

REVISED AND UPDATED
CONSTITUTION AND BYLAWS
OF THE
BUREAU OF EUROPEAN DESIGN ASSOCIATIONS (BEDA)

March 2014

Article 1. Name and Establishment

1. The name of the Association is The Bureau of European Design Associations and its abbreviated name is BEDA (hereinafter referred to as "BEDA"), a non-profit association.
2. BEDA is formed for an indefinite period of time.
3. BEDA is a body corporate under the Belgium law.
4. The name of the association has to be mentioned in all deeds, letter, invoices, publications and all other documents of the association, preceded or followed by the words "non-profit association" or the abbreviations "asbl" or "vzw", with accurate indication of the registered office.

Article 2. Registered Office

BEDA's registered office is situated at Koloniënstraat 56, 7, 1000 Brussels, Belgium and is registered in the judicial district of Brussels. (The registered office can be transferred to another address in the judicial district of Brussels by the decision of the board, and after publishing the transfer in the Belgian Monitor).

Article 3. Objectives and activities

The objectives of BEDA are: to promote and represent the interests of the European Design community in its broadest sense.

The activities of BEDA are:

1. To provide a platform where membership organisations active within the design world in the European context, can fruitfully exchange information, experience and activities for the purpose of creating a cohesive entity and raising public and client awareness of the cultural, economic, social and educational value of design;
2. To act as a single body representing the interests of the European design community towards the governmental and intergovernmental institutions at European level;
3. To work towards harmonising professional design qualifications and raising and maintaining standards in Europe;

4. To strive towards the creation and maintenance of the institutional and other frameworks necessary to the free movement and establishment of qualified professional designers and other members of the European design community throughout Europe;

5. To undertake together tasks and programmes of common interest, being appreciative of the work of existing organisations. Besides all activities, included commercial, to obtain the objectives of the association, as far as allowed by law, and as far those profits will be used for the objectives of the association.

Article 4. Definition

In this Constitution the words "written" and "in writing" also mean: by email, fax or any other means of telecommunication capable of transmitting written text.

Article 5. Members

The number of the members is unlimited but has to be at least three.

1. Membership of BEDA shall be open to European design Organisations, including professional design associations and institutions of design promotion, or any other entity having a professional interest in design, which uphold the aims and objectives of BEDA, are established under the laws of their respective countries or regions and pursue activities in a regulated manner.

2. BEDA shall keep a register in which shall be entered the names and addresses of all Members, all of whom shall ensure that their correct addresses are known to BEDA.

3. Each Member organisation shall designate one person as its representative to act on its behalf in connection with BEDA's matters, including, but not limited to, participating and voting at meetings of the General Assembly, and if appropriate at meetings of the Board. In designating such representative, each Member shall take into consideration the best interests of BEDA and shall require their representative to adhere to the same level of conduct as described in the Bylaws.

4. Each Member shall be entitled to replace said representative at its sole discretion by written notification to the Board of BEDA, except where a Member's representative serves on the Board. In this case, a Member wishing to replace its representative must initiate a procedure of removal with either the General Assembly or the Board.

Article 6. Admission

The General Assembly shall decide on the admission of new Members after a recommendation from the Board.

Article 7. Cessation of Membership

1. Membership of BEDA shall end:

- a.** by cessation of the existence of a Member, including but not limited to a Member's dissolution;
- b.** by a Member resigning by notice to BEDA in accordance with the conditions stated in Article 7(2) here below;
- c.** by termination by notice from BEDA in accordance with the conditions stated in Article 7(3) here below;

2. A Member may resign only by giving at least two months' written notice before the end of BEDA's financial year. If notice of resignation has been given in a form conflicting with this provision, it shall be deemed to become effective at the end of the next financial year.

A Member may not resign its status with immediate effect.

3. BEDA may terminate the Membership of a Member under the following circumstances:

- a.** where a Member ceases to satisfy the requirements for Membership laid down in this Constitution;
- b.** where a Member fails to fulfil its obligations to BEDA;
- c.** where a Member's conduct is in contravention of the Constitution, the regulations or resolutions of BEDA, or the conduct generally expected of a Member, and such conduct unreasonably prejudices the interests of BEDA, or
- d.** where BEDA cannot otherwise reasonably be required to allow a Member's membership to continue
- e.** where a Member has failed to pay its membership fees in the year in which the fees are due.

