

# ARTICLES OF INCORPORATION

## For the EUExcert Association

Established at the general meeting in Riga 15<sup>th</sup> of April 2011

### § 1. The name of the association

The name of the association shall be EUExcert Association.

### § 2. The purpose of the association

The purpose of the association shall be to:

- Strive to develop safe working conditions based on an employable and skilled work force
- Promote and manage exchange programmes for specialists and students in the Explosives sector
- Promote cooperation for transnational education and training in the Explosives sector
- Own the rights to the EUExcert certificate and delegate authority to the nations awarding bodies
- Promote and maintain EUExNet, the European network of Explosives experts
- Manage and update the glossary on terminology for the Explosives sector
- Support the European Commission and national regulators with expert advice
- Promote and license the EUExcert trademark
- Strive to include all European nations in the EUExcert legal association
- Strive to strengthen the competitiveness of the European explosives sector
- Search for international cooperation

### § 3. The registered office of the association

The registered office of the association shall be Karlskoga, Sweden

### § 4. Membership

Members of the association are those national nodes which have formally agreed to act within the purpose of the association and undertake to follow and obey the Articles of Incorporation of the association.

### § 5. Membership fees

Each member shall pay to the association the membership fee, which is yearly established by the yearly general meeting of the EUExcert association.

### § 6. The board

The board of the EUExcert Association shall consist of a chairman and a minimum of four and a maximum of seven board members plus a maximum of five deputy members. Chairman, board members and deputy members shall have a period of tenure of two years and be elected at the annual general meeting as set forth in § 10 for a period until the close of the next annual general meeting.

### § 7. The tasks of the board

The board shall act as a legal representative for the association and shall deal with matters concerning the rights and obligations of the association within the purpose as set forth in § 2 above. The board shall take decisions on behalf of the association, unless otherwise stipulated within these Articles of Incorporation. The board shall be responsible for performing the

decisions made by the general meeting, deal with the financial matters regarding the association, deal with the accounts for the association and present an annual financial report to the general meeting for the financial year preceding the general meeting.

The board shall have its meetings upon decisions by the chairman or upon the request of at least three board members.

The quorum for the board shall be at least five board members present. The decisions in the board shall be made by simple majority. In cases of equal vote the chairman shall have a decisive vote.

Entitled to sign on behalf of the association shall be the chairman together with at least one board member.

The board shall meet at least twice a year.

### **§ 8. Financial**

The association's financial year shall be the calendar year.

The financial report shall be presented to the auditor by the board, at the latest on the 28<sup>th</sup> of February, each year.

The national nodes will operate financially independently from the EUExcert Association

### **§ 9. Auditors**

The financial activities of the board shall be audited annually by one independent auditor appointed at the general meeting. The auditor shall at the latest on 30<sup>th</sup> of April each calendar year present its auditor report.

### **§ 10. General meeting**

The annual general meeting, which is the Association's highest executive entity shall be held yearly prior to 30<sup>th</sup> of June at a place decided by the board. Written notice shall be sent to all members at the latest 30 days prior to the general meeting. At the ordinary general meeting the following matters shall be dealt with:

1. election of the Chairman and secretary of the meeting,
2. preparation and approval of the voting list,
3. approval of the meeting agenda,
4. election of two persons to attest the accuracy of the minutes, determination of whether the meeting was properly convened,
5. presentation of the annual report on activities
6. presentation of the annual financial report
7. presentation of the auditor's report,
8. decisions
  - a) regarding adoption of the auditor's report,
  - b) regarding dispositions of the company's profit or loss in accordance with the adopted balance sheet ,
  - c) regarding yearly membership fees,
  - d) other matters as proposed by the board;
9. determination of the compensation paid to the board of directors and auditors,

10. election of the chairman of the board,
11. election of the members of the board of directors,
12. appointment of auditor,
13. review of the Articles of incorporation.

#### **§ 11. Extra general meeting**

Extra general meeting shall be held upon a minimum of 30 days' notice in writing from the board or from the auditor or when at least 1/10 of the members place such written request. The request shall contain the specific matter/s which the general meeting must deal with at the requested extra general meeting. On extra general meetings only the matters presented in notice will be handled.

#### **§ 12. Votes**

At the general meeting or extra general meeting each member shall have one vote. A member may allocate their vote in writing by proxy to the chairman of the meeting.

All decisions except § 13 and 16 at general meeting or extra general meeting shall be taken by simple majority.

In cases of equal votes, the chairman of the association shall have the decisive vote.

The quorum for the general meeting shall be five members at the general meeting.

#### **§ 13. Changes of the Articles of Incorporation**

Changes of the Articles of Incorporation require decision at the General Meeting by at least 2/3 of voting members.

#### **§ 14. Withdrawal**

A member who decides to withdraw from the association shall present such request in writing to the board. Upon the receipt of the written request by the board, the member shall be considered as withdrawn from the association.

#### **§ 15. Dismissal**

A member can be dismissed from the association in cases where it has not paid its membership fee, acted against the best interest of the association or acted in a way which has clearly damaged the purpose of the association.

Decisions on dismissal shall be taken by the board and requires unanimous decision.

#### **§ 16. Dissolving**

In order to dissolve the association, 2/3 of the members shall take such decision at the general meeting. In cases of dissolving the association the assets of the association shall be transferred to charity purposes to be decided by the board.