

Statutes	Bylaws
FORM, NAME, SEAT and DURATION	
<p>1. EFCEM is an international non-profit making Association named the European Federation of Catering Equipment Manufacturers, in abbreviated form "EFCEM" and referred to hereafter as "EFCEM". EFCEM (hereunder designated as "the Association" or "EFCEM") is governed by the code of companies and associations ("CCA").</p> <p>2. The seat of EFCEM is located in the Region of Bruxelles-capitale and the judicial division of Brussels.</p> <p>The seat of EFCEM is currently established in Belgium at 80, Boulevard A. Reyers, 1030 Brussels and may be transferred to another address in Belgium on an absolute majority decision of the General Assembly. The decision must be published within one month in the "Annexes du Moniteur Belge".</p> <p>3. The duration of the Association is indefinite.</p>	
PURPOSE AND ACTIVITIES	
<p>4. The purposes of EFCEM are:</p> <ul style="list-style-type: none"> <li>• to support National Associations of Producers (N.A.P.) at European and international level on all matters of common interest;</li> <li>• communication and dialogue with other representative bodies, which operate in sectors/activities of interest for EFCEM N.A.P.'s, wherever they may be located.</li> </ul> <p>EFCEM Executive Secretary shall be the focus of all representation and information and provide individual services to national Association (N.A.P.) members who in turn respond to the needs of their company members.</p> <p>The Federation will not take any action that may breach the European antitrust requirements set-up in Article 101 of Treaty on the Functioning of the European Union and that may affect the competitive efforts of any individual full member.</p>	<p>EFCEM aims include the following specific tasks:</p> <ul style="list-style-type: none"> <li>a) safeguarding and directly representing the industry's interests as they may be affected by European and other national governments, institutions, officials and other organisations</li> <li>b) prepare EFCEM Position Papers to be delivered by the Executive Secretary to policy makers and other stakeholders on matters of interest</li> <li>c) maintaining contacts with non-European catering equipment Associations.</li> <li>d) maintaining contact with non-official European bodies representing wider manufacturing interests in similar sectors.</li> <li>e) co-ordinating, in technical areas, input to European Commission, European Parliament and Council, and to International, European and national regulatory, standardisation, certification and other relevant bodies.</li> <li>f) carrying out studies and other research to</li> </ul>

	<p>inform industry and formulate common policies.</p> <p>g) collecting data and statistics for the information of Members to strengthen the industry's influence among decision makers.</p> <p>h) harmonising national statistics systems to allow data interchange.</p> <p>i) dealing directly with opinion makers, consumers and the media on all relevant issues, co-ordinating the activities of N.A.P.'s in these fields maintaining an efficient and effective organisation to achieve the Aims and Objectives.</p>
<p>5. To accomplish these purposes EFCEM will:</p> <ul style="list-style-type: none"> <li>• maintain a suitable organisational structure;</li> <li>• establish relations with other organisations necessary to achieve its objectives and aims;</li> <li>• co-operate with third parties for specific projects, as necessary.</li> </ul> <p>6. The financial year for EFCEM will be 1<sup>st</sup> January to 31<sup>st</sup> December.</p>	<p>EFCEM shall accomplish these objectives using all legal means available as far as these are compatible with the applicable law and with the European legislation.</p>
<b>ORGANISATION OF EFCEM</b>	
<p>7. The organisation of EFCEM will consist of the following bodies:</p> <ul style="list-style-type: none"> <li>a) a GENERAL ASSEMBLY;</li> <li>b) a MANAGEMENT BOARD which will be responsible for the strategic management of the organisation;</li> <li>c) a COUNCIL comprising a representative from each NAP;</li> <li>d) a GENERAL SECRETARIAT;</li> <li>e) a TECHNICAL BOARD</li> <li>f) other sub committees as decided by the Management Board.</li> </ul> <p>The provisions governing the Council and the Technical Board are contained in the By-laws.</p>	<p>The Council and Technical boards are not any more effective at the date of the last consolidated version of the statutes.</p> <p>Technical Board and Technical committee in the statutes have the same meaning. These bodies are not effective anymore as such but the technical issues are discussed in the frame of a specific working group called Technical working group.</p>
<b>MEMBERSHIP</b>	
<b>Categories</b>	
<p>8. The members of EFCEM are entities duly established in accordance with laws and procedures in their country of origin.</p>	

