

FEDERATION EUROPEENNE  
D' ASSOCIATIONS NATIONALES D'INGENIEURS  
Association Sans But Lucratif  
(en abrégé: FEANI)

EUROPEAN FEDERATION OF NATIONAL ENGINEERING  
ASSOCIATIONS  
Not-for-Profit Association  
(abbreviated name : FEANI)

FÖDERATION EUROPÄISCHER NATIONALER INGENIEURVERBÄNDE  
Gemeinnützige Organisation  
(abgekürzt : FEANI)

## **STATUTES**

**Adopted by the General Assembly  
Luxembourg 28 September 2001**

amended on request of the Belgian Ministry of Justice.  
These amendments have been adopted without objections by the National  
Members by correspondence with the deadline of 14 May 2002

## **CONTENTS**

### **SECTION 1 GENERAL**

Article S1	NAME AND FORM
Article S2	REGISTERED OFFICE
Article S3	DURATION
Article S4	LANGUAGES
Article S5	PURPOSES
Article S6	ACTIVITIES
Article S7	LIMITS OF SCOPE

### **SECTION 2 MEMBERSHIP – ADMISSION – RESIGNATION**

Article S8	MEMBERS – ASSOCIATES
Article S9	ADMISSION
Article S10	RESIGNATION – EXPULSION

### **SECTION 3 ORGANISATION**

Article S11	STRUCTURE
Article S12	FUNCTIONS OF THE GENERAL ASSEMBLY
Article S13	SCOPE AND MEMBERSHIP OF THE GENERAL ASSEMBLY
Article S14	MEETINGS OF THE GENERAL ASSEMBLY
Article S15	QUORUM AND VOTING AT THE GENERAL ASSEMBLY

Article S16	THE PRESIDENT
Article S17	COMPOSITION OF THE EXECUTIVE BOARD
Article S18	CO-OPTATIONS
Article S19	EXECUTIVE BOARD MEETINGS AND RESOLUTIONS
Article S20	POWERS OF THE EXECUTIVE BOARD
Article S21	CREATION OF COMMITTEES AND WORKING GROUPS
Article S22	THE VICE-PRESIDENT
Article S23	THE TREASURER
Article S24	SECRETARY GENERAL
Article S25	INTERNAL AUDITORS

**SECTION 4  
FINANCE**

Article S26	RESOURCES
Article S27	SUBSCRIPTIONS – SHARES
Article S28	FISCAL YEAR

**SECTION 5  
AMENDMENTS**

Article S29	AMENDMENTS OF THESE STATUTES
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**SECTION 6  
ADDITIONAL INTERNAL RULES**

Article S30	BY-LAWS
Article S31	GENERAL POLICIES

**SECTION 7  
MISCELLANEOUS**

Article S32     ARBITRATION

Article S33     DISSOLUTION/LIQUIDATION

Note: In these Statutes the term “he” shall be understood as he or she.

## **SECTION 1 GENERAL**

### **Article S1 – NAME AND FORM**

The association is an International Association in accordance with the Belgian law of 25<sup>th</sup> October 1919 (as amended) called “Fédération Européenne d'Associations Nationales d'Ingénieurs” (European Federation of National Engineering Associations – Föderation Europäischer Nationaler Ingenieurverbände), commonly known as FEANI. It is a not-for-profit association of national engineering associations in European countries and does not provide any financial benefits to its National Members or Officers.

### **Article S2 – REGISTERED OFFICE**

Its registered office is established in Brussels and is currently located at Rue du Beau Site, 21-23, 1000 Brussels (Belgium).

It can be transferred to any other location in the Brussels area by decision of the Executive Board, to be published in the Annexes to the Moniteur Belge (Belgian Official Journal).

### **Article S3 – DURATION**

Its duration is unlimited.

### **Article S4 – LANGUAGES**

The three working languages of FEANI are English, French and German.

