

STATUTES OF THE ASSOCIATION KNOWN AS CEAHR

The year two thousand and eight, the twentieth of November, before the Notary Jean-Louis BROHÉE in his residence in Brussels, have appeared the following :

1. The asbl “Association Nationale des Horlogers-Réparateurs / Nationale Vereniging van Uurwerkmakers-Herstellers” or “ANHR-NVUH” in short, constituted legally after official publication in the *Moniteur Belge* on 6 January 2000 under the number 32000 with enterprise number 468777838 and here represented by its President Mr. Michaël VAN GOMPEN, resident at 1000 Brussels, rue Archimède 46.
2. The association “British Horological Institute Ltd”, Great Britain, Nottinghamshire NG23 5TE, Upton Hall, Newark and here represented by Mr. Peter WALLER, resident at GB- NW6 3JX London Flat 5, Canfield Gardens duly entitled by a written mandate issued by his Board and dated 12 March 2008.
3. The association “FNAMAC”, Fédération Nationale Artisanale des Métiers d’Art et de Création du Bijou et de l’Horlogerie, France, Paris 75008, 22 avenue Franklin Roosevelt, here represented by its Vice-President Mr. Jacques BIANCHI, resident at FR- 13001 Marseille, 4 Place Gabriel Péri.
4. The association « Bundesinnung der Gold und Silberschmiede, Juwelierde und Uhrmacher », Austria, Vienna A1040, Schaumburgergasse 20/4, here represented by its President Mr. Hans- Joachim PINTER, resident at AT- 7122 Gols, Hamptplatz 35.
5. The association « Nederlandse Juweliers en Uurwerkenbranche », « NJU » in short, Holland, 2273JJ Voorburg, s’Gravenhage, Koningin Julianalaan 345, here represented by its President Mr. Felix HÜNTELER, resident at NL- 2265 VH Leidschendam, Koningsspil 25.
6. The association “CONFARTIGIANATO-IMPRESA” and “CNA”, Italy, 00184 Roma, via di San Giovanni in Laterano 152, here represented by Mr. Danilo GUFFANTI, resident at Milano, via Nicola Romeo 3.

A- CONSTITUTION

The Representatives, that are founding members, declare to constitute an international association pursuing scientific and educational aims that bears the full name: “ Confédération Européenne des associations d’Horlogers-réparateurs” or, in short, “CEAHR”.

This international association represents entrepreneurs engaged in maintenance, repair or restoration of horological items (clocks and watches). It is of the non-profit making type and pursues the following purposes:

- **Scientific activities:** To conduct studies and research projects concerning professional and industry-related issues, problems and opportunities of common concern that face the member associations;
- **Educational activities:** To **promulgate** study findings, recommendations and political comments and information as well as exchange of experience in the aim to establish European standards and equivalences in education and professional trainings;

Regardless of its scientific and educational character, and subordinated to this, the international association

- **represents and takes such action** as will safeguard and promote the interests of enterprises engaged in maintenance, repair and restoration of horological items in the relevant administrative and political spheres in Europe;
- **liaises and forms alliances** as appropriate with other associations, institutions and bodies internationally.

B- THE STATUTES

I NAME, REGISTERED OFFICE, PURPOSE

Article 1

The international association with scientific and educational purpose bears the full name : **Confédération Européenne des Associations d'Horlogers-Réparateurs** or in English : **European Confederation of Clock and Watch Repairers' Associations** with the acronym "CEAHR".

Article 1.1

It shall bear, after approval by its Committee, any name consisting in the most accurate translation of its original name into any language generally in use in the European Union. Nevertheless, its acronym shall remain unchanged and it will be registered by the Confederation.

Article 1.2

The Association is subject to the Article III of the Belgian Law of 27 June 1921 on non profit making associations, Foundations and non profit making international associations.

Article 1.3

The registered office of the Association is to be established in Belgium. It is currently located at Rue Jacques de Lalaing, 4 – 1040 Brussels, Belgium.

Following a resolution of the Committee, the registered office may be moved to any other location in Belgium providing the change of address is published in the *Moniteur Belge* within a month after the decision.

Article 1.4

The Confederation shall be established without limit as to its term.

