



LIGHTINGEUROPE
THE VOICE OF THE LIGHTING INDUSTRY

LightingEurope STATUTES

*Revised version adopted by the General Assembly
on 25th March 2015 in Madrid*

Article 1 - Name and Address

- 1.1. An international not-for-profit association is hereby established under the name of "LightingEurope". The name shall be followed by the mention "AISBL" or "IVZW".
- 1.2. The address of LightingEurope is at Diamant Building, Bd Auguste Reyers 80, 1030 Brussels, Belgium. It may be transferred to any other place in Belgium by a decision of the General Assembly. Any decision to transfer the address shall be published in the annexes of the "Moniteur Belge/Belgisch Staatsblad".

Article 2 - Mission and Objectives

- 2.1. The mission of LightingEurope is to represent the interests of its Members.
- 2.2. The objectives of LightingEurope are:
 - to represent at European level the interests of its Members in order to create an optimum market environment for its Members;
 - to be an industry driven association that can respond quickly and adequately to European and global industry opportunities and issues;
 - to shape political agendas and policies, to establish industry positions and provide guidance to its Members;
 - to promote lighting technology including but not limited to, quality efficient lighting practice for the benefit of the well-being, health and safety of consumers and the global environment;
 - to promote European and international legislation, regulations and standards to propose minimum performance and quality standards for lighting products.

- 2.3. To achieve these objectives, LightingEurope will, *inter alia*:
- encourage fair business and create a level playing field for the various lighting industry stakeholders;
 - adopt a Members' common Code of Conduct that has to be signed by each Member;
 - adopt and support initiatives aimed at enhancing the image of the lighting industry and the Members of LightingEurope;
 - initiate instruments to provide information, assistance and consultancy services for its Members;
 - monitor the European lighting market to identify and pursue unfair competition by market participants, including, as the case may be, through the filing of court cases to prevent lighting products not in conformity with applicable rules and regulations from being put on the market anywhere in Europe.
- 2.4. LightingEurope recognizes that a good European network of lighting industry stakeholders requires intensive interaction with effective and well organized national lighting industry associations. Therefore LightingEurope will support and facilitate such effective and well organized national associations and foster the cooperation with and between these. Furthermore, LightingEurope will work towards that the different lighting sectors and countries as well as Member Association and Member Company sizes are represented in LightingEurope.

Article 3 - Term

LightingEurope is constituted for an indeterminate period.

Article 4 - Membership

- 4.1. LightingEurope has 2 categories of members: members that are national associations ("Member Associations") and members that are (individual) companies ("Member Companies"), collectively "Members".
- 4.2. To be eligible for membership of LightingEurope, candidate members must comply with all of the following requirements, and can only be a Member for as long as they comply with these:
- A Member must be a legal entity legitimately established in accordance with the laws of its country of origin;
 - Member Associations must be national associations (or divisions thereof) representing lighting companies or lighting divisions of companies and be established in a member state of the European Union (EU) or in a candidate country of the European Union or in a country of the European Free Trade Association (EFTA);
 - Members Companies (or divisions thereof) must have a registered office in a member state of the European Union (EU) or in a candidate country of the European Union or in a country of the European Free

- Trade Association (EFTA);
 - Member Companies must have significant R&D (including application development or design) activities or production activities, related to electrical lighting equipment (light sources, luminaires and related electrical components). Companies that are only engaged in trading and distribution are excluded from membership;
 - A Member Company or one of its subsidiaries must be a member of at least one Member Association unless none of the relevant national associations is an Association Member in which case the membership fee payable by such Member Company shall be increased by 50 %. In order to have effective national associations, Member Companies (or divisions thereof) will be actively encouraged to join Association Members in the countries where they have a business interest.
- 4.3. In case of a company being part of a group of companies, only the company ranking highest in the ownership structure in the EU, a candidate country of the European Union or in a country of the European Free Trade Association (EFTA) that fulfils the requirements under Article 4.2 can become a Member Company unless the General Assembly decides otherwise. In case the company ranking highest cannot be clearly identified, it will be at the discretion of the candidate members to propose the appropriate candidate member.
- 4.4. Application for membership must be addressed to the Secretary General. The application for admission with the supporting documentation shall be examined by the Executive Board. The application shall be finally decided upon by the General Assembly, on the basis of a reasoned written recommendation from the Executive Board. In deciding on an application for membership the General Assembly shall not be required to give reasons to the applicant for its decision, which shall be final.
- 4.5. Every application for membership implies complete adherence to the Statutes and Bylaws and Code of Conduct of LightingEurope, and to all its rules and to all decisions of its decision making organs.
- 4.6. During the entire duration of their membership, the Members shall abide by the provisions of the Statutes, the Bylaws and Code of Conduct duly adopted by the General Assembly as well as to all the rules and to all decisions of LightingEurope's decision making organs.