However, for all internal purposes, such as language at meetings, at conferences, language of the minutes, language of working documents, and for the purpose of discussing and agreeing on the precise meaning and scope of any of the provisions of the Statutes, By-laws or any other document, English shall be the language of choice, unless decided otherwise, either by the Executive Board (in special cases) or unanimously by the participants of a given meeting.

## **Article S5 – PURPOSES**

FEANI's purpose – in compliance with the spirit of subsidiarity – is to help the engineers of Europe, through its National Member Associations, by giving them the opportunity to improve their career development, to complete their training and to develop their scientific capacities, and in particular:

**S5.1** To affirm the professional identity of the engineers in Europe;

- To promote excellence in the education, training and professional development of those engaged in engineering in the countries of the National Members;
- To ensure that the professional qualifications of the engineers of the countries of the National Members are acknowledged in Europe and world-wide;
- To encourage excellence, creativity and innovation in engineering and in research, development and design in the manufacture of engineering products and in the provision of engineering services;

**S5.2** To facilitate the exchange of information and to foster a wider dissemination of scientific, technical and other information relevant to engineering between Members and other interested bodies;

**S5.3** To support multilateral collaboration between National Members and with other interested bodies each institution retaining its own autonomy and independence;

and further, in subsidiary order and without affecting the scientific and educational goals of the association:

- To strive for a single voice for the engineering profession of Europe, whilst acknowledging its diversity and represent the engineers of Europe when interacting with international organisations and other decision making bodies, particularly those within the European Institutions and the public;
- To represent National Members at European and international authorities, organisations or agencies, public or private;
- To assert the status, role and responsibility of engineers in society;
- To safeguard and promote the professional interests of the engineers and in particular to facilitate their free movement and establishment within Europe and world-wide.

## **Article S6 – ACTIVITIES**

To achieve these purposes, FEANI implements at least the following programmes:

- S6.1** It creates and maintains active links with all European Institutions and the public on behalf of the National Members and the engineers of Europe.
- S6.2** It keeps a current FEANI Register of European Engineers (EUR ING) and oversees the procedures for award of that professional designation.
- S6.3** It creates and maintains an INDEX of FEANI accredited engineering courses, curricula and education institutions in the countries of the National Members.
- S6.4** It studies all technical and social problems relating to the role and responsibility of engineers in society.
- S6.5** It maintains an active information system and a FEANI website.
- S6.6** It supports Continuous Professional Development (CPD).
- S6.7** It co-operates with organisations having the same purposes.
- S6.8** In general it carries out any lawful activity necessary through Committees and/or Working Groups or otherwise in connection with, or incidental to, the accomplishment of any of the purposes set out above.
- S6.9** It makes public statements and representations to the appropriate governing bodies and the public, European and/or others.

More generally, it takes all appropriate actions for the foregoing purposes.

## **Article S7 – LIMITS OF SCOPE**

FEANI does not interfere in its National Members' local activities except in a consulting capacity and at their request. It does not engage in political, religious or trade union activities.

## **SECTION 2 MEMBERSHIP – ADMISSION – RESIGNATION**

### **Article S8 – MEMBERS - ASSOCIATES**

FEANI has National Members, Provisional Members and Associates.

#### **S8.1 National Members**

FEANI has only one National Member per country:

- a) In a country in which there is only one legal entity grouping engineers directly or through associations, that entity may apply for membership in FEANI as that country's National Member provided that:
  - it endorses this association's purposes listed in Article S5,
  - it represents engineers a majority of whom qualify for entry in the FEANI Register.
- b) In a country in which more than one legal entity grouping engineers having the foregoing qualifications are interested in joining FEANI, those organisations must officially accredit a National Committee as the National Member to represent them and apply for membership in FEANI as that country's National Member. Such National Committee represents all of the national institutions and associations of that country.

