

# STATUTE AND INTERNAL REGULATIONS

Revised up to February 2011

*Established in 1966 under the auspices of the OECD.  
Registered as a foreign association under French Law*



# STATUTE

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*The Statute was adopted by the General Assembly at the Inaugural Meeting of the Association in May 1966 and revised by the General Assemblies held in May 1971 and May 2002.*

## CHAPTER 1. CONSTITUTION

### Article 1

An Association, to be known as the European Industrial Research Management Association, is hereby established under the French law of 12 April 1939.

### Article 2

The Association shall be operated under the authority of the General Assembly by a Governing Board and the Officers, assisted by subsidiary bodies and the staff.

### Article 3

The headquarters of the Association shall be in Paris.

### Article 4

Subject to the provisions of Chapter X hereof the Association shall be of unlimited duration.

## II. AIM AND PURPOSE

### Article 5

- a) The Association, recognising the role of scientific research in economic growth and in progress towards greater social well-being, shall aim at contributing to the effectiveness and the achievement of industrial research by considering the best ways in which it can be directed, managed and applied.
- b) The Association shall therefore promote:
  - i) the study of the organisation and management of industrial research, including scientific research and technological development;
  - ii) the development and the wider use in industry of improved, more economical and effective methods and techniques of managing industrial research;
  - iii) wider understanding of the place of research within the firm, of the role and requirements of research in industry generally, and of those aspects of economic, education and science policy which have a special bearing on research in industry or which research in industry can influence.
- c) The Association shall undertake such activities - conferences, courses, seminars, studies and the like - as it considers appropriate to the achievement of these aims.

## III. MEMBERSHIP

### Article 6

- a) The membership of the Association shall consist of industrial firms or bodies corporate carrying out a substantial amount of scientific research and technological development in Europe.
- b) Other firms and bodies making a significant contribution to effective research and technological development in support of industry's needs may be admitted to membership by invitation of the Governing Board.
- c) No firm or body corporate shall be entitled to more than one membership.
- d) The nationality of a Member shall be that of the European country in which it has its research headquarters or in which its representative is based. A Member shall not be permitted to claim more than one nationality.

### Article 7

Subject to Article 6, the Governing Board shall decide on admission to membership in conformity with the provisions of the Internal Regulations of the Association.

### Article 8

- a) Any Member may withdraw from the Association by notice by registered letter addressed to the Secretary General. Such notice shall take effect at the end of the financial year following that during which the notice was given. No such withdrawals shall affect the financial obligation owed to the Association on the date the withdrawal takes effect.
- b) Subject to the right of appeal to the General Assembly, the Governing Board may expel a Member from the Association for action contrary to the best interests of the Association or on its ceasing to fulfil the conditions of membership.

## IV. REPRESENTATION OF MEMBERS

### Article 9

- a) Each Member shall appoint a representative who shall have authority to represent the Member in the Association and to cast votes for it.
- b) Each Member may also appoint one or two alternates in accordance with the provisions of the Internal Regulations.

**Article 10**

The representatives and alternates shall have thorough knowledge of and responsibility at the highest level for the Member's research and development activities.

**V. INSTITUTIONAL PROVISIONS**

**A. GENERAL ASSEMBLY**

**Article 11**

- a) All Members shall be represented in the General Assembly.
- b) Each Member shall have one vote.

**Article 12**

- a) The annual meeting of the General Assembly shall be held within three months after the end of the financial year of the Association. Other meetings may be convened as provided for in the Internal Regulations.
- b) The agenda for the annual meeting shall be established in accordance with the Internal Regulations, but shall include, in any event, examination and approval of:
  - i) a report on the work of the Association by its President;
  - ii) a financial report by the Secretary General, comprising a statement of accounts;
  - iii) a proposal for the scale of annual membership fees for the following financial year.
- c) The agenda of the annual meeting shall also include a report by the Governing Board containing an outline of current and future activities with their financial implications.

**B. GOVERNING BOARD**

**Article 13**

- a) The activities of the Association shall be planned and administered by the Governing Board. The Board shall consist of the Officers of the Association, of the "Past President" or the "President Elect", and up to eight ordinary Members, the number being determined by the General Assembly.
- b) The President of the Association shall be Chairman and the Vice-Presidents shall be Vice-Chairmen of the Governing Board. The President Elect may, but need not, be one of the Vice-Presidents.
- c) The ordinary Members of the Governing Board shall be elected by the General Assembly for a period of two years. An ordinary member shall be eligible for

re-election but may not serve as an ordinary member for more than two consecutive terms.

