

# **Translation of AREA Statutes**

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Amendments adopted by the General Assembly on 24 October 2009

## **Article 1**

### **Definition and name**

A European association, with scientific and educational objectives, of national federations or associations representing installers of refrigeration, air conditioning and heat pump equipment and distributors of this same equipment, is constituted under the name of "Air conditioning and Refrigeration European Association (AREA)".

This association is governed by the Belgian law of October 25, 1919 modified by the law of the December 6, 1954.

## **Article 2**

### **Registered office**

The seat of the association is located in Brussels. This location can be moved anywhere in Belgium on decision of the Board.

## **Article 3**

### **Objectives**

The association, which is an international non-profit organisation, has the following objectives:

1. the co-ordination of the educational systems and the professional training of the installers of refrigeration, air conditioning and heat pump equipment aiming to achieve a harmonisation and a general level of a highly qualified work force;
2. the search for a certification system of the installers of refrigeration, air conditioning and heat pump equipment and of their staff;
3. the promotion of the development of air conditioning and refrigeration techniques to a large extent through contacts and exchanges of experiences between national associations as well as with other associations or institutions in the field, with the aim of optimising quality, reliability, efficiency and the safety of refrigeration and air conditioning equipment;
4. the protection of the environment, amongst others, through the promotion of the best energy related solutions, through the suppression of refrigeration fluids depleting the ozone layer and through the reduction of the emissions of greenhouse gases;
5. the follow up of the elaboration of European legislation and norms;
6. the representation of the national refrigeration and air conditioning associations with the European and International Authorities and the strengthening of the fraternal ties existing between these associations as well as the distribution of information;

7. to generally accomplish all acts, carry out all operations, fulfil all missions which the law authorises for international non-profit organisations.

The representation and the protection of the rules and of the professional interests of the members of the association are secondary to and without prejudice to the scientific and educational nature, principal to the objectives of the association.

## **Article 4**

### **Members**

AREA can only admit national (or regional) associations recognised legally in their country and composed of contractors and installers. In case a national association is composed of a minority of contractors and installers, it can claim any of the membership statuses described below provided it clearly protects the rights and interests of contractors and installers.

Members will be classified as:

- Effective Members  
Effective Members are national associations as described above, validly representing the profession.  
They are elected unanimously by members attending the General Assembly.
- Intermediate Members  
Intermediate Members are national associations soliciting the status of Effective Member, and this for one year.  
They are elected unanimously by members attending the General Assembly.
- Associate Members  
Associate Members are:
  - Either a national association composed of contractors and installers, which does not wish to become Effective Member, or
  - A national association representing a sector related to the activities of refrigeration, air conditioning and heat pumps contractors and installers, or
  - A regional association composed of contractors and installers.They are elected unanimously by members attending the General Assembly.
- Honorary Members  
Honorary Members are any member, national association, or person, elected unanimously by the General Assembly, on proposal of a member of the Board.

The Board may grant temporary membership to an association fulfilling all the necessary conditions and this until formal approval from the General Assembly.

## **Article 5**

### **Admission - Resignation - Removal**

#### **Admission**

In order to be admitted to AREA, national associations have to be composed of a majority of contractors performing the profession in the country and fulfil, in a general manner, the conditions mentioned in article 4 above.

Requests for admission have to be addressed to the seat of the association.

#### **Resignation**

Any member can resign any time. It, however, has to pay the subscription for the current year. In order to be valid, the resignation has to be addressed to the seat of the association.

#### **Removal**

Any member can be removed by the General Assembly:

- a. if it does not comply with the statutes;
- b. if its objectives no longer correspond to the rules of AREA;
- c. If it acts against the interests of contractors and installers.

The member subject to the removal will have the possibility of defending itself to the General Assembly.

The General Assembly may decide to either downgrade the member's status or to remove it from AREA.

The decision taken by the General Assembly will be without any recourse.

## **Article 6**

### **Duration of the association**

The duration of the association is not limited.

## **Article 7**

### **Rights and duties of the members**

Members are only liable, regarding their subscription, for the amount of their fee.

All association members have the right to get from it information, advice and support. Members have to pay their subscription within the timing mentioned in article 14.

Members are not allowed to disclose any information relating to the association without formal approval from the Board.

## **Article 8**

### **Organisation of the association**

To be definitive, all decisions and recommendations have, in principle, to be unanimously approved. Nevertheless, if it is necessary to call a vote, proposals will be adopted when they have obtained two-thirds (2/3) of the votes of the members attending or represented.

Effective Members can each be allowed to be duly represented by another Effective Member, if holding a special power of attorney. Each Effective Member will however not be able to hold more than two such powers of attorney.

## **Article 9**

### **Ordinary General Assembly**

The General Assembly is composed of all the members of the association; it has full power to achieve the association's objectives.

It gathers once a year. Date and place of the meeting are decided by the Board.

The General Assembly can only deliberate validly if two-thirds (2/3) of the Effective Members are present or duly represented at the meeting. If this quota is not reached, the Board will organise a new Assembly within 60 days; the new Assembly will be able to deliberate validly irrespective of the number of Effective Members present or duly represented.