The Board shall initiate the procedure to terminate a Member's membership by sending it a proposal for termination in writing to the Member concerned at least two months before the date of the General Assembly meeting at which a resolution on such a proposal is to be tabled.

At the meeting of the General Assembly, the General Assembly shall give the Member concerned an opportunity to be heard before taking a final decision on the termination of such Member's membership. The Member concerned shall not vote on the decision concerning the termination of its membership.

Article 8. Membership Fees

1. Members shall pay annual fees which are due in full for the entire financial year and are not payable on a pro rata basis. New members see art. 6.7 of Bylaws.

2. The structure and level of fees shall be proposed by the Board and approved at the General Assembly. The membership fees may amount to at the most Euro 25.000,-.

3. The General Assembly may impose on Members additional financial obligations towards BEDA, other than those referred to in Article 8, paragraph 1 of this Constitution, provided that the resolution to such effect be passed by a majority of not less than two thirds of the number of votes cast by the Members present or represented at the General Assembly and provided that not less than two thirds (2/3) of the members are present or represented.

Article 9. General Assembly

1. All powers of BEDA, not granted to the General Assembly by law or by this constitution, shall vest in the Board.

2. Without prejudice to the voting rights listed in Article 10 hereunder, attendance at the General Assembly shall be open to as many individual Members or representatives of BEDA Members as wish to attend.

3. A General Assembly shall be called if a written request to that end is submitted by such number of Members as are entitled to cast a total of one tenth (1/10) of the number of votes which can be cast at the General Assembly. This written request must contain a specification of the subjects to be discussed and decided upon. If the written request has not been complied with within two months after it was made, the applicants themselves shall have the power to call the General Assembly. Articles 11 and 12 shall apply mutatis mutandis to the calling and holding of such a meeting of the General Assembly.

4. The General Assembly shall be called at least once a year to approve the accounts of the last year and the budget of the next year. The Board will determine the venue of the General Assembly.

Article 10. Voting rights at the General Assembly

1. Each BEDA Member shall have one vote. This vote shall be cast by one person representing the Member in question, who shall present a written authorisation of representation to the Secretary no later than the beginning of the proceedings of the General Assembly in question.

2. Each BEDA Member may be represented by a proxy issued to another Member attending the General Assembly. No attendee may hold more than two proxies from Member organisations. All proxies shall be in writing and shall be presented to the Secretary no later than the beginning of the proceedings of the General Assembly in question.

3. The number of votes, which may validly be cast at any particular General Assembly, shall be determined by the Secretary at the time of that General Assembly.

4. Any Member that has failed to pay its membership fees in the year in which the fees are due, will not be entitled to vote (either directly or through a proxy) at the following General Assembly.

Article 11. Decision-making at the General Assembly

- 1.** The General Assembly may validly deliberate and take decisions only if one half of its Members are present or represented at a meeting.
- 2.** Every attempt shall be made to achieve a broad consensus representative of the interests of all BEDA Members in every decision made by the General Assembly.
- 3.** Notwithstanding the provisions of article 11.2 and except as may be otherwise stipulated in this Constitution or in the law, all resolutions of the General Assembly shall be passed by an absolute majority of the votes validly cast.
- 4.** In the event of a tie in the voting for and against a proposal, the Chairman shall ask for a second round of voting. If, after the second round of voting, the result shall still be equally divided, the Chairman of the meeting shall take the casting vote.
- 5.** Blank votes and invalid votes shall be considered not to have been cast.
- 6.** All votes shall be taken by a roll call, unless a secret vote is demanded by one of the persons entitled to vote. In this eventuality and for the election or nomination of persons, a ballot shall be taken by means of unsigned, closed voting papers and shall be conducted and counted by a minimum of two scrutineers appointed for the purpose at the beginning of the General Assembly in question, who shall not be members of the Board.

Article 12. Notice of General Assembly

- 1.** The General Assembly shall be called by the Secretary and/or the Administrator. Notice of the General Assembly shall be given in writing and shall be sent to the Members' addresses as recorded in the register referred to in Article 5.2.
The term of notice shall be not less than two months before the GA.
- 2.** The subjects to be discussed and decided upon at the General Assembly shall be stated in an agenda accompanying the notice.

