



The European Foundry Equipment Suppliers Association (CEMAFON)

Adopted at the CEMAFON Directors Meeting on October 24, 2007 in Milan/Italy

CEMAFON CONSTITUTION

1. Preamble

The principal foundry equipment associations in Europe have established a European Committee of the national Associations of Machinery and Products Manufacturers for Foundries (European Foundry Equipment Suppliers Association) (CEMAFON).

CEMAFON is not a corporate entity. It has the aims and rules as set out below.

2. Aims

CEMAFON is a non-profit oriented organisation aiming to promote the European Foundry Machinery Industry, to protect its business interests and to deal with such and other matters that have relevance when its members so wish. Technical issues and standardisation, trade shows and marketing issues have particular importance to CEMAFON.

3. Membership

The regular members of CEMAFON are the national associations representing the foundry machinery industry of each country. Each country shall be represented by the association representing the industry.

Any single company working in the industry sector represented by CEMAFON but being in a European country which does not have a Trade Association for that sector may become an associate member.

Admission to membership will be approved or rejected by a $\frac{3}{4}$ (three quarters) decision of members of the Executive Committee after an enquiry into the industrial representative status of the applicant.

Resignations must be notified by letter addressed to the President of CEMAFON; they become effective immediately with regard to membership; however all financial obligations undertaken must be met during the unexpired part of the financial year in which notice is given.

Any member, either failing both to pay its subscription or to communicate to the General Secretariat arrangements for paying its subscription shall be regarded as withdrawing from membership with effect from the end of the financial year in which notice is given.

4. Organisation (see also annex)

CEMAFON consists of the following bodies:

- 4.1 General Assembly
- 4.2 Presidency
- 4.3 General Secretariat
- 4.4 Executive Committee
- 4.5 Sector Groups

4.1 General Assembly

The General Assembly is composed of a delegation from each national association, assisted by their respective Secretaries. Any machinery manufacturers who are members of a national association may attend. Each national delegation appoints a representative who has the voting right.

Through their commitment to CEMAFON all members shall avoid actions which may cause conflict with others and shall always try to reach mutual consent. In this spirit of cooperation the constitution and the voting mechanism should be used as little as possible.

The General Assembly shall meet at least once every 3 years. The General Secretariat shall notify the national organisations of the place, date and time of the meeting at least 30 days in advance, including the provision of the agenda for the meeting.

The President may also call a special General Assembly when required due to important reasons. A General Assembly can also be called on request of a national association.

The functions of the General Assembly shall be

- I. to approve the main policy lines on the recommendation by the Executive Committee or Sector Groups
- II. to provide the forum where members and delegations may put forward suggestions for work to be undertaken by the General Secretariat, the Executive Committee or the Sector Groups, and by agreed resolutions direct these matters, especially concerning the basic trade show promotion policy.
- III. to approve the financial report of the Executive Committee
- IV. to approve the annual contributions payable by the national associations
- V. to elect the President and Vice President and make other appointments as appropriate. The Vice President is the nominated successor to the President, if the latter is for any reason unable to fulfil his term

- VI. to discuss all matters relating to the fields of activity of CEMAFON and take action thereon
- VII. to appoint the Secretary General.

4.2 Presidency

The President shall represent CEMAFON and be responsible to the General Assembly. By delegation through the General Secretariat he takes all necessary action to implement the agreed decisions of the General Assembly and takes all such actions as may be necessary to ensure the running of the organisation and the correct use of its funds.

The President shall be the Chairman of the General Assembly.

The President shall be charged with the task of representing CEMAFON on such occasions and in such places as may be appropriate or desirable.

The Vice President can deputise for the President in his absence or incapacity and when doing so take all action the President is empowered to take.

The President and Vice President must hold respected positions in the foundry machinery industry. The term of office is normally for 3 years. President and Vice President may be re-elected for further terms.

The President and Vice President cannot be of the same country.

4.3 General Secretariat

The General Secretariat is entrusted to VDMA in Frankfurt. It may be transferred to another member association by a unanimous decision of the General Assembly. The General Secretary is responsible for servicing the General Assembly and the Executive Committee and to carry out the daily management of CEMAFON affairs under the Presidency.

