

STATUTES
OF THE
EUROPEAN MACHINE VISION ASSOCIATION
(EMVA)

CHAPTER ONE

NAME

Article 1

The EUROPEAN MACHINE VISION ASSOCIATION (EMVA) is formed for an indefinite period of time and is governed by these Statutes and any other further standards approved by the General Assembly. For any aspects not foreseen therein, the Spanish Legislation in force will apply.

EMVA is a non-for-profit association.

The associative regime of the Association is contained in the Organic Law 1/2002, of March 22nd, which regulates the Rights of Associations.

INTENDED PURPOSES

Article 2

The Association has the following purposes:

1. To enhance the reputation of the machine vision industry and its employees.
2. To maintain contacts and provide a channel of communication between its members.
3. To maintain contacts and provide a channel of communication between EMVA and other associations.
4. To represent the interests of its members with regard to European organisations, authorities and other associations.
5. To promote the efficiency and market visibility of the member companies.
6. To establish recommendations about standards with regard to their relevance on European level.
7. To organise EMVA conferences.
8. To cooperate in all territorial areas in the context of the purposes of the present Association.

Without prejudice to the activities described in the previous section above the Association may, to comply with its purposes:

- a. Undertake economic activities of all kinds geared towards the achievement of its purposes or to find resources with this in mind.
- b. Acquire and own assets of all kinds and on whatsoever basis as well as entering into acts and contracts of all kinds.
- c. Exercise all kinds of actions in accordance with the laws or its Statutes.

REGISTERED OFFICES

Article 3

The main registered offices of this Association will be situated at Pallejá (Barcelona), Ronda Santa Eulalia 37 nave 13, Spain.

The Association may have other premises at its disposal when so agreed by the Board of Directors.

TERRITORIAL REMIT

Article 4

The Association will carry out its activities in all countries worldwide.

DURATION AND DEMOCRATIC NATURE

Article 5

The Association is formed on a permanent basis and it may only be dissolved by way of an agreement by an Extraordinary General Assembly in accordance with the provisions of Chapter Six or for any of the reasons set out in the laws.

The internal organisation and operation of the Association must be democratic, fully respecting pluralism. Any agreements or statutory provisions which fail to respect this basic right will be void *ab initio*.

CHAPTER TWO

ADMINISTRATION AND GOVERNING BODIES

Article 6

The governance and administration of the Association will be run by the following collegiate bodies:

1. The General Assembly as the supreme body.
2. The Board of Directors as the permanent collegiate management body.

GENERAL ASSEMBLY

Article 7

The General Assembly, comprised of all members, is the body which expresses the wishes of the latter.

The General Assembly is entitled to:

1. Approve the strategic plan of the Association.
2. Examine and approve the annual accounts.
3. Approve the management of the Association by the Board of Directors.
4. Modify the Statutes.
5. Dissolve the Association.
6. The election and cessation of the members of the Board of Directors, as well as their supervision and control.
7. Approve the disposition or disposal of property.
8. Agree upon the remuneration of the members of the Governing Body, where applicable.
9. Establish ordinary or extraordinary membership fees, though this right may be delegated by the General Assembly to the Board of Directors by means of a specific agreement to this end.
10. Adopt an agreement regarding the definitive removal of members.
11. Any other competence not assigned to any other governing body.

Article 8

The General Assembly will hold ordinary and extraordinary sessions.

Article 9

The General Assembly must be convened in an ordinary session at least once a year within the first half-year in order to adopt the agreements foreseen in article 7, points 1. to 3..

Article 10

The General Assembly will hold an extraordinary session when so agreed by the Board of Directors either at its own initiative or because fifty per cent (50%) of members have so requested, setting out in writing the grounds for and purpose of the meeting. Should this be the case the General Assembly must meet within no more than six weeks as from the date of request by the members.