Article 13. Annual Report and Accounts

- 1.** The financial year of BEDA shall be the calendar year.
- 2.** It shall be the duty of the Board to keep such records of the financial position of BEDA as will at all times accurately show its assets and liabilities.
- 3.** A General Assembly should be held within six months from the end of the financial year. The Board shall report on the activities of BEDA and the policy conducted and executed by the Board in the past financial year and shall present to the General Assembly for its approval a balance sheet and a statement of income and expenditure, with any explanatory notes, for that financial year.

Article 14. The Board

1. The Board shall consist of a minimum of five and up to eleven Board members comprising:
 - a. a President
 - b. a Vice-President
 - c. a Treasurer
 - d. a Secretary
 - e. up to seven (7) additional individuals.
2. The Board shall meet at least twice each year.

Article 15. Appointment of the Office of Board Member and Vice-President

1. All Board members shall be nominated by and from BEDA Members and elected by the General Assembly, according to the rules and procedures stated in the By-laws.
2. All Board members must be a Member, a representative or an employee of a BEDA Member organisation at the time of their appointment. The nomination, re-nomination and resignation of Board members have to be published in the Belgian Monitor.
3. Every other year the General Assembly will elect a Vice President who will automatically become President after two years and serve a consecutive term of two years.

Article 16. Decision-making in the Board

1. All Board members shall each have one vote and shall be cast as specified here below.
2. The President shall abstain from voting unless the voting for and against a proposal is equally divided, in which event the President shall exercise the casting vote.
3. All resolutions of the Board shall be passed by an absolute majority of the votes cast.
4. The Board may validly deliberate and take decisions only if one half of its members are present at a meeting. A proxy may represent no Board member at a meeting.

Article 17. Representation

1. Without prejudice to the statutory power of the Board to represent BEDA at law and otherwise, BEDA shall be represented by the President or Vice President and one other member of the Board acting jointly.

2. Subject to the prior approval of the General Assembly, the Board shall be authorised to enter into agreements to acquire, to transfer or sell or to encumber registered (real) property, to enter into agreements whereby BEDA assumes liability as a guarantor or several co-debtor, or whereby BEDA undertakes to answer for a third party or gives security for any third party's debt. The absence of the aforesaid approval may be invoked by and as against third parties.

Article 18. Bylaws

1. The Bylaws of BEDA, to be adopted by the General Assembly, shall provide further rules regulating subjects concerning BEDA whose regulation may be considered desirable.

2. The Bylaws may not contain provisions, which are in conflict with the law - even where this does not comprise mandatory rules - or in conflict with this Constitution.

Article 19. Amending the Bylaws

A resolution to adopt or to amend the Bylaws referred to in Article 18 shall be passed only if the proposal for that purpose has been included in or enclosed with the notice, as referred to in Article 12, calling the General Assembly. Any resolution to adopt or to amend the Bylaws shall be approved by (majority at) the General Assembly.

Article 20. Amending the Constitution

1. The Constitution of BEDA may be amended by resolution of the General Assembly, provided that the General Assembly has been called with not less than two months prior notice, stating that a proposal to amend the Constitution is on the agenda of that General Assembly.

2. The majority of votes required to change the Constitution shall be not less than two thirds (2/3) of the votes validly cast by the members present or represented and provided that not less than two thirds 2/3 of the members are present or represented.

3. Changing of the objectives of the association as stated in Article 3 requires not less than 4/5 of the votes validly cast at the General Assembly and provided that not less than two thirds (2/3) of the members are present or represented.

4. Any amendment of the Constitution shall come into force and take effect only after its publication in the Belgian Monitor.

Article 21. Dissolution

1. BEDA may be dissolved by resolution of the General Assembly by not less than 4/5 of the votes validly cast by the members present or represented and

provided that not less than two thirds (2/3) of the members are present or represented.

2. Following a resolution to dissolve BEDA, BEDA shall continue in existence only to such an extent and for such period of time as shall be required for the purposes of liquidating its assets and liabilities. In all correspondence, announcements and other documents to be sent or issued by BEDA during that period, the words "in liquidation" shall be added to its name.

3. Where BEDA is dissolved by resolution of the General Assembly the members of the Board shall be and act as the liquidators of BEDA. The provisions of this Constitution and the statutory rules on the election, suspension and removal from office of the members of the Board shall apply mutatis mutandis to said liquidators. A liquidator shall have the same powers, duties and responsibilities as a member of the Board in so far as these are consistent with his duty as liquidator.

