

EURAMET e.V. Byelaws  
19 October 2006

**§ 1**

**Name, domicile, financial year**

- (1) The name of the association is "EURAMET". The association will be entered into the Register of Societies in Germany. After registration, e.V. will be added to its name.
- (2) The association and its Secretariat are domiciled in 38116 Braunschweig, Bundesallee 100, Germany.
- (3) The financial year of the association corresponds to the calendar year.
- (4) The language used by EURAMET is English. Documents with importance for the German fiscal authority and Register of Associations will be translated into German by the Secretariat.
- (5) The applicable law is the German law.

**§ 2**

**Purpose of the association**

- (1) The association serves the promotion of science and research and European cooperation in the field of metrology.
- (2) The aim of the association will be realized by the following measures in particular:
  - a) development and support of European-wide research cooperation in the field of metrology and measurement standards and the creation of the necessary bodies;
  - b) support of members and associates when applying for research funds for the purpose of European cooperative projects in the fields indicated in a);
  - c) co-ordination of joint use of special facilities of members;
  - d) improvement of the efficiency of use of available resources to better meet metrological needs and to assure the traceability of national standards;
  - e) technical co-operation with metrology institutes beyond EURAMET and with other regional and international metrology organisations;
  - f) performing the tasks of a Regional Metrology Organisation (RMO) with the objective of worldwide mutual recognition of national measurement standards and of calibration and measurement certificates;
  - g) promotion and co-ordination of scientific knowledge transfer and experience in the field of metrology realized by the following measures in particular:  
common training programmes, workshops, running an internet information forum open to the public, publication of scientific results by its members in professional journals and organisation of scientific conferences;
  - h) representing metrology at the European level and promoting best practice to policy and political decision makers with regard to the metrological infrastructure and European cooperation;
  - i) cooperation with European and international organisations responsible for quality infrastructure, in particular by participation in the preparation of harmonized technical documents.
- (3) Additionally, the aim of the association will be realized by the development, regular updating and implementation of an European Metrology Research Programme

(EMRP) which will be subject to funding conditions and Rules of Procedure. The EMRP activities may be funded by the members participating in the EMRP, by the European Commission or other similar sources of funding. The EMRP allows for programme orientated funding and evaluation of joint research and development activities carried out by the members of EURAMET. The EMRP projects will be executed by the participating members, and by other organisations authorised to do so in the funding conditions. EURAMET itself will not execute EMRP projects.

- (4) The purposes pursued by EURAMET domestically and internationally are exclusively of a non-profit character within the meaning of the section "Tax-privileged purposes" of the German Fiscal Code.
- (5) EURAMET will act selflessly and does not predominantly pursue its own financial interests.
- (6) EURAMET's funds may be used only in the short term and for purposes in accordance with the Byelaws. The members will not get any financial support from the association because of their membership but solely for the execution of programmes and projects. In case of expulsion from EURAMET or upon dissolution of the association the members will not be allowed to make financial demands to EURAMET. No member shall be given a benefit through reimbursement of expenses incurred for purposes which are not in compliance with the association's aims.

### **§ 3 Rules of Procedure**

In order to establish the procedures and standard processes of EURAMET the General Assembly will agree on Rules of Procedures unless responsibility for such matters has been entrusted to another body by these Byelaws or by the General Assembly.

### **§ 4 Members / Associates**

- (1) Membership in EURAMET is open to:
  - a) National Metrology Institutes<sup>1</sup> (NMIs)<sup>2</sup> which are members of EUROMET <sup>3</sup> at the moment of incorporation of EURAMET,
  - b) European Commission's institute working in the field of metrology,
  - c) NMIs of member states of the European Union and of the European Free Trade Association, which commit themselves to support the aims and tasks of EURAMET.

All existing EUROMET members may join the association automatically within

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<sup>1</sup> A National Metrology Institute is an institute appointed by the appropriate national governmental or other official authority as that responsible for national measurement standards.

<sup>2</sup> In case the metrological infrastructure in a country consists of more than one NMI § 4 (3) shall be considered.