The General Secretary is bound by directions from higher authorities, the General Assembly, the Executive Committee and shall have the following specific duties:

1. Ensure the work of the CEMAFON office is administered effectively.
2. Ensure the appropriate co-ordination between all the members of CEMAFON.
3. Prepare all the meetings, draw up the agenda, issue and send out the minutes within the required time limits.

4.4 Executive Committee

The Executive Committee shall be composed of the President and the Vice President, one representative (normally, the Director or Secretary of the association) of each national member association, a representative of an associate member, the chairman of the Sector groups and the General Secretary. It shall be chaired by the President.

The Executive Committee shall take all decisions about the matters falling within the scope of CEMAFON, unless reserved to the discretion of the General Assembly:

1. Carry through all decisions in a manner which is consistent with the resolutions passed by the General Assembly
2. Approve and carry out any subsequent actions which are necessary to fulfill the resolutions already passed by the General Assembly
3. Approve the budget and final balance of CEMAFON each year
4. Approve the work programme of CEMAFON and its Sectors
5. Decide about membership admissions (see § 3 of this constitution).

If it proves impossible to reach unanimity, decisions may be taken by simple majority on the basis of "one country, one vote". The President has a casting vote while associate members have one collective vote.

4.5 Sector Groups

With reference to the aims, CEMAFON may maintain Sector Groups created by the Executive Committee which represent certain segments of the foundry machinery industry.

The Sector Groups appoint a chairman who conducts the meetings with the Secretary General or an appointed staff member of a member association and represents the Sector Groups.

5. Commissions

CEMAFON may maintain Commissions to deal with any special issue or event. The Commissions may organise their own work pattern. Any requirements for working groups shall be referred to the Executive Committee or the General Assembly for approval.

6. Quorum and Decisions

The presence of more than one half of the members entitled to vote shall constitute a quorum at any meeting of the General Assembly and the Executive Committee.

It is CEMAFON's objective, in reaching all decisions, to achieve unanimity. However if this proves impossible, decisions may be taken on a simple majority with the exception of those on membership, financial matters and statutes for which a $\frac{3}{4}$ (three quarters) vote is required.

The underlying principle of CEMAFON is "One Country, One Vote". Associate members have one collective vote. National delegations will cast the vote of the country they represent. Voting by written proxy is permitted.

7. Financial Matters

- I. The expenses of CEMAFON are covered by
 - membership contributions according to internal membership rules
 - exhibition fees
 - other income
- II. The rate of membership contributions is decided by the General Assembly upon proposal of the Executive Committee. Members are obliged to deliver all information needed by the General Secretariat for the calculation of the contributions.
- III. Contributions are due on January 1 of each year.
- iV. The financial year coincides with the calendar year.
- V. Members who resign or are expelled have no claim against the assets of CEMAFON.
- VI. The liability of CEMAFON is limited to its funds. Personal liability of member associations or officers is excluded.
- VII. The General Secretariat is responsible for drafting the budget of CEMAFON.
- VIII. The General Secretariat is responsible for the management of funds, the signing of trade fair contracts after approval of the Executive Committee and the preparation of the annual financial accounts.
- IX. The General Secretariat or the Secretariat of a Sector Group shall receive a lump sum to partly cover the costs for manpower and infrastructure.

External costs (such as costs for external experts, publications, translations, internet, travelling in official capacity of the General Secretary), shall be paid in full by CEMAFON.

The costs incurred in meetings, such as meeting rooms, social functions and meals, shall partly be reimbursed to the organising national association as a lump sum.

The Executive Committee fixes the amount of the lump sums.

- X. The President of CEMAFON shall be empowered to authorize essential, non budgeted expenditures up to an amount which is unanimously decided by the Executive Committee.

The General Secretary, or the Secretaries of Sector Groups, shall be empowered to authorize expenditures within the approved budgets.

8. Official Language

The official language for the General Assembly, the Executive Committee, the Sector Groups, Commissions and Working Groups and for the official documents shall be English.

Translations into and from other languages is the responsibility of the associations concerned.

9. Statutes

Changes to the statutes shall be resolved by the General Assembly and will require a majority of $\frac{3}{4}$ (three quarters) of those voting. Notice of a change in the statutes shall be given 90 days before the start of the meeting by the association proposing for change.

10. Termination

An application to terminate CEMAFON may be prepared by the President or Vice President. The liquidation must be resolved by the General Assembly, any assets distributed or liabilities being met in proportion the the annual subscription paid in the previous year.



Organisation of CEMAFON