#### **S8.2. Provisional Members**

Provisional Members are associations interested in joining FEANI as National Members but temporarily lacking the qualifications required to be eligible for National Membership by Article S8.1 a) of the Statutes for any reason. There can be no provisional members of a country that has a National Member.

Provisional Members may attend the General Assembly in a non-voting capacity.

The period of provisional membership may not exceed two years, subject to extension for not more than one year by agreement at a General Assembly.

#### **S8.3 Associates**

Associates are companies or associations, headquartered in the country of a National Member, which are interested in supporting FEANI's activities through sponsoring, delegating experts etc. Associates are not members of FEANI.

They apply for Associate status through the National Member of their country.

## **Article S9 – ADMISSION**

### **New National Members**

An applicant for National Membership (Article S8.1) shall, directly in the case of Article S8.1 a) of the Statutes or represented by the National Committee of the country of which it forms part in the case of Article S8.1 b) of the Statutes :

- Send an application for membership to the Executive Board of FEANI at the registered offices of FEANI in Brussels,
- Confirm in writing acceptance of these Statutes and By-laws,
- Confirm in writing that it agrees to pay the annual subscriptions fixed by the General Assembly.

Upon the Executive Board's recommendation, the General Assembly admits the applicant to membership and fixes the number of its shares according to the principles (such as gross national product, population, number of engineers in the country, financial capacity of the National Member, but without any relation to a strict mathematical formula) defined in the By-laws, which determines the amount of its subscriptions and the number of votes that it has when the votes are weighted pursuant to Article S15 of the Statutes.

Unless the General Assembly decides otherwise, the admission takes effect on the first day of the calendar year following the date of the meeting at which its admission is decided.

### **New Provisional Members**

An applicant for provisional membership (Article S8.2) shall :

- Send an application for Provisional Membership to the Executive Board of FEANI at the registered offices of FEANI in Brussels,
- Confirm in writing acceptance of these Statutes and By-laws,

Upon the Executive Board's recommendation, the General Assembly admits the applicant to provisional membership.

Unless the General Assembly decides otherwise, the admission takes effect on the first day of the calendar year following the date of the meeting at which its admission is decided.

### **Association within a Member country**

A new association of engineers organised in a country having a National Committee must apply for membership of the National Committee and after being accepted by it can only be represented by such National Committee if it wishes to participate in FEANI.

A National Committee which amends its Statutes and/or accepts a new association must so inform FEANI.

The Executive Board shall judge if these changes are important enough to be brought to the General Assembly. In such case, the General Assembly shall, if necessary, decide on the compatibility of such amendments with membership in FEANI and consider whether the National Committee should continue in membership or be expelled pursuant to Article S10 of these Statutes.

### **New Associates**

Associates are admitted by a decision of the General Assembly upon an application submitted by the National Member of the country of the candidate associate.

## **Article S10 – RESIGNATION - EXPULSION**

### **Resignation**

A National Member of FEANI may resign at any time.

### **Suspension of voting rights**

The voting rights of a National Member whose due subscription fees, including penalties and interests have not been credited on the FEANI account four weeks prior to the date of the General Assembly are suspended for the duration of that General Assembly. The voting rights will be reinstated, for purposes of the next General Assembly, following payment in full of the outstanding amount as determined by the Treasurer.

### **Expulsion**

The General Assembly can decide to expel, upon a recommendation presented to it by the Executive Board a National Member

- (i) whose financial obligations to FEANI are two years overdue as confirmed in a Resolution presented to the General Assembly by the Executive Board, or
- (ii) who by its actions or behaviour is in serious breach of FEANI's Statutes and By-laws, or
- (iii) who brings the reputation of FEANI into disrepute, or

- (iv) who repeatedly violates the Statutes or By-laws of FEANI, or
- (v) who no longer has the qualifications required by Articles S5 and S8 of the Statutes but does not resign.

Concerning point (iv) the Executive Board may however, in urgent cases, immediately suspend a National Member until final decision of the General Assembly.