<sup>3</sup> Existing EUROMET has members of the following States: Austria, Belgium, Bulgaria, Croatia, Cyprus, Czech Republic, Denmark, Estonia, Finland, France, Germany, Greece, Hungary, Iceland, Ireland, Italy, Latvia, Lithuania, Luxembourg, Malta, Netherlands, Norway, Poland, Portugal, Romania, Serbia & Montenegro, Slovakia, Slovenia, Spain, Sweden, Switzerland, Turkey, United Kingdom and of the European Commission.

two years of incorporation, after notification to the Board of Directors without a decision of the General Assembly being required. § 4 (3) shall be considered. Those, who are not able to join the association as a member due to their national law or their structure, may have the status of an associate.

- (2) National Metrology Institutes of other European states than mentioned in section (1) may join EURAMET as a member if they fulfil the following criteria:
  - the traceability routes to the SI<sup>4</sup> shall be identified and have been in operation for the last three years;
  - the National Metrology Institute shall show evidence of appropriate participation in international comparisons;
  - the National Metrology Institute shall show evidence of active participation in EURAMET projects.
- (3) Only one institute per state can obtain EURAMET membership. For those states which have more than one institute responsible for maintaining national measurement standards, these institutes have to decide which of them will be the EURAMET member. Further institutes (which may be NMIs or designated institutes<sup>5</sup>) of this state or of the European Commission can become associates of EURAMET.
- (4) Natural or legal persons may also join EURAMET as associates, if they commit themselves to support the association's purpose as defined in these Byelaws actively or passively.
- (5) An application for membership or associate status of EURAMET shall be submitted in written form to the Chairperson. The decision on the application will be made by the next General Assembly by a simple majority. Details will be given in Rules of Procedure.
- (6) Each member will nominate a permanent representative (delegate) and an alternate to the delegate in the event that he or she is not available. The delegate or his or her alternate, who have to be active staff of the member institute, will attend the General Assembly and have to be authorized to take actions and make the statements necessary for the execution of membership.
- (7) Associates have no voting rights. They are not allowed to join the General Assembly, except as specified in Rules of Procedure unless they are invited to do so by the Chairperson. The specific rights and duties of the various kinds of associates are regulated in Rules of Procedure.
- (8) Members who belong to a state which is participating in the EMRP (herein called EMRP-members), may participate in the EMRP-Committee. Application for and distribution of funding will be subject to funding conditions and Rules of Procedure drawn up by the EMRP-Committee.
- (9) EURAMET may maintain permanent relationship with other governmental or non-governmental national or international organisations and institutions with activities relating to the field of metrology. These liaison organisations may apply for a permanent relationship with EURAMET to the Chairperson in writing. The General Assembly decides on the application.

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<sup>4</sup> International System of Units

<sup>5</sup> Designated institutes are responsible for certain national measurement standards and associated metrological services that are not covered by the activities of the NMI

## **§ 5**

### **Termination of membership**

- (1) Membership ends:
  - a) by dissolution of the member;
  - b) by withdrawal from the association;
  - c) by expulsion of the member;
  - d) by dissolution of EURAMET e. V.
- (2) Withdrawal shall be declared to the Chairperson in writing. A member can only withdraw at the end of the financial year having given six months' notice.
- (3) Those members who do not fulfil their duties completely, in particular those resulting from current research programmes or projects, may terminate their membership only after discharging all responsibilities and repaying the money received for projects and activities not completed.
- (4) Expulsion is permissible only for serious reasons. It must be approved by a decision of the General Assembly. In particular a member may be expelled for failing to fulfil the tasks assigned to him, despite a written request stating a deadline, with the effect that the association's aims cannot be achieved. A member may also be expelled for failing to fulfil its financial obligations within six months despite the receipt of a written request. Before a decision is taken the member must be given the opportunity to comment and to distribute a written statement relating to the occurrence.

## **§ 6**

### **Finances**

- (1) EURAMET finances its activities in particular by:
  - a) Membership fees;
  - b) EMRP fees;
  - c) Funds of the European Commission.
- 2) Membership fees are to be paid by the members. The amount and due date of annual contributions will be fixed by the General Assembly.
- 3) EMRP-members will pay EMRP fees to meet the administrative costs for the execution of the EMRP. Their portions of the costs are identified in Rules of Procedure drawn up by the EMRP-Committee.
- 4) EURAMET shall be competent to execute both a jointly funded EMRP in terms of the meaning described under Article 169 of the European Treaty and subject to the appropriate approval of the European Commission, and other similar jointly funded programmes.

