assembly.

5.3. Liquidation

Any cessation of business, opening of bankruptcy proceedings, voluntary liquidation proceedings or similar event putting a stop to the activities of a Member shall automatically terminate its membership at the end of the month in the course of which such event occurred.

6. FINANCIAL CONTRIBUTION

6.1. In order to carry out the objectives of the Association, the Members will be required to pay a financial contribution.

6.2. The amount of the financial contribution as well as the payment terms thereof are decided annually by the General Assembly upon proposal of the Steering Committee. The calculation method is established in the Operating Rules.

7. PARTNERS

7.1. Partnership is open to national or European organizations and non-industrial bodies located in Europe related to the European electrical installation equipment manufacturing industry, who are not eligible to the membership of CECAPI.

7.2. They have no voting right.

7.3. The scope and the rules of the Partnership are detailed in a convention which can include a financial contribution.

8. BODIES

The powers of CECAPI are vested in the following bodies:

- General Assembly
- Steering Committee
- Working Groups
- Secretary General
- President and Vice-President



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9. GENERAL ASSEMBLY

9.1. Composition and organization of the General Assembly

9.1.1. The General Assembly shall be open to all the Full Members of CECAPI. Each Full Member is represented by a duly empowered delegation. One representative within the delegation carries the Full Member's voting rights. Each Full Member nominates his delegation and designates his representative at the General Assembly who will exercise the voting rights. The representatives can also exercise their voting rights by proxy as defined in the Operating Rules.

9.1.2. Associate Members are invited by the Steering Committee to take part in any General Assembly in an observatory or consultative role.

9.1.3. Representatives at the General Assembly shall not be remunerated and they shall bear their own travel expenses.

9.1.4. Meetings of the General Assembly shall be held as often as deemed necessary in the interest of the Association by the President and/or the Steering Committee. The organization of the meetings of the General Assembly will be further detailed in the Operating Rules.

9.1.5. There will be at least one meeting every year in order to vote on the annual accounts over the preceding accounting year and on the discharge to the Steering Committee and the Auditor(s), if any.

9.1.6. A General Assembly shall also be held within two months of a written request to that effect addressed to the President and/or the Steering Committee by at least one third of the Full Members. The requesting Full Members shall indicate the agenda of the meeting to be convened.

9.2. Competence

9.2.1. The General Assembly is the supreme body of the Association. The General Assembly establishes on the basis of the recommendations of the Steering Committee the general policy of the Association and gives instructions and recommendations to the rest of bodies within CECAPI for its application.

9.2.2. The General Assembly is in particular competent for:

- Admitting and excluding Members
- Amending the Statutes of the Association
- Approving and amending the Operating Rules
- Establishing the compliance rules
- Nominating and revoking the members of the Steering Committee
- Approving the appointment of the President and Vice-President of CECAPI
- Approving the appointment of the Secretary General
- Nominating and revoking the Auditor(s), if any
- Discharging the President, Vice-President, members of the Steering Committee and the Auditor(s), if any, from liability for the exercise of their mandate
- Approving proposal of resolutions and work programme



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- Approving the annual accounts
- Approving the budget
- Fixing the Members financial contributions and the payment terms thereof
- Approving the Partnership's convention
- The dissolution and liquidation of the Association

9.3. Voting rights

9.3.1. Full Member Associations have voting rights in the General Assembly. The detailed rules with respect to number and allocation of votes shall be laid down in the Operating Rules

9.3.2. Associate Members have no voting right in the General Assembly.

9.3.3. Partners shall have no voting right in the General Assembly

9.4. Quorum

9.4.1. The General Assembly is competent to pass decisions and resolutions if and only if more than half of Full Member Associations are present or represented. For resolutions concerning amendments to the Statutes or Operating Rules, the dissolution and the liquidation of the Association the quorum shall be the presence or representation of at least 3/4 of the voting rights of Full Member Associations.

9.4.2. If the quorum conditions to pass resolutions are not met at a General Assembly meeting, the President shall call another meeting with the same agenda within the following three months, which meeting shall constitute a quorum regardless of the number of Full Members present or represented provided, however, that this has been clearly stated in the convocation of this second meeting.