- d) No more than two Members of the Board shall be representatives or alternates of Members having the same nationality.
- e) The Governing Board shall be convened by the President as often as he considers a meeting to be required, or at the request of a majority of its Members.

**C. OFFICERS**

**Article 14**

- a) The Officers of the Association shall be the President and two Vice-Presidents elected by the General Assembly.
- b) The President and Vice-Presidents shall all be representatives of Members having different nationalities.
- c) The President shall be elected for a period of two years and is eligible for re-election for another two years. The election shall take place one year before the end of office of the serving President. The elected President serves as "President Elect" until he takes office as President when elected for the first 2 years period. The retiring President serves as "Past President" during one year after leaving office.
- d) The Vice-Presidents shall be elected for a period of two years. One Vice-President shall be elected each year. The Vice-Presidents shall be eligible for re-election but may not serve for more than two consecutive terms.

**D. SUBSIDIARY BODIES**

**Article 15**

The Governing Board of the Association shall establish such committees or other bodies as may be necessary for the achievement of the aims and purposes of the Association.

**E. STAFF**

**Article 16**

- a) The Governing Board shall be assisted by a Secretary General, who shall be appointed by the Board and responsible to it. The Secretary General shall also act as Treasurer.
- b) The Secretary General shall be responsible for carrying out all decisions taken by the General Assembly and the Governing Board.

- c) The Secretary General shall appoint such additional staff as may be necessary for the proper functioning of the Association, and shall be responsible for the appointment, in agreement with the Governing Board, of such experts as may be required to serve the committees or other organs of the Association.

## VI. RESOURCES

### Article 17

- a) The ordinary resources of the Association shall consist of the entrance and the annual membership fees of Members.
- b) The rate of the Association's fees shall be determined by the General Assembly.
- c) Subject to formal written acceptance by the Governing Board, the Association may also receive recoverable contributions and advances in respect of current expenditure.

## VII. AMENDMENTS TO THE STATUTE

### Article 18

- a) Amendments to the Statute may be proposed by the Governing Board or by at least one-quarter of the Members of the Association.
- b) In the latter case the proposal for an amendment shall be communicated in writing to the President who shall submit it to the Governing Board for consideration.

### Article 19

Proposals for amendments that are sponsored by at least one-quarter of the Members, or the Governing Board, shall be submitted to the General Assembly for approval.

## VIII. INTERNAL REGULATIONS

### Article 20

Internal Regulations implementing the present Statute shall be adopted by the General Assembly.

## IX. VOTING

### A. GENERAL ASSEMBLY

#### Article 21

In all cases Decisions shall be taken by a simple majority of the Members represented and voting, provided always that such majority of the Members taking a Decision represents:

- a) a majority of all the Members of the Association in the case of a Decision to adopt or to amend the Statute;
- b) more than one-third of all the Members of the Association in the case of a Decision to adopt or to amend the Internal Regulations;
- c) a majority of all the Members of the Association in the case of a Decision to dissolve the Association in conformity with the procedure laid down in Article 23 (a);
- d) a majority of all the Members of the Association in the case of a Decision on the disposal of the Association's property, once its dissolution has been decided upon, subject always to the provisions of Article 24.

### B. GOVERNING BOARD

#### Article 22

Decisions and proposals of the Governing Board shall require the agreement of a simple majority of its members. In the event of a tie, the Chairman shall cast the decisive vote.

## X. DISSOLUTION

### Article 23

- a) A proposal to dissolve the Association shall only be debated at a meeting of the General Assembly duly convened for this purpose, when:
  - i) at least one month's notice of the proposal has been given in writing to all the Members by the Governing Board, and
  - ii) at least two-thirds of the Members of the Association are represented.
- b) Provided always that where two-thirds of the Members are not represented, the Governing Board shall be required to call an Extraordinary Meeting of the General Assembly within a month and give notice thereof to all the Members; at such Extraordinary Meeting, Decisions shall be taken by a simple majority of Members represented and voting, in conformity with the provision of Article 21.

### Article 24

- a) In the event of dissolution of the Association the General Assembly shall, before the meeting that decided upon dissolution is adjourned, determine the disposal of the property of the Association.
- b) In the event of failure of the General Assembly to reach a Decision satisfying the requirements of

Article 21, the property of the Association shall be disposed of by the Governing Board, otherwise than by its division between the members of the Governing Board.