## **§ 7**

### **Bodies of the association**

Bodies of the association are:

- a) the Chairperson and two Vice-Chairpersons;
- b) the Board of Directors;
- c) the General Assembly;
- d) the EMRP-Committee.

## **§ 8**

### **Chairperson and Vice-Chairpersons**

- (1) EURAMET has a Chairperson and two Vice-Chairpersons.
- (2) The Chairperson and one Vice-Chairperson<sup>6</sup> will be elected by the General Assembly for a period of three years by a simple majority of the valid votes cast in a ballot. Abstentions are regarded as invalid votes and therefore not as cast votes. The Chairperson and Vice-Chairperson (GA) have to be elected separately and can be re-elected for one further term of office not immediately following the first term of office. Only full terms of office will be taken into consideration for the possibility of the re-election.
- (3) The Chairperson should be elected one year before his or her period of office starts. The period of office of the Vice-Chairperson (GA) will commence at the time of his election.
- (4) If the Chairperson withdraws during the term of office the Chairperson elect will become the Chairperson. If there is no Chairperson elect the Vice-Chairperson (GA) will be the Chairperson until the next General Assembly elects a new Chairperson. The period of office starts with the election.
- (5) Only natural persons can be elected as Chairperson or as Vice-Chairpersons. The Chairperson and the Vice-Chairperson (GA) must be a delegate of a member during the term of office.
- (6) If there is a serious reason, the Chairperson and the Vice-Chairpersons can be deselected by the General Assembly with a two-thirds majority of the valid votes cast.
- (7) The elected EMRP-Chair under § 14 (2) will become a Vice-Chairperson<sup>7</sup>. The term of office starts and ends with the term of office as the EMRP-Chair.
- (8) In and out of court the association is legally represented by the Chairperson or by one of the Vice-Chairpersons. The Vice-Chairperson (EMRP) represents the association in matters of the EMRP only.
- (9) The Chairperson and the Vice-Chairpersons are not liable for minor negligence.
- (10) The Chairperson is responsible for the following tasks:
  - a) to prepare the meetings of the General Assembly and to draw up the draft agenda;
  - b) to summon and chair the General Assembly;

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<sup>6</sup> Further Vice-Chairperson (GA)

<sup>7</sup> Further Vice-Chairperson (EMRP)

- c) to forward the draft of the budget for every financial year to the General Assembly after discussion with the Board of Directors;
- d) to present the association's annual report and the statement of account as a basis for the formal approval of its actions.

(11) The Chairperson and the Vice-Chairpersons supervise the Secretariat activities.

## **§ 9**

### **Board of Directors**

- (1) The Board of Directors consists of:
  - a) the Chairperson and two Vice-Chairpersons;
  - b) the Chairperson elect during the year before his or her term of office;
  - c) the immediate past Chairperson during the year after his or her term of office;
  - d) six members.
- (2) The Board of Directors should reflect the diversity of the members in respect of geography, level of metrological development and metrological impact in Europe.
- (3) The members of the Board of Directors according to section 1d) will be elected by ballot by the General Assembly by simple majority of the valid votes cast. Abstentions are regarded as invalid votes and therefore not as cast votes. Members will be elected for a period of two years and can be re-elected several times but not for more than three consecutive terms of two years. Only full terms of office will be taken into consideration for the possibility of the re-election.
- (4) Only natural persons can be elected as members of the Board of Directors and must be delegates of members during their terms of office.
- (5) If a member of the Board of Directors according to section 1d) withdraws during his or her term of office the General Assembly elects a new member.
- (6) If there is a serious reason, a member of the Board of Directors can be deselected by the General Assembly with a two-thirds majority of the valid votes cast.
- (7) The Head of Secretariat will have an observer status in the Board of Directors. He or she may participate in meetings of the Board of Directors. He or she has no voting rights.
- (8) The members of the Board of Directors are not liable for minor negligence.