Article 5 - Rights and Obligations

- 5.1. Members have the right to attend and participate in the General Assembly with voting rights.
- 5.2. Members shall have the obligation to pay an annual membership fee and any other financial contribution as may be decided by the General Assembly.

Article 6 - Termination of Membership

- 6.1. The membership of LightingEurope can be terminated by resignation or exclusion.
- 6.2. For resignation, the Member shall give to the Secretary General notice of resignation by registered letter, taking effect at the end of the calendar year, subject however to respecting a notice period of at least six months. Until the effective date of the resignation, the membership and the obligation to pay any fees in full shall remain unaffected.
- 6.3. Any Member shall be deemed to have resigned if it has not paid its annual membership fee or any other financial contribution as decided by the General Assembly in full when due and, after notice from the Secretariat, remains in default of its obligations for more than one month.
- 6.4. Any Member failing to comply with the Statutes, the Bylaws, the Code of Conduct or the rules and decisions of LightingEurope's decision making organs or that no longer complies with the membership requirements in the Statutes can be excluded by a 2/3 majority decision of the General Assembly. Beforehand, the Member concerned shall have the right to present its defence to the General Assembly. The exclusion shall take effect on the date fixed by the General Assembly.
- 6.5. As an alternative to exclusion, the General Assembly may, by a 2/3 majority decision, suspend the membership rights of the Member failing to comply as referred to in Article 6.4. above. The suspension of membership rights shall take effect on the date fixed by the General Assembly and shall be for the duration of 6 months. A suspended Member shall remain liable for the membership fee or any other financial commitments that apply to and during the suspension period. The relevant Member shall be deemed to have resigned if at the end of the suspension period, it has not remedied the non-compliance for which its membership rights were suspended.
- 6.6. Any Member leaving LightingEurope by virtue of resignation or exclusion may submit no claim for LightingEurope assets and shall remain liable for the membership fee or any other financial commitments of the relevant financial year.

Article 7 - Bodies

The bodies of LightingEurope are:

- the General Assembly;
- the Executive Board, including the President, the Vice-President and the Treasurer;
- the Associations' Committee;
- the Working Groups;
- the Secretariat.

Article 8 - General Assembly

- 8.1. The ordinary General Assembly shall take place at least once a year.
- 8.2. An extraordinary General Assembly may be convened on any occasion, and must be convened in case of a written request to this effect by Members representing at least 1/3 of the voting rights in the General Assembly. It shall be called within 30 calendar days from the written request.
- 8.3. The General Assembly takes its decisions in meetings or, if necessary because of specific reasons which make the normal procedure unsuitable, also by e-mail or by telephone or video conferencing or by any other secure electronic medium.
- 8.4. Decisions taken by the General Assembly are written down in minutes.
- 8.5. The General Assembly is open to all Members who shall delegate a duly empowered representative.
- 8.6. A Member may only delegate its vote to another Member by submitting a proxy in writing to the President. A Member may only be proxy of one other Member.
- 8.7. The General Assembly has overall powers, including but not limited to:
 - to elect the Executive Board;
 - to receive or request reports of the Executive Board on the activities of LightingEurope;
 - to give formal discharge to the members of the Executive Board in respect of their administration and financial management in the past financial year;
 - to approve work programmes, strategic plans and annual reports;
 - to approve the main policy lines to be followed by LightingEurope on the basis of recommendations of the Executive Board;
 - to approve LightingEurope's budget and accounts, membership fees and other fees;
 - to formally admit or to expel Members;
 - to suspend a Member's membership rights;
 - to appoint or revoke the Auditor;
 - to expel members of the Executive Board for compelling reason;
 - to adopt Bylaws;
 - to amend or change the Statutes;
 - to dissolve LightingEurope.
- 8.8. A General Assembly is convened by the President or the Secretary General with at least 30 calendar days notice and chaired by the President. It may also be convened by Members having at least 1/3 of the voting rights in the General Assembly if it is not convened on time by the President or the Secretary General upon a written request pursuant to