No National Member shall be expelled until it has been invited to present its defence in writing or at the General Assembly.

### **Consequences of resignation / expulsion**

If a National Member resigns or is expelled before 1<sup>st</sup> of September in any year it shall be required to pay all debts and the subscription for that year. If a National Member resigns or is expelled after the 1<sup>st</sup> of September in any year it shall be required to pay all debts and the subscriptions for that year and the following year.

Upon decision of the Executive Board, the Treasurer may take all steps necessary including legal action to collect all outstanding dues and fees from National Members leaving or being expelled from FEANI.

The National Members who resign, who have been suspended or expelled, for any reason, lose their right as Member. They cannot claim or require neither to raise or render account nor to affix assets or inventory.

## **SECTION 3 ORGANISATION**

### **Article S11 - STRUCTURE**

FEANI is organised according to the following structure :

- the General Assembly,
- the Executive Board,
  - the President
  - the Vice President
  - the Treasurer
- the Secretary General
- the Internal Auditors

## **Article S12 – FUNCTIONS OF THE GENERAL ASSEMBLY**

The General Assembly is the highest decision making body of FEANI. Among other things it decides General Policies, election of Officers and financial matters. It approves the activities, and the financial statements of the past fiscal year and the budget of the next year including the fees structure and the amount of fees and subscriptions.

It elects Officers in the following order: the President, the Vice President, the Treasurer and the other Members of the Executive Board, and it ratifies the co-optations of the replacing members of the Executive Board (see Article S18 of the Statutes) and the appointment of the Secretary General.

The General Assembly delegates the responsibility for the appointment of a chartered accountant to audit the financial statements to the Executive Board. In order to monitor the financial transactions of FEANI, the General Assembly shall appoint Internal Auditors who operate according to procedures approved by the General Assembly (see Art. S25).

## **Article S13 – SCOPE AND MEMBERSHIP OF THE GENERAL ASSEMBLY**

The membership of the General Assembly consists of as many members as there are National Members within FEANI. Provisional Members may attend in a non-voting capacity.

## **Article S14 – MEETINGS OF THE GENERAL ASSEMBLY**

Meetings of the General Assembly are held once a year in the place specified in the invitation.

The invitation shall be sent by the President to the National Members on at least two months' notice together with the agenda. The agenda shall include the items specified by the Executive Board or requested by a National Member.

A special meeting of the General Assembly may be called at any time by the President or at the request of more than one third of the National Members on at least one month notice, together with the agenda.

All meetings of the General Assembly are presided by the President in function at the beginning of the General Assembly.

When the President is unable to attend and act as Chairman, the Vice President, and when the Vice President is unable, an Officer so elected by the General Assembly, shall act as chairman.

## Article S15 – QUORUM AND VOTING AT THE GENERAL ASSEMBLY

A General Assembly is only quorate when two thirds of the number of shares are present or represented.

Decisions (of which a register is kept at the registered office of Feani) are made at meetings of the General Assembly according to the procedures set out in the table below:

### FEANI DECISION MAKING METHODS

Decisions	Notice Time	Necessary Majority	Effective
Statutes + Amendments	4 month	2/3 majority of the votes / shares present in person or by proxy	After registration + publication
Allocation of Shares (Appendix to By-laws)			Next General Assembly
Dissolution of FEANI			to be decided
Admission of new National Members (Countries) Expulsion of a National Member			End of calendar year
Policies + their Amendment or withdrawal	2 month	Simple majority of votes / shares present	Immediately after voting
Bylaws + their Amendments			
Election of Officers (President, Vice-President, Treasurer, Members of ExBo and approval of coopted ones)			Immediately after the General Assembly at which the decision has been taken
Membership fees Register fees Budgets + Amendments, Annual Balance			
All other decisions	None	Simple majority of National Member votes	Immediately after voting

If a General Assembly meeting fails for want of a quorum to reach either type of decision, the meeting shall be called anew and held on a date at least one month later. The decisions made at such second meeting shall be valid regardless of the number of members covered by Article S8.1 a) of the Statutes and Article 8.1 b) of the Statutes present in person or by proxy, provided that they relate only to the business on the previous meeting's agenda.