**§ 10**  
**Responsibility and decision-making of the Board of Directors**

- (1) The Board of Directors is responsible for the matters with which EURAMET is concerned unless the responsibility for such matters has been entrusted to another body by the Byelaws. The Board of Directors' tasks include the following:
  - a) governance of EURAMET;
  - b) identification of objectives and development of strategies;
  - c) execution of the decisions taken by the General Assembly;
  - d) advice on personnel of the Secretariat ;
  - e) discussion of the budget.
- (2) The Board of Directors is entitled to transfer the execution of tasks or parts of them to the Secretariat.
- (3) Each member of the Board of Directors may propose an item for discussion and decision.
- (4) In general the Board of Directors takes its decisions during meetings. A meeting will be chaired by the Chairperson or in his or her absence by the Vice-Chairperson (GA). It will be summoned in writing, via E-Mail or fax. The Board of Directors meeting must be summoned four weeks in advance unless all members agree to a shorter period of time. A quorum of the Board of Directors is five members including the Chairperson or the Vice-Chairperson (GA). The Board of Directors will attempt to reach decisions by consensus whenever possible. If consensus cannot be reached decisions shall be based upon the simple majority of the valid votes cast. Abstentions are regarded as invalid votes. In the event of a tied vote the Chairperson or in his or her absence the Vice-Chairperson (GA) who is chairing the meeting shall have the casting vote. The resolutions of the Board of Directors must be included in the minutes and are to be signed by the person who chaired the meeting.
- (5) The Board of Directors may take its decisions also by circular letter if the majority of members of the Board of Directors agree in writing to the subject on which a decision is to be taken. In urgent cases decisions can be taken by E-Mail if the majority of members of the Board of Directors agrees by E-mail to the subject on which the decision is to be taken.

**§ 11**  
**General Assembly**

- (1) The General Assembly consists of the delegates of the members of the association. Every delegate has one vote in the General Assembly. A delegate who is prevented from participating may send his or her alternate to the General Assembly. In this case the alternate has voting right in the General Assembly.
- (2) The following tasks come within the competence of the General Assembly:
  - 1.election of the Chairperson, the Vice-Chairperson (GA), the members of the Board of Directors and of the TC-Chairs;
  - 2.removal of the Chairperson, Vice-Chairpersons, members of the Board of Directors and TC-Chairs;
  - 3.adoption of resolutions concerning amendments to the Byelaws and the dissolution of the association;
  - 4.adoption of resolutions concerning the acceptance and expulsion of members

- and associates;
5. ratification of any proposed arrangement leading to the imposition of additional duties on the members;
  6. fixing the amount and due date of the membership fees;
  7. appointment of financial auditors;
  8. approval of the budget;
  9. acceptance of the annual report and the statement of account and discharge of the Chairperson and the Vice-Chairpersons;
  10. approval of objectives and strategy;
  11. decisions on the necessary Rules of Procedure and Terms of Reference for the General Assembly, the Board of Directors, the Secretariat, the Technical Committees and the Research Council;
  12. creation and closure of Technical Committees;
  13. creation and closure of General Assembly working groups;
  14. appointment of the members of an advisory Research Council.

## **§ 12**

### **Summoning and decision-making of the General Assembly**

- (1) The General Assembly meets at least once a year. It is summoned in writing or by E-Mail by the Chairperson at least ten weeks in advance. The members will be asked to inform the Chairperson in writing of items they wish to be included on the agenda at the latest seven weeks before the date of the meeting. Members will be sent a draft agenda at least four weeks before the meeting. Intended amendments to the Byelaws must be enclosed in the invitation verbatim.
- (2) The Chairperson will chair the General Assembly or in case of his or her absence the General Assembly will be chaired by the Vice-Chairperson (GA). The General Assembly forms a quorum if at least a half of the members are present. At the beginning of the meeting the agenda shall be adopted by the members.
- (3) The General Assembly will attempt to reach conclusions by consensus whenever possible. If consensus cannot be reached decisions shall be based upon the simple majority of the votes cast. Abstentions are regarded as invalid votes and therefore not as votes cast. In the event of an equality of votes the Chairperson or in his or her absence the Vice-Chairperson (GA) shall have the casting vote.
- (4) A meeting does not need to be held if more than half of the members agree in writing to decide issues by written vote. Voting by E-Mail will also be accepted.
- (5) In principle it is up to the Chairperson to decide how the votes are taken. The voting must be by written ballot if demanded by one third of the members present who are entitled to vote.
- (6) The decisions of each General Assembly are to be included in the minutes of the meeting. A draft of the minutes is to be circulated to all members within one month after the meeting. If there are no written objections from a member within a period of four weeks the minutes are considered to be approved and final. The minutes are to be signed by the Chairperson and the keeper of the minutes.