Each Effective Member has one (1) voting right; each Intermediate Member and each Associate Member has one (1) consultative right.

The Secretary General of the association shall inform the national associations of the place, date and time of the General Assembly, at least thirty (30) days prior to the General Assembly. The agenda of the meeting will be sent together with the invitation to attend.

The General Assembly:

1. elects by secret vote the administrators constituting the Board;
2. approves the accounts;
3. sets the subscription fee as proposed by the Board;
4. adopts the budget;
5. sets decisions regarding internal organisation of the association;
6. approves decisions and recommendations proposed by the Board and the committees;
7. submits its criticisms and suggestions to the Board;
8. proposes recommendations concerning problems relating to the industry, be they technical, commercial or economic;
9. designates, every two years, two commissioners chosen from the Assembly members;
10. takes all decisions relating to admissions, resignations and removals such as proposed by the Board;
11. grants to the Board necessary power to achieve the task the association has set for itself.

## **Article 10**

### **Extraordinary General Assembly**

The Extraordinary General Assembly can be convened by the President for any urgent and important problem which would be submitted to him. Taking this opportunity, the same subjects as those raised at the Ordinary General Assembly can be discussed.

The Extraordinary General Assembly can be convened at the Board's request or at the request of at least one third (1/3) of the association's members, addressed to the President at the seat of the association, and at least thirty (30) days prior to the foreseen date.

The Extraordinary General Assembly will deliberate following the same rules as those imposed to the Ordinary General Assembly. However, a qualified majority of four-fifths (4/5) of the votes of the members present or duly represented is required for any modification to the statutes.

## **Article 11**

### **Board**

It is composed of the following administrators:

- the President
- the Vice President
- the Treasurer
- the Immediate Past President
- one or two other administrators.

The Board will be composed of a maximum of six (6) administrators.

The President holds the title of President of AREA.

The administrators are elected by the General Assembly for a term of two (2) years.

An administrator can be re-elected in his position listed above, but only for a second term of two (2) years.

A previous administrator keeps the possibility of presenting himself again as a candidate administrator, but only for a different position from the one(s) previously held, for two successive terms.

All deeds committing the association are, except special power of attorney, signed by the President or the Secretary General who will not have to justify, towards third parties, the powers given to them.

Legal actions, as much defendant as claimer, are pursued by the Board represented by its President or a delegate specially designated to this effect.

The Board cannot validly deliberate unless three (3) administrators, of which the President or the Vice President, are present at the meeting. If this quota is not reached, the President will organise a new Board meeting within 15 days; the new Board meeting will be able to deliberate validly on the proposed agenda.

The Board meetings can be held by teleconference.

The President has the right to ask the Secretary General to assist in the Board meetings by way of a consultative vote.

The decisions of the Board are taken by a majority of votes; if necessary, the President will have the casting vote.

### **The Board:**

1. meets as often as needed and at least once a year upon invitation from the President;
2. designates the Secretary General of the association and sets the intermediate salary;
3. checks accounts and proposes these to the General Assembly for final approval;
4. adopts the budget which it proposes to the General Assembly for final approval;
5. proposes the amount of the subscription to the General Assembly;
6. prepares the text of the decisions and recommendations to be proposed to the General Assembly for adoption;
7. submits every admission, resignation or removal to the decision of the General Assembly;
8. sets the date and place of the Ordinary General Assembly;
9. takes all decisions relating to circulation by the members of information issued by the association;
10. follows in a steady manner the works of the committees, reminds them of their tasks, if needed, acts as a link between these and the General Assembly;
11. generally speaking, obtains from the General Assembly all power necessary to achieve the task the association has set for itself.

### **Article 12**

#### **Committees**

Special committees can be set up by the Board.

### **Article 13**

#### **Secretariat**

The Secretariat of the association is organised by the Secretary General.

It is the duty of the Secretary General to draft and mail the invitations and the minutes relating to the General Assemblies. He is in charge of the circulation of documents, as well as the coordination of work performed at all levels.

The work of the secretariat is managed and controlled by the Board.

### **Article 14**

#### **Subscriptions**

During the first annual meeting, the General Assembly sets the subscription following proposal by the Board. Amounts payable are due in the currency of the country where the secretariat is established within the month which follows the subscription decision.

The financial year ends December 31.

## **Article 15**

### **Languages**

Official languages during the meetings of the association are:

- English
- French

All correspondence, minutes, etc. will be written in English. Documents shall not be translated.

## **Article 16**

### **Dissolution and modifications to the statutes**

Dissolution and modifications to the statutes of the association can only be effective if decided by the General Assembly, requested by the Board or as mentioned in article 10. Remaining funds are then divided in as many parts as there are members and handed over to them. The same proceeding is applicable to all possible debts.

The General Assembly deciding of the dissolution of the association will at the same time designate a liquidator.

Modifications to the statutes or dissolution will only be effective after approval by Royal Decree and after the conditions of publication, required by article 3 of the law of October 25, 1919, have been fulfilled.

## **Article 17**

### **General provisions**

Everything not foreseen by the present statutes and notably publications to be made in the Belgian Official Journal, will be handled in conformity with the law.