Article 1.5

The purpose of this non-profit making Association shall be :

- to promote the profession of clock and watch repairer (horologist) and to defend its interest in the European Union.
- to develop scientific and educational subjects and, regardless of this, to ensure a permanent link between member associations and to address professional and specialist issues, problems and opportunities of common concern.
- to co-ordinate and further activities and exchanges between the different members.
- to promote and develop a high level of education and training, research and practice in the field of maintenance, repair and restoration of horological mechanisms in the European Union.
- to establish links with European and International Organisations in order to ensure representation of the profession and the defence of its moral, cultural, scientific and material interests.
- to establish or participate in any body or service necessary or simply helpful to the pursuit of its objectives.

The CEAHR may join international organisations that support and promote the purposes of the Confederation.

Article 1.6

The aims of the Confederation shall be pursued without political, religious, linguistic or ethnic bias and without concern for profit.

Article 1.7

CEAHR shall not be party to any dispute involving its members.

II MEMBERS

Article 2

Regardless of articles 8 and 8.1, members of the Confederation are legal entities representing solely or not, professionals engaged in the maintenance, repair or restoration of clocks and watches and related technical disciplines, duly established according to the laws and rules in the individual countries.

The Confederation shall have two categories of Member :

Article 2.1

Full Member : any professional organisation or federation of such organisations, legally constituted according to the laws and customs of its country of origin, whose full membership is solely or not composed of professional clock and watch repairers, which is based in the European Union or in a member state of the European Free Trade Association (EFTA) and which accepts the aims of CEHR.

In the case of Associations not solely composed of professional clocks and watches repairers, only these shall be taken into account by the Confederation and it shall be the responsibility of the member Associations to always only refer to their professional horologists for any matter or decision related to their mandate in the CEHR.

As well, only the professional horologist members of member Associations shall be taken into account for the calculation of the annual fees, regardless the fact that they have or not a shop as well as their own workshop, or that they work as employee or under contract for some other company.

Article 2.2

Associate Member : any other entity, professional association, organisation or institution legally constituted according to the laws and customs of its country of origin, whose full membership is not composed of professional horologists but whose connected activities contribute to the development and improvement of the general condition in which the profession of clock and watch repairer is practised, and whose support the aims and objectives of CEHR.

An Associate Member does not have the right to vote at General Assemblies and cannot have its Delegate elected as a Committee member of CEHR.

Article 2.3

An Association wishing to become a full member or an associate member must submit to the Committee of CEHR a written application for membership accompanied by the following documents :

- a copy of its statutes and rules of procedure with an accurate translation in English.
- documentary evidence of the activities of the Association.
- a recent, complete and detailed list of the association's national members.

On the proposal of the Committee after having considered the acceptability of the applicant, the General Assembly will decide upon the acceptance, deferment or rejection of membership applications by a two-third majority vote of those members who are present or represented and entitled to vote. No reasons need be given for the General Assembly's decisions regarding acceptance, deferment or rejection.

The Board of Administration may propose that a member of the Association be expelled from membership. The Board will present its proposal to the General Assembly, including its reasons for proposing expulsion and any representations made by the association in question. To be successful, any proposal to expel a member will require the support of two-thirds of those members who are present or represented and entitled to vote at the General Assembly. However, the General Assembly can only take a valid decision after having heard the defence of the member concerned.

The following will be considered a serious reason : a false statement regarding the members of each Association, their number and their subscription, a contravention to the Statutes or the decisions of the General Assembly, a violation of the aims, interests or spirit of the Confederation, in particular if the concerned member hinders or unreasonably makes it more difficult to achieve the Confederation's objectives by actions or by omissions.

Membership shall be terminated :

- by reason of the dissolution of a member association
- by resignation following a written request to the Committee.
- for non-payment of the subscription fees after a lapse of three months.
- by the merger, absorption or liquidation of the member association, unless the Committee nevertheless recognises the possibility of maintaining membership status.
- by the loss of one of the conditions provided for in article 2.1 or 2.2 of these Statutes, ascertained by a decision justified by the Committee.
- by expulsion of a member association.

An Association member who has resigned, has been expelled or has lost its membership for any other reason, shall have no claim on the resources of CEHR, is not entitled to make any claims of a financial or other nature, may not claim reimbursement of their subscriptions and is liable to pay the outstanding balance of any membership subscription for the remainder of the calendar year in which they are expelled.