# INTERNAL REGULATIONS

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***The Internal Regulations are designed to be read in conjunction with the Statute. Interim Internal Regulations were adopted, along with the Statute, by the General Assembly at the Inaugural Meeting of the Association in May 1966 and amended following adoption by the General Assembly in June and December 1967.***

***The present Internal Regulations were adopted by the General Assembly in May 1971. Subsequent amendments were adopted in May 1976, June 1979, May 1991, May 1993 and May 2002.***

***The membership fees specified in paragraph 20 are modified each year in accordance with the decision of the previous General Assembly.***

***The address specified in paragraph 28 was modified in October 2003.***

## CHAPTER I. MEMBERSHIP

### ELIGIBILITY

#### Paragraph 1

- a) Having regard to the provisions of Article 6 of the Statute, and subject always to the provisions of Article 7 thereof and of Paragraph 4 of these Internal Regulations (hereinafter called the "Regulations"), any industrial firm or body corporate, irrespective of its legal or economic structure, may qualify for membership of the Association, provided that it:
  - i) has as a principal activity the production or processing in Europe of marketable goods or services other than research services;
  - ii) carries out a substantial amount of research and development representing an important part of its overall operations; and
  - iii) has headquarters or research and development facilities in a country that is a member of the Council of Europe on the date of application.
- b) In extending an invitation to join the Association under the provisions of Article 6(b) of the Statute, the Governing Board shall satisfy itself that the activities undertaken by the firm or body in question are of a nature that will permit it to contribute effectively towards the Association's aims and purpose, notwithstanding the fact that the firm or body fails to meet some or all of the criteria set out in sub-paragraph (a).

#### Paragraph 2

Any Member whose circumstances (headquarters location, industrial activities, control, relations with other firms, etc.) change in such a way as to produce a conflict with the provisions of either Article 6 of the Statute, or Paragraph 1 of the Regulations, shall notify the Secretary General immediately by registered letter of such a development.

### NUMBER

#### Paragraph 3

The annual increase in the number of Members shall not exceed 15 % of the actual membership of the previous year.

### ADMISSION

#### Paragraph 4

- a) Subject always to the provisions of Articles 6 and 7 of the Statute and of Paragraphs 1 and 3 of the

Regulations, the Governing Board may admit to membership firms or bodies corporate which have applied in writing to join the Association, and which have agreed to abide by the Statute and the Regulations.

- b) The Governing Board shall be under no obligation to state the reasons that may lead it to refuse membership to any applicant.

### EXPULSION

#### Paragraph 5

- a) Where the Governing Board decides on the expulsion of a Member under the provisions of Article 8 (b) of the Statute, it shall first notify such Member confidentially of the decision and of the reasons therefor.
- b) The Member may within one month request to be heard by the Governing Board. Such hearing shall take place at the next meeting of the Board, and, should the Board confirm its decision, the Member may within 30 calendar days of being notified thereof appeal to the General Assembly, in which case the appeal shall be heard at the latter's next meeting.

## II. REPRESENTATION

### PERSONS WHO MAY BE APPOINTED REPRESENTATIVES OR ALTERNATES

#### Paragraph 6

Having regard to the provisions of Articles 9 and 10 of the Statute:

- i) a Member's representative shall be a senior scientific or technical director of the Member, or of its central or principal research unit;
- ii) a Member's alternates shall not exceed two in number and shall be either directors of its own laboratories, or of the laboratories of subsidiary, affiliated or associated firms or bodies corporate, or persons occupying central positions of responsibility under a Member's representative.

### MANNER OF APPOINTMENT

#### Paragraph 7

Each Member shall notify the Secretary General in writing of the names, responsibilities, and addresses of all persons appointed by virtue of the provisions of Articles 9 and 10 of the Statute as a representative or as an alternate. Any changes in these appointments, or in the responsibilities or addresses of such persons, shall

be notified to the Secretary General by each Member as soon as they occur.

## COMMUNICATION

### Paragraph 8

Subject always to the provisions of Paragraph 7 of the Regulations, once an appointment has been made, any communication by the Association to a Member shall be addressed to its representative, any of its alternates or to such other person as may be designated by such Member in writing.

## III. GENERAL ASSEMBLY

### MEETINGS

#### Paragraph 9

Subject always to the provisions of Articles 11 and 12 of the Statute:

- a) the annual meeting and other ordinary meetings of the General Assembly shall be convened by written notice addressed to all Members by the Secretary General, at least 21 calendar days prior to the date of the meeting;
- b) the Governing Board shall decide on the draft agenda and documents for discussion at meetings of the General Assembly;
- c) extraordinary meetings of the General Assembly may be called at any time by the Governing Board, which shall be required to do so whenever a petition requesting such a meeting is signed by at least one-quarter of the Members and submitted in writing to the Secretary General.