Article 11

The General Assembly will be convened in writing, stating the place, day and time of the meeting as well as the agenda, specifically setting out the items of business to be dealt with. At least fifteen days must elapse between the written information as described above and the day of the General Assembly on first convening. The information states further, where applicable, the date and time at which the meeting will be held on

second convening though at least half an hour must elapse between both meetings.

The General Assembly, both ordinary and extraordinary, will be validly formed on first convening when a third of members with voting rights attend, and on second convening with any number of members with voting rights attending.

The President, Vice-President and Treasurer of the Association will endeavour to attend the General Assembly.

Article 12

Each member is entitled to one vote. General Assembly agreements will be adopted by a simple majority of the present and represented members when the votes in favour outweigh the votes against. Notwithstanding, a qualified majority of two third of the votes cast will be required for the following agreements:

- The dissolution of the Association.
- Modification of the Statutes.

Article 13

Members may grant their representation to any other member for the purposes of attending the General Assembly. Said representation will be granted in writing and must be in the possession of the Association Secretary at least twenty four hours before holding the session.

THE BOARD OF DIRECTORS

Article 14

The Board of Directors is the representative body which manages and represents the interests of the Association in accordance with the provisions and directives of the General Assembly. Only members of the Association are eligible for the Board of Directors.

The Board of Directors will be formed by the President, the Vice-President, the Treasurer and a number of members which may be no less than two and no greater than nine. The General Secretary elected by the Board of Directors will take part in the meetings of the latter but without any voting rights.

The Board of Directors must meet at least twice a year, once during each half-yearly period, and whenever the smooth implementation of corporate activities so requires.

Article 15

Failure to attend the meetings of the Board of Directors on two consecutive occasions or three alternate occasions without due grounds may give rise to cessation of the respective post by decision of the Board of Directors.

Article 16

The Board of Directors will designate the posts to be held by its members and will last for a period of three years, unless it is specifically revoked by the former. It may be subject to re-election on one or more occasions for periods of the same maximum duration.

Article 17

To belong to the Board of Directors the following will be pre-requisites:

- a. To be an adult in full use of their civil rights and not be afflicted by any of the grounds for incompatibility laid down by the legislation in force.
- b. To be designated in the manner foreseen in the Statutes.
- c. To be a member of the Association.

Article 18

The post of member of the Board of Directors will be assumed when, once designated by the General Assembly, he/she accepts or takes up office.

The General Assembly may stipulate, where applicable, the payment of the allowances and expenses of the members of the Board of Directors.

Article 19

The members of the Board of Directors will leave office in the following circumstances:

- a. Expiry of mandate.
- b. Resignation.
- c. Cessation as a member or post incompatibility.
- d. Revocation agreed by the General Assembly, applying the stipulation of article 16 of the present Statutes.
- e. Decease.

When cessation occurs through expiry of mandate, the member of the Board of Directors will remain in office until the next General Assembly is held which will proceed to the election of the new posts.

The Board of Directors itself may fill the vacancies by making provisional appointments which will be submitted to the General Assembly for ratification or revocation, proceeding, in the latter case, with the corresponding designation.

Any modifications to the composition of this body will be communicated to the Associations' Register.

Article 20

The Board of Directors has the following duties:

- a. To direct the ordinary management of the Association in accordance with the General Assembly guidelines and under its control. The Board of Directors may contract a General Manager to support the day-to-day management of the Association.
- b. To define the development strategy for Association activities.
- c. To draw up the balance sheets and annual accounts and submit them to the approval of the General Assembly.
- d. To draw up the agenda of General Assembly sessions as well as agreeing upon the convening of the ordinary and extraordinary General Assembly.
- e. To deal with any proposals or suggestions drawn up by the members, adopting the measures required to this end.
- f. To interpret the rules set out in these Statutes and cover any loopholes, always being subject to the legal standards in force applicable to Associations.
- g. To execute acts of federation and confederation with other associations or leaving any of them.
- h. To exercise those competences granted to it by the General Assembly by means of a specific agreement provided that they do not fall within its exclusive competence.