<p>The Association comprises the following categories of members:</p> <p>N.A.P. ; N.A.C. ; Direct members.</p>	
<p><b>Admission for membership</b></p> <p><b>9.</b> N.A.P.: The National Associations of Producers (N.A.P. or Full members) which represent manufacturers and distributors of catering equipment, including subsidiaries representing such manufacturers, are eligible for EFCEM full membership with voting capacity in the General Assembly.</p>	<p>NAP's from EU Member States or other European countries, which may be identified by the General Assembly, may stand as Full members.</p> <p>Applications must be made to the Executive Secretary for approval by the Management Board.</p>
<p>Each Country may only be represented by a single N.A.P. If there are several National Associations in one Country, the National Association which is already member of EFCEM or joined EFCEM first, will represent the corresponding Country.</p>	
<p><b>10.</b>N.A.C.: The National Associations, (N.A.C. or Associate members) representing consultants and operators (e.g. installers) or end users are eligible for EFCEM associate membership without voting capacity in the General Assembly.</p>	<p>Applications from NAC's based within the European countries are automatically submitted to the General Assembly for vote.</p>
<p><b>11.</b>Direct members: EFCEM membership is open to companies, hereinafter called "Direct Members". A Direct Member cannot vote in the General Assembly.</p>	<p>A Company may apply for Direct Membership, provided that in the Country where the company is located there is no national association or the national association is not member of EFCEM.</p> <p>When, under the above mentioned condition, more than one company apply for an associate membership, they have to establish a N.A.P.</p>
<p><b>12.</b>The admission of new Members, whether N.A.P.'s, N.A.C.'s or Direct Members, requires a majority decision of the General Assembly.</p>	
<p><b>Rights and obligations of the members</b></p> <p><b>13.</b>N.A.P.'s, N.A.C.'s. and Direct Members pay subscriptions at rates approved by the General Assembly.</p> <p>The members shall comply with the provisions of the statutes, the internal rules and the resolutions of the organs of the association.</p>	

<p>The N.A.P. have the right to vote at the general assembly.</p> <p>The N.A.C. and direct members can attend to the general assembly without voting rights.</p>	
<p><b>Termination of Membership</b></p> <p><b>14.</b>NAP's, NAC's and Direct Members must give at least one year's written notice of resignation to the President; such notice to take effect from the next 31st December. During this period, the membership and obligation to pay the fee shall remain unaffected.</p>	
<p><b>15.</b>Any Member who does not comply with the Statutes or does not fulfil the membership conditions can be expelled by a decision of the General Assembly on the basis of a 2/3 majority.</p> <p>The information on the decision shall be forwarded to the member concerned immediately after the meeting of the General Assembly.</p> <p>The Member concerned shall have the right to present his appeal not later than 60 days after he has been informed on the decision.</p>	.
<p>The appeal shall be forwarded to the Executive Secretary and shall be considered by the General Assembly at the first available opportunity.</p>	
<p><b>16.</b>A Member who ceases to be part of EFCM through resignation, expulsion or any other cause shall have no claim on EFCM's funds; he shall remain liable for the subscription of the financial year, subject to the requirement of art. 6.</p>	
<b>THE GENERAL ASSEMBLY</b>	
<p><b>17.</b>The General Assembly is the governing Body of EFCM which receives and approves reports on the work of EFCM commissions.</p>	
<p>The General Assembly is the annual meeting of the Association and of its members.</p>	
<p>Only the Full members have the right to participate and vote. Each full member casts one vote only.</p>	
<p><b>18.</b>The General Assembly:</p>	<p>Item c): it is considered that two Vice Presidents are needed to guarantee</p>

