

European Control Association

EUCA
Constitution
and By-Laws

CONSTITUTION

SECTION 1 - GENERAL PROVISIONS

Article 1

- (a) The organization is to be called 'European Control Association', abbreviated EUCA.
- (b) The Association, which does not engage in any activity with financial or political aims, adopts the legal form of an association in accordance with paragraph 60 and further of the Code Civil Suisse, as long as it is not contradictory to the present Constitution.
- (c) The seat of EUCA shall be determined by the General Assembly.

Article 2

- (a) The purpose of the Association is to promote the science and technology of control in the broadest sense in all systems whether, for example, engineering, physical, biological, social or economic, in both theory and application. EUCA is also concerned with the impact of control technology on society.
- (b) The primary object of the Association is to serve all those concerned with the theory and application of automatic control and systems engineering, wherever situated. To further this aim, it maintains working relationships with other organizations, national or international, especially with other non-governmental professional Associations.
- (c) EUCA is to provide a framework for collaboration between those working in automatic control and systems engineering, irrespective of race, creed or color and to promote the free exchange of ideas and experts within its professional field.
- (d) The Association is not to become involved in any kind of political activity, nor to take a stand on any such issue.
- (e) EUCA will not take part in any commercial activity with the explicit aim of acquiring financial gain.

Article 3

EUCA is to promote the science and technology of automatic control and systems engineering, in cooperation with national and other international organizations, by

(1) Organizing and sponsoring technical meetings such as congresses, conferences, symposia and workshops.

(2) Technical publications.

(3) Any other means consistent with this Constitution.

Article 4

With the approval of the General Assembly, EUCA may join international organizations whose wider aims, or part of them, implicitly include those of EUCA.

SECTION 2 - MEMBERS

Article 5

(a) For each country in Europe, at most one resident shall be eligible for regular membership in EUCA (national delegates).

(b) Each regular member may designate an associate member from the same country to the General Assembly. The associate member may participate in meetings of the General Assembly.

(c) In addition to the national delegates, up to three representatives of European industry are eligible for membership in EUCA.

(d) The elected members of the Council of EUCA are ex officio members of EUCA. If they are not regular members or industrial representatives, their membership terminates with the termination of their membership in the council.

(e) The residency restrictions of this article shall apply neither to elected or appointed members of the Council nor to the representatives of European Industry.

Article 6

(a) Each application or nomination for membership of EUCA shall be addressed to the EUCA Secretary. (b) The General Assembly elects members on a simple majority of votes cast. Members shall take office on the first day of January following the General Assembly at which they are elected or, if a postal or email ballot be held between sessions of the General Assembly, on the announcement of the result of that ballot by the EUCA Secretary, as the case may be. Members remain in office until the first day of January after the second regular meeting of the General Assembly following the start of their term. Re-election is allowed.

(c) No person shall hold office as an ordinary member of the General Assembly for more than three consecutive terms. A member may be elected for up to two additional consecutive terms as

a member of Council or as an elected officer of EUCA. In no case shall any member be elected for more than five consecutive terms.

(d) Election includes the obligation to recognize and adhere to the EUCA Constitution and By-Laws.

Article 7

(a) The membership may be terminated by a vote of the General Assembly if the activity of that member violates consistently the letter or the spirit of the present Constitution.

(b) Membership may be terminated by delivering a declaration to that effect to the President or to the Secretary.

SECTION 3 - GENERAL ASSEMBLY

Article 8

The General Assembly is the supreme body of the Association and shall comprise all members of EUCA.

Article 9

(a) The General Assembly may be convened either as a regular or an extraordinary meeting.

(b) A regular meeting of the General Assembly will be held annually, ordinarily in conjunction with the European Control Conference.

(c) An extraordinary meeting of the General Assembly may take place at any other time decided upon by the Council. The Council is furthermore obliged to convene such a meeting upon request of ten or more members.

(d) The appointed members of the EUCA Council are regular guests of the General Assembly and report to it.

Article 10

At a meeting of the General Assembly, at least half of the members, or their appointed associate members, shall be present to constitute a quorum for the transaction of business.

Article 11

(a) At a meeting of the General Assembly, each member shall have one and only one vote.

(b) The associate member may vote in place of the member, provided the EUCA Secretary has been notified by the authorizing member, in writing, prior to the scheduled date of the meeting.

Article 12

Except for amendments to the Constitution, any decision of the General Assembly will require the support of at least half of the votes cast. In the case of a tie, the Chair of the meeting will have a casting vote.

Article 13

The President of EUCA or, in his/her absence, the Vice-President or, if none of these be present, another member of the Council authorized by the President or failing him/her by the Council, shall preside at any meeting of the General Assembly.

Article 14

(a) If any decision is required between meetings of the General Assembly, the Council may order a postal or e-mail ballot.

(b) A postal or e-mail ballot will only be valid if at least half of the members have voted.

(c) Except for amendments to the Constitution, any decision reached by postal or e-mail ballot will require at least half of the votes cast. In the case of a tie, the President of EUCA will have a casting vote.

(d) Such a decision will be considered as having been reached by the General Assembly.

