

BY-LAWS

of GEMME Europe

(adopted during the board of directors meeting in Brussels of April 29, 2009)

Article 1

These by-laws of GEMME Europe specify, in accordance with article 11 of the statutes, certain points not specified in these statutes.

Article 2

The languages used will be French and English. All texts intended for any members must be written in both languages or in one of them. The use of other languages is optional, particularly for messages and communications intended essentially for a specific language group.

Article 3

1 – The regular members of GEMME acquired their capacity ex officio at the time of their application sent to the association or the president of the national section after making the first dues payment. The national section involved examines whether candidates meet the statutory criteria and if not, notifies the Executive Committee.

2 – Upon the proposal of the Executive Committee, the board of directors delegates admission of associate members to the national sections.

3 – Dues payments are made annually during the first quarter of the calendar year. Dues payments are in principle made through the national sections. In the event of direct payment to GEMME Europe, the treasurer shall so inform the representative of the national section involved. The name list of the members with their titles and e-mail addresses will be sent to the treasurer and the secretary general, provided that individuals agree to communicate their e-mail address.

4 – The board of director annually fixes the amount of the dues payment for individuals and legal entities.

Article 4

The General Assembly votes on the moral and activity review for the previous two years, submitted by the president, and the financial report, submitted by the treasurer. By means of a vote, it determines the direction to be followed for the next two years.

Article 5

The board of directors organizes and watches over management of the association's activities, in compliance with the guidelines of the General Assembly. In particular, it plans annual or extraordinary activities, draws up the budget for the association and the accounts to be submitted to the General Assembly and prepares the General Assemblies.

In the event of resignation or dismissal of a member by the board of directors during the course of his term of office, it will select his replacement for the duration of the term of office remaining.

Decisions of the board of directors may be made electronically if necessary.

At its own initiative, the board of directors issues recommendations to the Community authorities and assists national authorities upon the request of the corresponding national section.

Article 6

The Executive Committee prepares the decisions of the board of directors and administers current affairs under the control of the board of directors. It may deliberate validly by electronic means.

Article 7

1- The GEMME Europe association is represented by its president or if he is absent or prevented from being present, by a vice president appointed for that purpose by the president. In accordance with article 8a of the statutes, the president has the option of having himself replaced for purposes of a specific activity by any member of the board of directors.

2 – If the president has not appointed a vice-president, the temporary replacement will be made by the vice president who has seniority in this post, then by the vice president, who has seniority on the board of directors, then by the vice president who has seniority at GEMME.

Article 8

1 – Decisions of the board of directors are made by majority vote of the members present or represented. The quorum necessary for deliberating validly is the majority both of the elected members and representatives of the national sections, with it being specified that elected members may have themselves represented by another member and that this representation is taken into account in determining whether the quorum has been reached.

2 – The preceding paragraph is applicable to Executive Committee decisions.

Article 9

The representatives of national sections may also have themselves replaced at meetings of the board of directors by another member of the section in question, who will have the right to participate in the discussion and vote.

Article 10

1 – Deliberations of the board of directors will be recorded in the minutes of the meeting, which will be approved during the first meeting of the board of directors that follows.

2 – The draft of the minutes of the meeting will have to be approved in advance by the Executive Committee.

3 – The GEMME site may reproduce a summary or all of the non-confidential elements of the deliberations of the board.

Article 11

1 – GEMME members who are candidates for an elective office within GEMME may propose their candidacy to the General Assembly, the board of directors, the Executive Committee or the president, or their candidacy may even be presented to these bodies by any other member.

2 – All elections will be carried out by secret ballot.

Article 12

- 1 – The deliberations of the General Meeting will be recorded in minutes of the meeting that will be approved at the first General Assembly following that which carried out the deliberations.
- 2 – The draft of the minutes of the meeting will have to be approved in advance by the Executive Committee.
- 3 – The GEMME site may reproduce a summary or all of the non-confidential elements of the deliberations of the Assembly.

Article 13

The discussion lists are open to the members and correspondents. The manager of the list may remove a member from the list after having advised the Executive Committee and the interested party. In the event of conflict, the Executive Committee will decide whether to keep the interested party on the list.

Article 14

- 1 – National sections are responsible for their own expenses. If they organize an activity bearing the GEMME name, they shall take care that payment of debts may not be charged to the association.
- 2 – National sections shall take care that a reasonable part of the net profits of activities organized on a European scale are turned over to the GEMME Europe association.
- 3 – However, by means of a decision of the Board of Directors, the association may participate in organization of certain activities and even subsidize certain activities that have a largely national scope. Before incurring any expenses, managers who organize activities shall agree with the association on the part that the latter will take in the organizing activities and the expenses and profits generated by such activity.

Article 15

Travel expenses in the service of GEMME of staff members themselves (elected and representative) of the board of directors will be borne by the GEMME Europe association, in accordance with the following rules up to a limit of 500 € per person upon presentation of supporting documents:

1 – transportation will be reimbursed, in accordance with the rate for train (2nd class) or plane (economy class in low cost if possible);

2- necessary accommodation expenses will be reimbursed up to a maximum of 100 € per night (a single night per meeting);

3 – the Executive Committee may set a lower ceiling in advance if the financial situation of GEMME Europe does not permit making such a payment.

Differentiated reimbursements may be authorized by means of a reasoned decision of the Executive Committee on the basis of objective criteria, such as a lack of resources of GEMME Europe or the lack of a contribution made by a national section or one not yet completed. The policy followed in the area of reimbursement of expenses is announced each year along with the budget.