

WELMEC Byelaws

Version 24-Oct-2019

§ 1

Name, domicile, financial year, legal representation

- (1) The name of the Association is *European Cooperation in Legal Metrology WELMEC*. The Association will be registered with the Register of Associations in Germany. After registration "e. V." will be added to its name.
- (2) The Association is domiciled in 38116 Braunschweig, Bundesallee 100, Germany.
- (3) The financial year of the Association is the calendar year.
- (4) The language used by WELMEC is English. Documents with importance for the German fiscal authority and Register of Associations will be translated into German.
- (5) The applicable law is the German law.
- (6) In and out of court the Association is legally represented by the Chairperson or by the Vice-Chairperson.
- (7) The purposes pursued by WELMEC domestically and internationally are exclusively of a non-profit character within the meaning of the section "Tax-privileged purposes" of the German Fiscal Code.
- (8) WELMEC will act selflessly and does not predominantly pursue its own financial interests.

§ 2

Purpose of the Association

- (1) The Association serves the promotion of science and research intended to improve reliability of measurement and measuring instruments by providing a platform for co-operation in the field of legal metrology in Europe. Legal metrology is the application of legal requirements to measurements and measuring instruments. WELMEC also aims at protecting consumer's rights in this field.
- (2) The principal aim of WELMEC is to establish a harmonised and consistent approach to European legal metrology.
- (3) WELMEC is the Regional Legal Metrology Organisation in the sense of the OIML (Organisation internationale de métrologie légale) of Europe.
- (4) The aim of the Association will be realised by the following measures in particular:
 - a. to develop and maintain mutual confidence between legal metrology organisations in Europe;
 - b. to achieve and maintain the equivalence and harmonisation of legal metrology activities taking into account the relevant guidelines and legislation;
 - c. to identify any special features of legal metrology which need to be reflected in the European metrology, certification and testing framework;
 - d. to co-operate with European and other organisations responsible for research or quality infrastructure;
 - e. to co-operate in coordination of market surveillance and consumer protection in the field of legal metrology;

- f. to organize the exchange of information for legal metrology applied at international, national and local level;
 - g. to identify, and promote the removal of, technical or administrative barriers to trade in the field of measuring instruments;
 - h. to promote consistency of interpretation and application of normative documents and propose actions to facilitate implementation;
 - i. to identify specific technical problems which might form the subject of collaborative projects;
 - j. to maintain working links with all relevant bodies and promote the infrastructure relating to harmonisation of legal metrology;
 - k. to debate trends and establish criteria for the scope of legal metrology and maintain channels for a continuous flow of knowledge;
 - l. to produce guidance documents that can be referenced by the relevant Committees established under European Union legislation.
- (5) WELMEC may maintain permanent relationship with other governmental or non-governmental organisations and institutions with activities relating to the field of metrology. Details will be given in the Rules of Procedure.
- (6) WELMEC'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 WELMEC projects or reimbursement of travel cost in individual cases. In case of exclusion from WELMEC or upon dissolution of the Association the Members will not be allowed to make financial demands on WELMEC. No person shall be given a benefit through reimbursement of expenses incurred that are exceedingly high or 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 WELMEC, the WELMEC Committee will agree on Rules of Procedures (RoP).

§ 4 Members

- (1) Membership in WELMEC is open to:
- a. National legal metrology authorities in European Union and EFTA member States who commit themselves to participate in the work and activities of WELMEC;
 - b. National legal metrology authorities in those countries that are in transition to membership of the European Union;
 - c. National legal metrology authorities of other European states having implemented European legislation in metrology and having a special arrangement with the EU.
- (2) Only one authority per state can obtain WELMEC Membership. For those states which have more than one authority responsible for legal metrology, these organisations must agree which of them will be the WELMEC Member.

- (3) An application for membership status of WELMEC shall be submitted in written form to the Chairperson. The decision on the application will be made by the WELMEC Committee by a simple majority. Details on membership criteria will be given in Rules of Procedure.
- (4) Each Member will nominate a permanent representative (Delegate) and an Alternate to the Delegate. The registered Delegate shall represent the Member of that state in the WELMEC Committee. The Delegate has to be authorised by the member organisation to take actions and make the statements necessary for the execution of membership.

