

## **CANENA By-Laws**

**Last Revised: November 8, 2021**

### **1.0 NAME, REGISTERED OFFICE, PURPOSE AND TERM**

**1.1 Name.** The organization is called Consejo de Armonización de Normas Electrotécnicas de las Naciones en las Américas, abbreviated to CANENA, in English "Council for Harmonization of Electrotechnical Standards of the Nations in the Americas."

**1.2 Registered Office.** The registered office of the organization is at 1300 N. 17th Street, Suite 900, Arlington, VA 22209 USA. It may be moved to any other address by simple majority decision of the CANENA Council.

**1.3 Purpose.** The purpose of CANENA is to facilitate the development and maintenance of harmonized electrotechnical codes and standards and uniform conformity assessment methods. CANENA is an industry driven organization that encourages the reduction of non-tariff trade barriers.

CANENA may conduct any activities or perform any operations, undertake any steps or initiatives capable of promoting the achievement of its statutory purpose and, in particular, cooperation among its members. CANENA does not intervene in any way in the competitive efforts of industrialists and tradesmen.

CANENA is a not-for-profit organization that supports international electrotechnical standardization.

The CANENA Council shall have sole authority in interpreting both the nature and the extent of the purpose of the organization.

**1.4 Term.** CANENA has been formed for an unlimited term.

**1.5 Structure.** The CANENA organizational structure shall consist of:

- the Council
- the Executive Committee of the Council
- the Audit Committee
- Technical Harmonization Committees (THC) and Technical Harmonization Subcommittee (THSC)

### **2.0 MEMBERS OF CANENA**

All members of CANENA in good standing are members of the Council.

**2.1 Nature of Membership.** Membership in CANENA is voluntary. The primary purpose of membership is to develop harmonized standards proposals in cooperation with official national standards development entities and processes. Members shall be stakeholders of the electrotechnical industry within the nations of the Americas and shall strive to be representative of

those in their country that are directly or materially affected by the activities of CANENA.

Voting on amendments to the By-laws, liaisons, major policy issues or such other issues as determined by the Council shall be by country with each country having one vote which shall be cast by the CANENA country Vice-President, or the designated alternate. A two-thirds affirmative vote shall be required for passage.

**2.2 General Members.** The general members of the Council shall be composed of dues-paying representatives from the following:

- trade association or chamber
- professional society
- association
- individual company
- unaffiliated individual
- government agency

**2.2.1 Company Members.** An individual Company Member shall be composed of one or more General Members of which only ten shall be required to be dues paying. A Company Member may designate up to ten voting representatives.

**2.2.2 Association Members.** A trade association or chamber, a professional society, or other association comprised of one or more general members or company members of the Council. Association staff participating in official administrative capacities of the Council (e.g. Secretaries, Advisory Committees) are considered non-dues paying and non-voting members.

**2.2.3 Sustaining Members.** A trade association or chamber, a professional society, other association, or individual company that provides sustaining resources to the Council as determined by the Executive Committee shall be deemed a Sustaining Member of CANENA.

**2.3 Request for Membership.** Any request for membership shall be subject to the condition that the applicant agrees to abide by the By-laws and the procedures of the organization.

**2.4 Membership Termination.** Membership resignations shall be forwarded to the Secretary-General of CANENA at least three months before the end of the calendar year. The member resigning shall meet any statutory commitments and, in particular, the financial charges incumbent on the member until the first day of the following year.

Such resignation shall become effective upon receipt by the Executive Committee.

Any member who has not paid the membership dues or assessments, despite a warning from the Executive Committee within the time provided for payment, shall be considered as having resigned.

Resigning members shall have no claim to the assets of the organization.

**2.5 Expulsion.** Expulsion of a member may be declared only for serious reasons by a decision of the Council for which at least two-thirds of the general members must have voted in favor.

Such expulsion shall become effective on the dates set by the Council with the understanding that the member expelled shall have the status of a resigning member as far as the rights and commitments vis-à-vis the organization shall be concerned. Both the organization and its members shall be released from any liabilities for possible damages resulting directly or indirectly from any expulsion declared in conformity with the By-laws.