4. Any surplus assets of BEDA remaining after its debts and liabilities have been satisfied shall be distributed to institutions or societies whose objectives are compatible with the objectives of BEDA, all this to be determined by the General Assembly at which it is resolved to dissolve BEDA.

5. After completion of the liquidation, the books and records of the dissolved BEDA shall for a period of five years remain in the custody of a person to be appointed for that purpose by the liquidators.

6. Without prejudice to the other provisions of this Article 21, a resolution to dissolve BEDA shall not be passed if the capital of BEDA shows a negative balance.

THE BYLAWS OF THE BUREAU OF EUROPEAN DESIGN
ASSOCIATIONS (BEDA)
BYLAWS

1. Definitions

- a.** General Assembly means: a General meeting that will occur once per calendar year and at which all Members shall be entitled to attend;
- b.** Board means: the governing body of BEDA consisting of the President, the Vice President, the Treasurer, the Secretary and up to seven individuals;
- c.** Written and in writing means: by e-mail, fax or any other means of telecommunications capable of transmitting written text;
- d.** Europe means: any geographical area in Europe determined by the General Assembly to be in line with BEDA's strategy.

2. Conduct

All Members and their representatives and Board members shall adhere to a level of conduct that earns and maintains the trust and respect of their fellow Members, the BEDA Board, the BEDA staff, the BEDA partners and professional peers, as well as the general public.

3. Language

The official working language of BEDA shall be English.

4. Admission to Membership

4.1. Eligibility for Membership

For the purposes of the BEDA Constitution and these Bylaws, an organisation applying for Membership of BEDA shall have been formally and officially recognised, constituted and active. The applicant organisation shall provide descriptions of its activities and purposes to demonstrate that its objectives are in line with the mission of BEDA.

4.2. Application formalities

4.2.1. Formal undertakings

In submitting its application for consideration by the Board, the applicant organisation shall make a formal declaration of:

- i.** its establishment as a legal entity under the laws of its country;
- ii.** its acceptance of the existing BEDA Constitution and Bylaws, and its agreement to adhere to a level of conduct that earns and maintains the trust and respect of their fellow Members, the BEDA Board, the BEDA staff, the people and organisations with whom BEDA works and communicates and the general public;

- iii. a complete list of its professional members if the applicant organisation represents individual or corporate design professionals;
- iv. its undertaking to pay on demand the once-only entry fee to BEDA in addition to the appropriate membership fees.

4.3. Board Meeting procedure

The application for membership if received by the Secretariat not less than 5 working days before the next scheduled Board Meeting shall be considered at that meeting. If the Board feels that it needs to gather more information about the applicant organisation before making a recommendation to the General Assembly to accept or reject the application, it may decide to postpone its deliberation until the next subsequent Board Meeting, where it shall make its definitive recommendation.

4.4. General Assembly procedure

In accordance with Article 6 of the BEDA Constitution, the recommendation of the Board shall pass to the next General Assembly, which shall decide on the admission of new members to BEDA. Any applicant organisation that has not received a favourable recommendation to the General Assembly from the Board has the right to appeal directly to the General Assembly to overrule the Board's recommendation: its written and other information material shall be accorded free access to all General Assembly delegates and its representatives shall be allowed briefly to state its case.

5. Provisional membership

5.1. An organisation whose application has been accepted by the Board for recommendation to the next General Assembly shall be termed a 'Provisional Member'.

5.2. A Provisional Member has no voting rights until ratification by the General Assembly. Its written authorisation of representation for voting or proxy will be presented to the Secretary no later than the beginning of the proceedings of the General Assembly.

5.3. Upon ratification by the General Assembly the Provisional Member shall become a Full Member with full voting rights.

5.4. In the event of the Provisional Member's membership not being ratified by the General Assembly, it may be asked to withdraw from the meeting and its voting representation or proxy will be removed.

5.5. In the event of the Provisional Member not being ratified, BEDA shall, within a period of two months of the General Assembly, return the entry fee paid at the time of acceptance as a Provisional Member.

6. Fees

6.1 Fees are made up of a once-only entry fee (where applicable) and a membership fee.

6.2 Entry fee

6.2.1 For all first-time applicants, an entry fee shall be paid on their acceptance as a Provisional Member.

6.2.2 Should an organisation having previously been a full Member of BEDA re-apply successfully for membership after a period of not less than two years from their departure from BEDA, then the entry fee will again be payable. There is no limit to the number of times this can occur.