Article 8.2. Any notice to convene the General Assembly must be accompanied by an agenda. Within ten calendar days after receiving the agenda, Member(s) may require the President or the Secretary General to supplement the agenda by additional agenda items. The agenda so supplemented has to be forwarded by the President or the Secretary General to all Members within seven calendar days following receipt of the Members'/'s request. If the President and the Secretary General do not comply with this obligation, the Member(s) having requested the supplement to the agenda may forward the supplemented agenda to all Members by no later than seven calendar days before the General Assembly. No decision can be made on any subject that is not on the agenda.

8.9. For voting purposes other than the election of the Executive Board there is always a balance of 50%-50% between the total number of votes of the Company Members represented and the total number of votes of the Association Members represented in any General Assembly meeting, i.e. both the Member Companies and the Member Associations will be entitled to exercise 50% of the voting rights in any General Assembly (irrespective of the number of Member Companies and Member Associations represented in a General Assembly).

8.10. The number and allocation of votes of each Member may be related to the membership fees and shall be approved by the General Assembly. The detailed rules with respect to number and allocation of votes shall be laid down in the Bylaws.

8.11. Quorum, Majority

8.11.1. Quorum

Unless otherwise provided by these Statutes, the General Assembly can only take decisions if more than half of the voting rights of Member Associations and more than half of the voting rights of Member Companies are represented. If this condition is not met, the President or the Secretary General shall immediately give notice in writing to the Members and the General Assembly meeting shall be adjourned to a new date with the same agenda within the following three months. The adjourned General Assembly shall constitute a quorum regardless of the number of voting rights represented, provided, however, that this has been clearly stated in the convocation of the adjourned General Assembly.

8.11.2. Majority

Unless otherwise provided by these Statutes, for all decisions of the General Assembly a majority of 2/3 of the votes of the Members present or represented is required. Blank votes, invalid votes and abstentions shall not be counted.

Article 9 - Executive Board

9.1. The Executive Board shall be elected by the General Assembly for a period of two years. Members of the Executive Board shall be eligible for re-election. The detailed technical rules governing the election process shall be laid down in the Bylaws.

9.2. The Executive Board shall comprise:

- 16 members unless a smaller number of Executive Board members is decided by the General Assembly of LightingEurope.

- Shall always consist of the same number of Member Companies' and Member Associations' representatives.

In case there are less than eight Member Companies or less than eight Member Associations, only a number of Executive Board members corresponding to the number of Members from the relevant group of Members will be appointed and the remaining seats of that group of Members (but not of the other group of Members) will remain vacant until an additional Member of that group of Members joins LightingEurope; Section 9.5 shall apply correspondingly for the appointment of additional Executive Board members. A Member cannot be represented (directly or indirectly) by more than one member in the Executive Board.

9.3. The Member Companies' candidates for the Executive Board must be nominated by the respective Member Companies and must be at executive level and empowered to take decisions at the Executive Board.

9.4. The Member Associations' candidates must be nominated by the Member Associations (or their lighting divisions) and empowered to take decisions on behalf of the Association.

