



LIGHTINGEUROPE
THE VOICE OF THE LIGHTING INDUSTRY

LightingEurope BYLAWS

***Revised version adopted by the General Assembly
on 31st March 2017 in Brussels***

Article 1 - Membership Fees / Financial Means

Membership fees (and the allocation thereof) are determined by the General Assembly and relate to a calendar year. They will be called for by the Secretariat annually in January and are due per 30th of April of the year concerned.

Article 2 - Failure to Pay Membership Fees

If payment has not been made when due, the Secretary General will send the Member concerned a reminder. If payment is not then made, the procedure set out in Article 6 of the Statutes will be followed. LightingEurope's claim for late payment interest shall remain unaffected.

Article 3 Executive Board

3.1. The Executive Board may decide to have guests at its meetings. Guests have no voting rights.

3.2. The Executive Board shall have at least three face-to-face-meetings per calendar year.

3.3. The Executive Board shall review the rules of the Working Groups at least every two years and make recommendations to the General Assembly for possible changes thereto. Executive Board members who take responsibility for a Working Group may, in agreement with that Working Group, represent its views externally.

3.4. If a member of the Executive Board fails to attend the Executive Board's meetings or telephone conferences for the third time in succession without a valid reason, he/she may be excluded from the Executive Board. The decision about exclusion is proposed by the Executive Board and requires the approval of the General Assembly. In this case a replacement procedure comparable to Article 9.5. of the Statutes will apply.

3.5 Upon a decision by the Executive Board to start a Working Group, one member of the Executive Board is assigned the role of « sponsor » of the Working Group. This member has the task to propose a Working Group Charter document and to take the organizational steps towards establishing the Working Group before the Working group has elected its chairperson.

Article 4 - Voting and Nomination Procedure for the Executive Board Election

4.1. At the latest 8 weeks before the General Assembly meeting where the election of the Executive Board takes place, the Secretariat shall invite all Members to nominate candidates for a defined number of seats on the Executive Board.

4.2. Members can nominate candidates within a period of three weeks upon receipt of the invitation referred to in 4.1., in writing to the Secretariat, respecting Art. 9.2 to 9.4 of the Statutes.

4.3. The Secretariat will compose a list of nominees specifying two categories: one for nominees from Member Companies and one for nominees from Member Associations. A nominee can only be part of one category. The list will identify the nominee's name, position and the name of the Member.

4.4. Due to the stipulations of Article 9.2 of the Statutes, a representative of a Member cannot be listed as a nominee more than once, and regardless of categories, there can only be one nominee from a Member Company. In case of a conflict, the respective Member Company will decide on the prevailing nomination.

4.5. The Secretariat shall at the latest 3 weeks prior to the General Assembly where the election of the Executive Board takes place, send the list of nominees to the Members.

4.6. Only candidates from the list of nominees can be elected.

4.7. Voting may only take place during the General Assembly and voting has to be executed secret with ballot (based on the list of nominees). Absentee voting is only possible if a Member designates another Member as its proxy.

4.8. A Member can only be a proxy for one other Member. In case of giving a proxy to another Member, the President and the Secretary General has to be informed in writing at the latest 1 calendar day prior to the General Assembly concerned.

4.9. Voting shall take place by Members electing their preferred Member Companies and preferred Member Associations nominees from the list, taking into account the number of seats available for election for each category. For each category the nominees with the highest number of votes are elected.

4.10. Should an elected nominee not accept the election, the nominee from the category that has the next higher number of votes is elected.

Article 5 – Secretariat and Secretary General

5.1. The Secretariat is the administrative body of LightingEurope. It supports the General Assembly, Executive Board, Associations' Committee and all Working Groups.

5.2. The Secretariat is managed by a Secretary General in accordance with the provisions of Article 12 of the Statutes.

5.3. The Secretary General may have additional professional staff.

5.4. Without limiting the rules laid down in Article 16 of the Statutes and Article 13.8, the Secretary General shall be responsible for the operation of the Secretariat and for the terms of employment, payment and dismissal of the secretariat staff. In financial and accounting matters the Secretary General works under the control of the Executive Board.

5.5. The main duties of the Secretariat are:

- the daily management of LightingEurope, including without limitation to perform administrative tasks related to the organization of all LightingEurope meetings - General Assembly, Executive Board, Associations' Committee and Working Groups and related task forces (distribution of calling notices, agenda and minutes, translations, etc);
- participate in all meetings or teleconferences of LightingEurope without voting rights,
- advise the Executive Board (e.g. PR, European lobbying)
- maintain necessary contacts with the European institutions and other international organizations dealing with matters of interest to LightingEurope and its Members, and to provide information to Members
- present LightingEurope's views and positions, always with the agreement of the competent LightingEurope bodies,
- support all work, studies, reports and publications which are part of the LightingEurope working program,
- prepare an annual report on the activities of LightingEurope. After approval by the Executive Board, this report will be presented to the General Assembly, and
- information exchange and communication to Members.

5.6. The Secretary General shall observe strict confidentiality in respect of information submitted to him/her pursuant to section 13.7, and other information of which the sensitive nature is apparent.