### **3.0 COUNCIL**

**3.1 Powers.** The Council is the supreme authority of the organization; it is formed by its general members in good standing and represents their corporate body.

The Council has all the powers necessary to achieve the purpose of CANENA.

The general members in good standing may be represented at the Council by one or several persons, but each general member is entitled to only one vote.

**3.2 Ordinary and Extraordinary Meetings.** The Council shall meet upon an invitation by the President, at the place and on the date determined by the Executive Committee in particular, to:

- receive the report on the activities of the organization since the last meeting;
- approve the Auditor's report for the previous year and the budget for the current year;
- confirm actions of the Executive Committee and the Audit Committee taken since the last meeting.

The Executive Committee shall schedule an ordinary meeting of the Council approximately every fifteen months.

The President may also convene a meeting of the Council any time the interests of the organization require it.

A meeting of the Council shall also be convened if a least 10% of the General Members request it.

The meeting notice, accompanied with the agenda, shall be dispatched at least one month before the date scheduled for a Council meeting.

The Council shall elect the President, the Treasurer, and the country Members-At-Large (See 4.1). The term of office shall span two successive Ordinary Council meetings. They may be re-elected for not more than two

successive terms. Newly elected officers shall take office on the first day of the month following the Council meeting at which they were elected.

The Council shall acknowledge the appointments for country Vice-President (See 4.1).

The Council shall establish an Audit Committee consisting of one person from each country represented on the Executive Committee and designate, from these members, the Chair of the Audit Committee. The Audit Committee Chair shall be from a different organization than the Treasurer. The term of office shall be congruent with that of the elected officers, may be renewed without any term limits. The President and the Treasurer shall be ex-officio, non-voting members of the Audit Committee. The Executive Committee may, at the request of the Audit Committee, retain the services of an independent auditor.

Appointment of the Secretary-General and designation of the Secretariat shall be subject to approval by the Council.

At Council meetings, each member in good standing shall be permitted to designate, in writing, another member in good standing to represent them for this purpose. The representative shall hold a formal written proxy.

A record of the meeting shall be prepared and distributed to the members.

## **4.0 THE EXECUTIVE COMMITTEE AND GENERAL SECRETARIAT**

**4.1 Composition of the Executive Committee.** The Executive Committee shall consist of the following members: Voting Members: President, country Vice-Presidents, Country Members-at-Large, the Treasurer, the Immediate Past President and Non-voting Members: the Ambassador-at-Large, a representative from each SDO.

The members in good standing from a country may petition for representation on the Executive Committee. Such representation shall be by a country Vice-President. In addition, one Member-at-large may be nominated by the members from that country with appointed being subject to Council approval.

The Executive Committee will consider the following among the criteria when deciding to grant a petition for Executive Committee membership:

- Is an official standards development entity in the country of the petitioning members supportive of the petition and CANENA's purpose?
- Is an electrotechnical industry sector or trade association in the country of the petitioning members supportive of the petition and CANENA's purpose?
- Are the individuals proposed for appointment as country Vice-President and Member-At-Large a consensus choice of CANENA members in good standing from that country?

The Ambassador-at-Large shall be appointed by the Executive Committee, and shall perform such duties as directed by the President to further the objectives of the Council.

**4.2 Meetings of the Executive Committee.** The Executive Committee shall be convened by the President. The invitation shall be accompanied by the agenda of the meeting, decided by the President, and dispatched at least one month beforehand. A record of the meeting shall be prepared and distributed to all members in good standing.

**4.3 Powers of the Executive Committee.** The Executive Committee shall:

- implement the decisions of the Council;
- prepare recommendations for the Council;
- coordinate all technical activities;
- establish and monitor the operations of the CANENA product sector Technical Harmonization Committees and Technical Harmonization Subcommittees;
- establish standards harmonization procedures to ensure the principles of consensus are followed;
- support the development of maintenance procedures for harmonized standards; and
- appoint a registrar to maintain the Council's membership register.