9.5. The membership in the Executive Board is linked to the elected Member. In case a person leaves the Executive Board during his mandate, he/she shall be replaced by another person. The respective Member he/she was representing has the first right to nominate its candidate for replacement. In case no candidate is nominated by the relevant Member, all other Members can nominate candidates fulfilling the requirements pursuant to Article 9.3 if a Member Companies' candidate or Article 9.4 if a Member Associations' candidate is replaced. The new Executive Board member needs to be elected by the next ordinary General Assembly, or, if the next ordinary General Assembly should not take place within a reasonable time, by an extraordinary General Assembly, that may be executed via telephone or video conference or by written vote (including email) or by any other secure electronic medium. The member thus appointed will complete the mandate of the person he/she replaces.

- 9.6. The membership in the Executive Board automatically ends in the event that:
- a new Executive Board is elected by the General Assembly,
 - a member of the Executive Board is no longer employed by the Member of LightingEurope by which it had been nominated. The respective Member being obliged to notify the termination or expiry of the employment to the Secretary General without undue delay,
 - the Executive Board member is expelled by the General Assembly, or
 - the member of the Executive Board does no longer meet the requirements stipulated in the Statutes or Bylaws of LightingEurope.
- 9.7. Executive Board meetings shall be convened by the President or by the Secretary General, who shall attend the Executive Board meeting without voting right.
- 9.8. The Executive Board is chaired by the President.
- 9.9. The Executive Board is validly constituted if at least 60% of the votes are present or represented by proxy.
- 9.10. Each member of the Executive Board has one vote. Decisions that cannot be taken by consensus and that require voting can only be taken by a majority of at least 2/3 of the votes present or represented in an Executive Board meeting.
- 9.11. Each member of the Executive Board may delegate his/her vote to another member of the Executive Board for a specific Executive Board meeting. Each member of the Executive Board may only have one proxy from another member of the Executive Board.
- 9.12. Each Executive Board member may take responsibility for one or more Working Groups or the Associations' Committee.
- 9.13. The Executive Board's powers are:
- to prepare the General Assembly;
 - to prepare LightingEurope's future strategy and work plans and budget for submission to the General Assembly;
 - to implement strategy and work plans agreed by the General Assembly;
 - to employ or dismiss the Secretary General;
 - to interact with the Associations' Committee and the Working Groups;
 - to establish or close Working Groups or projects, and to confirm Working Group Chairmen elected by the Working Group members;
 - to allocate a budget to the Working Groups;
 - to supervise the decisions of the Working Groups;
 - to evaluate applications for membership to LightingEurope.

- 9.14. The Executive Board takes its decisions in face to face meetings, internet based meetings, by e-mail or by telephone or video conferencing as and when needed.

Article 10 - President and Vice-President

- 10.1. The President shall be elected by the Executive Board from among its members.
- 10.2. The President is the lead representative of LightingEurope.
- 10.3. The Executive Board shall elect one Vice-President among its members.
- 10.4. The Vice-President shall act on behalf of the President in case the President is absent or unable to fulfil his/her tasks.
- 10.5. The President and the Vice-President shall be elected for a two years mandate renewable twice.

Article 11 - Treasurer

- 11.1. The Treasurer shall be elected for a non-renewable two years mandate by the Executive Board from among its members.
- 11.2. The Treasurer shall ensure that LightingEurope's financial means are spent only in accordance with the decisions of the General Assembly and the Executive Board and with the provisions of the present Statutes and the applicable law. In cooperation with the Secretary General the Treasurer shall check that the membership fees are duly paid, administer the assets of LightingEurope, and maintain contact with the financial and tax authorities.
- 11.3. The Treasurer shall report on a regular basis to the Executive Board and to the General Assembly.
- 11.4. The Treasurer shall act on behalf of the Vice-President in case the Vice-President is absent or unable to fulfil his/her tasks.

Article 12 - Secretariat and Secretary General

- 12.1. The Secretariat is the administrative body of LightingEurope which supports the General Assembly, Executive Board, Association Committee and all Working Groups, including for content generation.
- 12.2. The Secretariat and the Secretary General will have their offices at the address of LightingEurope.

12.3. The Secretary General shall manage the day-to-day activities of LightingEurope and report to the General Assembly and Executive Board and will operate under the supervision of the Executive Board.