§ 5 Termination of Membership

- (1) Membership status ends by:
 - a. dissolution of the Member;
 - b. withdrawal from the Association;
 - c. exclusion of the Member;
 - d. no longer fulfilling the conditions of § 4 (1);
 - e. dissolution of WELMEC.
- (2) Withdrawal shall be declared to the Chairperson in writing. A Member can withdraw at any time having given three months' notice but must cover its financial obligations.
- (3) Members which withdraw or are excluded from the Association have to discharge all commitments of responsibilities for projects and activities unless agreed otherwise.
- (4) Exclusion is permissible only for serious reasons. It must be approved by a decision of the WELMEC Committee. In particular a Member may be excluded for failing to fulfil the responsibilities assigned, despite a written request stating a deadline. A Member may also be excluded for failing to fulfil its financial obligations within two years despite the receipt of a written reminder.
- (5) Before a decision on exclusion is taken, the Member must be given the opportunity to comment and to provide a written statement relating to the occurrence.

§ 6 Finances

- (1) WELMEC finances its activities in particular by:
 - a. Fees paid by Members;
 - b. Donations.
- (2) The amount and due date of fees to be paid by Members will be fixed by the WELMEC Committee.

§ 7 Bodies of the Association

Bodies of the Association are the:

- a. Chairperson and Vice-Chairperson (the Board in the sense of § 26 of the BGB);
- b. Executive Board;
- c. WELMEC Committee (General Assembly).

§ 8

Chairperson and Vice-Chairperson

- (1) WELMEC has a Chairperson and a Vice-Chairperson. They will be elected by the WELMEC Committee for a period of three years. They can be re-elected for only one further term of office immediately following their first term of office. Only full terms of office will be taken into consideration for the possibility of a re-election.
- (2) The WELMEC Committee elects the Chairperson and the Vice-Chairperson at a WELMEC Committee Meeting according to the following rules:
 - a. the election shall be by secret ballot;
 - b. the quorum is reached, if at least 75 % of the Members are represented personally or by a proxy;
 - c. the Chairperson and Vice-Chairperson are elected by absolute majority of the valid votes cast. Abstentions are regarded as invalid votes and therefore not as cast votes;
 - d. if no candidate reaches the absolute majority, the candidate or the candidates with the least number of votes is discarded and a further ballot is organised. If only three candidates remain, a candidate is discarded only, if he or she is alone to have the least votes;
 - e. if the ballot with 3 or 2 candidates produced twice the same result, the lot shall decide.
- (3) The Chairperson should be elected one year before his or her period of office starts with the status of a Chairperson elect. The Chairperson elect will become a member of the Executive Board with voting right.
- (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 will be the Chairperson until the WELMEC Committee elects a new Chairperson.
- (5) Only natural persons can be elected as Chairperson or as Vice-Chairperson. The Chairperson and the Vice-Chairperson must be a Delegate from a Member according to § 4 (1a) during the term of office.
- (6) The Member which provides the Chairperson has the right to send the nominated Alternate Delegate for participation in the WELMEC Committee. In this case, the voting right passes to the Alternate and the Chairperson has no voting right in the meeting.
- (7) If there is a serious reason, the Chairperson or the Vice-Chairperson can be deselected by the WELMEC Committee with a two-thirds majority of the valid votes cast.
- (8) The Chairperson and the Vice-Chairperson are not liable for minor negligence.
- (9) The responsibilities of the Chairperson and the Vice-Chairperson will be described in the Rules of Procedure.

§ 9
Executive Board

- (1) The Executive Board consists of:
 - a. the Chairperson and Vice-Chairperson;
 - b. the Chairperson elect;
 - c. up to four elected members.
- (2) WELMEC will encourage and support a good geographical and gender balance in the representation of the Executive Board.
- (3) The members of the Executive Board according to § 9 (1c) of these Byelaws will be elected by ballot paper by the WELMEC Committee by a 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 three years and can be re-elected several times but cannot serve for more than two consecutive terms. 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 Executive Board and must be Delegates during their terms of office.
- (5) If a member of the Executive Board according to § 9 (1c) of these Byelaws withdraws during his or her term of office the WELMEC Committee elects a new member.
- (6) If there is a serious reason, a member of the Executive Board according to §9 (1c) can be deselected by the WELMEC Committee with a two-thirds majority of the valid votes cast.
- (7) The members of the Executive Board are not liable for minor negligence.