All documents committing the organization, except those regarding day-to-day management, shall be signed jointly, by the President and either the Treasurer or the Secretary-General.

Legal actions, both as claimant and defendant, shall be managed in the name of the organization by the Executive Committee.

**4.4 Secretariat.** The Executive Committee shall designate the organization to serve as Secretariat to provide the necessary administrative support, subject to approval by the Council.

The Secretariat shall be assigned for a period of time congruent with that of the elected officers and may be reassigned to the same organization for successive terms.

**4.5 Secretary-General.** The Executive Committee shall designate the Secretary-General to provide the necessary day-to-day management of CANENA, subject to approval by the Council. The term of office shall be for a period of time congruent with that of the elected officers. The Secretary-General may be appointed for successive terms.

Documents of current or day-to-day management, such as receipts and discharges with regard to third parties, postage, communications charges and any other administrative matters, shall be signed by the Secretary-General or by individuals whom the Executive Committee, by virtue of a special authorization, has empowered to do so within the limits and conditions determined by the Committee.

The Secretary-General shall ensure that all the tasks are carried out according to the By-laws and the decisions made by the Council as well as the decisions of the Executive Committee.

The Secretary-General shall appoint and employ such other staff as authorized by the Executive Committee.

**4.6 Treasurer.** Management of the financial records of the organization is entrusted by the Council to the Treasurer. The management of funds is entrusted to the Treasurer subject to the supervision of the Executive Committee. The Audit Committee shall be responsible for overseeing these activities. In the absence of the Treasurer, the Audit Committee Chair shall perform all the duties and have the authority of the Treasurer and organize finding a suitable replacement for the position.

#### **4.6.1 Duties**

The duties of the Treasurer shall include the following:

- Provide general guidance to the Executive Committee on financial matters
- Prepare and recommended an annual budget
- Present financial information, forecast and reports at Executive Committee meetings and, if necessary, through other means of communication coordinated by the Secretary-General

Oversee the implementation of the Audit Committee recommendations

**4.7 Advisory Committees.** The Executive Committee, at its discretion, may appoint temporary or standing Advisory Committees for the purpose of providing non-binding guidance to the Executive Committee and/or the Council. The Chair, composition, the terms of reference, and the term of activity for each Advisory Committee shall be established by the Executive Committee.

**4.8 Registrar.** The Executive Committee shall designate the organization to serve as Registrar, subject to approval by the Council. The Registrar shall execute a memorandum of agreement with CANENA thereby agreeing to CANENA's terms and conditions. The Registrar shall appoint a representative subject to the concurrence of the Executive Committee and shall provide other support necessary for the conduct of the duties of the Registrar. The Registrar representative can be given the privilege of the floor at all meetings of the Executive Committee and its standing and temporary committees and subcommittees, and has no vote.

The duties of the Registrar shall be determined by the CANENA Council, and shall include the following:

- a. Registers and maintains Council membership rolls and membership database and broader communication databases.
- b. Executes the annual dues collection campaign that is essential to member retention and receives dues payments.
- c. Executes Council communications broadcasts through electronic databases.

- d. With respect to membership rolls, maintains records of membership classification: individual (in good standing, dues exempt, company (Supporting and Regular), association and distinction of voting versus non-voting members including country representation.
- e. Provides and keeps up to date on the CANENA Website a list of members in good standing.
- f. Provides periodic reports on membership rolls and general guidance on registrar matters at CANENA ExCo and Council meetings and, at such times and in such form as the CANENA ExCo specifies.

## **5.0 RESOURCES, MANAGEMENT AND MISCELLANEOUS PROVISIONS**

**5.1 Resources.** The accounting year shall be the calendar year.

The Council shall establish the budget.

The Executive Committee shall be authorized to disburse funds prior to approval of the budget by the Council.

