

STATUTES (Revised May 2019)

1 DENOMINATION - SEAT

An International Association with objectives of a non-profit nature called the “European Trade Association for Machine Tools, Tooling and Technologies” (“CELIMO”) is founded by the trade Associations defined under Art. III. CELIMO is registered at the International Chamber of Commerce in Paris.

The present seat of the Association is c/o MTA, 62 Bayswater Road, London, W2 3PS, United Kingdom.

2 AIMS

The aims of CELIMO are to:

- 2.1 Establish, at European level, regular contacts and exchanges of views between National Trade Associations or National Organisations whose membership includes importers and distributors of machine tools, tooling and associated equipment and service.
- 2.2 Represent at the European level the interests of its members.
- 2.3 Undertake the study and joint examination of all general questions, including forthcoming European legislation relating to the international trade in these products.

CELIMO is not engaged in politics.

3 FULL MEMBERSHIP AND ADMISSION FOR TRADE ASSOCIATIONS

Provided that the activities of their members are based on the description mentioned in Article 2, members of CELIMO can be:

- 3.1 National trade associations or other national organisations
- 3.2 Importers and distributors sections within national organisations
- 3.3 Normally only one organisation in each member country can be a full member, but where there are associations whose membership does not overlap significantly, the Board may allow them both (or all) to become members. In such cases, the Board shall decide how the membership fees should be divided and the most appropriate representation on the Board.

Applications for membership will be submitted to the Executive Board who will vote with a majority of the members present at the next Executive Board meeting required to accept the application. Admissions will be ratified by the Council at its next meeting. Admission implies acceptance of the present Statutes.

4 ASSOCIATE MEMBERSHIP AND ADMISSION FOR INDIVIDUAL COMPANIES

The category of Associate Member is open to individual companies who are distributors or national importers of machine tools, tooling or related technologies, except where they are located:

- 4.1 In a country where the association is a member of CELIMO
- 4.2 Outside of a country that would be regarded as part of Europe.

Associate members have no voting rights at Council meetings and are not eligible to be part of the Executive Board. They may attend meetings of the Council and, by invitation of the President, the Executive Board.

Associate members will be required to sign a code of conduct.

Applications for membership will be submitted to the Executive Board who will vote with a majority of the members present at the next Executive Board meeting required to accept or reject the application. Admissions will be ratified by the Council at its first available meeting. Admission implies acceptance of the present Statutes.

5 RESIGNATION

Any Member's resignation will be submitted to the Executive Board in writing to the Secretary. Notice must be given before the Council meeting preceding the year in which the resignation takes effect; acceptance of the budget for the following calendar year will be taken as confirmation of membership for that year.

Failure to pay membership fees 6 months after the date of invoicing can be considered as a withdrawal, this being at the discretion of the Executive Board. In the case of a full member, the Executive Board will find out if another representative organisation in that country can be admitted instead.

6 MEMBERSHIP FEES

Expenses are covered by means of membership fees and voluntary contributions. The basis for assessment and the rates of membership fees are proposed each year by the Executive Board and submitted to the Council's decision. Each member organisation can be held liable only for the payment of the yearly fee and can never be held liable beyond that amount for any debt of CELIMO.

The membership fee for associate members shall be proposed each year by the Executive Board and submitted to the Council's decision. Each Associate Member company can be held liable only for the payment of the yearly fee and can never be held liable beyond that amount for any debt of CELIMO.

7 ORGANISATION

The leading bodies of CELIMO are the Council and the Executive Board.

8 COUNCIL

- 8.1 The Council is composed of delegates appointed by the National Trade Associations or other National Organisations in member countries. Only two delegates of each full member association (to be split in the event of more than one full member) have voting rights.