6.3 Membership Fees

6.3.1. Membership fees are to be paid by Members as allowed for in Article 8 of the Constitution.

6.3.2. Under all normal circumstances BEDA will issue invoices in January for the year for which the fees are levied.

6.3.3. Under all normal circumstances fees are payable within three months of the receipt of the invoice of the year for which they are levied.

6.3.4. Payment shall be calculated according to the BEDA Fees Guidelines and charged in Euros. Members are responsible for the completion of any transfer of currency and for any incidental bank charges in addition to the specified amount.

6.3.5. Where a Member fails to pay its fees within the financial year, for which the fees have been levied,

i. the Board may ask the Member to resign. Where a Member subsequently resigns, either at the request of the Board or by submitting a resignation of its own volition, in every case such Member will remain liable for the full payment of all fees owing, up to and including the period of the two month's resignation notice. The liability for payment extends beyond the point of resignation taking effect and the levy at Article 2.3.6 will apply.

ii. such Member can vote at the General Assembly of the following financial year, only where payment is made in full at any time up to or the day before the General Assembly in question.

6.3.6. Where a Member has not paid their fees a repeat invoice will be issued three months after the first invoice. For each repeat invoice a levy of an additional 1% per month of the total of the invoice will be added up until the period of the financial year has expired.

6.4. Breakdown of Entry fee and Membership fees

The fees paid to BEDA by Member organisations shall consist of a once-only entry fee and a membership fee as agreed by the General Assembly. All fees shall be weighted according to the latest available Purchasing Power Standard (PPS) of the Member organisation's country of residence, as issued by Eurostat, the statistical office of the European Communities.

6.5. Rules on applying additional levies

In addition, other major financial obligations may be levied for specific, budgeted projects or purposes, subject to a 2/3rd majority vote at the General Assembly.

6.6. Rules on establishing the level of the fees

The recommendation on the level of the fees shall be made in accordance with Article 8 of the Constitution.

6.7. Fees for Provisional Members

Provisional Members shall pay the full entry fee on acceptance by the Board and a pro rata assessment of the membership fees according to the BEDA Fee Guidelines until the end of the financial year in which they are ratified for membership at the General Assembly.

7. The Budget

7.1. The approval of the budget

The budget shall be prepared by the Board and approved by the General Assembly.

7.2. Responsibility for and control of budget

7.2.1. General responsibility

It shall be the responsibility of the Board to control the budget. Under normal circumstances, this responsibility shall be devolved to the Treasurer and the Administrator.

7.2.2. Working Group Funds

If a budget is allocated to a particular Working Group, the chairperson for the group concerned shall be responsible, together with the Administrator, for keeping within the budget.

7.2.3. Delegating Authority

The parameters for the delegated level of authority for the budget shall be determined by the Board, together with the procedures to be adopted for control thereof.

7.2.4. Limits to authority

The Administrator, and individual members of the Board have no authority to undertake or commit the organisation to any expenditure beyond that contained within the agreed budgets.

8. The verification of BEDA Accounts

8.1. Annual accounts shall be presented to a General Assembly and verified either by a chartered accountant or by an audit committee in accordance with Article 13 of the Constitution. In either case they shall be approved by the General Assembly.

8.2. In the event that the Board shall decide a Chartered Accountant will be chosen to undertake the verification of the accounts, that person or organisation shall be nominated by the Board and approved by the General Assembly.

8.3. In the event that the Board shall decide an Audit Committee be chosen to undertake the verification of the accounts, the committee shall consist of at least two persons who may not be servicing members of the board or members of the Board who have retired within the previous two years. The committee so elected shall audit the balance sheet and the statement of income and expenditure with explanatory notes and shall report its findings to the General Assembly.

8.4. The Board shall be required to give the committee of auditors all information it may desire, and shall show the committee of auditors, if so requested, the cash in hand and the assets of BEDA. The committee of auditors shall have the right to inspect the books and records of BEDA.

8.5. The Board shall be required to hold the documents referred to in 4.3 in safe keeping for a period of a minimum of five years.