12.4. The Secretary General shall attend all meetings of the Executive Board and the General Assembly, but has no voting rights.

Article 13 - Associations' Committee

13.1. LightingEurope will have an Associations' Committee. The Associations' Committee is composed by one representative per each Member Association (or their lighting division).

13.2. The objectives and tasks of the Associations' Committee are:

- Exchange of information and experience between countries;
- Submit suggestions and requests of Member Associations to the Executive Board;
- Flag up or propose/alert national issues of European relevance to Lighting Europe;
- Maintain one voice to national decision makers (to support at national level the strategic decisions of Lighting Europe);
- Maintain contacts with the national governments, parliaments and NGOs and support the maintenance of contacts with the national members of the European Parliament (MEPs);
- Prepare and disseminate marketing information to educate the market about lighting issues taking into account the possible local or individual situation (different regulations, fiscal instrument, culture, success stories, etc.),

Article 14 Working Groups

14.1. The Working Groups are set up and dissolved by the Executive Board. The Executive Board is responsible for the Working Groups structure, and working methods, as may be further detailed in the Bylaws.

14.2. The Working Groups should at any time comprise the experts for the relevant Working Group's topics and goals.

Article 15 - Auditor

15.1. The financial operations of the preceding year shall be checked by an independent Auditor appointed by the General Assembly.

15.2. The Auditor shall report to the General Assembly.

15.3. The Auditor shall not be a member of the Executive Board.

Article 16 - Representation

- 16.1. Except in the case of special proxy/power of attorney, LightingEurope shall be validly represented in all its deeds, contracts, bank arrangements and transactions or any other transactions, commitments or obligations only if signed jointly by one member of the Executive Board and the Secretary General unless the value in question falls short of 25,000 Euro in which case the Secretary General shall be entitled to sign solely.
- 16.2. The Executive Board, represented by its President and one other member of the Executive Board, pursues legal action as plaintiff as well as defendant.

Article 17 - Change of Statutes; Dissolution

- 17.1. Any amendment or change of these Statutes shall be evaluated and approved by the General Assembly with a majority of at least 2/3 of the votes of the Members present or represented.
- 17.2. The dissolution of LightingEurope shall be approved by the General Assembly with a majority of at least 2/3 of the votes of the Members present or represented. The meeting can only be held if at least 2/3 of the voting rights of Member Associations and 2/3 of the voting rights of Member Companies are represented.
- 17.3. In case that LightingEurope has fewer than
 - three Member Companies and
 - three Member Associations from at least three different countriesin the aggregate, LightingEurope shall be dissolved.
- 17.4. In the event of LightingEurope's dissolution, the assets are to be transferred to an association with a similar purpose after the payment of any liabilities. If there are several such associations, the General Assembly shall make a choice based on the recommendation of the Executive Board. If there are no such associations, the assets shall be transferred to an association with a purpose as closely related as possible to the purpose of LightingEurope.

Article 18 – Bylaws, Code of Conduct

- 18.1. The Executive Board shall propose Bylaws and a Code of Conduct that have to be in accordance with the present Statutes. The Bylaws shall serve the purpose of ensuring the proper functioning of LightingEurope and of its organizational structure. In particular, the Bylaws shall contain provisions which clarify, interpret or implement the provisions of the present Statutes.

18.2. Any Bylaws or a Code of Conduct or modifications to Bylaws or to a Code of Conduct have to be approved by the General Assembly.

Article 19 - Other Clauses

19.1. Any matters which are not covered by the present Statutes or the Bylaws shall be settled in accordance with the provisions of Belgian Law.

19.2. In case of a conflict between a Member and LightingEurope, the dispute shall be settled in accordance with the arbitration rules of the CEPANI, the Centre Belge d'Arbitrage et de Mediation, by one or more arbitrators appointed in accordance with those rules. The seat of arbitration shall be in Brussels. The language of the arbitration procedure shall be English. All disputes shall be governed by Belgian law.

19.3. The French version of the present Statutes