- 8.2 The Council meets once a year at the minimum, convened by the President or on request of two of its members, each of them being of a different national association or organisation.
- 8.3 During these meetings, the Council
- Will elect the members of the Executive Board;
 - Will examine and define the general policy and the programme of the Committee, to be carried out by the Executive Board
 - Will study all items on the agenda concerning their trade
 - Will define the basis for assessment and the rates of membership fees
 - Will examine and pass the accounts for the previous year and the budget for the coming year
 - Will ratify any admission that may have occurred since the last meeting
 - Will modify the Statutes should the need arise
 - Can confer honorary memberships
 - Decisions are taken by the majority of votes, each country represented at the meeting being allowed two votes (one per delegate present or by proxy). If there is deadlock, the President has a casting vote.
- 8.4 In addition to the elected delegates, the Directors or Secretaries of the members Associations of CELIMO may attend the meeting of the Council, but only in an advisory capacity. All former Presidents and Honorary Members are invited to attend the Council meetings, but without voting rights.
- 8.5 Members are free to submit suggestions and proposals to be discussed during the Council Meeting, provided they do so at least two months prior to the date of the meetings. The Executive Board will decide if the suggested subject will be made a point of the agenda.
- 8.6 The official language for the Council meeting is English. All documents presented at the meeting should be in English. The minutes of the meeting will be made in English only.

9 EXECUTIVE BOARD

- 9.1 The Executive Board consists of a President, a Vice-President, a Treasurer, the Immediate Past President, the Tooling group Chairman and a number of members – if possible, each from a different national association - the maximum number to be decided by the Executive Board, according to circumstances, at the time.
- The President and the Vice-President shall be elected by the Council on the recommendation of the Executive Board.
 - The other members shall be elected by the Council upon applications received from their national associations. All those elections shall be for a term of two years.
 - All Executive Board members shall be eligible for a new period of two years with a maximum of six consecutive years, with the possibility of extending this period, subject to the agreement of the Executive Board, the Council and the appropriate national association. The President and Vice-President will only be re-eligible once.
- 9.2 To be nominated as President or Vice-President, a candidate must be, or must have been a member of the Executive Council. The other Officers will be elected among the members of the Council. Each candidate should be proposed by their own national association and seconded by a different national association.
- Each National Association will be invited to present its candidates from its delegates one month before the election dates.

- Names of such candidates must be communicated to the Secretary General, otherwise to the President, at least one month before the date of the elections, so that the latter can send the list of candidates to each national association.
- 9.3 Should one (or several members) of the Executive Board resign or remain unable to fulfil his (or their) office over a long period of time, substitutes will be appointed under the following conditions or remain vacant, until the next election takes place:
- President: The Vice-President takes over the Presidency and the Executive Board appoints a provisional Vice-President among its members.
 - Vice-President: The Executive Board appoints a provisional Vice-President among its members.
- 9.4 Membership of the Executive Board is a personal assignments. Officers should normally be available to attend the meetings of the Executive Board.
- 9.5 The Executive Board meets at least 3 times a year, at the initiative of the President. Since its members are elected to perform tasks for which they are personally appointed, they must attend these meetings in person but, in exceptional circumstances and with the agreement of the President, they may be represented by an alternate Council delegate from the same National association.
- The President may invite an additional one of two members of Council to attend an Executive Board meeting, without voting rights, if he thinks it would be beneficial to the balance of representation of for a specific subject or purpose.
- 9.6 Decisions are taken by the simple majority of the members present (minimum: 3 members).
- 9.7 The Executive Board is entrusted with the task of implementing the general policy and the programme of CELIMO as defined by the Council. The President or any other Executive Board member(s) appointed by the Executive Board will normally represent the Council in all dealings with manufacturers, their national associations and European organisations, the Governments, the European authorities, etc.
- 9.8 The seat of the Association, as stipulated under Article 1 of the Statutes may be transferred by decision of the Executive Board to any other location.

The official language for the Executive Board meetings is English. The minutes of the meetings will be made in English only.

10 **SECRETARIAT – SECRETARY GENERAL - TREASURER**

The Executive Board appoints a Treasurer among its members.

The Executive Board appoints a Secretary General for whom the qualification, to be a delegate, does not apply. The Council determines the fee of the Secretary General (as part of the budget).

The Secretary General has no voting rights.

11 **DISSOLUTION**

Dissolution can only be decided by the Council. In the case of dissolution, the Executive Board is entrusted with the task of liquidating all assets and the proceeds are distributed according to the decision taken by the Council when they have decided the break-up.