9. The Board

9.1. Duties, responsibilities and accountability of the Board

9.1.1. Duties and responsibilities

The Board shall be responsible for managing BEDA business between the General Assemblies. The Board shall be responsible for such elections, nominations and recommendations and for such other tasks as are listed elsewhere in these Bylaws and in the BEDA Policy Plan approved by the General Assembly.

9.1.2 IPR

All materials, content, contacts, databases and other relevant information that has been generated or worked upon by a Board member on behalf of BEDA and / or the BEDA Board, is automatically and at all times BEDA's sole property for its own current and future use.

This applies both during a Board members' term of office on the Board and following the completion of their term of office on the Board.

9.1.3. Accountability

The Board shall be responsible jointly for its actions to the General Assembly.

9.2. Election and Vacation of Board Members

9.2.1. The Secretariat will request within a period of no less than three months prior to the relevant General Assembly, nominations in writing from the Members for candidates for election to the Board.

9.2.2. The period for the submission of nominations shall close at midnight CET of the day falling 21 calendar days before the date of the General Assembly.

9.2.3. Nominations will be supported by an official nomination form supplied by the Secretariat and signed by the nominating Member. This signature confirms that the BEDA Member is prepared to support their nominee for the full period of the term if elected to the Board.

9.2.4. Nominees will be invited to provide a short candidature statement for inclusion in a mailing, which will be sent out to all Members by the Secretariat no less than two weeks before the General Assembly.

9.2.5. The Board Members shall hold office from their election to the end of the General Assembly at which their term expires.

9.2.6. All Board members shall be elected by the General Assembly for a term of two years. The General Assembly will also elect the Vice President who will automatically become President after two years and serve a consecutive term of two years. The Treasurer and Secretary will be elected by and among the members of the Board.

9.2.7. Board members may stand for re-election for up to two consecutive terms, for a maximum of six years, except where a Board member successfully stands for election as Vice President during his or her second consecutive term, in which case he or she shall serve a total of eight years. A Board member having served for the maximum time mentioned above must stand off of the Board for at least one year before standing again for election as a Board member.

9.2.8. If one or more members of the Board shall cease to hold office during the term for which he/she or they have been elected, the Board shall nevertheless continue to have full powers until the next following General Assembly, even in the case where the Board membership falls below five persons.

In such case, however, the Board shall ensure that the election of new Board members is on the agenda of the next meeting of the General Assembly

9.2.9. A Board member may be removed from office by the General Assembly at any time for any reason by a two-thirds (2/3) majority vote. A Board member may also be removed or subject to other disciplinary action by the Board by two-thirds (2/3) majority vote, if the Board, in its sole discretion, deems that it has sufficient cause to remove or discipline such Board member to ensure the proper functioning and management of BEDA as well as to protect and maintain the good reputation of BEDA and its Members.

A Board member subject to a removal or disciplinary action shall be given the opportunity to defend him/herself before a decision is taken. All decisions shall be final and reported in full to the General Assembly at its next meeting.

9.2.10. Membership of the Board may also end by the resignation submitted in writing by the Board member in question. Where a Board member is the representative of an organisation that ceases to be a Member of BEDA, the said representative shall be deemed automatically to have resigned immediately from the Board and his or her vacancy on the Board shall be filled in accordance with Article 9.2.11 below, except where such representative is serving as President or Vice President in which case Articles 9.4.5 and 9.5.3 of the Bylaws shall apply.

9.2.11. When a vacancy occurs on the Board for any cause whatsoever, the remaining Board members then in office may decide, even in the absence of a quorum, whether or not to fill the vacancy before the next meeting of the General Assembly. If they decide to fill the vacancy, they may do so by the vote of a majority of the Board members then in office, even in the absence of a quorum, provided that such appointments constitute a maximum of two Board members authorised to exist on the Board and that the person filling the vacancy meets the requirements stated in Article 15.1 and 15.2 of this Constitution for Board membership. Each member so co-opted shall serve until the next meeting of the General Assembly at which Board elections are conducted.

9.2.12. Board members serve a two-year term. If three or more vacancies occur on the Board for any cause whatsoever within the first year of a two year term, the remaining Board will call an extraordinary board election at the next upcoming General Assembly.

9.2.13. Removal or resignation of any Board member shall terminate that individual's membership on the Board and all rights, privileges, duties, and obligations associated therewith.