Article 2.4

In order to meet the expenditure of CEHR, each member association will pay an annual fee and an entrance fee, the amounts and details of which are to be determined by the General Assembly.

CEHR is the beneficial owner of the fees that are paid, as well as all other income.

As well as ordinary or extraordinary member fees, the assets of the Confederation shall comprise gifts, bequests, advertising, sale of its publications and European, National or Regional grants.

III THE GENERAL ASSEMBLY

Article 3

The ordinary General Assembly shall be held during the first half of each year at the place designated in the notice of meeting. The General Assembly holds all executive powers for the fulfilment of the Association's purpose.

Article 3.1

The General Assembly brings together all Members. The General Assembly is valid only when a quorum of at least fifty percent of the members with voting right is present or represented.

Article 3.2

The General Assembly shall be chaired by the President, the Vice-President or the most senior among the Administrators present.

It is composed of the following participants :

- the President, Vice President, Treasurer and Secretary General of CEHR;
- the other Committee members;
- the ***nominated*** delegate(s) from each member association who is (are) preferably professional horologists;

Article 3.3

Should more than one association from the same country be members of CEHR, each association is regarded as an independent member.

Any professional association is regarded as one member even if, in its own country it joins in several General SMEs Confederation.

Article 3.4

The ordinary General Assembly is held at least once a year in order to deal with the items on the agenda. It is called by individual letter to all Members by the President of CEAHR or by the Committee at least two months prior to the intended meeting date. The agenda is to be attached to the notice of the meeting.

If circumstances so dictate, the notice of meeting may be sent out only one month before the appointed date.

Article 3.5

Any Full Member of the Confederation may request in writing at least 30 days in advance, that an item be placed on the Agenda of an ordinary General Assembly.

The definitive Agenda shall then be sent to all the members convened to the Assembly at least two weeks before the meeting date.

With the exception of those cases specifically referred to in these Statutes, the General Assembly takes its decisions by means of an absolute majority of the member Associations who are present or represented and entitled to vote. Each member association may exercise one vote.

During the General Assembly, a member can be represented by another member who is in possession of a written proxy. Each member association can only represent one other organisation.

If less than half the member Associations with voting right are present or represented at the ordinary General Assembly, an extraordinary General Assembly shall be convened following the same procedure than specified above, which shall take decisions on any item on the Agenda whatever the number of member Associations present or represented.

If the number of members present or represented is less than fifty per cent, all decision shall be taken by a two-thirds majority vote.

Article 3.6

The General Assembly may take decisions with regard to issues appearing on the agenda only. Postal voting is also permissible in exceptional and duly justified cases in which case the voting form shall be accompanied by an explanatory note regarding the background and the procedure of the decision to be taken so that members can decide with full knowledge of the facts. Decisions will be taken by means of an absolute majority of the votes cast by member Associations.

Decision taken by postal voting shall be ratified by the following meeting of the General Assembly.

Article 3.7

The General Assembly determines the policy and programme of work of CEAHR. It determines the number, appointment and dismissal of Administrators, approves the financial statements, adopts the budget and grants the Committee discharge from liability. It also sanctions, endorses and authorises as appropriate the activities and initiatives of the Committee.

Article 3.8

An Extraordinary General Assembly shall be convened either by the Committee any time required or following a written request to the President by not less than three member Associations. Members shall be given at least one month's notice of the calling of an Extraordinary General Assembly.

Article 3.9

The resolutions of General Assemblies are entered in a register, signed by the President and held in safekeeping by the General Secretary, for inspection by the members.

IV AMENDMENTS TO THE STATUTES – DISSOLUTION

Article 4

Without prejudice to Articles 50 §3, 55 and 56 of the Law of 27 June 1921, each proposal to amend the Statutes or to dissolve or liquidate the CEAHR must be supported by at least two-thirds of the Members of the Committee.

The Committee must submit such proposals to the members of the Association at least two months in advance of the General Assembly at which the corresponding decisions are to be taken.

In the case of a proposal to dissolve or liquidate the CEAHR, this shall include details of the conditions, method and procedure for the management of the dissolution or liquidation.

A decision to amend the Statutes or to dissolve or liquidate the CEAHR can be made only if it is supported by two-thirds of the member associations present, or represented and entitled to vote at the General Assembly.

