

European Microwave Association, in short: [EuMA](#)

B-1348 Louvain-la-Neuve, Belgium

Identification number 19208/98, Moniteur Belge 29 October 1998, pp. 10011-10013

INPA Number: 0464401356

Statutes

Modified 11 May 2003

Modified 2 October 2005

SECTION I - NAME - HEADQUARTERS

Article 1

The association named Association européenne de Micro-ondes - European Microwave Association, in short: [EuMA](#), is an international association with a scientific, educational and technical purpose, non-profit, within the framework of Titre III of the Belgian law of 27 June 1921 on non-profit associations, international associations, and foundations.

Article 2

The registered office of the association is situated at Place du Levant, 3, 1348 Louvain-la-Neuve, Belgium. It can be transferred to any other location in Belgium by decision of the General Assembly.

Article 3

Working languages are French and English. Other languages can be used according to internal rules.

SECTION II - AIMS - DURATION

Article 4

The aim of the association is to develop on a non-profit basis, in an interdisciplinary way, education, training and research activities with in view, among others,

- Promoting European microwaves,
- Networking and uniting microwave scientists and engineers in Europe,
- Providing a single voice for European microwave scientists and engineers in Europe,
- Promoting public awareness and appreciation of microwaves,
- Attaining full recognition of microwaves by the European Union,
- Organizing European Microwave Symposia and, in particular, the European Microwave Conference, in short EuMC, as well as the European Microwave Week and all the associated events,
- Circulating information among European microwave scientists and engineers.

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

Article 5

The association is formed for an unlimited lifetime; it may be wound up at any time.

SECTION III - ASSOCIATES

Article 6

The number of members of the association is not limited.

Article 7

1. The members of the association are:
 - The parties to the present act (founder members);
 - Other physical persons or legal entities admitted as effective members by decision of the General Assembly ruling by a majority of two thirds of the present or represented members and on reasoned proposal from the Board of Directors.
2. Besides, the Board of Directors may admit, as associate members without voting right, individuals whose reputation is founded in the field stated in Article 4, and scientific institutions involved in the field. The number of associate members by country is not limited.

Article 8

1. The admission of an effective member as member of the association is valid for a duration of three years, non-renewable except by decision of the General Assembly on reasoned proposal of the Board of Directors. Moreover, all the members of the association are free to withdraw with a three-month notice by sending their resignations recorded delivery with acknowledgment of receipt to the association secretary. However, before actually withdrawing, resigning members shall have to fulfil all their obligations, especially financial obligations, towards the association.
2. Members may only be excluded or suspended by decision of the General Assembly and when two thirds of the members are present or represented, ruling by a majority of two thirds of the present or represented members, and that the concerned persons had the opportunity to defend themselves.
3. Resigning, excluded or suspended members, and the assigns or rightful claimants of a deceased associate shall have no rights over the association's funds. They shall not be in a position to claim or request records, account rendering, affixing of seals nor inventories.

Article 9

Members shall pay subscription fees whose amount shall be fixed by the Board of Directors. Subscription fees may vary according to the category of the members. Internal rules shall determine objective criteria allowing the Board of Directors to fix the different amounts. Subscription fees shall never be reimbursed.

SECTION IV - GENERAL ASSEMBLY

Article 10

The General Assembly is the sovereign power of the association. The following are reserved for its competence:

1. General policy of the association;
2. Amendments to the Statutes of the association;
3. Appointment and removal of directors;
4. Approval of the Board of Director's report (including balance sheet, accounts and budget);
5. Willing winding-up of the association;
6. Appointment of the auditors mentioned in articles 16 and 26;
7. Any decisions exceeding the powers legally or statutory granted to the Board of Directors;
8. Exclusion of a Member;
9. Granting a discharge to the directors, and the auditors if any.

Article 11

The General Assembly is made up of all the effective members who have paid their subscription fees. It is chaired by the chairman of the Board of Directors, the most senior vice-chairman or, failing that, any other member appointed by the chairman.

Article 12

The General Assembly shall be held at least once a year, with time and place determined by the association office. The association office may convene the association in General Assembly at any time. The General Assembly must be convened when at least one third of the associates so request. Any General Assembly shall be held on the day and the time and place stated in the convening notice.

Article 13

The General Assembly shall be convened by the association secretary acting on behalf of the office, sending mail, fax, electronic mail or any other communication means addressed to all effective members, at least thirty days before the Assembly. Convening notices shall contain the agenda.

Article 14

The General Assembly shall first consider the agenda approved at the beginning of the session, and then analyze the questions that arise during the session. However, proposals for amendments to the Statutes of the association, which were not mentioned in the convening notice, will not be considered. Only effective members have a right to vote. Each effective member possesses only one vote. Members who can not attend the General Assembly may be represented by other members. Each member attending the General Assembly may have a maximum of three proxies.

Article 15

But in the cases provided for by the law or the Statutes of the association, the General Assembly is validly constituted whatever the number of present or represented members and decisions are reached by an absolute majority of the votes cast.