Article 6 - Associations' Committee

6.1. The Associations' Committee is made up of the representatives of the Member Associations or their lighting divisions which represent all their member companies in the different countries.

6.2. The Associations' Committee takes no binding decisions. It advises the Executive Board and the Secretary General and may propose to initiate actions and may propose to initiate a Working Group on a certain issue.

6.3. Invitations, minutes, and other administration of the Associations' Committee shall be done by the Secretariat;

6.4. The Associations' Committee shall elect every three years among its members a Chair and a Vice-Chair. The chairmanship is rotating. Re-election is possible.

6.5. The Associations' Committee should meet minimum twice a year and additionally on request. The Associations' Committee decides independently where its meetings take place.

Article 7 - Working Groups

7.1. Access to and participation in Working Groups is exclusively open to Members. Member Associations can nominate permanent staff or expert(s) from their member companies. The Member Association must ensure the delegate(s) keep(s) the Member Association timely informed of Working Group activities and represents the Member Association's position. In addition, the Member Association must ensure the dissemination of activities, discussion status and results of the Working Group towards the members of the respective Association.

7.2. Working Groups within LightingEurope are organized in a way that they ensure full representation of members by not compromising the ability for an efficient and informed decision making.

7.2.1. Call for membership to the Working Group, is posted on LightingEurope Members' Area website, supported by an e-mail notification to all members.

7.2.2. Interested candidates to become members of the Working Group are nominated by either a member company or a member association. Each nomination has to be accompanied by a personal application which includes the following information:

- a. Name
- b. Represented Organization
- c. Level of expertise
- d. Contribution to the tasks & deliverables
- e. Available time to be allocated to WG tasks

7.2.3. Working Group Members have access to all documents via the LightingEurope information highway and are expected to suggest comments and give general input to the draft documents prepared by the Drafting Group at each state of preparation.

7.2.4. The Working Group elects its Chair from among the Working Group members. The Chairs shall be elected by members of the Working Group for a period of three years. Re-election is possible.

7.3. The members of a Working Group are required to participate and contribute actively. If a member of a Working Group fails to attend the Working Group's meetings for the third time in succession without a valid excuse, the Chair is entitled to expel that member from the Working Group. A member may be expelled in any event subject to the approval of 75% of the members of the Working Group concerned. The Chair will report this to the Executive Board.

7.4. The Chair shall implement the Working Group's decisions and report its activities to the Executive Board or, on the Executive Board's request, to the General Assembly.

7.5. The Working Groups may work in face-to-face meetings, internet-based / by e-mail, or by telephone.

7.6. Working Groups budget:

- The budget allocation to Working Groups is decided by the Executive Board based upon the work program and expected deliverables of the Working Groups within the annual budget approved by the General Assembly.
- The individual budget is spent upon the Working Group's decision, acting reasonably.
- The administration of the Working Groups' budget is the responsibility of the Secretariat.

7.7. Invitations, minutes, and other administration of the Working Groups shall be done by the Secretariat.

7.8. Within the scope of its activities, a Working Group may set-up temporary task forces in order to more efficiently pursue its purposes.

7.9. On specific request of the Chair of a Working Group and if agreed by the Secretary General, also external experts can be invited to participate in Working Groups without voting rights.

Article 8 – Position Papers

8.1. Position papers agreed by a Working Group require the formal approval – at its discretion - of the Executive Board. Upon approval, the President or Secretary General will sign the position paper concerned.

8.2. Position papers agreed by sub-groups or task forces of a Working Group must be approved by the relevant Working Group before submission to the Executive Board for approval.

8.3. Every effort shall be made to reach consensus on a position. If no consensus can be reached, approval of a position will be escalated to the Executive Board for approval.

8.4. In the event of an emergency, at the discretion of the Secretary General a draft position paper may, at the request of the Chair of the Working Group, be submitted to the President for approval, provided that (i) there is urgency and (ii) the position paper is approved unanimously by the Working Group.

Article 9 - Working Languages and Distribution of Documents

9.1. The official language used in official documents to be filed with Belgian authorities or courts shall be selected from among the languages used in legal matters by the Belgian administration.

9.2. The working language used among the Members and at meetings shall be English. All documents shall be written in English.

9.3. Documents concerning the General Assembly will be distributed by the Secretariat at least three weeks before the date of the meeting unless otherwise stipulated in the Statutes.

Article 10 - Action on behalf of LightingEurope vis-à-vis Third Parties

10.1. If a Working Group decides that action in the field for which it is responsible should be undertaken on behalf of LightingEurope with third parties, it will inform the Secretary General who shall decide if the matter should be referred to the Executive Board for discussion at its next meeting.

10.2. The President may approve such action without a meeting of the Executive Board provided that (i) there is urgency and (ii) the proposed action is approved unanimously by the Working Group.

Article 11 - Dissolution

If LightingEurope is dissolved, each Member shall pay its share of the annual costs of liquidation, the share of each Member being identical to the share of an annual budget of LightingEurope in the same amount such Member would have to bear.