#### **Article S16 – THE PRESIDENT**

The President is elected by the General Assembly for a three-year term and may be re-elected once. He will be elected from the list of candidates presented by the National Members or by the Executive Board at least six months before the General Assembly.

The President is the legal representative of FEANI in all civil affairs and in all judicial action either as plaintive or defendant. In a lawsuit, he may be replaced by an agent acting by virtue of a special power-of-attorney. He executes the decisions of the General Assembly, chairs meetings of the Executive Board and of the General Assembly according to Art. S14.

#### **Article S17 – COMPOSITION OF THE EXECUTIVE BOARD**

The Executive Board is composed of the President, Vice-President, Treasurer, and six other members, all "Officers".

The Vice-President, the Treasurer and the other members of the Executive Board are elected by the General Assembly for a three-year term and may be re-elected once to the same position.

#### **Article S18 – CO-OPTATIONS**

The Executive Board may temporarily fill vacancies on the Board occurring between meetings of the General Assembly; however it must fill vacancies by co-optation immediately if the number of members including President, Vice-President and Treasurer falls below six.

Such co-optations are subject to ratification at the next meeting of the General Assembly. Until such ratification, the co-opted members shall operate and shall be considered as full members of the Executive Board.

Every effort should be made to ensure that co-opted replacements do not modify the geographical balance of the Executive Board membership.

An Executive Board member, co-opted in place of another member holds office for the remainder of his predecessor's term. He is eligible for re-election by the General Assembly even if his predecessor was no longer eligible for re-election.

#### **Article S19 – EXECUTIVE BOARD MEETINGS AND RESOLUTIONS**

The Executive Board meets on call by the President or at the request of four Officers, on four weeks' notice.

The President acts as Chairman of meetings of the Executive Board. When the President is unable to attend an Executive Board meeting his function shall be fulfilled by the Vice-President. Where the President and Vice-President are unable to attend an Executive Board meeting then those present shall elect a chairman of the meeting.

Business may be transacted at an Executive Board meeting only if at least half of the Officers is present. Resolutions, of which a register is kept at the registered office of FEANI, are adopted by majority vote of the Officers present. Each Officer has one vote. The Chairman has a casting vote.

#### **Article S20 – POWERS OF THE EXECUTIVE BOARD**

The Executive Board implements FEANI's policy and decisions approved by the General Assembly, initiates new activities supporting FEANI's policy in general and is responsible for the day-to-day management of FEANI executed by the Secretary General.

The Executive Board authorises all acts and operations not within the General Assembly's sole province.

The Executive Board must not acquire, exchange or alienate the real property required for the association's purposes, grant mortgages on such real property, acquire or grant a lease having a term exceeding nine years or apply for a loan exceeding an amount as set out in the By-laws except with prior authorisation of the General Assembly.

#### **Article S21 – CREATION OF COMMITTEES AND WORKING GROUPS**

In order to deal expeditiously with issues of common interest, the Executive Board may, from time to time, establish Committees and ad hoc Working Groups. The Executive Board will supervise and co-ordinate the activities of all Committees and Working Groups.

#### **Article S22 – THE VICE-PRESIDENT**

The Vice-President serves as acting President if and as long as the President is unable to act but not beyond the date of the next meeting of the General Assembly, at which the duration of the mandate of the Vice-President acting as President shall be decided.

#### **Article S23 – THE TREASURER**

The Treasurer, in consultation with the Secretary General, authorizes the expenditures. He is responsible for submission of FEANI's financial statements and budget to the Executive Board, the General Assembly and the Internal Auditors. During the second half of the financial year he shall liaise with the Secretary General in order to prepare the balance sheet, the revised forecast for the current year and the budget proposal for the coming year.