9.5. Adoption of Resolution

9.5.1. The General Assembly shall strive to adopt its Resolutions by consensus. If a vote proves necessary, Resolutions shall be passed with a majority of 3/4 of the counted votes of the Full Members present or represented. Blank votes, invalid votes and abstentions shall not be counted.

9.6. Invitation and venue

9.6.1. The Members will receive notification of the convocation of a General Assembly. The practical details of the convocation to any General Assembly shall be detailed in the Operating Rules.

9.6.2. The venue of the General Assembly shall be indicated in the notice and can be anywhere in Europe.

9.7. Chairman of the General Assembly

At all meetings of the General Assembly, the President of CECAPI shall act as the chairman. If the President of CECAPI is not in attendance the Vice-President shall act as a chairman for the meeting. In absence a chairman shall be appointed by and from the attending delegates.



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9.8. Minutes

9.8.1. The minutes of the General Assembly shall be established by the Secretary General under the authority of the General Assembly and shall be circulated to all Full Members and to the Associate Members.

9.8.2. They shall be archived and be accessible to all Full Members under the responsibility of the Secretary General

9.9. Meetings via written procedure

9.9.1. In exceptional cases when the urgency of the matter so requires, the General Assembly may make decisions by a written procedure. To that effect, the Secretary General shall send the proposed resolutions to all Full Members via e-mail or postal mail. The proposed resolutions shall be accompanied by a memorandum prepared by the President, setting forth the reasons and justification which have led to the use of the written procedure, as well as the context of the proposed resolutions. The proposed resolutions shall be deemed adopted if within ten working days after having been sent, both of the following conditions have been met:

- the Secretary General has received no objection from a Full Member on the use of the written procedure
- the number of duly completed responses returned to the Secretary General by the Full Members is sufficient to meet the quorum and voting requirements set forth in the Statutes.

10. STEERING COMMITTEE

A Steering Committee is set up to propose the general policy of the association and manage the implementation of the policy and the work programme adopted by the General Assembly. The operational functioning of the Steering Committee is further detailed in the Operating Rules.

10.1. Composition and designation

10.1.1. The Steering Committee comprises the President, the Vice President, the Secretary General, and representatives of the Full Member Associations and Associate Member Companies.

10.1.2. The Steering Committee representatives shall be elected by the General Assembly within the limit of 21 members. Each Full Member Association who has expressed an interest in involvement within the Steering Committee has the right to send one delegate. The mandate of the Steering Committee is 3 years. The election process is laid down in the Operating Rules.

10.1.3. Any Steering Committee member may be revoked at any time by the General Assembly. The Steering Committee members shall moreover be deemed to have resigned as of the date they cease to hold a position within their organization or as of the date of change of employer.

10.1.4. The Steering Committee may co-opt a new Steering Committee member to fill a vacancy until the next General Assembly. In order to fill a vacancy or in the case of a new membership, the General Assembly can complete the composition of the Steering Committee within the limit defined in paragraph 10.1.2. In this case, new Steering Committee Members achieve the ongoing mandate.



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10.1.5. The Steering Committee members shall not be remunerated and they shall bear their own travel expenses.

10.2. Competence

10.2.1. The Steering Committee proposes the general policy of the association, suggests it to the General Assembly and follows the Resolutions, instructions and recommendations adopted by the General Assembly.

10.2.2. The Steering Committee implements the policy and the work program adopted by the General Assembly.

10.2.3. The Steering Committee shall meet according to rules defined in the Operating Rules. The convocation will be notified by e-mail or by postal mail.

10.3. Resolutions of the Steering Committee

10.3.1. The Steering Committee shall strive to reach its decisions by consensus. If no consensus can be found on a resolution, the General Assembly will be consulted (e.g. written procedure).

10.3.2. The Resolutions of the Steering Committee shall be distributed to all Steering Committee members. They shall be archived and be accessible to all Full Members under the responsibility of the Secretary General

11. WORKING GROUPS or PROJECTS GROUPS

11.1. Working Groups can be established to consider specific matters of common interest within the objectives of the Association under the authority of the Steering Committee and if necessary of the General Assembly regarding to paragraph 10.3.1

11.2. The institution and dissolution of Working Groups is a competence of the Steering Committee and if necessary of the General Assembly regarding to paragraph 10.3.1

11.3. The Steering Committee and the General Assembly will have a mission statement and terms of reference issued for each Working Group.