Article 12 - Proposals for Changes to the Statutes and Bylaws

12.1. Proposals for changes to the Statutes or Bylaws must be sent in writing and with sufficient reasoning to the Secretary General who will submit these proposals to the next Executive Board meeting.

12.2. If approved by the Executive Board, they will then be submitted to the General Assembly for final approval.

Article 13 - Financial Means; Voting Rights; Internal Approvals

- 13.1. The LightingEurope financial year shall correspond to the calendar year.
- 13.2. The expenditure required for the proper running of LightingEurope shall be laid down in a budget adopted by the General Assembly at the proposal of the Executive Board before the start of the financial year.
- 13.3. The financial operations of the preceding year shall be submitted for approval by the General Assembly via the Executive Board.
- 13.4 The General Assembly shall determine the budget for any year upon the proposal of the Treasurer and the Executive Board. It will be financed as follows:
- A. Through a contribution by each Member Associations in accordance with 13.5, 13.7, 13.8 and Annex 2.
 - B. Through a contribution by each Member Company in accordance with 13.6, 13.7, 13.8 and Annex 1.
- 13.5. The Member fee to be paid by each Member Association and the corresponding voting rights shall be dependent on the national lighting turnover (including direct export) of its member companies in the financial year preceding the year in which the General Assembly resolves on LightingEurope's budget for the following year.
- 13.6. The Member fee to be paid by each Member Company and the corresponding voting rights shall be dependent on its respective turnover of its lighting business in Europe and worldwide.

In Annex 1,

- Turnover shall mean the consolidated turnover of any Member Company and its affiliated companies in the lighting business in the financial year ending in, or on 31 December of, the calendar year preceding the year in which the General Assembly resolves on LightingEurope's budget for the following year,
 - European Turnover shall mean Turnover in member states of the EU, in a candidate country of the EU and in a country of the EFTA, and
 - Global Turnover shall mean the worldwide Turnover including the European Turnover.
- 13.7 As it is detailed in Annex 1 for Member Companies and in Annex 2 for Member Associations, the turnover corresponds to a fee point. Membership

fee shall be calculated by multiplying the respective fee points with the actually applicable fee point value.

13.8 The value of one fee point is €1,850. The value of the fee point shall be reviewed by the Executive Board and the Treasurer each year before the coming budget year. The Executive Board and the Treasurer may propose a new fee point value to the General Assembly.

13.9. The value of one fee point is to be agreed by the General Assembly by simple majority voting.

13.10. On written notice by the Secretariat each Member Company shall be obliged to notify its European Turnover and its Global Turnover, and each Member Association shall be obliged to notify its Members' Turnover, to the Secretariat within 180 calendar days after the end of the financial year of the Member concerned solely for the purpose of the Secretariat to determine the Member fees. In case of violation of this notification obligation, and a Member fails to remedy upon request of the Secretariat, the Executive Board shall have the right to suspend the relevant Member's rights until the obligation is fully complied with.

13.11. The following (internal) approval criteria shall apply:

- engagements representing a monetary value up to €5,000 can be made by the Secretary General and one additional member of the staff of the Secretariat;
- engagements representing a monetary value above €5,000 and up to €25,000 require the approval of the Secretary General and the Treasurer;
- engagements representing a monetary value above €25,000 or engagement for which no monetary value can be made (except for day-to-day decisions) require the approval of the President and one member of the Executive Board, with notification to the Secretary General and the Treasurer.

13.12. The voting rights of the Member Company are laid down in Annex 1.

13.13. The voting rights of the Member Association are laid down in Annex 2.

13.14. The weight of a Member's vote within its membership category is determined by its number of votes divided by the total number of voting rights in that membership category. Changes to voting rights shall apply as per the first next annual General Assembly.

Article 14: Miscellaneous

14.1. Except if otherwise required by Belgian law, all meetings may be convened by mail or e-mail.

14.2. Except if otherwise required by Belgian law, Members agree to use electronic means for administrative purposes, including invoicing.

Annex 1

Fees and Voting Rights of Member Companies

Fees and votes for Member Companies			European Turnover*														
			0 - 2	> 2 - 5	> 5 - 10	> 10 - 20	> 20 - 35	> 35 - 50	> 50 - 65	> 65 - 80	> 80 - 95	> 95 - 100	> 100 - 250	> 250 - 400	> 400 - 550	> 550 - 700	
Global Turnover*	0-250	Fee points	1	3	6	10	20										
		Votes	1	1	1	1	2										
	> 250	Fee points	2	2	2	3	30	30	40	50	60	70	80	90	100	110	120
		Votes	2	2	2	3	3	3	4	5	6	7	8	9	10	11	12

* in million Euro

Annex 2

Fees and Voting Rights of Member Associations

National lighting turnover of the member companies of the Association (including direct export) in billion EUR	≤0.12	≤0.25	≤0.50	≤0.80	≤1	≤1.50	>1.50
Classification of Association Size	XXS	XS	S	M	L	XL	XXL
Fee point	2	3	6	8	12	15	24
Votes	1	1.5	3	4	6	7.5	12