Should less than fifty percent of the member Associations be present or represented at the General Assembly, an **Extraordinary** General Assembly, convened in accordance with the conditions set out above, may decide legally and with binding effect on the proposal in question, regardless of the number of member associations that are present or represented.

Amendments to the Statutes shall be submitted to the Minister of Justice and published in the Annexes of the Moniteur Belge.

Article 4.1

In the case of dissolution, any balance remaining after settlement of its debts shall be transferred by decision of the Committee to a European/International organisation or foundation with similar objectives to those of the Confederation.

V ADMINISTRATION

A THE COMMITTEE (BOARD OF ADMINISTRATION)

Article 5

The Confederation shall be administrated by a Committee elected by the General Assembly from among the representatives (official Delegates) of the Full Members.

It shall comprise a minimum of three and a maximum of fifteen Administrators. Every year, the exact number of Administrators is decided by the General Assembly on the proposal of the Committee according to the number of received applications.

Administrators are elected for a term of three years. Only one third of this Committee may resign each year. Committee members who resign may candidate again for re-election. At the first election, those members who are to retire at the end of the first, second and third year respectively shall be decided by the drawing of lots.

If a Committee member loses her/his position as official Delegate for the Association that she/he represented when she/he was appointed, she/he shall immediately lose her/his mandate as a Committee member; her/his replacement will be effected in accordance with article 5.5.

The Committee Members shall comprise:

- the President
- the Vice-President (who shall normally succeed the President)
- the Deputy President (former President)
- the Treasurer
- the General Secretary
- the Deputy Secretary
- The other Administrators elected

President, Vice-President, Treasurer and General Secretary form the Executive Bureau of the Confederation. Apart from the President, Vice-President and Treasurer who are directly elected by the General Assembly, the Administrators shall elect from among them, if their number allows it, the other Committee members, preferably of different nationalities, to the vacant positions

Article 5.1

The Committee shall have sole responsibility and power for management and administration, without prejudice to the attributions of the General Assembly. It may delegate responsibility for day-to-day management to its President, an Administrator or an Officer. In addition, and on its responsibility, it may confer clearly defined special powers and specific authority to one or more individuals.

Article 5.2

The tasks of the Committee are:

- 5.2.1 to **formulate** the strategy of the CEHR which shall be approved by the General Assembly;
- 5.2.2 to **implement** these plans and produce an annual report on the achievements and the progress;
- 5.2.3 to **draw up** the yearly budget, which shall be approved by the General Assembly;
- 5.2.4 to **exercise** financial control, which includes surveillance of the resources, funding, finance and subscriptions;
- 5.2.5 to **identify** and to **propose** to the General Assembly candidates for the positions of President, Vice President and Treasurer.
- 5.2.6 to **deal with** all relevant questions concerning the Statutes including the making of recommendations for decision by the General Assembly to resolve differences of view and interpretation;
- 5.2.7 to **oversee** the arrangements for and the organisation of General Assemblies;
- 5.2.8 to **guide, direct and monitor** the work and performance of the CEHR Secretariat.

Article 5.3

Additional Committee Members, chosen from amongst the *nominated Delegates* of the member Associations can be co-opted by simple majority decision of the Committee. They shall have the same right to vote as the other Committee Members.

Article 5.4

With the exception of those cases specifically referred to in these Statutes, the Committee shall take its decisions by simple majority of its Members present. Each Committee Member shall have one vote. In case of equal voting, the President of CEHR shall have the final vote.

The quorum shall be achieved when at least half the Committee Members are present; among these shall be the President of CEHR

In exceptional circumstances, the members of the Committee may have themselves replaced by another Administrator holding a written proxy.

Article 5.5

Should a vacancy arise for the office of a Committee member, at its next meeting the General Assembly shall provide for a substitute who will terminate the mandate of her/his predecessor.

Article 5.6

If one or more Committee members fail to discharge their duties, one third of the members of the Committee may convene an extraordinary General Assembly to replace them, one month after having invited the President to place the matter on the Committee's Agenda.

Article 5.7

The Committee shall hold its meetings on the dates and within the periods of time as required and as requested by the President of CEAHR. However, the Committee shall meet at least twice a year. All meetings of the Committee shall be convened with at least one month's written notice.

Article 5.8

Minutes shall be drawn up after each meeting and approved at the next meeting.