9.3. Election of the Vice President

9.3.1. In accordance with Article 15 of the Constitution the Vice President is elected by the General Assembly.

9.3.2. The Secretariat will request within a period of no less than three months prior to the relevant General Assembly, nominations from the Members for candidates for election to the position of Vice President. The period for the submission of nominations shall close at midnight CET of the day falling 21 calendar days before the date of the General Assembly.

9.3.3. Nominations will be supported by an official nomination form supplied by the Secretariat and signed by the nominating Member. This signature confirms that the BEDA Member is prepared to support their nominee for the full two-year term if elected to the position of Vice President in addition to the subsequent two-year term serving as President. Where a BEDA Member whose

representative is nominated for the position of Vice President validly ceases to be a Member of BEDA, during the term of nominations being submitted then that nomination shall become void.

9.3.4. Nominees for the position of Vice President will be invited to provide a short candidature statement for inclusion in the mailing to Members, which will be sent out to all Members by the Secretariat no less than four weeks before the General Assembly.

9.4. Duties and Responsibilities of the President

9.4.1. The President shall normally be responsible for chairing all meetings of the Board and the General Assembly.

9.4.2. The President, together with any one other member of the Board may act jointly to represent BEDA legally.

9.4.3. The President shall represent BEDA externally spreading awareness about BEDA and the value and potential of design.

9.4.4. Only the President may delegate this representation role from time to time to his/her Vice President or other BEDA Board member as is felt necessary. However, in a circumstance of unexpected incapacity of the President due to ill health or other valid reason, the Vice President shall substitute the President's powers.

9.4.5. Where the BEDA Member whose representative is the serving President of BEDA validly ceases to be a Member of BEDA during that President's term of office, then the Board shall decide whether or not to ask the President to step down and invoke the powers of the Vice President to substitute, except where the term of office remaining is less than a period of three months. Where the Vice President is for whatever valid reason unable to fulfil this role the Secretary shall substitute.

9.4.6. The President shall be kept informed of all meetings of Working Groups and Task Forces and shall be entitled to attend all such meetings ex officio.

9.5. Duties and Responsibilities of the Vice President

9.5.1. The Vice President shall normally be responsible for substituting the President when necessary in chairing all meetings of the Board and the General Assembly.

9.5.2. The Vice President shall also be responsible for substituting the President as and when the need arises in all the President's other tasks.

9.5.3. Where the BEDA Member whose representative is the serving Vice President of BEDA validly ceases to be a Member of BEDA during that Vice President's term of office, the Board then shall decide whether or not to ask the

Vice President to step down except where the term of office remaining is less than a period of three months. In such circumstance, the Secretary will assume the meeting powers of the Vice President, until a new Vice President is elected either at an extraordinary meeting of the General Assembly or at the next following General Assembly. Where the Secretary is for whatever valid reason unable to fulfil this role the Treasurer shall substitute.

9.6. Duties and Responsibilities of the Secretary

9.6.1. The Secretary shall normally be responsible for substituting the President and the Vice President when necessary in chairing all meetings of the Board and the General Assembly.

9.6.2. The Secretary shall also be responsible for substituting the President and the Vice President as and when the need arises.

9.6.3. The Secretary shall be responsible for convening the Board meetings and the General Assembly and shall be responsible for ensuring that all necessary documentation for these meetings, as established in these Bylaws, is dispatched in time. The Secretary shall also be responsible for ensuring that the minutes of all meetings are drawn up and dispatched in good time.

9.6.4. The Secretary shall be the guardian of the Constitution and these Bylaws and shall ensure that the correct procedures are observed at all times.

9.7. Duties and Responsibilities of the Treasurer

9.7.1. The Treasurer shall normally be responsible for substituting the President, the Vice President and the Secretary when necessary in chairing all meetings of the Board and the General Assembly.

9.7.2. The Treasurer shall also be responsible for substituting the President, the Vice President and the Secretary as and when the need arises.

9.7.3. The Treasurer shall be responsible for drawing up the draft budget as provided for elsewhere in these Bylaws; proposing the form and level of the annual membership fees; proposing the form and level of entry fees; proposing other levies as provided for in the Constitution; instructing BEDA's staff, with the collaboration of the Secretary, to issue the necessary invoices, reminders, etc. for collecting membership fees, entry fees and other monies; opening and/or maintaining the BEDA bank account(s); monitoring the situation of BEDA income and expenditure.

