



# Statutes

## COMITÉ EUROPÉEN DE L'OUTILLAGE EUROPEAN TOOL ASSOCIATION

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# CEO STATUTES

## **PREAMBLE**

Whereas all CEO members (National Associations, Direct and Individual Members), as defined in the last edition of the Statutes dated 17 December 1999, recognise that as the ever faster and widespread process of European integration takes place, it is necessary that relations between Companies as well as between Companies and EU Authorities be more direct.

Against this background it is necessary to revise CEO Statutes to promote the development of CEO while taking into account the historical aims of CEO:

## **THE FIRM WILL**

to provide an ever increasing strengthening of the European tool manufacturers by constantly acting to improve the production and marketing situation of the industry.

## **THE INTENTION**

to emphasise and confirm the bonds of the European tool industry with other tool manufacturers' Associations.

## **NAME, TERRITORY AND COVERAGE, REGISTERED OFFICES, FISCAL YEAR**

1. The Association Comité Européen de l'Outillage (CEO) is registered under the name:

**COMITÉ EUROPÉEN DE L'OUTILLAGE  
EUROPÄISCHES WERKZEUGKOMITEE  
EUROPEAN TOOL COMMITTEE (CEO) e.V.**

and is duly entered in the Register of Associations maintained by the Wuppertal Local Court and bears the suffix « Eingetragener Verein - e.V. » to indicate official registration. The domicile of the Association is Remscheid.

2. CEO shall represent European tool manufacturers producing items set out in CEO Rules Art. 2.
3. The territory covered is set in CEO Rules Article 3.
4. The fiscal year of CEO shall be the calendar year.
5. The location of the CEO Secretariat shall be determined by the Board of Management.

## **ARTICLE 2**

### **OBJECTIVES**

1. The CEO shall maintain close and constant contacts with all members, collect data and information to keep the members up to date, and shall promote the development and growth of the European tool industry.
2. CEO shall maintain close and constant contacts with all relevant national, international and European Commission departments on matters relevant to the tool industry.
3. On a basis of reciprocity, CEO may establish contacts with professional organisations or companies not in membership.

Providing that nothing herein contained shall empower or authorise CEO to take any action which would or might conflict with any article of the Treaty on the Functioning of the European Union or any regulation made thereunder or any of the Members' State applicable national laws.

## **ARTICLE 3**

### **MEMBERSHIP**

1. Membership of CEO is voluntary.
2. The admission to CEO membership is made in accordance with the Rules «Admission procedure».
3. There are four categories of CEO membership:
  - a) Companies manufacturing tools
  - b) Controlling companies with their dependent group companies, insofar as these are themselves entitled to membership in accordance with Article 3 a).
  - c) European national tool manufacturers' Associations, as representatives of companies not willing to apply for membership as under Article 3a) or 3b) above.
  - d) Extraordinary Members intended as persons or corporate bodies (e.g. a National Association where all the Association members have joined CEO under Article 3a) above) intending to support fully aims and operating policies of CEO. They will act only in an advisory capacity and will not have active nor passive voting rights.
4. Applications for all categories of membership shall provide all the information required by CEO admission procedures.
5. Membership applications shall be approved by the Board of Management.

## **ARTICLE 4**

### **RIGHTS AND OBLIGATIONS OF CEO MEMBERS**

1. Within the scope of these Statutes, all members in the same category shall have the same rights and obligations.
2. Members shall be entitled to participate as appropriate in all activities and may also receive advice on, and support for matters within the scope of CEO.
3. Members shall be obliged to support CEO in the pursuance of its aims and principles of policy.
4. Members shall commit themselves to provide data and information as shall be determined from time to time by the Board of Management.
5. CEO shall guarantee the confidentiality of all data and information.
6. Members shall be subject to the provisions set out in these Statutes and shall be committed to adhere to resolutions passed in accordance with these Statutes.

7. Members shall exercise their rights through their legal representatives or appropriately authorized employees or through authorized employees of the Group companies referred to in Article 3 b). The Presiding Board may require the submission of a written power of attorney.

## **ARTICLE 5**

### **CEO MEMBERSHIP SUBSCRIPTIONS**

1. Running costs shall be covered by subscriptions from members.
2. Subscription levels shall be approved by the General Assembly on the recommendation of the Board of Management.
3. In accordance with resolutions passes at General Assemblies members shall provide the Secretary General with information to enable subscriptions levels to be determined.
4. Subscriptions shall be payable by members on receipt of a written request from the Secretariat.
5. Place of performance and jurisdiction shall be Remscheid, Germany.