Any decisions and resolutions of the Committee shall be noted in a register, signed by the President and kept by the General Secretary who shall keep it at the disposition of the members of the Confederation.

Article 5.9

Except in the case of special proxy arrangements, any decisions which bind the Confederation shall be signed by the President and the General Secretary who shall not be answerable to third parties as regards the powers conferred to this end.

Article 5.10

The Committee shall act as plaintiff as well as defendant in any trial led by or against the CEAHR. The Confederation shall be represented in any dispute by the President or in his absence by another Administrator designated by the Committee to act on behalf of the CEAHR.

Article 5.11

The Confederation shall be responsible for faults attributable either to its officers or to those acting as its agents. Committee Members shall not incur any personal liability as a result of commitments entered into by the Confederation. Their responsibility shall be limited to the faults committed during their administration. Member Associations shall not be individually liable for faults committed by the Confederation.

Article 5.12

The President, the Vice President and the Treasurer are elected directly by the General Assembly on proposal by the Committee, for a term of two years.

The President and the Vice-President shall be elected from amongst the *nominated* delegates of the member Associations having been elected prior as Administrators of CEAHR. Each candidate for the post of President, and Vice President shall, at the moment of his nomination, actively be engaged in the member Association that he represents.

Article 5.13

Under the condition of being elected by the General Assembly, after the completion of his two years mandate, the Vice-President shall normally succeed the President subject to her/his capability and will to do so and the respect of conditions mentioned in article 5.12.

Article 5.14

At the end of its two year mandate, the President shall become automatically Deputy President for a term of two years, under the condition of still being a member of the Committee elected by the General Assembly.

Article 5.15

The President represents CEAHR externally. He is supported in this function by the other Members of the Committee. Whilst in the absence of the President, the Vice President would normally deputise for

him and in this charge joints to the Committee, the members of the Executive Bureau may assign such powers as they choose to any other Committee Member.

Article 5.16

The Treasurer shall be nominated by the Committee and elected by the General Assembly for a period of two years; following which he shall be eligible to stand for re-election for a further term of two years.

His role is to account for all financial and funding aspects of CEAHR including the preparation and presentation of financial accounts and budgets; arranging the audit of the accounts and the accounting procedures; and to advise and make recommendations as appropriate to the Committee and the General Assembly on all such matters.

C THE GENERAL SECRETARY

Article 5.17

The staff of CEAHR comprises the General Secretary, the Deputy Secretary and any other personnel who may from time to time be appointed by the Committee.

Article 5.18

The General Secretary and Deputy Secretary shall be chosen among the elected Administrators and appointed by the Committee. The General Secretary is a member of the Executive Bureau of the Confederation and is appointed for a term of two years possibly renewable. The Deputy Secretary is appointed for a period of one year and her/his mandate is also renewable.

Article 5.19

The role of the General Secretary of CEAHR is to provide the professional advisory, consultancy and guidance services and the secretarial and administrative functions as well as some public relations necessary for the operation of the Confederation.

The role of the Deputy Secretary is to assist the General Secretary in its missions and tasks.

The details of those roles and responsibilities of the General Secretary and any other staff of CEAHR shall be defined from time to time by the Committee.

D COMMITTEES AND DELEGATIONS

Article 5.20

The Committee of CEAHR may convene committees or appoint a person or persons to undertake work and projects or to carry out defined duties. In such cases, the terms of the mandate will be decided on a case-by-case basis. These committees and appointments shall exclusively have consultative functions and will not affect the competence of the General Assembly or the Committee.

Article 5.21

Each member Association is entitled to send a delegate to represent it on any committee convened by the Committee in accordance with Article 5.20.

Article 5.22

The chairman of any such committee shall be either appointed or approved by the Committee.

VI WITHDRAWAL FROM MEMBERSHIP

Article 6

Should a member Association wish to withdraw from membership, it must give the President of CEHR at least six months' written notice, which shall be deemed to be effective at the end of the calendar year following the expiry of the six month period. The member Association in question must pay its full subscription for that calendar year and fulfil all other financial or sundry commitments that accrue to it up to the actual date of ceasing in membership.

VII MEMBERSHIP – INTERNATIONAL AND AFFILIATE

Article 7

The CEHR may join international organisations that support and promote the purposes of the Confederation, subject to support by two-thirds of member associations attending or represented and entitled to vote at the General Assembly.