SECTION 4 - LANGUAGE

Article 15

The working language of EUCA shall be English. This will be used for written reports and records as well as for verbal discussions at any meeting. Any written document of EUCA shall be produced in English.

SECTION 5 - OFFICERS

Article 16

(a) The elected officers of EUCA shall be
The President
The Vice-President

The EUCA Treasurer

(b) The appointed officers of EUCA shall be
The EUCA Secretary
The Editor of the European Journal of Control
The Conference Editorial Board Chair

Article 17

(a) All of the officers listed in Article 16(a) shall be elected by the General Assembly after nomination by the Council. Such elections will require at least half of the votes cast.

b) Normally the Vice-President, after serving in this capacity for one term, will be elected to the office of President for the next term.

(c) The elected officers shall take office on the first day of January following the General Assembly at which they are elected or, if a postal or email ballot be held between sessions of the General Assembly, on the announcement of the result of that ballot by the EUCA Secretary, as the case may be. Members remain in office until the first day of January after the second regular meeting of the General Assembly following the start of their term.

(d) The President and Vice-President shall not be eligible for re-election to the same office. The Treasurer shall be eligible for re-election for up to, but not more than, four additional terms of office, not necessarily consecutive.

Article 18

(a) If the President resigns or cannot serve, the Vice-President or, failing him/her, a member of the Council selected by the Council will temporarily serve in his/her place as Acting President for such period as may be decided by the Council.

(b) The person serving as Acting President is to have exactly the same rights, privileges, and responsibilities as the President would have.

(c) Anyone so appointed shall not be barred under Article 17(d) from election as President or Vice-President at a later date.

Article 19

The President shall legally represent the Association.

Article 20

(a) The Council shall appoint the EUCA Secretary, the Editor of the European Journal of Control, and the Conference Editorial Board Chair.

(b) The duties, responsibilities and privileges of the EUCA Secretary, the Editor of the European Journal of Control, and the Conference Editorial Board Chair are defined in the By-Laws.

(c) Such appointments are for two years. Reappointments are allowed. The Council may make such appointments at any time. The Council shall inform the General Assembly of such appointments at its next regular meeting.

SECTION 6 - THE COUNCIL

Article 21

(a) The management of the Association shall be vested in a Council.

(b) The Council shall be responsible for the management of the Association to the General Assembly from which it receives its mandate and to which it shall report on the state of the Association.

(c) Subject only to the directions of the General Assembly, the Council will formulate the policies of the Association. It shall develop the long-term plans of the Association for approval by the General Assembly.

(d) The Council shall direct and supervise the functioning of the Association, including both the technical and the executive activities.

Article 22

(a) The Council shall consist of the elected officers of EUCA (Art. 16a), the Immediate Past President, and up to three elected Ordinary Council Members. The elected officers and ordinary council members do not have to be members of EUCA at the time of the election.

(b) Members of the Council shall serve voluntarily and be unpaid.

(c) The appointed officers of EUCA (Art. 16b) shall attend the meetings of the Council and participate in its deliberations but have no right to vote.

Article 23

The members of the Council are elected by the General Assembly. Such an election shall require a simple majority of the votes cast.

Article 24

(a) Ordinary members of the Council shall take office at the conclusion of the session of the General Assembly at which they are elected or, if a postal or e-mail ballot be held between sessions of the General Assembly, on the announcement of the result of that ballot by the EUCA Secretary as the case may be.

(b) Ordinary members of the Council remain in office until the conclusion of the second regular meeting of the General Assembly following the start of their term.

(c) No ordinary member of the Council shall serve in that capacity for more than two consecutive terms, or for more than three terms in all.

Article 25

(a) Should any member of the Council other than the President or Vice-President, due to resignation, death or other cause, be prevented from fulfilling his/her duties, the Council may appoint someone to serve in his/her place until the next election.

(b) Such a period of office shall not be considered as a term in office from the point of view of subsequent elections, as described in Article 25.

Article 26

(a) The President of the Association or, in his/her absence, the Vice-President or, if none of these be present, another member of the Council authorized by the President or failing him/her by the Council, shall preside at any meeting of the Council.

(b) A quorum for a meeting of the Council shall be not less than half of the members of the Council.

(c) All provisions concerning voting are set forth in the By-Laws.

SECTION 7 – THE EUROPEAN CONTROL CONFERENCE (ECC)

Article 27

Normally, the ECC will take place every year in July in Europe.

Article 28

The General Assembly shall elect a Conference General Chair who is responsible for the organization of the conference. Candidates for the Conference General Chair will be proposed by the Council.

SECTION 8 - FINANCE

Article 29

Membership fees, royalties and unconditional donations shall constitute the sources of revenue for EUCA.

Article 30

EUCA may collect royalties from the sales of its journals, of the publications arising from its congresses, conferences, symposia, and workshops and of other technical publications.

Article 31

The revenue of EUCA shall be used for administrative and other expenses as directed by the Council, which will be held responsible to the General Assembly for the use of such revenues.

Article 32

A EUCA sponsored technical meeting will normally be held in Europe. The organizers approved by EUCA will take financial and administrative responsibility for the organization and conduct of the meeting.

