



## European Radio Amateurs' Organization

### Statutes (draft version 2.7 – 19/06/2013)

On 29th of June 2013 at Friedrichshafen (Germany), these Statutes have been discussed and accepted by the Promoters Committee constituted in General Assembly.

#### **TITLE I: Name, Headquarters, Objectives and Duration**

##### **Art. 1. Name**

Under the name of “**European Radio Amateurs' Organization**”, hereinafter also referred to as “**EURAO**” or the Organization, was created in 2005 this nonprofit non-governmental organization (NGO) as an international federation of associations of radio amateurs.

##### **Art. 2. Headquarters**

The head office of **EURAO** is situated at Brusselsesteenweg, 113 - B-2800 Mechelen (Belgium), located in the juridical district of Mechelen.

The head offices of all its member associations will be automatically considered also headquarters of **EURAO**.

For practical reasons, the Organization working language is English. However, it is possible that reciprocal contacts could be done in any language that is spoken and understood by all parties, depending on the necessity.

##### **Art. 3. Objectives**

The Organization's objectives are as follows:

- To be a meeting point for all those independent radio amateurs' associations around the world, mainly from Europe, interested in sharing their activities and experiences, making up common services, working together in new projects and, of course, lobbying Public Administrations;
- To represent radio amateurs before international institutions and help national and regional associations to do the same at their own level;
- To create and provide common services to its members;
- The study, application and experimenting of the radio communication in all its forms, phenomena and applications;
- The organization of educative activities to acquire the knowledge, the insight and the skills in the field of radio communication;
- To spread the role that radio amateurs can play in the Society, especially in Emergency Communications, but not only;

- The publishing of magazines, newsletters, brochures and other media in which the interest of the Organization, its members, the radio Amateur Service and the radio Amateur-Satellite Service is central;
- To promote the correct application of rules, decisions and recommendations which are adopted in the European Union and its member states, ITU and other official bodies;
- To defend the interests of the Organization, the member associations and the other kinds of members.

The Organization is also competent to make all necessary financial and/or trade operations to look after its interests and objectives.

#### **Art. 4. Duration**

The Organization is founded for unlimited time, but can be dissolved at any time, in accordance with its statutes.

### **TITLE II: Members**

#### **Art 5. Number of members**

The number of members is not limited, but there must be at least three (3).

The General Assembly must in any way be greater in number than the Board of Directors.

#### **Art. 6. Kind of members**

The Organization recognizes the following kinds of members:

- **Associations:** national/regional independent associations of radio amateurs, legally constituted in their own country, who express the will to belong to **EURAO** and are accepted by the General Assembly.
- **Founders:** the member associations who sign the first Statutes of **EURAO**.
- **Honorary:** those who have proven outstanding services in the working of the Organization. They are appointed by the General Assembly, on the recommendation of the Board of Directors.
- **Supporters:** those who want a closer relationship with the Organization, interested in its objectives, activities, services and representation. The Board of Directors may establish different categories and dues for such members.

All members have the right of voice. Only member Associations and Founders have voting rights in the General Assembly of **EURAO**, one (1) vote each, as long as they paid all fees.

## **Art. 7. Membership**

Every association or individual can apply for **EURAO** membership sending his/her application to the Secretary-General by the means established.

In the interests of greater agility, member association candidates may be temporarily admitted by the Board of Directors, although final approval is a prerogative of the General Assembly.

## **Art. 8. Contribution**

The minimum contribution is set each year by the Board of Directors, but cannot be greater than €500,00.

The contribution can/will be different for each category of membership.

## **Art. 9. Resignation**

Any member whatsoever can resign from the Organization. This resignation must be sent to the Secretary-General by a reliable means.

Members defaulting in paying the contribution within the 3 months of the actual year, lose ex officio their voting rights. They could be considered to be resigning, when not responding within one month of the official reminder.

## **Art. 10. No claims**

Withdrawing or excluded members and their successors do not have any part in the assets (financial and others) of the Organization. Therefore they can never claim any restitution or compensation for paid contributions or any other donation made.

## **TITLE III. General Assembly**

### **Art. 11. The Assembly**

The General Assembly shall be the sovereign body of the **EURAO** and consists of all members which have joined the Organization and have paid the contribution for the current year.

Each member association has one (1) vote. The vote may be exercised in person or by electronic means (e-mail, VoIP, ...).

The President of the Organization chairs the General Assembly ex officio. If the President is unable to do so, the chair will be taken by the oldest Board member present.

### **Art. 12. Powers of the General Assembly**

The General Assembly has exclusive powers for:

- Accepting and dismissal of members of the Organization

- Changing of the Statutes
- Voluntary dissolution of the Organization
- Approval of the financial accounts and the budgets
- Appointment and dismissal of the Board members
- Appointment and dismissal of the financial controllers
- Discharging Board members and financial controllers
- All cases for which nothing is foreseen in these Statutes.

