

# Document of information

## Proposal for modifications of the Statutes

### 1. Introduction

Following the Statutory Auditor recommendations, based on recent changes in the French legislation regarding the General Assemblies of Associations, it is now required for CIGRE to hold a General Assembly within the first six months following the year of the accounts (Code of Commerce articles L.612-1 & 2).

Article 7 (“General Assembly”) of the Statutes of CIGRE say that “The members of CIGRE will meet in a General Assembly, every two years, at the time of the Sessions.”

The frequency and time in the year for the General Assembly have to be changed.

In order to enable CIGRE to have a General Assembly of its members outside the time of the biennial Sessions, the introduction of the vote by correspondence and/or by electronic means, is necessary.

This would have the advantage to align CIGRE on the best practices of many Companies or Associations for the organisation of their General Assemblies.

This document of information presents the changes of the Statutes which have been approved by the Administrative Council on 18<sup>th</sup> August 2015, and which have to be submitted to an Extraordinary General Assembly, for approval.

### 2. Necessary changes of the Statutes

It is reminded that so far a General Assembly of the CIGRE members is held in two parts:

- The ordinary General Assembly (Article 7) dealing essentially with the approval of financial accounts;
- An Extraordinary General Assembly (Article 8) dealing mainly with modifications of the Statutes.

In order to make the CIGRE Statutes compliant with the new legislation on Associations, and to enable the Association to consult its members by correspondence and/or by electronic means, the following articles have to be changed:

- Article 7 – General Assembly
- Article 8 – Extraordinary General Assembly
- Article 9 – Administrative Council
- Article 11 – Steering Committee
- Article 18 - Finance

Pages 3 - 7 present the proposed changes of these five articles, with a reminder of the current wording on the left column, and with the proposed new version on the right column.

The proposed changes in the text are **highlighted in red**.

### 3. Vote on the proposed changes of the Statutes

In the framework of the current Statutes, an Extraordinary General Assembly (EGA) is convened.

An invitation to attend the EGA and the agenda is sent to all the CIGRE members by email.

The EGA will take place in Paris, 21 rue d'Artois, Paris, France, on December 14, 2015 at 5:00 p.m.

CIGRE members are invited to choose between the following options:

- I approve the proposed modifications;
- I do not approve the proposed modifications;
- I abstain.

Members have the possibility to give a proxy to the person of their choice who will attend the EGA meeting (a form of proxy is provided with the agenda).

The President of CIGRE and the Secretary General will attend the EGA meeting.

The counting of votes will be conducted by the Central Office staff.

The results of the vote will be published on the CIGRE website.

## ENGLISH VERSION OF THE STATUTES

Current wording	Proposed new wording
<p><b>Article 7 – General Assembly</b></p> <p>The members of CIGRE will meet in a General Assembly, every two years, at the time of the Sessions.</p> <p>The General Assembly:</p> <ul style="list-style-type: none"> <li>a) Receives the report on the management and accounts of the preceding financial period, presented by the Administrative Council;</li> <li>b) Receives the report presented by the Auditors;</li> <li>c) Considers and, if agreed, approves the balance sheet and accounts of CIGRE;</li> <li>d) Elects the Administrative Council;</li> <li>e) Appoints, as required by law, the Auditors, who must not be members of the Administrative Council, or employees of CIGRE;</li> <li>f) Sets the rates of the annual membership fees;</li> <li>g) Considers and, if agreed, approves modifications of the Statutes proposed by the Administrative Council.</li> </ul> <p>The General Assembly will be called by the Secretary General, through the CIGRE Journal ELECTRA, at least one month before the date set. The agenda will be sent with the calling notice; no question may be submitted to the General Assembly without having been previously considered by the Administrative Council.</p> <p>The President of CIGRE will preside over the General Assembly. In the absence of the President the Administrative Council will elect one of its members to preside for that meeting only.</p>	<p><b>Article 7 – General Assembly</b></p> <p>A General Assembly of the members of CIGRE will be called at least once a year.</p> <p>A General Assembly may take place by correspondence. This correspondence may be undertaken electronically, or by other conventional or modern means.</p> <p>The members of CIGRE will meet in a General Assembly, in person every two years, at the time of the Session.</p> <p>The General Assembly:</p> <ul style="list-style-type: none"> <li>a) Receives the report on the management and accounts of the preceding financial period, presented by the Administrative Council;</li> <li>b) Receives the report presented by the Auditors;</li> <li>c) Considers and, if agreed, approves the balance sheet and accounts of CIGRE;</li> <li>d) Elects the Administrative Council;</li> <li>e) Appoints, as required by law, the Auditors, who must not be members of the Administrative Council, or employees of CIGRE;</li> <li>f) Sets the rates of the annual membership fees;</li> <li>g) Considers and, if agreed, approves modifications of the Statutes proposed by the Administrative Council.</li> </ul> <p>The General Assembly will be called by the Secretary General, via the CIGRE standard communication media (Electra, and/or email, and/or newsletter ...), at least one month before the date set. The agenda will be sent with the calling notice; no question may be submitted to the General Assembly</p>