Article 21

The Board of Directors will hold its sessions on as many occasions as are determined by the President or the Vice-President, where applicable, either at its own initiative or at the request of any of its members. It will be chaired by the President and, in the absence of the latter, by the Vice-President and, should they both be absent, by the oldest member of the Meeting.

In order for meeting agreements to be valid they must be adopted by a majority of the votes of those present and at least half the members must attend. If there is tie, the President has the casting vote.

The Secretary will draw up minutes of the sessions which will be transcribed into the Minutes Book.

INDIVIDUAL BODIES

PRESIDENT

Article 22

The President of the Association assumes the legal representation thereof and will put into effect the agreements adopted by the Board of Directors and the General Assembly whose presidentship he shall also hold.

The President may only be re-elected to his post on one occasion.

Article 23

The President has the following rights:

- a. To convene and record the sessions of the Board of Directors and the General Assembly, conducting the deliberations of both and making a casting vote should there be a tie.
- b. To put forward the activities' plan of the Association to the Board of Directors, driving forward and conducting their tasks.
- c. To order any payments which have been validly agreed upon.
- d. To settle any matters which may arise of an urgent nature, notifying the Board of Directors thereof at the first session held thereafter.
- e. To exercise such competences as are granted to him by the General Assembly by means of a specific agreement, unless they are the exclusive competence thereof.

VICE-PRESIDENT

Article 24

The Vice-President will take on the duties of assisting the President and replacing him if the latter is temporarily unable to perform his duties. He will also have such powers as are specifically delegated to him by the President.

SECRETARY

Article 25

The Secretary will be specifically tasked to receive and process any admission requests, keep the file and the Member Registration Book, seeing to the safekeeping and drafting

of the Book of Minutes.

He will also ensure compliance with the legal provisions in force for associations, looking after the official documentation of the entity, certifying the content of the association books and files and making the mandatory notifications to the competent authority about the designation of Boards of Directors and changes in registered offices.

TREASURER

Article 26

The Treasurer will announce any income received and payments made, formalising the annual budget for income and expenses as well as the financial statement for the previous year which must be submitted to the Board of Directors so that the latter, in turn, can submit them to the approval of the General Assembly.

CHAPTER THREE

THE MEMBERS: REQUIREMENTS AND ADMISSION PROCEDURES

Article 27

Any legal entity which so desires and whose activity is directly or indirectly related to machine vision may become a member of the Association.

Application to become a member of the Association must be submitted in writing duly signed by a legal corporate representative.

Article 28

Whoever wishes to belong to the Association will so request in writing, providing or requesting the backing of two members of the Association. The application will be addressed to the President who will inform the Board of Directors which will make a majority decision about the admission or otherwise. In the latter case an appeal may be made to the General Assembly.

MEMBERS' RIGHTS AND DUTIES

Article 29

All members are entitled to:

1. Challenge any agreements and actions contrary to the law or the Associations' Statutes within a timeframe of forty calendar days as from the date the petitioner has found out, or had the opportunity to find out, the content of the challenged agreement.
2. Be informed about the composition of the governing and representative bodies of the Association.
3. Be informed about the identity of the other members of the Association, the financial statement and the progress of the activity of the latter under the terms foreseen in the standards to protect personal data.
4. Be convened to the General Assembly and attend and exercise the right to speak and vote thereat and to this end bestow their representation on other members.
5. Take part, in accordance with the present Statutes, in the Association management bodies, voting and being eligible thereunto.
6. Feature in the Members' file foreseen in the legislation in force and make use of the Association's logo, where applicable.
7. Have a copy of the Statutes and of the Internal Rules of Procedure, if applicable, and make requests and complaints to the management bodies.
8. Take part in collective corporate acts and enjoy those elements intended for the common use of the members.
9. Be heard in writing prior to the adoption of disciplinary measures and informed of their underlying grounds which may only be founded on a breach of their duties as members.
10. Resign at any time, providing prior notice of at least six months without prejudice to the commitments acquired and pending compliance and, in any case, to the payment of the annual fees.

