

ECMA By-laws

Art. 1

CONSTITUTION AND HEAD OFFICE

1.1

ECMA, a European association for standardizing information and communication systems, has been constituted according to these By-Laws and Articles 60 et seq. of the Swiss Civil Code.

1.2

The Headquarters of the Association is in Geneva.

Art. 2

PURPOSE

2.1

The purpose of the Association is:

2.1.1

To develop, in co-operation with the appropriate national, European and international organizations as a scientific endeavour and in the general interest standards and technical reports in order to facilitate and standardize the use of information processing and telecommunication systems.

2.1.2

To promulgate various standards applicable in the functional design and use of information processing and telecommunication systems.

2.2

The Association shall be a non-profit-making organization and shall devote itself to no commercial activity whatsoever.

Art. 3

MEMBERSHIP

3.1

The Association shall consist of the following classes of members:

- ordinary members
- associate members
- SME members (Small and Medium sized Enterprises)
- any other class of members as may be created by the ordinary members at a General Assembly.

3.2

A proposed member will not be accepted if it holds at least 50 per cent of the capital of an existing member nor if at least 50 per cent of its capital is held by an existing member.

3.3

No two or more companies where at least 50 per cent of whose capital is held by the same company, which is not a member itself, may be members but must be represented by one company only.

3.4

Additional classes of members, established according to Article 3.1 shall have such qualifications and be entitled to such rights and privileges and have such obligations as shall be determined at a General Assembly by a majority of two thirds of all the ordinary members.

3.5

Companies shall be admitted to any class of membership by a majority of all ordinary members.

3.6

Membership fees for all classes of membership are decided in accordance with Rule 8.

3.7

Membership shall be terminated in the cases set out in Art. 5.

3.8

Ordinary members

3.8.1

Ordinary members shall be companies which develop, produce and market in Europe hardware or software products or services in the field of information technology or telecommunications used to process digital information for business, scientific, control, communication or other similar purposes. Products or services used exclusively for military purposes shall not be considered in this regard.

3.8.2

Applications for ordinary membership will not be accepted unless the proposed member develops, produces and markets some major product or service as defined in Art. 3.8.1 which is not basically a copy of that of an existing ordinary member.

3.8.3

The representative of each ordinary member will have one vote in the General Assembly.

3.9

Associate members

3.9.1

A company may be admitted as an associate member which has interest and experience in matters related to one or more of the Technical Committees of the Association.

3.9.2

No company qualifying for ordinary membership can be elected associate member.

3.9.3

A prospective associate member shall declare the Technical Committees in whose work it proposes to take part.

3.9.4

An associate member is fully entitled to participate in the work of the authorized committees and receive all relevant papers. In addition it may be authorized to participate in the work of such other committees as may be decided by the General Assembly.

3.9.5

Representatives of the associate members shall have the right to take part in the discussions at the General Assembly.

3.9.6

Associate members have no vote in the General Assembly.

3.10

SME Members

3.10.1

A company may apply for SME membership if its annual turnover is less than 100,000,000 Swiss Francs.

3.10.2

A company may be admitted as an SME member which has interest and experience in matters related to one or more of the Technical Committees of the Association.

3.10.3

A company qualifying for ordinary membership may apply for SME membership provided it meets the conditions of Art. 3.10.1.

3.10.4

SME members may apply for ordinary or associate membership provided they meet the appropriate conditions set out in Articles 3.8 or 3.9.

3.10.5

A prospective SME member shall declare the Technical Committees in whose work it proposes to take part.

3.10.6

An SME member is fully entitled to participate in the work of the authorized committees and receive all relevant papers. In addition, it may be authorized to participate in the work of such other committees as may be decided by the General Assembly.

3.10.7

Representatives of the SME members shall have the right to take part in the discussions at the General Assembly.

3.10.8

SME members have no vote in the General Assembly.

Art. 4

ACCEPTANCE OF NEW MEMBERS

4.1

Application for membership shall be made to the Secretariat.

4.2

Decisions on compliance with conditions shall be made by a two-thirds majority of all the ordinary members.

4.3

When it has been decided that the conditions are complied with, the applicant shall be admitted to the relevant class of membership.

Art. 5

TERMINATION OF MEMBERSHIP

5.1

Membership shall be terminated in the following cases:

- a. Withdrawal upon written notice given to the Secretary General, to take effect on receipt.
- b. The company ceasing to exist.

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- c. The conditions for membership set forth in Articles 3.2 and 3.3 of the present By-Laws no longer being complied with.
- d. If, in the opinion of two thirds of all ordinary members, an ordinary member no longer complies with Articles 3.8.1 and 3.8.2. In this instance the non-complying ordinary member is eligible to apply for associate or SME membership according to the conditions of Article 3.9 or Article 3.10 as appropriate.
- e. By expulsion for violation of By-Laws and Rules or for any other conduct prejudicial to the interest and correct functioning of the Association.

5.2

No member may be expelled for failure to adhere to one or several agreed standards.

5.3

Any proposal to expel a member must be backed by at least one-fifth of all the ordinary members. The proposal to expel must be on the agenda for the General Assembly at which it is to be discussed so as to give the member the opportunity to present its case.

5.4

A two-thirds majority of all the ordinary members is necessary to expel a member. Such expulsion will become effective 15 days after notification by registered mail.

5.5

Notwithstanding Article 4.3 a member which has been expelled can only be re-admitted on a two-thirds majority of all ordinary members.