§ 10
Responsibilities and decision-making of the Executive Board

- (1) The Executive Board is responsible for organising the administration of the association and for all matters WELMEC is concerned with unless the responsibility for such matters has been entrusted to another body by the Byelaws. The tasks include the following:
 - a. implementation of the decisions taken by the WELMEC Committee;
 - b. advice on the direction of WELMEC and to discuss strategic issues of importance to WELMEC for presentation to the WELMEC Committee.
- (2) In general, the Executive Board takes its decisions during meetings. A meeting will be chaired by the Chairperson or in his or her absence by the Vice-Chairperson. It will be summoned in writing or via E-Mail. The Executive Board meeting must be summoned four weeks in advance unless all members agree to a shorter notice period of time. A quorum of the Executive Board is four members including the Chairperson or the Vice-Chairperson who is chairing the meeting. The Executive Board 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 who is chairing the meeting shall have the casting vote. The resolutions of the Executive Board must be included in the minutes.
- (3) The Executive Board may take its decisions by written voting (by E-mail or electronic voting).

A decision requires the simple majority of the valid votes cast. A quorum is four members. Abstentions are regarded as invalid votes. The decisions have to be recorded in writing by the Secretariat and the resolution shall be notified to the members of the Executive Board immediately.

- (4) The Executive Board meets at least four weeks prior to the WELMEC Committee meeting and on other occasions as the need arises.

§ 11 WELMEC Committee

- (1) The WELMEC Committee is the highest authority of the Association (General Assembly). The WELMEC Committee has to be kept informed on all matters of importance to the Association.
- (2) The WELMEC Committee consists of the registered Delegates according to § 4 (4). A Delegate who is prevented from participating may send his or her registered Alternate to the WELMEC Committee or pass his or her vote to a proxy from another WELMEC Member. In this case, the Alternate or the proxy has voting right in the WELMEC Committee.
- (3) As a general rule, each Delegate has one vote in the WELMEC Committee. This does not apply to decisions on documents to be endorsed by the European Commission. For a decision on these specific matters only WELMEC members according to § 4(1a) and (1b) are entitled to vote. Members according to §4 (1c) are excluded from taking part in these decisions.
- (4) The following tasks come within the competence of the WELMEC Committee:
 - a. evaluate and approve strategy documents and associated action plans, as well as all the other documents which create obligations for WELMEC;
 - b. review the finances, approve the yearly financial report and decide on the discharge of the Chairperson;
 - c. fix the amount and due date of the fees to be paid by Members
 - d. evaluate and approve WELMEC guides, annual reports and programmes of WGs;
 - e. elect the Chairperson, the Vice-Chairperson, the further members of the Executive Board, the Convenors and – where applicable – Deputy Convenor of the Working Groups;
 - f. removal of the Chairperson, Vice-Chairperson, further members of the Executive Board, Convenors and Deputy Convenors of the Working Groups;
 - g. adopt resolutions concerning amendments to the Byelaws and the dissolution of the Association;
 - h. adopt resolutions concerning the acceptance and exclusion of Members;
 - i. appoint financial auditors;
 - j. decisions on the necessary Rules of Procedure;
 - k. creation and closure of Working Groups, including their Terms of Reference.
- (5) The WELMEC Committee meets at least once a year. The WELMEC Committee Meeting

consists of the registered Delegates and of observers on invitation by the Chairperson.

- (6) The WELMEC Committee Meeting is summoned in writing or by e-Mail by the Chairperson at least ten weeks in advance. Together with the summoning a draft agenda will be distributed. 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 final draft agenda at least four weeks before the meeting. Intended amendments to the Byelaws must be enclosed in the invitation verbatim.
- (7) The Chairperson will chair the WELMEC Committee Meeting or, in case of his or her absence, the WELMEC Committee Meeting will be chaired by the Vice-Chairperson. At the beginning of the meeting the agenda shall be adopted by the delegates.
- (8) The WELMEC Committee Meeting must be minuted. The minutes must be signed by the keeper of the minutes and the person who chaired the meeting.