## **ARTICLE 6**

### **TERMINATION AND RESIGNATION OF MEMBERSHIP**

#### **Termination**

1. Membership shall be terminated by the General Assembly on the recommendation of the Board of Management for:
  - a) Failure to pay subscriptions
  - b) Failure to adhere to Article 4

2. **Resignation**

Any member desiring to resign at any time must give to the Secretary General six calendar months' notice of the intention so to do and must pay the full subscription of the year in which the resignation takes effect. Any member who has given notice of resignation shall be bound by these Statutes until such notice has expired.

## **ARTICLE 7**

### **BODIES OF CEO**

1. The Official Bodies of CEO are set out as follows:
  - a) Article 8 - Presiding Board
  - b) Article 9 - Board of Management
  - c) Article 10 - General Assembly
2. Other Committees and Bodies
  - a) Article 11 - Arbitration Committee
  - b) Article 12 - Advisory Council to the Presiding Board
  - c) Article 13 - Professional Sections
  - d) Article 13 a - Steering Group European Legislation

## **ARTICLE 8**

### **PRESIDING BOARD**

1. The President and Vice-President shall be the Presiding Board. In the absence of the President the Vice-President shall so act.
2. The Presiding Board shall be responsible for the supervision of the implementation of provisions set out in these Statutes and resolutions approved by Bodies of CEO.
3. The Presiding Board shall be responsible for overseeing CEO business and convening the General Assembly and Board of Management meetings.
4. The CEO shall be legally represented in and out of court by the President or the Vice-President. Both represent individually, unless the General Assembly decides otherwise.
5. The members of the Presiding Board shall be liable to the CEO for any damage caused in the performance of their duties only in the event of intent or gross negligence.

## **ARTICLE 9**

### **BOARD OF MANAGEMENT**

1. The Board of Management shall comprise:
  - a) The Presiding Board
  - b) A maximum of ten representatives from members elected by the General Assembly. The names of each representative shall be notified to the CEO Secretariat prior to the General Assembly. Details of nominations received six weeks before the General Assembly will be set out in the invitation to the General Assembly
  - c) The Honorary President (immediate past President)
  - d) The CEO Secretary General
  - e) Advisers may from time to time be invited
2. The Board of Management shall normally meet twice annually on direction of the President. One of the meetings shall normally coincide with the General Assembly. Further meetings may be held if so required, to serve the interests of the CEO.
3. The General Assembly shall authorise the Board of Management to implement CEO policy and decisions.
4. Voting procedure within the Board of Management is set out in Article 15, Section 2.

## **ARTICLE 10**

### **GENERAL ASSEMBLY**

1. A General Assembly shall be held at least once in every calendar year and all representatives shall be allowed to attend. The Board of Management may decide to hold the General Assembly via electronic communication without members being present at the place of the Assembly. This includes the possibility of holding the General Assembly as a hybrid event in individual cases, so that participation is possible both at the Assembly location and at a location other than the Assembly location. If the General Assembly is held via electronic communication, all representatives shall be allowed to participate by this means. The procedure shall be determined by the Board of Management.
2. The Presiding Board shall call for an Extraordinary General Assembly if at least ten percent of individual members under Article 3, Sections 3a), b) or c) or if individual members under Article 3, Sections 3a), b) or c) representing ten percent or more of total voting rights apply in writing to the CEO Secretariat setting out their reasons. In accordance with section 1, the extraordinary General Assembly may also be held via electronic communication.

3. The General Assembly is invested with full powers of authority for the application of these Statutes, to approve or reject resolutions, and to discuss all proposals appropriate to the aims and policy principles of the CEO, and the representation thereof.
4. The General Assembly shall be responsible for the following specific tasks:
  - a) Election of the President and Vice-President on the proposal of the Board of Management.
  - b) Election of the Board of Management.
  - c) Election of two Company Member Representatives to act as auditors on the proposal of the Board of Management.
  - d) Approval of annual membership subscriptions.
  - e) Approval of the Annual Report.
  - f) To receive and adopt the audited annual statement of account and give discharge to the Presiding Board and the Secretary General.
  - g) Approval of the Budget.
  - h) Approval of proposals from the Presiding Board and the Board of Management.
  - i) Approval of termination of members.
  - j) Approval of the scope and number of Professional Sections of the Board of Management.
  - k) Approval of new members on the proposal of the Board of Management.
  - l) The General Assembly will authorise the Presiding Board and the Board of Management to perform the activities assigned and will, if necessary, provide them with a permanent adviser.
5. Not less than six weeks notice of all General Assemblies specifying the place, date and hour of the meeting and the general notice of the business shall be given to all members.
6. No business shall be transacted at a General Assembly unless a quorum of ten members under Article 3, Sections 3a), b) or c) are present. In the event that the General Assembly is held online, sentence 1 shall apply accordingly to the number of members participating online.
7. Voting procedure within the General Assembly is set out in Article 15, Section 1.
8. The President is responsible for chairing the meeting, in his absence, the Vice-President is responsible for chairing the meeting.

## **ARTICLE 11**

### **ARBITRATION COMMITTEE**

In the event of litigation or dispute between members, the Board of Management may appoint an Arbitration Committee in response to a request received from one of the parties in dispute. The Arbitration Committee shall consist of a representative from each of three members and will seek to find an acceptable solution to the dispute.

## **ARTICLE 12**

### **ADVISORY COUNCIL TO THE PRESIDING BOARD**

1. The President may from time to time establish Advisory Councils for specific tasks in furthering the aims of CEO.
2. The role of an Advisory Council is to advise the Presiding Board on the future of CEO and with the development of the European tool industry and its markets, towards which end the Advisory Council is expected to suggest surveys and to come forth with recommendations.
3. An Advisory Council shall not be permanent.
4. The Presiding Board shall nominate members and timescale for each Advisory Council.

## **ARTICLE 13**

### **PROFESSIONAL SECTIONS**

1. Professional Sections shall deal with particular tools, or groups of tools.
2. The Professional Section shall act in conformity with the overall aims and policy principles of CEO.
3. The scope and number of Professional Sections shall be decided by the Board of Management and shall be approved by the General Assembly.
4. Manufacturers of tools relevant to the Professional Section shall be entitled to attend meetings and National Associations shall be entitled to attend meetings.
5. Members entitled to attend shall elect a Chairman and Vice-Chairman as Officers of the Section. The Secretariat shall in principle be provided by the National Tool Manufacturers' Association of which the Chairman is a member, or by the CEO Secretariat.
6. Professional Section meetings are called on the direction of the Chairman or at the request of Members entitled to attend.
7. Voting procedure within Professional Sections is set out in Article 15, Section 3.

## **ARTICLE 13 a**

### **STEERING GROUP EUROPEAN LEGISLATION**

1. The Steering Group shall coordinate the activities of the CEO in the field of European legislation with the aim of representing the interests of the European tool industry with the political decision-makers at European level.
2. The Steering Group shall be composed of representatives of the national manufacturers' associations (Article 3(3)(c)) and representatives of the tool manufacturing companies (Article 3(3)(a)) and the controlling companies (Article 3(3)(b)). Each national manufacturers' association, each tool manufacturing company and each controlling company may delegate one representative to the Steering Group. The delegation shall be made by written declaration to the Board of Management and the General Secretariat.
3. The members of the Steering Group shall elect a Chairman and a Vice-Chairman of the Steering Group for a period of two years. Re-election is permitted. The Chairman and Vice-Chairman of the Steering Group shall remain in office after the expiry of their term of office until the election of a new Chairman or Vice-Chairman.
4. The meetings of the Steering Group shall be convened by the Chair or at the request of the members authorised to participate. The Chair may also convene meetings of the Steering Group as a hybrid or virtual meeting within the meaning of Section 32 (2) BGB; if a hybrid or virtual meeting is convened, the convocation must also specify how the members of the Steering Group can exercise their rights by means of electronic communication.
5. The voting procedure within the Steering Group is regulated in Article 15 (4).
6. The Board of Management shall issue rules of procedure for the Steering Group.

## **ARTICLE 14**

### **TERMS OF OFFICE**

1. The President and the Vice-President shall be elected for a period of two years.
2. The period of office of the President and Vice-President may be extended by one further period only.
3. Board of Management Member representatives are elected for a period of two years and may be re-elected without limit.
4. Elections for Board of Management Member representatives and the Presiding Board shall take place in alternate years.
5. Chairmen and Vice-Chairmen of Professional Sections shall be elected for a period of three years and may be re-elected without limit.
6. If the President or a Chairman has completed his term of office or the appointment is vacated for other reasons the appropriate Vice-President or Vice-Chairman will take over. Replacement Vice-President and Vice-Chairman shall be elected at the earliest opportunity.