Article 30

The members have the following duties:

- a. To share the purposes of the Association and work on their achievement.
- b. To pay any fees, levies and other contributions which may fall to each member in accordance with the Statutes.
- c. To comply with any other obligations deriving from the Statutes.
- d. To accept and comply with the agreements validly adopted by the Association's governing bodies.

LOSS OF MEMBER STATUS

Article 31

Member status will be lost in the following cases:

1. Owing to the dissolution of the member as legal entity.
2. Owing to voluntary separation.
3. Owing to separation on the grounds of sanction agreed by the Board of Directors should any of the following circumstances occur: serious, repeated and deliberate breach of the duties set out in the present Statutes or in the agreements validly adopted by the General Assembly or Board of Directors.

CHAPTER FOUR

FOUNDING ASSETS AND BUDGETARY REGIME

Article 32

The founding assets of the Association are set at TWO THOUSAND EUROS paid in cash by the Members.

Article 33

The economic resources foreseen by the Association to undertake the corporate activities will be as follows:

- a. The admission fees.
- b. The periodic fees agreed upon.
- c. The products of any assets and rights incumbent thereupon as well as any subsidies, legacies and donations it may legally receive.
- d. The income obtained by the Association by means of licit activities which the Board of Directors has agreed to carry out, always within the statutory purposes.

The association and financial year will be annual, closing on December 31st of each year.

Any profits obtained by the Association deriving from exercising economic activities, including the rendering of services, must be solely used to comply with its purposes, without ever being distributed amongst the members nor assigned free-of-charge to natural or legal persons who have a profit-making purpose.

CHAPTER FIVE

MODIFICATION OF THE STATUTES

Article 34

Whenever a modification of these Statutes seems necessary, the Board of Directors will designate a committee formed by three members in order to draw up the planned modification, following the guidelines laid down by the former, which will stipulate a timeframe within which said project must be completed.

Article 35

Once the planned modification has been drafted within said timeframe, the President will include it in the Agenda of the next Board of Directors meeting held which will approve it or, where applicable, will return it to the Committee for further study.

In the event it is approved the Board of Directors will agree to include it in the agenda for the next General Assembly held or it will agree to convene such general Assembly for said purposes.

Article 36

The notice convening the General Assembly will be accompanied by the text modifying the Statutes so that the members can address to the Secretary any amendments they see fit which the General Assembly will be informed of provided they are in the possession of the Secretary eight days prior to holding the session.

Amendments can be made individually or collectively, in writing and containing an alternative text.

After putting the amendments to the vote the General Assembly may adopt the agreement to modify the Statutes which will only take effect vis-à-vis third parties after it has been registered with the Associations' General Register.

CHAPTER SIX

DISSOLUTION OF THE ASSOCIATION AND APPLICATION OF CORPORATE ASSETS

Article 37

The Association will be dissolved:

1. At the wishes of the members stated at an Extraordinary General Assembly convened to this end.
2. Upon termination of the timeframe or condition stated in the Statutes.
3. Through absorption or merger with another association.
4. Upon failure to bring together the minimum number of members stipulated by law.
5. Owing to a final legal sentence whereby dissolution is agreed upon.
6. Should it prove impossible to achieve the Association's purposes.

Article 38

If the Association is dissolved, the Extraordinary General Assembly which agrees upon dissolution will appoint a Settling Committee comprised of three members of the Board of Directors which will manage any funds available.

Once the association's obligations vis-à-vis the members and third parties have been met, any surplus corporate assets, should there be any, will be handed over to a non-profit-making entity or for non-profit-making purposes.

FINAL PROVISION

The General Assembly may approve Internal Rules of Procedure to complement the present Statutes which will not alter the stipulations contained therein under any circumstances.