11.4. The convenors of the working groups, project groups, task forces or any internal group implemented by CECAPI are invited to report on the groups' activities to the Steering Committee and the General Assembly.

11.5. The operational details of the functioning of the Working Groups are further detailed in the Operating Rules.

11.6. Members of Working Groups shall not be remunerated and they shall bear their own travel expenses.



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12. SECRETARY GENERAL

12.1. The Secretary General shall discharge his/her duties in accordance with these Statutes and the Operating Rules.

12.2. The Secretary General is responsible for the administrative management of the Association under the control of the General Assembly and of the Steering Committee; the management includes the daily administration of the Association. The Secretary General shall prepare, coordinate and follow-up the meetings of the Steering Committee and the General Assembly in coordination with the President and Vice-President. The Secretary General operates under the guidance and authority of the Steering Committee and in close cooperation with the Working Groups. The daily administration comprises, but without limitations, the following:

- Signature of daily correspondence
- Make payments on behalf of the Association
- Conclude contracts with external providers and service companies, including financial and insurance companies, on behalf of the Association
- Make and accept any offer, and enter into any contractual relations concerning real estate and/or other goods and properties, thereby using specific financial instruments

The Secretary General can under his responsibility give special delegation to any person to accomplish acts in the scope of the daily administration.

In general the Secretary General can take any measure necessary to the implementation of the decisions of the General Assembly and/or the Steering Committee.

12.3. The Secretary General shall be appointed by the General Assembly.

12.4. The duties of the Secretary General and the organization of the Secretariat shall be outlined in the Operating Rules.

13. PRESIDENT AND VICE-PRESIDENT

13.1. The Presidency of CECAPI is in charge of representing CECAPI vis-à-vis the political institutions and the other stakeholders at high level and on important occasions and important matters. The President of CECAPI chairs the General Assembly and the Steering Committee.

13.2. The President and Vice-President of CECAPI are elected by the General Assembly on the proposal of the Steering Committee for a period of three years. The President and Vice-President shall be eligible for one further consecutive period of one year. The President and Vice-President of CECAPI must hold a management position within a company of a Full Member Association of CECAPI and whom application is appointed by these Full Member Association.

14. REPRESENTATION

14.1. The Association will be validly represented vis-à-vis any third parties, authorities, administrative or judicial bodies (whether as a plaintiff or a defendant) by the President of CECAPI



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or by the Secretary General and/or any Steering Committee member designated by the General Assembly.

14.2. The General Assembly may also appoint a representative of the Association by way of issuing a power-of-attorney for any specific matter, purpose, application, filing law suit or other.

15. ACCOUNTS AND BUDGET

15.1. The financial year of the Association starts on 1 January and ends on 31 December of each year.

15.2. The Steering Committee shall submit for approval by the General Assembly accounts for the previous financial year and a budget for next year.

16. DISSOLUTION

The number of Full Member Associations shall at least be five. If this is not the case, CECAPI shall be dissolved.

In case of dissolution of the Association, the General Assembly shall establish the method, designate the liquidators and determine their powers and fees. The liquidators shall distribute the net assets of the Association, if any, to a non-profit purpose or organization as may be further specified by the General Assembly.

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OPERATING RULES

The Operating Rules of CECAPI are a complement to the Statutes of CECAPI (hereafter the "Statutes").

In case of contradiction between the Operating Rules and the Statutes, the latter shall always prevail.

1. NAME

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2. OBJECTIVES

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3. MEMBERSHIP

3.1. Categories

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3.2. Full Members

CECAPI Full Members are national associations. The list of Full Members will be maintained in a document not being part of the Statutes or Operating Rules.

3.3. Associate Members

Article 3.3.2 of the Statutes specifies that in case of a company being part of a group of companies, only one company of this group can become an Associate Member Company. It is the group who will decide which company will be the Associate Member Company. The list of Associate Members will be maintained in a document not being part of the Statutes or Operating Rules.

4. APPLICATION FOR MEMBERSHIP

Article 4.3 of the Statutes refers to the Operating Rules for the exact content of the applications file for membership.