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Art. 6

STRUCTURE

6.1

The Association shall consist of:

- a. The General Assembly.
- b. The Management.
- c. The Co-ordinating Committee.

6.2

The General Assembly of the ordinary members shall be the highest authority of the Association. It shall control the Association and appoint and control its Management.

6.3

The Management shall consist of a President, a Vice-President and a Treasurer. The Management shall be discharged by the President or, if circumstances require, by the Vice President.

6.4

The President and the Vice-President shall be individuals elected for one year by the ordinary members at a General Assembly. Only representatives of ordinary members can be nominated. The President and the Vice-President can be re-elected any number of times provided that neither serves more than two consecutive years.

6.5

The President shall, through his signature, commit the Association in any business or transaction directly connected with the purpose of the Association.

6.6

There shall be a Treasurer whose duty shall be determined by the General Assembly. The Rules set out in 6.4 shall apply to his office, except that there shall be no limit in the number of consecutive years in office.

6.7

The Co-ordinating Committee shall comprise no more than 8 members and make recommendations to the General Assembly regarding the formation, activities, reorganization or dissolution of Technical Committees.

Art. 7

GENERAL ASSEMBLY

7.1

The President will each year call at least two ordinary General Assemblies of the ordinary members. Written notice of the time and place of the Assembly shall be given at least thirty days before the date of the Assembly. The Agenda and supporting documents for the Assembly shall be circulated at least fifteen days before the Assembly.

7.2

Unless otherwise restricted by these By-Laws or the Rules of the Association, any action required or permitted to be taken at an Assembly may be taken without a meeting, provided that no ordinary member opposes such a procedure within 20 days from the mailing date.

7.3

Special General Assemblies for any purpose or purposes unless otherwise prescribed by these By-Laws or the Rules of the Association may be called by the President, and shall be called by him, at the request in writing of at least one-fifth of all the ordinary members. Such request shall state the purpose or purposes of the proposed assembly. The business transacted at any special assembly shall be limited to the purposes stated in the notice.

7.4

Written notice of Special General Assemblies stating the time, place and object thereof, shall be given to each ordinary member at least twenty days before the date of the Assembly and shall include the agenda and supporting documents for the Assembly.

7.5

A majority of all the ordinary members must be present or represented by proxy at any General Assembly, in order to constitute a quorum for transaction of the business except as otherwise provided by these By-Laws or the Rules of the Association.

7.6

Unless otherwise prescribed by these By-Laws or the Rules of the Association, the vote of the majority of all the ordinary members shall decide any question.

Art. 8

PROMULGATION OF STANDARDS AND TECHNICAL REPORTS

8.1

Promulgation of such documents by the Association shall require approval by at least two-thirds of all the ordinary members.

8.2

Proposed drafts shall be circulated by the Secretary General at least two months in advance of the General Assembly at which they will be voted upon.

8.3

It is not obligatory for members to follow any standard.

8.4

All documents when approved shall be made available to all interested parties without restriction.

Art. 9

AD HOC COMMITTEES

9.1

The General Assembly may delegate authority for specific purposes to ad hoc committees. The tasks, terms of reference and membership of these committees will be adopted if a majority of all the ordinary members assent.

9.2

Unless otherwise decided at the time of its appointment each ad hoc committee may co-opt additional members should it so desire.

9.3

No ad hoc committee may meet for more than one year without being reappointed.

Art. 10

SECRETARIAT

10.1

There shall be a permanent Secretariat of the Association responsible to the General Assembly.

10.2

A Secretary General shall be appointed by the General Assembly and shall be responsible for the operation of the Secretariat.

Art. 11

TECHNICAL COMMITTEES

11.1

Technical Committees (TCs) will be formed by the Secretary General when so decided at a General Assembly.

11.2

Any ordinary member may participate in any TC.

Art. 12

FISCAL YEAR

12.1

The fiscal year shall commence on January 1 and end on December 31.

Art. 13

FINANCE

13.1

The annual budget of the Association shall be approved by at least two-thirds of the ordinary members present or represented at an ordinary General Assembly.

13.2

The Association shall be financed by an equal levy on all ordinary members and half this levy on all associate members. The fees are set by the ordinary members during an ordinary General Assembly and based on the current year budget. Such fees shall be used to finance the activity of the Association and its administrative expenses and shall not be returnable.

13.3

The Secretary General will be responsible for expenditures within the budget.

13.4

The President may authorize expenditures outside the budget to an amount not exceeding 10 per cent of the corresponding item in the current year budget. Any expense above this must be approved by the ordinary members.

Art. 14

DISSOLUTION

14.1

In the event of the dissolution of the Association, its assets are first used to discharge its liabilities. Any balance of liability shall be borne by the members in proportion to their annual fees. Any surplus funds remaining after the liabilities have been discharged will be distributed to those which are members at the date of dissolution in proportion to their total contributions to the Association.

Art. 15

AMENDMENTS

15.1

The By-Laws and any Rules that may be adopted by the General Assembly can only be modified at an ordinary or special General Assembly. The proposed amendments must be included in the agenda and notified to the members according to the provisions of Articles 7.1 and 7.4.

15.2

Amendments shall require two-thirds approval of all the ordinary members.

Art 16

LITIGATION

16.1

Any dispute arising during the life of the Association or during its dissolution either between the members of the Association and its Management or between the members and the Association or between the members themselves as a consequence of the Association's activity shall be decided upon by the Courts of the Canton of Geneva. Swiss law is applicable in all cases.