Normally, decisions are taken by simple majority, ie half plus one of the votes present and represented, except in cases of: changing Statutes, accepting new members and dissolution, in which a qualified majority of 2/3 will be required.

### **Art. 13. Meeting convocation**

The General Assembly must take place at least once a year. It could be held by electronic means in order to save money and time, prevent distant travelling and increase participation.

The convocation will be signed by the President and/or the Secretary-General to be legally. It can be done in any possible way: letter, e-mail, ...

The convocation should be sent at least 15 days in advance and must mention:

- Date of the General Assembly
- Location with full address
- Detailed agenda of the meeting

Only topics duly and detailed mentioned on the convocation may have binding effects.

### **Art. 14. Statutes Changes**

Changing the statutes is only possible when it is duly and detailed mentioned on the General Assembly's convocation and 2/3 of the member associations are present or represented (the voters).

Changes to the statutes can only be adopted with 2/3 of the total voters.

Changes to the objectives of the association are only possible with 4/5 of the voters.

### **Art. 15. Minutes**

Minutes are made for each General Assembly. They must be signed by the President and the Secretary-General or by two other members of the Board.

These minutes are brought to the members by whatever possible means (letter, e-mail, ...).

## **TITLE IV. Board of Directors**

### **Art. 16. The Board**

The Organization is guided by a **Board of Directors**, or Executive Board. This Board consists of a minimum of three (3) directors. They are appointed by the General Assembly for a period of two (2) years).

After each period of 2 years, the members of the Board can be re-elected for a new period of 2 years.

The functions required and allocated amongst them are:

- President
- Vicepresident
- Secretary-General
- Treasurer.

Each of the members of the Board of Directors should be from a different country.

If (re)elections are obtained during a 2-year period, the elected member will only stand until the next election Assembly.

#### **Art. 17. How Board members are elected**

The members of the Board are elected by the General Assembly. This is done by simple majority and regardless of the number of members present or represented.

In case of a Board position were vacant, the Board itself may temporary choose a person to hold that position.

The Board members carry out their mission, without any fee.

#### **Art. 18. Termination and deposition of Board members**

The mandate of a Board member is terminated by:

- Resigning
- Ending the mandate, or
- Deposition by the General Assembly.

#### **Art. 19. Competences of the Board members**

The Board manages the association and represents it in and outside the rights.

The Board is empowered for all matters, except those that are legally reserved for the General Assembly.

The Board acts as plaintiff or defendant in all lawsuits regarding the Organization and decides upon the use of legal actions and means.

The Board members are appointed and dismissed by the General Assembly.

The Board executes its duties as a college and can only take valid discussions when the majority of its members is present.

Decisions are taken by simple majority of votes. By tie vote, the proposition is rejected.

#### **Art. 20. Board meetings**

The Board is convoked by the President or two other Board members.

The meeting of the Board is chaired by the President. In absence of the President the chair is taken by the oldest member of the Board.

The Board meetings are minuted and they are signed by the President and the Secretary, or by two other Board members.

#### **Art. 21. Delegation**

The Board can put forth all necessary internal regulations that might be necessary or useful.

Changes in these internal regulations are brought to the members by means of a (electronic) newsletter.

If necessary, the Board can appoint a CEO (Chief Executive Officer) or manager to be charged with the daily working of the Organization. He/she takes care of the daily correspondence and the current affairs. He has the procuration to undersign any document on behalf of the Organization.

The Board can delegate its powers for specific proceedings or actions to another person, member or not of the Organization.

### **TITLE V. Accounts and Budgets**

#### **Art. 22. Period**

The financial and organizational year for the Organization starts on January 1, and ends on December, 31.

#### **Art. 23. Closing activities**

The Board prepares the closing of the books and prepares also the budget for the next fiscal year. Both are to be presented to the General Assembly for approval.

#### **Art. 24. Financial Controllers**

The General Assembly appoints two financial controllers.

It is their duty to execute regular checks on the accounting of the Organization. At the closing, they execute a thorough control of the financial activities over the past year and they report on this matter to the General Assembly.

**Art. 25. Dissolution and liquidation**

Only the General Assembly can decide upon the dissolution of the Organization, after it has been duly and explicitly put on the agenda.

There must be at least 2/3 of the voting members present or represented and the decision must obtain a majority of 4/5 of the voters.

The General Assembly can then appoint one or more liquidation officers and determines his/their competence and the conditions for the liquidation.

The assets will be, after discharge of the liabilities, transferred to an association with an equal and disinterested goal, decided by the General Assembly.

The dissolution and liquidation will also be announced to the members by any means (letter, e-mail, ...).

Drawn and adopted at the General Assembly of 29th of June 2013.