Applicants are not obliged to use a specific format for their application for membership. Applicants should ensure that their application for membership contains all necessary information enabling CECAPI to evaluate whether the eligibility criteria for membership (Statutes, article 3) have been met.

5. TERMINATION OF MEMBERSHIP

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5.1. Resignation



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5.2. Exclusion

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5.3. Liquidation

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6. FINANCIAL CONTRIBUTION

Annual membership fees

The amount of the annual membership fees for Full Members Associations and Associate Members Companies will be determined yearly by the General Assembly. In exceptional cases, the General Assembly may decide to grant a discount on the annual membership fee to specific Full Members. The annual membership fees will be called by the Secretary General annually in January and in accordance with the annual budget agreed by the General Assembly. The financial contributions are due within a period of two months.

Additional contributions for specific projects

The General Assembly may approve specific projects for which the financing will not be covered by the annual membership fees. The additional cost of such projects can be covered by a separate financial contribution from those Full Members Associations and Associate Members Companies taking part in the project.

7. PARTNERS

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8. BODIES

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9. GENERAL ASSEMBLY

9.1. Composition and organization of the General Assembly

A General Assembly is convened by the President or the Secretary General with at least 30 calendar days notice. The notice to convene the General Assembly shall be accompanied by an agenda. No decisions can be made on any subject that is not the agenda.

If a Full Member cannot attend the General Assembly, the Full Member may give a proxy to another Full Member. No Full Member may hold more than one proxy. A non-attending Full Member shall notify to the Secretary General at least one week prior to the General Assembly the name of the Full Member holding their proxy.

9.2. Competence

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9.3. Voting rights

Every Full Member Association has one vote.

9.4. Quorum

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9.5. Adoption of Resolution

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9.6. Invitation and venue

A General Assembly is convened by the President or the Secretary General with at least 30 calendar days notice. The notice to convene the General Assembly shall be accompanied by an agenda. No decisions can be made on any subject that is not the agenda.

9.7. Chairman of the General Assembly

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9.8. Minutes

Minutes shall be distributed within one month after the meeting.

9.9. Meetings via written procedure

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10. STEERING COMMITTEE

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10.1. Composition and designation

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10.2. Competence

The Steering Committee meetings shall be convened by the President or by Secretary General.

The Steering Committee is chaired by the President. The Steering Committee can meet by telephone conference or live meeting but shall have at least one face-to-face meeting per calendar year. A Steering Committee meeting is validly constituted if at least 50 % of the members are present or represented.

10.3. Resolutions of the Steering Committee

The Steering Committee shall strive to reach its decisions by consensus. If no consensus can be found on a resolution, the Steering Committee may ask the General Assembly to vote, according to the voting rules described in paragraph 9.5. of the Statutes.



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11. WORKING GROUPS or PROJECT GROUPS

Access to and participation in Working Groups is exclusively open to Associate Member Companies and Full Member Associations which can nominate either persons of their permanent staff or experts from their member companies, in which case the Full Member Association must ensure the delegate keeps the Full Member Association informed and represents the Full Member Association's position.

All working groups need the presence of at least one permanent employee of a Full Member association in order to fulfill competition compliance rules and laws.

Each Working group shall elect a Chairman and, if required, a Vice-Chairman and organize its secretariat. The Chairman shall report the Working group's activities to the Steering Committee and the General Assembly.

Working Groups may work by face-to-face meetings, by telephone conference and by e-mail.

The Working Groups shall strive to reach its positions by consensus. If no consensus can be reached, approval of a position will be escalated to the Steering Committee and if necessary to the General Assembly for approval. Position papers agreed by a Working Group require the formal approval of the Steering Committee and if necessary of the General Assembly.

12. SECRETARY GENERAL

The Secretariat is the administrative body of CECAPI. It supports the General Assembly, Steering Committee and all Working Groups. The Secretariat is managed by the Secretary General.

The Secretary General shall in the exercise of his duties be neutral and independent. The Secretary General acts in the interest of CECAPI.

The powers of the Secretary General to make payments or conclude contracts are within limits as defined by the General Assembly

13. PRESIDENT AND VICE-PRESIDENT

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14. REPRESENTATION

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15. ACCOUNTS AND BUDGET

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16. DISSOLUTION

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