<p>a) elects the members within the Council which will comprise one representative from each full NAP or direct member representative.</p> <p>b) elects the Management Board from NAP representatives in the Council.</p> <p>c) votes on EFCEM policy as submitted by the Council;</p> <p>d) elects or revokes the President for a period of two years. On expiration of his first term the President may be re-elected for a further period of two years. The President shall be an appointed NAP representative member sitting on the Council and shall not be a representative of the NAP staff.</p> <p>d) elects the Vice President who will be an appointed NAP representative member sitting on the Council and shall not be a representative of the NAP staff.</p> <p>e) elects and revokes the NAP representatives within the Management Board;</p> <p>f) endorses the Chairman of the Technical Committee;</p> <p>g) may elect and revoke an additional member of the Council, who will be proposed by the President; Any additional member will be entitled to perform his function in the Council up to the end of the mandate of the President who proposed him.</p> <p>h) elects and revokes a Treasurer from within the membership of the Council;</p> <p>i) approves the budget and balance sheet each year and agrees the Membership subscriptions;</p> <p>j) accepts reports of the Management Board, the Council, the Technical Board and any other sub committees.</p> <p>k) modifies the present Statutes and the By-laws in conformity with art. 57;</p> <p>l) decides on any call for the dissolution of the Association</p>	<p>continuity on the activity of the Federation.</p> <p>There is no more Technical Board or Technical Committee. The technical issues shall be dealt with by a working group called Technical Working Group.</p>
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<p><b>19.</b>The General Assembly meets at least once a year, under the chairmanship of the President of EFCM. At least 50% of voting representatives or represented Full members shall be a quorum. The Executive Secretary shall circulate the calling notice with the agenda at least 30 days in advance of the meeting to all full members of EFCM. The General Assembly will decide on simple majority except for what is specified in the art. 15, 21, 23, 50 and 52.</p>	
<p><b>20.</b>An extraordinary General Assembly can be convened if the Executive Secretary receives in writing a request relating to an important matter falling under the scope of EFCM and signed by at least one third of the full members.</p>	
<p><b>21.</b>In exceptional cases which are justified by the urgency and the interest of members, the decisions of the General Assembly can be made by unanimous assent of the members, expressed in writing, by means of a form which will be addressed to each member, accompanied by an explanation concerning the resolution and the process of the decision to be taken. The first General Assembly that will be held after the votes are recorded will record and, if necessary, ratify the resolution.</p>	<p>This form will contain the following: first and family name of the member, his residence, and the resolution being proposed, the direction of the vote or the abstention for each point taken on the agenda and if required the time of validity of the resolution. It will have to be signed.</p>
<p><b>22.</b>A full member may represent one vote on behalf of one other full member. The request for a proxy vote must be pre-recorded in writing and shall be available at the meeting. A full member cannot represent more than one other full member.</p>	
<p><b>23.</b>The election of the President, the two Vice Presidents and the Treasurer and the NAP representatives within the Council require a 2/3 majority of the General Assembly.</p>	
<p><b>24.</b>For those decisions or agreements affecting all Full members and their associates implying commitment to third parties and/or financial exposures not planned in the annual budget, a 2/3 majority decision of all present or represented Full members is required.</p>	<p>Associates in the sense of Article 22 of the Statutes means the members of Full members.</p>
<p><b>25.</b>The minutes with the decision taken during the meetings of the General Assembly shall be distributed to members, shall be approved at the next</p>	

meeting, and shall be kept on file by the Executive Secretary at the disposal of the EFCM members.	
<b>26.</b> Votes may be held by secret ballot upon the request of an appointed NAP representative.	
<b>MANAGEMENT BOARD</b>	
<b>27.</b> The Management Board is the executive committee of the Association . It will be appointed by the General Assembly and comprise five (5) Full members, where possible to include the President, the two Vice Presidents, the past President and one NAP representative. The Executive Secretary is also member of the Management Board, in non-voting capacity. The Management Board stands for two years, after which the NAP representatives may stand for re election. It can co-opt company representatives of national associations where necessary.	Total attendance is five.
<b>28.</b> The Management Board is empowered by the General Assembly to undertake the work of EFCM and will report to the General Assembly. A quorum will be 3 members.  Decisions are taken by the simple majority of the votes (50 plus one). In case of ballot, the President has a casting vote.	
<b>29.</b> The Management Board may establish working Group (WG) or Task Forces (TF) ("committees") to undertake the work of EFCM. A quorum for the setting-up of a committee will be three members.	On .....2023, the following WGs and TF are set-up: <ul style="list-style-type: none"> <li>• WG1: Public Procurement, including BIM</li> <li>• WG2: Environmental matters to cover Energy Labelling, Ecodesing, WEEE, RoHS, Circular Economy</li> <li>• WG3: Safety, hygiene, potability of water</li> <li>• WG4: Connectivity</li> <li>• WG5: Marketing, promotion, internationalization</li> <li>• TF1: Coffee machines</li> </ul>
<b>30.</b> It directs the Executive Secretary in his duties. It approves the financial arrangements of the Executive Secretary.	
<b>31.</b> It is responsible for implementing the policy decided by the General Assembly and for co-ordinating the work of the Executive Secretary.	
<b>32.</b> It recommends to the General Assembly	