Article 33

EUCA shall not be held responsible for expenses incurred by representatives of members or EUCA office-bearers in attending meetings.

SECTION 9 - FINAL PROVISIONS

Article 34

(a) A proposed amendment to the Constitution must have the support of at least one-third of the members of EUCA before it can be brought to a vote in the General Assembly.

(b) Adoption of an amendment to the Constitution shall require a two-thirds majority of the total membership of EUCA.

(c) Amendments to the Constitution may be voted on by means of a postal or e-mail ballot.

Article 35

(a) The General Assembly may, subject to the general provisions of the present Constitution, adopt any By-Law that it deems necessary for achieving the aims of EUCA or for regulating the

objects and activities.

(b) Such By-Law shall be established or amended on a simple majority of votes cast by the General Assembly either by direct ballot or postal or e-mail ballot, provided that at least half of the members have voted. In the case of a tie, the President will have a casting vote.

Article 36

(a) In the event of a dispute or question of interpretation concerning the true meaning, intent, or application of any provision of the EUCA Constitution or the By-laws, the Council shall have the authority to resolve the matter.

(b) In the event that any such dispute or question of interpretation arises under circumstances in which it is not practicable to wait until the next Council meeting, the President shall have the authority to resolve the matter. Such resolution shall have effect until the next Council meeting, at which time such resolution shall either be ratified or overturned by the Council, as the case may be.

Article 37

(a) The procedure for the dissolution of EUCA is the same as for amendments to the Constitution (Art. 34).

(b) In the event of the dissolution of EUCA the Council shall determine the manner of disposal of the funds and properties for the benefit of one or more non-profitmaking organizations, the aims of which are as similar to the aims of EUCA as possible.

BY-LAWS

GENERAL PROVISIONS

No. 1

These By-Laws are drafted in accordance with Article 35 of the Constitution.

No. 2

The seat of EUCA is in Zurich, Switzerland.

GENERAL ASSEMBLY

No. 3

(a) The date and agenda of a session of the General Assembly shall be fixed by the Council, taking into account the suggestions of the members.

(b) Notice of a session of the General Assembly shall be sent to the members by the EUCA Secretary not less than two months prior to the date fixed, accompanied by a provisional agenda.

(c) Comments on the agenda shall be returned to the EUCA Secretary not less than one month before the date of the session.

(d) The final agenda shall be sent to Member Organizations not less than two weeks prior to the date of the session.

No. 4

Matters not appearing on the agenda of a session of the General Assembly will be considered only if prior approval is given by not less than half of the members present at the General Assembly.

COUNCIL

No. 5

The Council shall submit to the General Assembly

- (a) The report of the Council for the preceding year.
- (b) The Treasurer's report and statement of accounts of EUCA.
- (c) The report by the Editor of the European Journal of Control.
- (d) The report by the Conference Editorial Board Chair.
- (e) Proposals for the admission of new members.
- (f) A slate of candidates for election to the Council for the ensuing years, including both the Elected Officers and the Ordinary Members.
- (g) Proposals for the organization of the European Control Conference in the next four years.
- (h) Proposed modifications to the Constitution or By-Laws of EUCA.
- (i) Proposed date and place of the next session of the General Assembly.

No. 6

The EUCA Treasurer will manage the finances of the Association by the Council. In particular, he/she will

- (a) collect membership fees and other revenues;
- (b) pay the expenses of the Association;
- (c) manage EUCA funds;
- (d) prepare an annual financial report;
- (e) prepare an annual budget.

No. 7

In accordance with Article 20 of the Constitution, the EUCA Secretary

- (a) acts as Secretary of the General Assembly as well as of the Council;
- (b) shall, taking into account the suggestions of the President and the other members of the Council, prepare the agenda of each meeting of the Council and post it at least two weeks before the date of the meeting;
- (c) conducts the current business of EUCA, runs the secretarial office, deals with correspondence and maintains the records of the Association;

No. 8

The Editor of the European Journal of Control will, in accordance with any guidelines and regulations set by the Council

- (a) head the Editorial Office
- (b) handle the paper submissions and publication decisions
- (c) interact with the publisher of the Journal
- (d) report on the status of the Journal at each ordinary meeting of the General Assembly

No. 9

The Conference Editorial Board Chair is responsible for selecting the Editors who decide on the paper acceptances.

No. 10

All documents committing EUCA in any way must be signed by two members of the Council, one of whom should be the President and, if financial matters are involved, the other must be the Treasurer.

No. 11

(a) The residency restrictions of article 5 shall not apply to the founding members of the Association.

(b) Within four months of the founding of EUCA the founding members will elect the members and the Council of EUCA in accordance with the Constitution and By-Laws.

No. 12

- (a) The Nominations Committee (NC) prepares recommendations for the election of new ordinary and industrial EUCA members.
- (b) The NC consists of at least three EUCA members.
- (c) The chair of the Nominations Committee is proposed by the EUCA president and elected by the General Assembly.
- (d) The other members of the NC are elected by the EUCA Council.
- (e) The election to the NC is for two years. Re-election is possible for at most two additional two-year terms.
- (f) NC membership ends with membership of EUCA.

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