Article 7.1

The CEHR seeks to attract other Organisations, Confederations, institutions, etc., not otherwise eligible to become members of the Confederation, to affiliate to CEHR. They are not included in the definition of Members for the purposes of these Statutes but will be referred to as Affiliate Members. Whilst they do not have voting rights, they will be encouraged to participate in the General Assemblies as Observers, to be involved in information and knowledge exchange. They may also, time to time, be invited by the Committee to participate to working groups or appropriated committees set up by the Committee of CEHR.

Affiliate Members, proposed by the Committee, have to be accepted as such by the General Assembly with a two-thirds majority vote.

The rates of subscription payable by Affiliate Members will be decided by the General Assembly following a recommendation by the Committee.

The rules for the expulsion or withdrawal of Affiliate Members shall be the same as those applying to *Members* of CEHR as referred to in Articles 2 and 6.

VIII REPORTS OF ACTIVITIES, BUDGETS AND ANNUAL FINANCIAL STATEMENTS

Article 8

The Confederation's financial and tax year ends on 31 December. The Committee must submit the annual financial statements for the previous year and the budget for the following year to the General Assembly for adoption.

Article 8.1

The General Assembly may decide to create a reserve fund. It is also empowered to determine the amount and details of this reserve fund.

Article 8.2

At each General Assembly, two Auditors proposed by the Committee shall be appointed by the voting of Full Members. The Auditors shall be chosen among the official Delegates present, they shall control the regularity of the accounting and of the various operations of the Confederation. They shall report and provide their conclusions and observations to the subsequent General Assembly.

For that purpose, they shall be allowed to access, with no displacement of the documents, to any documentation concerning the accounting or others (registers, minutes, correspondence) and to all written documents of the Confederation.

The Auditors shall accomplish their mission without any financial charge for the Confederation.

IX GENERAL PROVISIONS

Article 9

Aspects for which no provision is made in these Statutes, especially those obligations laid down in the annexes to the *Moniteur Belge*, are governed by statutory provisions.

Article 10

The present Statutes have been drawn up in French and English. The French version prevails in the event of discrepancies or disputes and shall be published according to the law in the *Annexes du Moniteur Belge*.

Article 10.1

The official language of the Confederation is English.

Each Member Association shall undertake to translate the CEHR official Documents in their national language, if it considers this necessary. These translations shall need to be approved by the Committee of CEHR but even so shall have no legal value.

Article 10.2

Official documents required by law to be published or given annually to the Ministry such as modification to the Statutes, change of Committee and Bureau members, change of registered office address, accounts and budgets shall be edited in French, in accordance with the law. English translation of all these documents shall be systematically produced.

All translations shall be marked "translation" and refer to the original text, which shall have sole validity.

Article 11

The present Statutes were adopted on 11th December 2003 and will enter into force after approval by Royal Decree and publication in accordance with the law.

X TRANSITIONAL PROVISIONS

Article 12

At the foundation of the Confederation, the founding members who are the official Delegates of the Associations that they represent, shall choose among themselves the persons that will fulfil the positions described in Article 5.

The chosen persons shall serve these positions until the first General Assembly takes place just after the official publication of the Statutes.

At the first General Assembly, the elections shall appoint the Administrators (Committee Members) and among them, the President, the Vice-President and the Treasurer of the Confederation.

At this first election, those Administrators who are to retire at the end of the first, second and third year respectively shall be decided by the drawing of lots in order to guarantee the observance of Article 5.

XI NOMINATIONS

The Board of administrators is nominated and the positions are decided as follow :

President : Mr. Michaël VAN GOMPEN, resident at BE- 1000 Brussels, rue Archimède 46.

Vice-President : Mr. Jacques BIANCHI, resident at FR- 13001 Marseille, place Gabriel Peri 4.

Treasurer : Mr. Felix HÜNTELER, resident at NL- 2265 VH Leidschendam, Koningsspil 25.

General Secretary : Mr. Peter WALLER, resident at GB- London NW6 3JX, Flat 5, 16 Canfield Garden

All present and fully identified here above, and agreeing.

This decision being made unanimously by all Founders in General Assembly.

Act legally registered in Brussels and signed by all appearing Representatives with us Notary
