

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

Not-for-profit International Association
 B-1348 Louvain-la-Neuve, Belgium
 Identification number 19208/98, *Moniteur Belge* 29 October 1998,
 pp. 10011-10013 INPA and VAT Number: 0464401356

Statutes

Modified 11 May 2003 ([EuMA](#) specifying a 3-year period of office for GA members) Modified 2 October 2005 (new procedures in Belgium)
 Modified 23 September 2018 ([EuMA](#) modifying Presidential election's procedures)
 Modified 17 May 2023

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 the Belgian law of 23 March 2019 introducing the Companies and Associations Code and containing various provisions.

Article 2

The registered office of the Association is situated in Walloon Region, 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, research and revenue-generating activities, with a 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 Conferences and Symposia, in particular but not limited to, the European Microwave Week (EuMW);
- Supporting European Courses, Schools and other educational activities on microwaves;
- Sponsoring related international conferences and courses; and by grants, stimulating microwave engineers to be involved;
- Circulating information among European microwave scientists and engineers; and
- Publish books and journals on microwaves and related technologies.

The Association is allowed to perform all actions directly or indirectly related to its object. The Association may not distribute any surplus to founders, Directors, members or any other person except for those purposes specified in the Statutes.

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 Association is composed of effective members and associate members.
2. The effective members of the Association are
 - The founder members;
 - The representatives of countries or group of countries and 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;
 - The members of the Board of Directors;
 - The previous, current and next General Chair of European Microwave Week.
3. All other members are associate members.
4. The Board of Directors keeps a register of effective members at the headquarters of the Association. This register contains the name, first name and domicile of the members, or in the case of a legal entity, the name, the legal form and the address of the registered office. The Board of Directors enters all decisions on the admission, resignation or exclusion of members in this register within eight days of learning of the decision.

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 Secretary General of the Association. 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 and may, at the Board's discretion, be fixed as zero. 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;
10. Any other competence reserved for the General Assembly by law.

Article 11

The General Assembly is made up of all effective members. The associate members are represented at the General Assembly by the effective members.

Individuals and scientific institutions, invited by the President, may participate in the General Assembly without voting right.

The General Assembly is chaired by the President of the European Microwave Association, the most senior vice-chair or, failing that, any other member appointed by the President.

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 fifth of the members 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 Secretary General 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 consider the agenda approved at the beginning of the session. Only effective members have a right to vote. Each effective member possesses only one vote. Members who cannot attend the General Assembly may be represented by other members. Each member attending the General Assembly may have a maximum of three proxies. Remote participation in meetings is only allowed with satisfactory justification and the prior agreement of the Board.

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 chair of the meeting and the Secretary General-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 President of the European Microwave Association or the Secretary General.

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. The General Assembly shall, upon the recommendation of the Board of Directors, elect one person to be both a Director and the President of the European Microwave Association, for a three-year term and revocable by it. Directors may be re-elected. The Board is chaired by the President of the European Microwave Association.

The General Assembly may specify conditions for the Directors, including financial ones, in addition to those specified in the Statutes.

Article 19

The Board of Directors shall elect two vice-chairs and a Secretary General from among its members for a three-year term. They shall with the President of the European Microwave Association constitute the Association Office. The vice-chairs and Secretary General are eligible for re-election. Should the President be unable to attend, the President's functions shall be carried out by the senior vice-chair. 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 whenever 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. The Board of Directors may appoint a temporary Director if a seat becomes vacant, but only until the next meeting of the General Assembly. 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 chair of the meeting 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 chair of the meeting and the Secretary General of the Association. Copies and extracts, as well as all acts, shall be signed by the chair of the meeting and the Secretary General of the Association.

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

Persistent critical issues in the Board of Directors must be discussed by the Board and mentioned to the auditor and bookkeeper. In case of mistake or failure, members have overall responsibility. A member wishing to be absolved from this collective responsibility must prove that he/she took the necessary steps to try to prevent the decision to be taken. Absence from the meeting where a decision was made must be justified. Leaving a meeting before a vote is taken does not absolve an individual from responsibility.

Article 23

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 Secretary General or to one or more Directors.

The Board of Directors may take written decisions providing they are unanimous. This should be recalled when requesting a written decision and reconsidered whenever necessary at the next Board of Directors meeting.

Article 24

Actions exceeding day-to-day management and committing the association shall be signed by the Secretary General and the President. Legal proceedings as plaintiff or defendant shall be managed by the Board of Directors represented by the Secretary General. 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 President and the Secretary General of the Association.

The Board of Directors may delegate the day-to-day management of the Association to one or more colleagues, to act individually or collectively, who will remain nonetheless under the control of the Board.

In addition, the association will also be validly represented, within the limits of their mandates, by special representatives appointed by the Board of Directors.

Article 25

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.

A Director or a person in charge of the day-to-day management of the Association must perform their duties competently.

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 votes 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.