9.8. Working Groups of the Board

9.8.1. The Board may appoint from time-to-time, and as it sees fit, a variety of working groups that will be set up to complete discrete tasks in line with the Policy Plan to operate within a certain timescale and with on-going supervision of and accountability to the Board.

9.8.2. Neither a Working Group nor an individual working group member or its Chairperson, has any authority to commit BEDA to any policy or expenditure without the direct authority of the Board.

9.9. Convening the Board Meeting

A Board Meeting shall be called by the President or his representative at least twice per annum. Notice of the Board Meeting, authorised by the President or his representative, shall be issued to all members of the Board, not less than 30 days before the date of the Board Meeting and shall include the date and place of the meeting.

9.10. Attendance, Voting Rights, Proxies

9.10.1. Right to attend

Meetings of the Board shall be attended by Board members and, subject to the agreement of the Board, Portfolio holders and Task Force Convenors. The Board may also, at its discretion, invite others that the Board may decide as the need arises. Such individuals shall not have the right to speak except at the President's discretion.

9.10.2. Voting

Each Board member shall have one vote. Decisions shall normally be reached by consensus, but any individual member of the Board may call for a roll-call vote, in which case the President shall put the question to the Meeting. Once a vote has been taken, the subject shall not be reopened during the same meeting unless a majority of Board members present and voting make a formal request that it be so reopened.

9.11. Agenda

A draft agenda shall be drawn up by the Administrator, as directed by the President and the Secretary. The final agenda shall be presented no later than the opening of the Board Meeting proceedings.

9.12. Quorum

To be quorate, any Board Meeting must be attended in person by at least one-half of its members, including the President and/or the Vice President.

9.13. Documentation

All documentation for the Board Meeting except ordinary motions and emergency motions shall be prepared and dispatched by the BEDA Secretariat, normally not less than 21 days in advance. Ordinary motions shall be prepared and dispatched by their movers to a list of addresses to be supplied upon request by their movers to a list of addresses to be supplied upon request by the BEDA Secretariat. Emergency motions shall be presented at the Board Meeting in a sufficient number of copies for all Board members.

9.14. Financial Liability

Each member society sending a member of the Board to a Board Meeting shall be responsible for covering the travel, board and lodging costs of its Board member

10. BEDA Staff

10.1. The Director General

The Director General is an appointed member of staff.

The responsibilities and concrete tasks of the Director General are principally:

- i.** To create and propose the BEDA Strategic Plan to the Board according to the Policy Plan approved by the General Assembly, and to implement it.
- ii.** Coordinate, support and monitor the Portfolios, Task Forces, Working Groups and the Member societies in the objectives and programmes of BEDA.
- iii.** To be in contact with the authorities of the European Union and specifically with representatives of all the DG's from the European Commission.
- iv.** To be in contact with other pan-European or international organisations similar to BEDA or which whom BEDA could have an interest to liaise.
- v.** To call for all official meetings of BEDA, i.e. the General Assembly and Board meetings together with the Secretary.
- vi.** To prepare and follow the Annual Budget and the Finance Strategy, together with the Treasurer.
- vii.** To implement the Communication Strategy defined by the Board.
- viii.** To keep the Board informed of all matters of concern to BEDA and to take instructions from the Board as may be determined from time to time.
- ix.** To manage all projects and initiatives run by BEDA or in which BEDA may be involved.

10.2. The Administrator

The Administrator is an appointed member of staff.

The responsibilities and concrete tasks of the Administrator are principally:

- i.** Supporting the Director General and/or the Board in the implementation of the Strategic or Policy Plan, including coordinating, supporting and monitoring the Portfolios, Task Forces, Working Groups and the Member societies in the objectives and programmes of BEDA.
- ii.** To organise, prepare and document all official meetings of BEDA, i.e. the General Assembly and Board meetings, including Minutes to be completed within one week of a Board Meeting and two weeks following the General Assembly.
- iii.** Communications.
- iv.** Finance and administration.
- v.** To keep the Director General and/or the Board informed of all matters of concern to BEDA and to take instructions from the Board as may be determined from time to time.
- v.** Scanning all significant information from the European Union and informing the Director General and/or the Board as necessary.
- vi.** Keeping abreast of national developments within the European Union.
- vii.** Finding and approaching potential new member organisations according to BEDA Membership Strategy.