### **§ 13**

#### **Extraordinary General Assembly**

The Chairperson must summon an extraordinary General Assembly if this is in the interest of the association or if one fifth of the members demand such meeting in writing stating the purpose and the reasons. Section 11 and 12 of the Byelaws applies also to the extraordinary General Assembly.

### **§ 14**

#### **EMRP-Committee**

- (1) EMRP-members shall appoint one representative each to the EMRP-Committee. The representative should be active staff of the member and must be authorized to take actions and make the statements necessary for the execution of membership. Exceptionally an EMRP member may appoint a person other than a staff member to be its representative in the EMRP-Committee.
- (2) The EMRP-Committee elects a representative as an EMRP-Chair and one deputy EMRP-Chair for a three-year period. One re-election is possible. Only full terms of office will be taken into consideration for the possibility of re-election. The country of origin of the EMRP-Chair, her or his deputy, the Chairperson and the Vice-Chairperson (GA) must be different.
- (3) The elected EMRP-Chair will be Vice-Chairperson (EMRP) according to § 8.
- (4) If the EMRP-Chair or his or her deputy withdraws during his or her term of office the EMRP-Committee elects a replacement for the rest of the term of office of the person who has withdrawn.
- (5) The EMRP-Committee is responsible for all matters concerning the execution of the EMRP, in particular:
  1. to decide upon the development and updating of the EMRP;
  2. to create and close sub-programme Committees;
  3. to prepare and decide on funding conditions for the execution of the EMRP including the criteria for the selection of evaluators;
  4. to approve the composition of a pool of evaluators;
  5. to decide on funding research programmes and projects on the basis of the funding conditions as far as EURAMET is authorised by the European Commission;
  6. to approve the part of the budget for the next financial year concerning the EMRP;
  7. to prepare and to announce calls for expressions of interest and for proposals concerning the EMRP;
  8. to supervise an adequate and orderly accounting of the EMRP tasks of the Secretariat;
  9. to monitor and to control the progress of the funded programmes and projects and to decide on corrective measures.
- (6) The EMRP-Committee will adopt Rules of Procedure.
- (7) The basis for calculating the number of votes held by the individual members of the EMRP-Committee according to their national contribution to the EMRP will be determined in Rules of Procedure. Decisions shall be taken by simple majority of the votes cast. Abstentions are regarded as invalid votes and therefore not as votes cast.

- (8) The EMRP-Committee will be supported by the Secretariat and may entrust the Secretariat with the execution of the decisions.
- (9) The EMRP-Committee meets at least once a year. The meetings are chaired by the EMRP-Chair or the deputy.
- (10) A meeting does not need to be held if two-thirds of all members agree in writing to written votes. Voting by E-Mail will also be accepted.
- (11) The EMRP-Committee forms a quorum if at least half of the “voting power” is present.
- (12) Discussions of the EMRP-Committee are to be treated confidentially. The decisions must be included in the report of the meeting. A draft report shall be circulated to all members within one month of the meeting. If there are no written objections claimed from a member within a period of four weeks the report is considered to be approved and final. The report is to be signed by the EMRP-Chair or the deputy. Decisions of the EMRP-Committee relating to applications for funding must be announced in writing by the Secretariat to the applicants.
- (13) The members of the EMRP-Committee are not liable for minor negligence.

## § 15 Research Council

A Research Council will be established. The Research Council will give advice in matters of the EMRP. Details will be determined in Rules of Procedure.