Article 16

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

Article 17

The decisions of the General Assembly shall be countersigned in minutes in a special register signed by the chairman of the session and the association secretary or, failing that, by one of the Directors. The register is kept at the registered office of the association, where all the members may read it without taking it away. All members or third parties able to prove their legitimate interest may ask for an extract of the register signed by the chairman of the Board of Directors or the association secretary.

SECTION V - BOARD OF DIRECTORS - OFFICE**Article 18**

The Association shall be administered by a Board of six Directors at least, elected by the General Assembly for a three-year term and revocable by it. Directors may be re-elected.

Article 19

The Board of Directors shall elect a chairman, two vice-chairmen and a secretary from among its members for a three-year term. They shall constitute the association office. The chairman, vice-chairmen and secretary are eligible for re-election. The chairman of the Board of Directors is named the President of the European Microwave Association. Should the chairman be unable to attend, the chairman's functions shall be carried out by the senior vice-chairman. The Board of Directors shall define the powers of the office, which is allowed to act only on express delegation of powers from the Board of Directors and in the limits of the delegation. The office shall regularly report the execution of its delegations to the Board of Directors.

Article 20

The Board of Directors shall meet at least once a year when convened by the office, or at any time if necessary to the good operation of the association. The Board of Directors shall also be convened if one third of its members request so. The notice of the meeting shall be sent by mail, fax, e-mail, or any other communication means. The Board is allowed to rule if at least half of its members are present or represented. Each member of the Board of Directors may represent a maximum of two absent members. Decisions of the Board are adopted by an absolute majority of the votes cast from the present or represented directors, unless provided otherwise by the present Statutes. In the event of equal voting, the chairman or the substitute has the casting votes. Deliberations of the Board of Directors shall be entered in minutes in a special register, which shall be signed by the chairman and the association secretary. Copies and extracts, as well as all acts, shall be signed by the chairman and the association secretary.

Article 21

Decisions related to the following questions shall be reached by a majority of two thirds of the present or represented members:

1. Approval of new action schemes;
2. Fixing the amount of subscription fees;
3. Appointment of staff.

Article 22

The Board of Directors is invested with the widest powers to perform any acts of administration and arrangement, which concern the association. The Board of Directors shall administrate the association according to the general policy determined by the General Assembly, and shall particularly decide about the schemes related to education, training and research organized by the association; the Board shall also decide about publications.

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

Article 23

Actions exceeding day-to-day management and committing the association shall be signed by the association secretary and the chairman. Legal proceedings as plaintiff or defendant shall be

managed by the Board of Directors represented by the association secretary. Signatories shall not have to justify their powers to third parties. Financial contracts exceeding the field of current expenses shall have to be signed by the chairman and the secretary of the association.

Article 24

By their functions, directors do not contract any personal obligation. Their responsibilities are limited to the performance of their terms of office. Directors are not paid to perform their functions. However, their expenses may be reimbursed. Actions related to appointment, dismissal and cessation of functions of persons entitled to represent the international non-profit association are published in the Annexes du Moniteur belge, at the cost of the association.

SECTION VI - ANNUAL ACCOUNTS - BUDGET

Article 25

On December 31 of each year, the association office shall make up the accounts of the previous year and fix the budget for the year to come. The Board of Directors shall submit the budget and accounts for approval by the next Annual General Assembly.

Article 26

Auditors appointed according to Article 16 of the present Statutes shall carry out the annual audit of the association and report to the Annual General Assembly.

SECTION VI - AMENDMENTS - WINDING-UP - LIQUIDATION

Article 27

The General Assembly shall be allowed to deliberate amendments to the statutes if their objects are expressly stated in the convening notice and two thirds of the members are attending the meeting. Amendments shall be adopted by a majority of two thirds of the voting casts. Should two thirds of the members not be present nor represented to the first meeting, a second meeting may be convened and allowed to deliberate whatever the number of present members.

Amendments of the statutes will take effect only after approval by the competent authority according to Article 50§3 of the law and after publication in the Annexes du Moniteur belge according to Article 51§3 of the said law.

Article 28

The General Assembly shall be allowed to decide the winding-up of the association if two thirds of the members are present. Should such condition not be fulfilled, a second meeting shall be convened and allowed to deliberate validly whatever the number of present members. No decisions shall be reached unless they are adopted by a majority of two thirds of the present members.

Article 29

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

Article 30

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

Article 31

The founder members of the association are: Prof. Roberto Sorrentino, Istituto di Elettronica, Universita di Perugia, Italy, Prof. Leo Ligthart, Dept of Electrical Engineering, Delft University of Technology, The Netherlands, Dr. Asher Madjar, Haifa, Israel, Ir. H. Meinel, Daimler-Benz, Germany, Dr. S. Nightingale, ERA Technology, United Kingdom, Prof. André Vander Vorst, Microwaves, Université catholique de Louvain, Belgium.

Article 32

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

FOUNDER MEMBERS

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