<p>Decisions of the General Assembly are taken by a simple majority of the votes of those present or represented at the meeting, these being counted as set out below, no quorum being required. In the case of equal division of votes, the President has the casting vote. In the case of amendments of the Statutes, decisions will require two-thirds of the votes of those present or represented at the meeting.</p> <p>At a General Assembly each individual member has one vote and each collective member is entitled to six votes.</p> <p>Every member (collective or individual) may be represented at a General Assembly by any member of CIGRE, who will debate and vote in the member's name, by means of a written authorisation which must be returned to the Central Office.</p>	<p>without having been previously considered by the Administrative Council.</p> <p>The President of CIGRE will preside over the General Assembly. In the absence of the President the Administrative Council will elect one of its members to preside for that meeting only.</p> <p>Decisions of the General Assembly are taken by a simple majority of the votes of those present or represented at the meeting, these being counted as set out below, no quorum being required. In the case of equal division of votes, the President has the casting vote. In the case of amendments of the Statutes, decisions will require two-thirds of the votes of those present or represented at the meeting.</p> <p>At a General Assembly each individual member has one vote and each collective member is entitled to six votes.</p> <p>Every member (collective or individual) may be represented at a General Assembly by any member of CIGRE, who will debate and vote in the member's name, by means of a written authorisation which must be returned to the Central Office.</p>
<p><b>Article 8. – Extraordinary General Assembly</b></p> <p>An Extraordinary General Assembly may be called by the Secretary General, at the request of the Administrative Council, or at the request of at least 50 members belonging to at least four different National Committees, at a minimum of three months' notice.</p> <p>The Agenda and any supporting papers must be sent out with the notice calling the meeting and the discussion at the meeting will be strictly confined to the Agenda items for which due notice has been given.</p>	<p><b>Article 8. – Extraordinary General Assembly</b></p> <p>An Extraordinary General Assembly may be called by the Secretary General, at the request of the Administrative Council, or at the request of at least 50 members belonging to at least four different National Committees, at a minimum of three months' notice.</p> <p>The Agenda and any supporting papers must be sent out with the notice calling the meeting and the discussion at the meeting will be strictly confined to the Agenda items for which due notice has been given.</p> <p><b>An Extraordinary General Assembly may take place by correspondence. This correspondence may be undertaken electronically, or by other conventional or modern means.</b></p>

## Article 9 – Administrative Council

The operations of CIGRE will be administered by the Administrative Council, the composition of which will be as follows:

- a) The President;
- b) One representative of each recognized National Committee, elected by the General Assembly, who will be a Regular member or an Observer member, as specified in the “Rules of Procedure”;
- c) The Treasurer and the Technical Committee Chairman, without voting right, unless they have been nominated to represent their National Committee;
- d) The past Presidents of CIGRE;
- e) The President of the International Electrotechnical Commission and, whenever appropriate, of some other adjoining Organisation.

Elected members must be individual members of CIGRE.

Only Regular Members can vote, in accordance with a weighting system, as defined in the “Rules of Procedure”.

The Administrative Council stays in office from the time of its appointment until the following General Assembly. It is invested with all the powers of management and administration of CIGRE between two General Assemblies.

Vacancies may be filled by decision of the Administrative Council itself, on the proposition of the National Committee concerned.

The Chairman of the Administrative Council, elected from among the Administrative Council members under the conditions laid down in Article 10, will be the President of CIGRE.

The Administrative Council will meet at least once a year. During the Session there will be two meetings of the Administrative Council, one for the outgoing Administrative Council and one for the newly elected

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- c) The Treasurer and the Technical Committee Chairman, without voting right, unless they have been nominated to represent their National Committee;
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Vacancies may be filled by decision of the Administrative Council itself, on the proposition of the National Committee concerned.

The Chairman of the Administrative Council, elected from among the Administrative Council members under the conditions laid down in Article 10, will be the President of CIGRE.