the yearly subscription rates for Members as stated in the bylaws.	
<b>33.</b> It receives the Treasurer's Report at each meeting and submits it to the General Assembly for approval along the budget for the ensuing year.	
<b>34.</b> All the acts which bind the Association with regard to third parties, and which are not concerned with day-to-day administrative matters, shall, , be signed by either the President or the one of the Vice-Presidents of the Association who do not have to account for their powers towards third parties.	
<b>35.</b> The Management Board shall meet at least twice a year on initiative of the Executive Secretary in agreement with the President, or at the written request of at least three Full members.	<p>The minutes with the decisions taken during the meetings of the Management Board are confirmed by the following meeting and are kept by the Executive Secretary at the disposal of the EFCM members.</p> <p>For the sake of efficiency, one of the Management Board meetings shall be appended to General Assembly meeting.</p>
<b>36.</b> The Management Board may draft a proposal of by-laws to the Statutes to submit to the GA for approval. The by-laws aim at ensuring the proper functioning of the Association n and its administrative requirements. The by-laws in force at the date of these statutes are dated of 12 January 2024.	
<b>THE PRESIDENT</b>	
<b>37.</b> The President is responsible of the proper functioning of the Association and shall implement the decision taken by the General Assembly and the Management Board.	
<b>38.</b> The President or, in his absence, one of the Vice Presidents shall preside over the meetings of the General Assembly and the Management Board.	
<b>39.</b> At the General Assembly preceding the term of the office of the President one of the Vice Presidents is proposed to the General Assembly for nomination as future President.	It is considered that two Vice Presidents are suitable to guarantee continuity on the activity of the Association .
<b>THE EXECUTIVE SECRETARY</b>	
<b>40.</b> The Executive Secretary shall implement the decisions taken by the General Assembly and the Management Board.	



<b>41.</b> The Executive Secretary will be appointed by the General Assembly for a period of three years and can be confirmed indefinitely for successive periods of three years.	
<b>42.</b> The assignments of the Executive Secretary are to ensure, under the responsibility of the Management Board and the authority of the President, the operations of EFCEM and its administration.	
<b>43.</b> The Executive Secretary will be responsible for the day-to-day operation of EFCEM and all activities in pursuit of its purposes , reporting to the Management Board.	
<b>44.</b> The Executive Secretary must attend the General Assembly and the Management Board meeting and may attend WGs or TFs (committee) meetings as he sees fit,. He will be impartial at all times, and will not be considered a representative of any Member.	
<b>45.</b> The Executive Secretary is responsible to overview and coordinate the activity of the WGs and TFs (committees) set-up by the Management Board	
<b>OFFICIAL LANGUAGE</b>	
<b>46.</b> The language used in official documents imposed by the law shall be French.	The common and working language among the members will be English.
<b>FINANCES</b>	
<b>47.</b> Expenditures required for the proper running of EFCEM will be set out in a budget by the Treasurer in conjunction with the Executive Secretary before the commencement of the financial year and are adopted by the General Assembly. A report will be presented at each Management Board meeting and to the General Assembly. The financial year is from 1 <sup>st</sup> January to 31 <sup>st</sup> December.	
<b>48.</b> The financial operations of the preceding year are under the responsibility of the Treasurer. He will submit the balance sheet to the Management Board for the approval of the General Assembly. Expenditures will be met by yearly subscriptions fixed annually by the General Assembly. The amount of the yearly subscription for each membership level is decided by the	

General Assembly based on proposal from the Management Board.	
<b>49.</b> Each Member of EFCM shall be liable for the subscription fixed annually by the General Assembly, but shall not incur any individual responsibility as regards the commitments entered into in the name of EFCM.	
<b>AMENDMENTS TO THE STATUTES</b>	
<b>50.</b> These Statutes must be approved and may only be amended - on the proposal of the Board - by vote of the General Assembly where at least 2/3 of the Full members are present or represented. All amendments published in the Annexes du Moniteur Belge.	
<b>51.</b> No amendment to the Statues will be considered by the General Assembly unless a formal proposition has been circulated with the calling notice of the meeting.	
<b>DISSOLUTION OF THE ASSOCIATION</b>	
<b>52.</b> The dissolution of EFCM must receive a 2/3 majority; the General Assembly shall decide on the method of liquidation of EFCM and the destination of EFCM's funds. The decision is only valid if 50% of the voting Full members are present or represented in the meeting. Net assets, if any, after liquidation will be allocated to the NAP organisations based on the proportionate share of their payments to EFCM.	The NAP organization to which the assets shall be transferred after the closing of the liquidation must be a non-profit organisation.
<b>GENERAL PROVISIONS</b>	
<b>53.</b> Where EFCM is required to submit an official position to an organisation of any kind, care shall be taken to see that any minority opinion is expressed in a suitable manner.	
<b>54.</b> All matters which are not covered by the present Statutes, and in particular the publications in the "Annexes du Moniteur Belge", shall be settled in accordance with the provisions of the law.	
<b>SUBSCRIPTION FEES</b>	
<b>55.</b> The subscription fees will be set by the General Assembly in line with the budget requirement for the following year. If required the General Assembly may	Subscription fees applicable for the membership from the year 2024 are: <ul style="list-style-type: none"> <li>• 13.000 EUR for large NAPs</li> <li>• 6.500 EUR for medium-small NAPs</li> </ul>

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delegate the responsibility to the Management Board to set the fees in line with the budget requirement	<ul style="list-style-type: none"><li>• 2.708 EUR for Direct Members and NAC's.</li></ul>
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