## IV. GOVERNING BOARD

### MEMBERSHIP

#### Paragraph 10

Subject always to the provisions of Articles 13 and 14 of the Statute:

- a) only duly appointed representatives or alternates of Members shall be eligible for election to the Governing Board;
- b) only duly appointed representatives of Members shall be eligible for election as Officers of the Association;
- c) no two persons from any one Member shall serve on the Governing Board at the same time.

### Paragraph 11

Membership of the Governing Board shall in all cases be on a personal basis and when any Officer or other member of the Governing Board is unable to take part in a meeting of the Governing Board his place shall in no circumstances be taken by any other person.

### Paragraph 12

Should a member of the Governing Board cease to be employed by, or to be the representative or alternate of a Member, he shall immediately submit his resignation to the Governing Board. The vacancy on the Governing Board thus created shall be filled by an election at the next annual or ordinary meeting of the General Assembly.

In the case of vacancy of the Presidency, the Governing Board will appoint one of its members to fill the vacancy up to the next annual or ordinary meeting of the General Assembly.

### REMOVAL

#### Paragraph 13

- a) Subject to the provisions of sub-paragraphs (b) and (c) hereunder, any member of the Governing Board may be removed by the General Assembly.
- b) A proposal to remove a member of the Governing Board shall only be debated by the General Assembly if it is supported in writing by one-fifth of the Members of the Association, or by two-thirds of the members of the Governing Board.
- c) A decision to remove a member of the Governing Board shall require the agreement of more than one-third of the Members of the Association.

### QUORUM

#### Paragraph 14

A majority of the members of the Governing Board, including the President or at least one Vice-President, shall constitute a quorum at all meetings of the Governing Board.

## V. ELECTIONS

### Paragraph 15

Subject always to the provisions of Articles 13 and 14 of the Statute, elections shall take place at the annual meeting of the General Assembly, or, if there are vacancies to be filled, at ordinary meetings of the General Assembly.

**Paragraph 16**

Notwithstanding the provisions of Paragraph 23 of the Regulations:

- a) at least three months prior to a meeting at which elections are to take place the President shall appoint a Nominations Committee of three members, which shall propose for each post to be filled one eligible candidate who has given his consent;
- b) the proposals of the Nominations Committee shall be circulated to all Members at least one month prior to the meeting;
- c) additional names may also be included on the list of candidates provided they are supported in writing by three Members, accompanied by the candidates' written consent and submitted to a member of the Nominations Committee at least 24 hours before the beginning of the session at which elections are to be held;
- d) the Nominations Committee shall be dissolved at the end of the meeting for which it was constituted.

**Paragraph 17**

- a) Voting in elections shall take place at the final plenary session of the meeting.
- b) There shall be separate ballots for President, and for Vice-Presidents and a single ballot for the vacancies for ordinary members of the Board.
- c) The voting representative of each Member voting shall write on his ballot paper the names of the candidates he desires to be elected, but the number of names he writes shall not exceed the number of vacancies.
- d) Subject always to the provisions of Articles 13 and 14 of the Statute and of Paragraph 10 of the Regulations, the candidates receiving the largest number of votes shall be declared by the President to be elected and shall thereupon take office. If the result shows a contravention of Articles 13 or 14 or Paragraph 10, then the candidate with the next highest number of votes shall be declared elected. If two candidates for a single vacancy receive equal numbers of votes, there shall be a further ballot at which those two candidates shall be the only candidates.

**VI. FINANCE**

**FINANCIAL RESPONSIBILITY**

**Paragraph 18**

Having regard to the provisions of Articles 2, 12, 13 and 17 of the Statute:

- a) the property of the Association shall be held on its behalf by the Governing Board;
- b) the Governing Board shall establish and regularly review the Association's operating and capital budgets;
- c) within the parameters established by these budgets, the Secretary General shall have the authority to make payments and to enter into contracts on the Association's behalf;
- d) in exceptional situations, an Officer may authorise unbudgeted expenditure or may make payments or enter into contracts on the Association's behalf, provided always that the situation be reviewed at the next meeting of the Governing Board;
- e) the Secretary General shall deposit and invest the funds of the Association in the name of the Association in accordance with the instructions of the Governing Board;
- f) the books and accounts of the Association shall be kept in Euros and shall be available for inspection by the representative or alternate of any Member at the office of the Association during business hours;
- g) these books and accounts shall be submitted to an annual audit by auditors appointed by the General Assembly at the previous annual meeting, who shall make a report on the books and accounts and certify them.
- h) the report and certified accounts shall be submitted for adoption to the General Assembly of the Association, and on adoption the Governing Board and the Secretary General shall be discharged from all liability in respect of their administration.