The Administrative Council will meet at least once a year. During the Session there will be two meetings of the Administrative Council, one for the outgoing Administrative Council and one for the newly elected

<p>between Sessions at the request of the President, or of Administrative Council members from at least four National Committees.</p> <p>In meetings of the Administrative Council the quorum will consist of more than one half of the Administrative Council total votes; decisions will be taken by a simple majority of the votes of members present. The President does not vote, but if the votes are equally divided, the President will decide on the action to be taken. Voting by proxy is not permitted.</p> <p>In the absence of the President, the Administrative Council will elect one of its members to chair for that meeting only. In the unavoidable absence of any member, his National Committee, by prior arrangement with the President, may put forward a substitute with right of vote for that meeting only.</p> <p>In certain circumstances, specified in the “Rules of Procedure”, members of the Administrative Council may be asked to vote by correspondence.</p>	<p>Administrative Council. But more meetings may be called in the interval between Sessions at the request of the President, or of Administrative Council members from at least four National Committees.</p> <p>In meetings of the Administrative Council the quorum will consist of more than one half of the Administrative Council total votes; decisions will be taken by a simple majority of the votes of members present. The President does not vote, but if the votes are equally divided, the President will decide on the action to be taken. Voting by proxy is not permitted.</p> <p>In the absence of the President, the Administrative Council will elect one of its members to chair for that meeting only. In the unavoidable absence of any member, his National Committee, by prior arrangement with the President, may put forward a substitute with right of vote for that meeting only.</p> <p>In certain circumstances, specified in the “Rules of Procedure”, members of the Administrative Council may be asked to vote by correspondence.</p>
<p><b>Article 11. – Steering Committee</b></p> <p>The Steering Committee has an advisory function and prepares the work of the Administrative Council. It is also responsible, by delegation of the Administrative Council, for such executive decisions as may be necessary between the meetings of the Administrative Council.</p> <p>The Steering Committee is appointed by the Administrative Council; its composition is as follows:</p> <ol style="list-style-type: none"> <li>The President, as Chairman;</li> <li>The Treasurer and the Chairman of the Technical Committee;</li> <li>Twelve other members, nominated by the Administrative Council from the members of the Administrative Council, as specified in the “Rules of Procedure”.</li> </ol> <p>These twelve members will be nominated for a period of two years by the</p>	<p><b>Article 11. – Steering Committee</b></p> <p>The Steering Committee has an advisory function and prepares the work of the Administrative Council. It is also responsible, by delegation of the Administrative Council, for such executive decisions as may be necessary between the meetings of the Administrative Council.</p> <p><b>The members of the Steering Committee are appointed among the members of the Administrative Council at the first meeting after the General Assembly at the time of the Session. The composition of the Steering Committee is as follows:</b></p> <ol style="list-style-type: none"> <li>The President, as Chairman;</li> <li>The Treasurer and the Chairman of the Technical Committee;</li> <li>Twelve other members, nominated by the Administrative Council from the members of the Administrative Council, as specified in the “Rules of Procedure”.</li> </ol>

<p>newly appointed Administrative Council and it is recommended that they should not be re-appointed more than twice. There will not be two members belonging to the same National Committee.</p> <p>The duties of the Steering Committee are assigned by the Administrative Council in the “Rules of Procedure” and it will report its actions and recommendations to the next Administrative Council meeting.</p> <p>The Steering Committee holds a main meeting once a year, ahead of the Administrative Council meeting, and when required, to finalize discussions on particular issues.</p> <p>It can also function by correspondence between meetings. The Secretary General shall then refer to it any question on which the President thinks it useful to consult the Steering Committee. The results of the consultation and the decisions taken shall be reported on by the Secretary General.</p>	<p>These twelve members will be nominated for a period of two years by the newly appointed Administrative Council and it is recommended that they should not be re-appointed more than twice. There will not be two members belonging to the same National Committee.</p> <p>The duties of the Steering Committee are assigned by the Administrative Council in the “Rules of Procedure” and it will report its actions and recommendations to the next Administrative Council meeting.</p> <p>The Steering Committee holds a main meeting once a year, ahead of the Administrative Council meeting, and when required, to finalize discussions on particular issues.</p> <p>It can also function by correspondence between meetings. The Secretary General shall then refer to it any question on which the President thinks it useful to consult the Steering Committee. The results of the consultation and the decisions taken shall be reported on by the Secretary General.</p>
<p><b>Article 18 - Finance</b></p> <p>CIGRE will derive its income from members’ annual membership fees, from the proceeds of the Sessions and Symposia, and from the sale of its publications.</p> <p>The funds of CIGRE will be managed by the Administrative Council which may delegate certain of its powers.</p> <p>The financial period will be from 1st January odd-number year to 31st December of the year when the General Assembly is held, that is the even-number year. The accounts for the financial period, after verification by the Auditors, will be submitted to the General Assembly for approval, as provided for in Article 7.</p>	<p><b>Article 18 - Finance</b></p> <p>CIGRE will derive its income from members’ annual membership fees, from the proceeds of the Sessions and Symposia, and from the sale of its publications.</p> <p>The funds of CIGRE will be managed by the Administrative Council which may delegate certain of its powers.</p> <p><b>The financial period will be from 1st January to 31st December of each year. The accounts for the financial period, after verification by the Auditors, will be submitted to the General Assembly for approval, as provided for in Article 7.</b></p>