## § 16 Technical Committees

- (1) In order to prepare proposals and implement technical decisions in support of the EURAMET aims, Technical Committees (TCs) will operate. As occasion demands TCs may be established or dissolved by the Board of Directors with the approval of the General Assembly.
- (2) To each TC a contact person may be appointed by each member to foster collaboration of the members in that field. The Board of Directors can decide that a TC may have more than one contact person per state. In this case the approval of the General Assembly is necessary.
- (3) All members have the right to participate in the work of the TCs, including the CIPM-MRA<sup>8</sup> issues and all EURAMET projects. This applies also to associates from those states being represented in EURAMET by a member according to § 4 (3), last sentence. Associates who are or have been members of EUROMET but cannot join EURAMET for legal reasons have the same rights and may appoint contact persons. Other associates from states not being represented in EURAMET by a member may participate in the work of the TCs with the approval of the Board of Directors.
- (4) Terms of Reference of the TCs have to be approved by the General Assembly.

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<sup>8</sup> Mutual Recognition Arrangement for national measurement standards and for calibration and measurement certificates issued by NMIs, drawn up by the Comité international des poids et mesures (CIPM)

## **§ 17**

### **Secretariat**

- (1) Structure, rights and duties of the Secretariat will be regulated by Rules of Procedure. Rules of Procedure will be adopted by the General Assembly after consent of the EMRP-Committee (where appropriate) and the Board of Directors.
- (2) The Secretariat has the following tasks:
  1. internal affairs (including financial management);
  2. CIPM-MRA issues;
  3. administration of the EMRP;
  4. giving support to the members in metrological traceability;
  5. giving support to the Chairperson and to the Board of Directors in external affairs.
- (3) After being proposed by the EMRP-Committee and by decision of the General Assembly, tasks of the Secretariat concerning the administration of the EMRP may be delegated to a member or contracted to a third party.
- (4) The Secretariat will be financed by the membership fees. Tasks of the Secretariat concerning the EMRP will be financed by contributions of the EMRP-members and, in case of a joint programme under Article 169 of the European Treaty, by the European Commission's funding.
- (5) The Secretariat shall keep books in terms of §§ 141 et seq. German fiscal code (AO) for each calendar year. Based on the records a competent person shall have the possibility to survey receipts and expenses at any time. Once a year a financial auditor shall give an expert opinion on the adequate and orderly use of funds. The auditor's opinion shall be submitted to the Chairperson, the Vice-Chairpersons, the General Assembly, the EMRP-Committee and the Board of Directors.
- (6) Relating to the administration of the EMRP the Secretariat shall keep such records as required to satisfy the European Commission financial control requirements and the members and other recipients of funding shall maintain and furnish such evidence as is necessary for the execution of this duty.
- (7) Once a year the Secretariat shall prepare the draft of the budget for the next financial year as the basis for the decision of the responsible bodies. The Secretariat will forward the draft of the budget to the Chairperson, the Vice-Chairpersons, the Board of Directors and the EMRP-Committee.
- (8) The Secretariat establishes an annual account for the past financial year and submits it to the Chairperson, the Vice-Chairpersons and the Board of Directors for decision.

**§ 18**  
**Amendments to the Byelaws**

- (1) The General Assembly may take decisions concerning amendments to the Byelaws only if at least two-thirds of the members entitled to vote are present and agree to the amendment. A decision to modify the purpose of the association (§ 2) can be taken only if the non-profit character of the association is not set aside and if all members agree.
- (2) If the fiscal authority or the register of associations objects to a section of these Byelaws the Chairperson and the Vice-Chairpersons can align this section according to the request without need for approval of the members of the association, who must be informed of the changes.

**§ 19**  
**Dissolution of the association**

- (1) The General Assembly may decide to dissolve the association only if at least three fourths of the members entitled to vote are present. The decision on the dissolution of the association can be taken only by the General Assembly, with a two-thirds majority of the valid votes cast. Abstentions are regarded as invalid votes and therefore not as cast votes.
- (2) Unless otherwise decided by the General Assembly, the Chairperson and the Vice-Chairperson (GA) together are liquidators authorised to represent the members.
- (3) In case of dissolution of the association, abolition or lapse of the tax privileged status any assets available shall be used for tax privileged purposes only. The responsible financial authority shall formally approve the proposed use before resolutions regarding the use are passed.

The Byelaws were established at the inaugural meeting held on 11<sup>th</sup> of January of 2007.

Berlin,

Signatures: