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# CIMAC Statutes

19<sup>th</sup> Edition

The 1<sup>st</sup> edition of the present CIMAC Statutes is dated 13<sup>th</sup> March 1952, under the denomination *International Internal Combustion Engine Congress*. Thereafter, it was successively modified by decision taken by the CIMAC Council.

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**Art. 1 - Name and Domicile, fiscal year, communication language**

1.1 The organisation is entitled:

*INTERNATIONAL COUNCIL ON COMBUSTION ENGINES*

abbreviated and referred to hereafter as CIMAC. (Acronym derived from the original French title: Conseil International des Machines à Combustion). CIMAC was founded in France in 1951.

1.2 The organisation shall be registered with the register of associations. After the registration, it shall carry the denomination “e.V.” (eingetragener Verein).

1.3 CIMAC has its seat in Frankfurt am Main. The head office of the Central Secretariat of CIMAC is located at VDMA (Verband Deutscher Maschinen- und Anlagenbau), Lyoner Str. 18, 60528 Frankfurt/Main, Germany, unless the Council decides otherwise.

1.4 The organisation’s fiscal year is the calendar year.

1.5 The communication language is English. In case this Statutes requires a written form, this includes email, unless otherwise stated.

**Art. 2 - Objectives**

2.1 The aims of CIMAC are

- to promote exchange of technical and scientific knowledge
- to improve the understanding between manufacturers, users and suppliers
- to promote the work and activities of national associations

in the field of combustion engines technology and their related systems used in any possible application, but mainly in marine/ ship propulsion, power generation, rail traction or industrial application.

2.2 These aims are achieved by the involvement of industry leaders, by organisation of international congresses, by CIMAC publications, through the activities of its committees and working groups, and by any other means which CIMAC might think desirable to employ. In particular, CIMAC provides a forum for technical interchange with all parties concerned with piston engine and gas turbine systems. Furthermore, CIMAC promotes the development of combustion engines and their applications. Activities of a purely commercial nature are excluded unless specifically approved by the Council.

2.3 The organisation’s activities and the provision of association services for its membership must be in line with the rules that ensure undistorted competition. To ensure that its work fulfils all the requirements of competition law, CIMAC and its membership are committed to the ‘CIMAC Compliance Programme’, decided by resolution of the Council.

## **Art. 3 - Membership**

- 3.1 Membership is open to National Member Associations (NMA) and Corporate Members (CM) as determined in the following paragraphs.
- 3.2 NMAs are national CIMAC committees representing parties with an interest in the objectives of CIMAC, e.g. engine manufacturers, engine users, universities, professional institutions, shipyards, consultants, component suppliers, fuel and oil companies, classification societies, and other interested parties.
- 3.3 Only if there exists no NMA in a country, individual companies or institutions can apply to join CIMAC as Corporate Members (CM). The CMs shall continue to make efforts to establish a CIMAC NMA in their country.  
In case a NMA will be established while CMs already exists, each CM can decide to join the new NMA. If so, the company is not any longer considered to be a CM but member of the new NMA. However, the remaining CMs lose their voting rights (Art. 8.1).
- 3.4 Applications for membership shall be addressed to the Central Secretariat in writing. With the submission of the application, the applicant declares to fully accept the statutes of the organisation in case of its acceptance as a member.
- Applications are scrutinized by the Board who satisfy themselves as to the suitability of the applicant for membership and report thereon to the Council (Art. 7 and 8). In the event of the Board (Art. 9 and 10) being unable to make a recommendation unanimously, it reports the fact to the Council with an explanation of the reasons.
- 3.5 The Council decides on the admission as a member by way of resolution according to art. 8. The decision is final and shall be communicated to the applicant in writing. The starting date of the membership shall be the date of the admission resolution.
- 3.6 Members may terminate their membership with effect to the end of a calendar year by written resignation to the Central Secretariat, subject to a three months' notice period.
- 3.7 The expulsion of a member from the organisation shall only be possible for good cause, notably in case of any conduct that damages either the intent or the reputation of the organisation. The member shall be granted a hearing before the Council. The Council then decides on the expulsion of the member by resolution according to art. 8. The Council's decision is final.
- 3.8 Membership may be cancelled by resolution of the Board, acting by simple majority, in case that a member is in arrears with 2 instalments of membership fees and, even after a written reminder, has not paid the outstanding sum. The written reminder shall also inform the member on the impending membership cancellation in case of non-payment. The decision of the Board to cancel the membership is definite and valid even without notification to the member.

## **Art. 4 - Membership fees**

The members shall pay membership fees in order to cover the costs incurred by CIMAC. The imposition and amount of membership fees is stipulated in 'Rules of contribution' of CIMAC, decided by resolution of the Council.

## **Art. 5 - Secretariats of NMAs**

- 5.1 Each NMA appoints a Secretary with responsibility for the administration between the Secretary General and the members within each NMA. They receive all communications, notices and minutes of the meetings of the Council and are responsible for the distribution of this material to their members.
- 5.2 The Secretaries of NMAs may attend meetings of the Council, without having any voting rights except in case they have been designated as delegates pursuant to art. 8.1 and, consequently, are entitled to vote on behalf of the member that they represent.

## **Art. 6 - Bodies of the organisation, offices and functions**

- 6.1 The bodies of the organisation are:
- a) The Board (art. 9 and 10);
  - b) The Council (art. 7 and 8) and
  - c) Secretary General (art. 13).
- 6.2 Offices and other functions within the organisation may be occupied not only by the members (through their legal representatives/delegates according to art. 8.1) but also by other natural persons nominated by the members.

## **Art. 7 - Convocation and tasks of the Council**

- 7.1 The Council meets twice a year. At the first meeting of a year, the Council is asked to ratify the financial actions of the Board and Central Secretariat for the previous year. Furthermore, a meeting of the Council is to be convened if required by the interest of the organisation or if requested in writing enclosing an agenda justifying the reasons for the request by a quorum of at least 1/3<sup>rd</sup> of the members' total voting interests (art. 8.1). In the latter case, the enclosed agenda is to be adopted without modifications.
- 7.2 The meetings of the Council must be called in writing by the Board with a notice period of at least four weeks prior to the meeting date, starting with the posting of the invitation to the meeting. The invitation must contain the agenda and indicate all items subject to the Council's resolution. In case of the intention to propose a resolution to accept an application for membership (Art. 3.5) or to terminate membership by expulsion (Art. 3.7) this must be notified at least 28 days before the date of the meeting at which the resolution will be taken. Members can request the Board in writing to place further items on the agenda. The Board shall decide on the inclusion of further agenda items at its reasonable discretion. In such case, the modified agenda will be announced at the latest at the beginning of the Council. Requests concerning the election or deselection of Board members, the modification of the statutes or the dissolution of the organisation that have not been announced in the invitation to the meeting are excluded from being added to the agenda and will only be treated in the following meeting of the Council.

- 7.3 The Council's tasks are in particular the following:
- a) Election of the members of the Board and their discharge;
  - b) Proposal of candidates for the election of the Board members;
  - c) Modification/revision of the statutes;
  - d) Admission and expulsion of members;
  - e) Amount and due-date of membership fees;
  - f) Approval of the budget and annual accounts;
  - g) Resolution on the dissolution of the organisation;
  - h) Any other task assigned to the Council by law or by the present statutes.
- 7.4 The Council may invite guests to attend certain parts of its meetings. The President has the same privilege. Guests do not have the right to vote.

## **Art. 8 - Proceedings and resolutions of the Council**

- 8.1 Members of the association participate in the Council through their legal representatives or other designated delegates. For this purpose, each member shall determine one or several delegates who will represent the member in the Council according to the following:

Each NMA has two unanimous votes and the right to nominate not more than two delegates to the Council.

Each CM has the right to nominate one representative to the Council; however, all CMs of a country only have one joint vote in the Council. In case of doubt, the joint vote is determined by simple majority vote of all CMs. In case CMs exist in parallel to a NMA, the CMs have no votes.

Members of the Board are ex-officio entitled to attend the meetings of the Council. They are not counted as delegates unless so nominated by the NMAs or the CMs according to the present art. 8.1.

Changes of names and contact details of the delegates must be communicated without delay to the Central Secretariat.

- 8.2 The Council shall be chaired by the President or, if the President is unavailable, by the Secretary General. In case that the latter is also unavailable, the Council shall elect a chair among its midst. The chair of the Council shall appoint a keeper of the minutes. Further, he shall decide on the type of voting within the Council, unless the majority of those present demand that a specific voting method shall be applied.
- 8.3 Any resolution voted upon by the Council is declared valid only if at least a quorum of  $\frac{1}{3}$ <sup>rd</sup> of the total voting interests (all NMAs and CMs) are present at the meeting, and more than 50% of all members voting have cast their votes in favour of the resolution. In case of a tie, a motion shall be deemed rejected. Resolutions on amendments to the statutes shall require the approval of no less than  $\frac{3}{4}$  of the votes cast.
- 8.4 Resolutions may be passed by ballot in writing outside the framework of the Council, if the Board decides upon a ballot in writing. Voting by a ballot follows the same rules and regulations as the Voting in the Council's meeting and they shall become valid forthwith if the majority, or in the case of an amendment to the statutes, a majority of  $\frac{3}{4}$  of the valid votes cast so agrees.

- 8.5 Any resolutions adopted by the Council shall be recorded in the minutes of meeting which shall be signed by both the chair and the minute-taker.

## **Art. 9 - Composition and tasks of the Board**

- 9.1 The Board consists of:

- a) the President (art. 11.1 and 11.2),
- b) the Past-President (art. 11.3),
- c) seven Vice-Presidents (art. 12),
- d) the Secretary General (art. 13) and
- e) the Congress President (art. 16.5).

Newly elected members of the Board preferably have Executive Management Status.

- 9.2 The Board conducts the ongoing business of the organisation and has in particular the following tasks:

- a) representation of the organisation;
- b) proposing candidates for the positions of the President and the Vice-Presidents;
- c) preparation and convocation of the Council, including the drawing-up of the agenda;
- d) execution of the resolutions of the Council;
- e) keeping of the organisation's records;
- f) drawing-up of the budget, annual accounts and annual report;
- g) conclusion and termination of employment and service contracts;
- h) exercise of the right to issue directions to staff members;
- i) scrutinizing of applications for membership and issue of recommendations to the Council,
- j) Cancellation of membership;
- k) Any other task assigned to the Board by law or by the present statutes.

- 9.3 The organisation shall be represented judicially as well as extra-judicially jointly by the President and the Secretary General. The organisation shall also be represented jointly by the Secretary General together with another member of the Board; internally, this shall however be limited to the case that the President is unavailable. The President is to be informed accordingly beforehand.

- 9.4 The members of the Board pursuant to para. 9.1 a), c), d) and e) (i.e. the President, the Vice-Presidents, the Secretary General, and the Congress President) shall be elected by the Council according to the voting procedure described in art. 8 separately for each office. It shall also be possible – upon decision of the Council's chair according to sec. 8.2 – to elect the afore mentioned members of the Board in one ballot, i.e. "en bloc". Candidates can also be elected without being present at the Council's meeting.

- 9.5 The Congress President is a member of the Board but has no voting right. Regarding his nomination for election and his role, see art. 16.5.

- 9.6 The term of office of the Board shall be 3 years. On expiry of their term, the Board members remain in office until election of their respective successors. Where a member of the Board leaves during its term, the Board may up until new elections of the Board are carried out by the Council appoint another person as its proxy. The Secretary General informs the Council of any pending vacancy

without delay in advance of the date at which the vacancy will arise unless such vacancy has arisen following a resignation or other 'force majeure' factors, in which case the Council is informed without delay.

- 9.7 The members of the Board are only liable vis-à-vis the organisation for intention or gross negligence. In case that members of the Board are held responsible by third parties in relation with their activities as Board members, the organisation shall exempt the concerned Board member from such claims, provided that the member did not act by intention or gross negligence.

#### **Art. 10 - Meetings and resolutions of the Board**

- 10.1 Meetings of the Board shall be convened by the President or the Secretary General in writing with a notice period of at least four weeks. The notice period may be shortened with the consent of all Board members. The consent shall be presumed if the members show up to the meeting.
- 10.2 The Board meets twice a year prior to the Council meetings. Extraordinary Board meetings can be convened if necessary.
- 10.3 Meetings are chaired by the President or, as a substitute, by the Secretary General.
- 10.4 Any resolution voted upon by the Board is declared valid only if at least a quorum of 50% of the Board members with the right to vote is present at the meeting. Resolutions of the Board are adopted by simple majority of the votes cast. In case of a tie, the President or, as a substitute the Secretary General, shall have the deciding vote.
- 10.5 Resolutions of the Board may also be passed without respecting the above-mentioned notice periods in writing (circulation procedure) if all members entitled to vote give their consent to this procedure. The consent of the members shall be presumed if they take part in the voting.
- 10.6 All resolutions must be recorded and conserved.
- 10.7 The Board may invite guests to attend certain meetings.

#### **Art. 11 - The President and Past-President**

- 11.1 The President shall be selected from present or past Vice-Presidents or from amongst others with appropriate CIMAC related experience. The candidates for the Presidency are nominated by the Board and/or the members of the Council.
- 11.2 On expiry of his term of office pursuant to art. 9.6 the President shall not be eligible for re-election for an interval of at least one term.
- 11.3 On completion of his/her term of office, the President takes the title Past-President and remains a member of the Board for one term.



## **Art. 12 - The Vice-Presidents**

- 12.1 The Vice-Presidents preferably have had two years' experience within the Council (as member representatives/delegates), the Committee for the Technical Programme or one of the Working Groups. Two Vice-Presidents are responsible for Technical Programmes, two for Working Groups, one for Users, one for Global Integration, and one for Communication.
- 12.2 The Board nominates one candidate for each vacancy. In addition, each NMA may nominate one additional candidate from any of the member countries for each vacancy.
- 12.3 The Secretary General consolidates all nominations into a single list, and after its approval by the Board circulates the list to the members of the Council.
- 12.4 Re-nomination and re-election will be possible for three additional terms. Thereafter a Vice-President will not be eligible for nomination again until after an interval of at least one term.

## **Art. 13 - Central Secretariat, Secretary General**

- 13.1 A Central Secretariat of CIMAC is established with its head office located at the address set out in article 1.3.
- 13.2 The Central Secretariat is led by the Secretary General who, as a special representative according to sec. 30 of the German Civil Code, carries out the day-to-day business of the organisation, in particular current administrative and staff-related matters. Regarding such day-to-day business, the Secretary General shall be entitled to solely represent the organisation. In case of doubt whether a certain transaction is to be considered as day-to-day business or not, the Secretary General shall consult with the President who shall take the decision as necessary.
- 13.3 The Secretary General preferably has had two years' experience as managing director or deputy managing director in an association of a related business sector. The candidates are nominated by the Board.

## **Art. 14 - Financial arrangements**

- 14.1 All financial arrangements are subject to periodical review and have to be agreed by the Council. For each fiscal year a budget is prepared, and a financial report issued. The financial report is subject to an audit. The membership fees are documented separately.
- 14.2 A Financial Committee consisting of the President, the Past-President and the Secretary General is formed with the task to handle CIMAC's financial operations especially in the periods between Council meetings. The Financial Committee proposes an auditor from among the active and experienced Council members. The Council approves the auditor. The elected auditor is invited to the Board meetings as a guest.

**Art. 15 - Working Groups**

- 15.1 Working Groups (WGs) are established by the Council to prepare reports and recommendations on subjects approved by the Council.
- 15.2 Further details regarding rights and duties of WG members are stipulated in Rules of CIMAC Working Groups, decided by resolution of the Council.

**Art. 16 - Congresses**

- 16.1 Congresses are held every two or three years. CIMAC is the non-commercial sponsor of the Congress and is responsible for content and structure of the program.
- 16.2 Further details regarding CIMAC Congresses are stipulated in the 'Congress Principles' document, decided by resolution of the Council.