**FINANCIAL YEAR**

**Paragraph 19**

The financial year of the Association shall run from 1st April to 31st March.

**FEEES**

**Paragraph 20**

Having regard to the provisions of Articles 12 and 17 of the Statute:

- a) the Association's fees which are not apportionable shall consist of:
- i) an entrance fee of 150€, payable by each Member on joining the Association;
  - ii) an annual membership fee relating to the financial year of the Association and payable in advance by the first day of April each year. The amount of the annual membership fee shall be based on the total consolidated sales of the Member in the most recent complete year for which figures are available, which fee, until changed by the General Assembly, shall be in accordance with the following scale (applicable as from 1st April, 2009):

<i>Total consolidated sales</i>	<i>Annual Fee</i>
Less than 5 million €	1435 €
Between 5-25 million €	2870 €
Between 25-250 million €	4305 €
Between 250-1250 million €	5740 €
Between 1250-2500 million €	7175 €
More than 2500 million €	8610 €

- iii)
- b) on request receipts for fees shall be signed by the Secretary General.
- c) a Member that has not paid its annual fees one month after due date shall be reminded in writing by the Secretary General. If payment is not made within one further month, the Governing Board may, in addition to any other legal remedy, order that the Member be expelled in accordance with the provisions of Article 8(b) of the Statute and of Paragraph 5 of the Regulations.

**Paragraph 21**

Conferences, courses, seminars, etc., arranged by the Association shall be financially self-supporting as far as possible. Fees for participation in each function of this type shall therefore be fixed at a level estimated to cover the costs involved.

**ADVANCES AND RECOVERABLE CONTRIBUTIONS**

**Paragraph 22**

Records of advances or recoverable contributions in respect of current expenditure which have been formally accepted by the Governing Board by virtue of

Article 17(c) of the Statute shall be kept by the Secretary General who shall sign receipts therefor.

**VII. SUBSIDIARY BODIES**

**COMMITTEES**

**Paragraph 23**

Having regard to the provisions of Article 15 of the Statute, and without prejudice to the provisions of Paragraph 16 of the Regulations:

- a) the Governing Board shall decide on the number, size, task and terms of reference of the Committees of the Association;
- b) the President shall appoint a Chairman for each committee and, in consultation with the Chairman, the other members of the Committee, all of whom shall be representatives or alternates;
- c) the term of the office of Committee Chairmen and Members shall be two years, subject to renewal, and shall run concurrently with that of the President of the Association;
- d) Committees (other than the Nominations Committee) shall submit reports to the Governing Board at least once each year.

**OTHER BODIES**

**Paragraph 24**

Where other bodies are established in conformity with the provisions of Article 15 of the Statute, membership shall be chosen to ensure a reasonable balance among branches of industry and nationalities.

**VIII. GENERAL**

**Paragraph 25**

The official languages of the Association shall be English and French.

**Paragraph 26**

- a) Amendments to the Regulations may be proposed by the Governing Board or by any Member of the Association who communicates such proposal in writing to the President for the consideration of the Governing Board;
- b) Proposals for amendments, sponsored by at least ten Members or by the Governing Board, shall be submitted to the General Assembly for approval.

**Paragraph 27**

The Governing Board shall have power to interpret the Regulations, and to decide on any question that may

arise where such matter is not dealt with either in the Statute or in the Regulations.

**Paragraph 28**

Having regard to the provisions of Article 3 of the Statute, and unless otherwise subsequently decided by the Governing Board, the address of the Headquarters of the Association shall be 46, rue Lauriston, F 75016 Paris.

**IX. EIRMA ASSOCIATES**

**Paragraph 29**

- a) A representative or alternate may be accorded EIRMA Associate status when retiring, at the end of his professional career, from a Member company.
- b) EIRMA Associate status can be granted by the Governing Board upon request on the basis, inter alia, of services rendered to the Association in the past and readiness to render further service.
- c) EIRMA Associates will receive regularly the EIRMA Information Bulletin and Invitations to the Annual Conferences.
- d) EIRMA Associates may attend the Annual Conferences, free of the registration fee, subject to available space. Invitations to attend certain other meetings announced in the EIRMA programme may be extended on request. At such meetings the EIRMA Associates will pay the normal registration fee.
- e) The Secretariat will maintain a list of the EIRMA Associates and make this available to the Associates and the active Representatives and Alternates.