§12

Decision making of the WELMEC Committee

- (1) The WELMEC Committee takes decisions according to the following rules:
 - a. It will attempt to reach conclusions by consensus whenever possible;
 - b. If consensus cannot be reached, unless stated otherwise in these byelaws, decisions shall be based upon the simple majority of the valid votes cast. Abstentions are regarded as invalid votes and therefore not as votes cast;
 - c. In the event of a tie vote, the Chairperson shall decide. In his or her absence the Vice-Chairperson shall decide.
- (2) At the Committee Meeting:
 - a. the quorum is reached, if at least 75 % of the Members entitled to vote are represented personally or by a proxy according to §11 (2);
 - b. the WELMEC Committee may take its decisions by show hands or by secret ballot. In principle it is up to the Chairperson to decide how the votes are taken. The voting must be by secret ballot if demanded by one third of the Members present who are entitled to vote. Details are described in the RoP;
 - c. the decisions are to be included in the minutes of the meeting.
- (3) Between Committee Meetings:
 - a. the WELMEC Committee can take decisions electronically or by post. Details are described in the RoP;
 - b. the quorum is reached, if at least 75 % of the Members entitled to vote respond to the vote or the election;
 - c. the decisions have to be recorded in writing and the resolutions shall be notified to the WELMEC Committee immediately.

§ 13
Extraordinary Committee Meeting

The Chairperson must summon an extraordinary Committee Meeting if this is in the interest of the Association or if one third of the Members demand such meeting in writing stating the purpose and the reasons. §§ 11 and 12 of these Byelaws apply also to the extraordinary Committee Meeting.

§ 14
Working Groups

- (1) In order to prepare proposals and implement technical decisions in support of the WELMEC aims, Working Groups (WG) will operate. As occasion demands, WGs may be established or dissolved by the WELMEC Committee. Details will be determined in Rules of Procedure and Terms of Reference of the WGs.
- (2) Each Working Group is chaired by a Convenor. If deemed necessary, a Deputy Convenor is also appointed.
- (3) All Members have the right to participate in the work of the Working Groups and may appoint one representative to foster collaboration in that field. Representatives of other national legal metrology organisations of a Member state may fill the post in a Working Group upon decision of the registered Delegate of that state.

§ 15
Amendments to the Byelaws

- (1) The WELMEC Committee may take decisions concerning amendments to the Byelaws only if at least three-fourths of the Members are present. The decision on the amendment of the Byelaws can be taken only by the WELMEC Committee with a three-fourth majority of the valid votes cast. Abstentions are regarded as invalid votes and therefore not as cast votes. A decision to modify §2 of these Byelaws (the purpose of the Association) can be taken only if the non-profit character of the Association is not set aside.
- (2) If the fiscal authority or the register of Associations objects to a section of these Byelaws the Chairperson and the Vice-Chairperson can align this section according to the request without need for approval of the WELMEC Committee, who must be informed of the changes.

§ 16
Transitional Arrangement

All existing WELMEC Members who signed the WELMEC Memorandum of Understanding and fulfill the conditions of §4 (1) may join the new association WELMEC e. V. within two years of incorporation. They become automatically member of WELMEC e.V. after written notification to the Chairperson, without prior decision of the WELMEC Committee (§11 (4h)).

§ 17
Dissolution of the Association

- (1) The WELMEC Committee may decide to dissolve the Association only if at least three fourths of the Members are present. The decision on the dissolution of the Association can be taken only by the WELMEC Committee, with a three-fourths majority of the valid votes cast. Abstentions are regarded as invalid votes and therefore not as cast votes.

- (2) Unless otherwise decided by the WELMEC Committee, the Chairperson and the Vice-Chairperson 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 transferred to a legal entity of public law or another tax privileged entity which shall use them directly and exclusively for non-profit purposes, namely the promotion of science and research and/or the promotion of consumer protection rights.