## ARTICLE 15

### VOTING PROCEDURE

CEO members are obligated to the principle of reaching decisions unanimously wherever possible. In furtherance of this principle the Chairman shall attempt to achieve unanimity before a vote is taken.

#### 1. General Assembly

If unanimity is not possible voting shall be based on:

- a) Simple majority of members present or
- b) qualified majority voting as set out in Section 4 below if at least one third of attending voting rights call for this procedure.
- c) If the General Assembly takes place by electronic communication, the vote shall also take place by this means. Members who are present at the place of the General Assembly may also vote by electronic communication.

#### 2. Board of Management

- a) The President, Vice-President and Representatives from members shall each have a single vote.
- b) The Immediate Past President, CEO Secretary General and any advisers who may from time to time be invited will have no vote.
- c) No member of the Board of Management shall vote on any matter directly affecting his own or his company interests.
- d) Decisions shall be taken on the basis of simple majority of members present.
- e) In the event of a tie the President shall have a casting vote.

#### 3. Professional Sections

- a) A company in membership under Article 3, Section 3a) and attending the meeting shall have one vote.
- b) A group of members under Article 3, Section 3b) and attending the meeting shall have one vote.
- c) A National Association in membership under Article 3, Section 3c) and attending the meeting shall have one vote.
- d) Decisions shall be taken on the basis of simple majority of members present.
- e) In the event of a tie the Chairman shall have a casting vote.

#### 4. Steering Group European Legislation

- a) Each member present in accordance with Article 3(3a) shall have one vote.
- b) Each group of members present in accordance with Article 3(3b) shall have one vote.
- c) Each national member organisation present in accordance with Article 3(3c) shall have one vote.
- d) Decisions shall be made by consensus wherever possible. If no consensus can be reached, a simple majority of the votes cast shall decide. In the event of a tie, the Chairman shall have the casting vote.

#### 5. Qualified Majority Voting

- a) The voting power of each Member present shall be exercised by a delegate nominated by the member and notified to the CEO Secretariat before the start of the meeting. The vote may be taken by secret ballot.
- b) A Member not present may nominate a delegate to vote on his behalf.
- c) Members shall have a qualified voting right based on one vote for each EURO of subscription.
- d) In the event of a tie the President shall have the casting vote.

## ARTICLE 16

### THE SECRETARIAT

1. The Secretary General shall be appointed by the Board of Management and shall report only to the Presiding Board.
2. The Board of Management shall decide on the location of the CEO Secretariat.
3. The Secretary General shall ensure the implementation of General Assembly decisions.
4. The Secretary General is authorised to effect current administrative business within the scope of standing orders and to conclude and cancel contracts of employment after consultation with the President.

## **ARTICLE 17**

### **PROVISION OF RECORDS**

1. Proceedings of all meetings of the Board of Management, General Assembly and their resolutions and Professional Sections shall be recorded in minutes by the relevant Secretary.
2. Copies of minutes shall be delivered to each member entitled to attend the meetings.

## **ARTICLE 18**

### **SUBMISSION OF ACCOUNTS**

1. The annual statement of account and the Secretary General's statement shall be audited by a public accountant and the compliance with regulations shall be confirmed by the auditors elected in accordance with Article 10, Section 4c).
2. The Secretary General shall submit the audited annual statement of account each year to the General Assembly.

## **ARTICLE 19**

### **AMENDMENT TO THE STATUTES**

1. A resolution seeking to amend the Statutes shall be presented at a General Assembly of which not less than six weeks notice shall have been given and in the notice of which meeting the alterations or additions proposed to be made shall be set out.
2. Voting to amend the Statutes shall be carried out by qualified majority voting as set out in Article 15, Section 4.
3. A resolution to amend the Statutes shall require that two thirds of the Members in membership under Article 3, Sections 3a), b) or c) are present and that a minimum of two thirds voting at the meeting shall vote in favour. The vote may be taken by secret ballot.

## **ARTICLE 20**

### **DISSOLUTION**

1. Dissolution of CEO shall require a resolution of the General Assembly. No such resolution shall be effective unless three quarters of the votes cast in accordance with Article 15, Section 4 by Members in person or by proxy at such a meeting vote in favour of the resolution.
2. The General Assembly shall decide on the disbursement of the assets of the CEO remaining after discharge of all liabilities.

## **ARTICLE 21**

### **ENTRY INTO FORCE**

These statutes shall enter into force upon registration in the register of associations.

*Porto (Portugal), 26. Oktober 2024*