#### **Article S24 – SECRETARY GENERAL**

The Secretary General is appointed or dismissed on behalf of FEANI by the President on decision of the Executive Board. The appointment has to be ratified by the General Assembly.

The Secretary General manages the day-to-day business in accordance with the decisions of the Executive Board.

#### **Article S25 – INTERNAL AUDITORS**

The Internal Auditors are appointed by the General Assembly for a term of three years and shall each act in accordance with the guidelines agreed by the General Assembly.

Candidatures for the post of Internal Auditor are proposed by the National Members or the Executive Board and sent to the registered office of FEANI.

### **SECTION 4 FINANCE**

#### **Article S26 – RESOURCES**

FEANI's resources derive from:

- Its members' subscriptions,
- Gifts, grants and subsidies if any,

- Revenues from its own authorised activity if any,
- The yield of its bank accounts,
- Any other legal means that comply with the purpose and objective of FEANI.

#### **Article S27 – SUBSCRIPTIONS - SHARES**

The subscriptions, the total amount of which is fixed by the General Assembly pursuant to Article S15 of the Statutes, are allocated in proportion to the number of shares allotted to each of the National Members. Subscriptions are payable as provided in the By-laws.

Shares are not transferable among the National Members. Shares allotted to one country cannot be split for votes.

#### **Article S28 – FISCAL YEAR**

This association's fiscal year is the calendar year. After approval by the Treasurer, the financial statements and a draft budget are submitted promptly to the Executive Board for consideration and presentation to the General Assembly.

### **SECTION 5 AMENDMENTS**

#### **Article S29 – AMENDMENT OF THESE STATUTES**

These statutes may be amended only by the General Assembly as provided in Article S15 of the Statutes.

Amendments to the Statutes come into force on the first day of the calendar year following their approval.

However, they will not take effect until approved by Royal Decree and until they have been published in the "Annexes au Moniteur Belge" in accordance with Article 3 of the law of October 25th, 1919.

Any proposal to amend the Statutes must be addressed in writing to the registered office of FEANI. Such requests shall be circulated by the Secretariat General to all National Members not less than four months before the meeting of the General Assembly. Any amendment requires the presence of two thirds of the voting shares and a majority according to the table in S15.

## **SECTION 6 ADDITIONAL INTERNAL RULES**

### **Article S30 – BY-LAWS**

**S30.1** The By-laws of FEANI cover subjects not covered by the Statutes. The By-laws are formulated by the Executive Board and approved by the General Assembly according to Article S15.

**S30.2** Any proposal to amend the By-laws must be addressed by writing to the registered office of FEANI. After approval by the Executive Board the amended By-laws are submitted to the General Assembly for approval according to Article S15.

### **Article S31 – GENERAL POLICIES**

FEANI General Policies are prepared by the Executive Board and submitted to the General Assembly for approval by a simple majority of the shares voting. They have to be followed by all FEANI Officers, Committees and Working Groups until amended or deleted by the General Assembly.

## **SECTION 7 MISCELLANEOUS**

### **Article S32 - ARBITRATION**

In case of internal legal controversy, the dispute shall be brought before three arbiters, all educated in Belgian law and fluent in English. One arbiter shall be elected by each party and the two arbiters will elect a third independent arbiter. The proceedings shall be held in Brussels, in English. The decision of the arbiters is binding.

### **Article S33 – DISSOLUTION / LIQUIDATION**

Without prejudice to Article 5 of the law of October 25th, 1919, this association may be dissolved by the General Assembly, for any reason, as provided in Article S15 of the Statutes at a meeting of the General Assembly called for that purpose. In that case the General Assembly shall elect and decide on the powers and compensation if any of a liquidator. In the case of dissolution, the remaining assets shall be left to the World Federation of Engineering Organisations (WFEO).

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