Membership dues shall be established by membership categories on recommendation of the Treasurer and assessed on an annual basis. Dues shall be determined such that the total income plus reserve funds equals or exceeds the amount covering the expenditures provided in the budget.

A general operating reserve exists to provide essential financial stability to CANENA. In the short-term, the general operating reserve is intended to ensure adequate cash flow is maintained during lean periods of the entity's operating cycle. Special reserves relate to CANENA mission-specific activity. These reserve funds support future growth initiatives. With guidance from the Executive Committee and Controller, the Treasurer will consider CANENA's resources, along with the needs of its Secretary-General and Council Members in order to determine the adequacy of the reserves.

**5.2 Additional Assessments.** The general members of the Council may authorize additional budgets and assessments for specific fields of interest to certain members of the organization. The costs entailed shall be assessed to the members concerned in a proportion established by the Council.

**5.3 Decisions.** Except for any provisions to the contrary elsewhere mentioned in these By-laws, decisions of the Council as well as those of the Executive Committee shall be made by a simple majority of the votes cast, each member being entitled to one vote. Decisions of the Council and the Executive Committee shall be binding on all the members of the organization.

Decisions of a technical nature shall be made and applied in accordance with the provisions stipulated in 6.0 Organization of Technical Work.

## **6.0 ORGANIZATION OF TECHNICAL WORK**

**6.1 Establishment of Committees, Subcommittees, and Working Groups.** Upon request from representatives of a product sector in two or more countries, Technical Harmonization Committees (THC) shall be established composed of members from organizations and other individuals from each country that is materially affected by the specific activity.

The THCs shall be responsible for the harmonization of standards within their scope and upon agreement, for processing them for approval through the responsible organizations in each country. The THCs shall be permitted to develop a harmonized draft with at least two SDOs in support. The THC shall be permitted to establish Technical Harmonization Subcommittees (THSC) to address one or more related product standards within the scope of the THC.

The THCs and THSCs shall be available for developing and maintaining the harmonized standards and processing revisions in cooperation with the SDOs as necessary.

The THC or THSC shall be permitted to establish Working Groups (WG) to address a specific requirement or issue within a standard. The scope of the WG shall be narrowly defined, the period of existence shall be of a short duration, and an expiration date shall be established. Time extensions shall be permitted only where necessary to complete the original scope of the WG.

Representatives from the countries that are materially affected by the specific activity shall be invited to become members of a THC, THSC, or WG. Every attempt shall be made to have balanced representation from each country on each THC, THSC, or WG through the use of e-mail and teleconferencing in addition to meetings.

All members of a THC or THSC shall be members in good standing of CANENA. SDO representatives on THC or THSCs are not required to be members in good standing. Experts in the subject matter that are not members of CANENA shall be permitted participate as guest on a Working Group at the discretion of the THC Chair.

CANENA THC/THSC/THWG meetings are closed meetings.

**6.2 Appointment of Chairpersons and Secretary.** The Chairperson of a TC shall be appointed by the Executive Committee. The term of office shall be two calendar years. There is no limit to the number of terms that a Chairperson can serve.

The Chairperson of a THSC shall be appointed by the Chairperson of the responsible THC. The term of office shall be two calendar years and successive reappointments shall be permitted.

The Chairperson of a WG shall be appointed by the Chairperson of the responsible THC or THSC. The term of office shall be for the term of the WG, but in no case more than two years.

A THC, THSC, or WG shall designate a Secretary to provide the administrative support as necessary. The Chairperson and the Secretary shall not be required to be from the same country.



## **7.0 AMENDMENTS TO THE ARTICLES OF ORGANIZATION AND DISSOLUTION**

**7.1 Amendments to the By-laws.** These By-laws may be amended with a two-thirds affirmative vote of the Country Vice-presidents.

**7.2 Dissolution.** Dissolution of CANENA may be declared by a decision of the general members of the Council for which at least three-quarters of the votes shall be in favor. Such dissolution shall be declared only if at least three-quarters of the general members are present or represented.

In the event of dissolution, the disposal of the assets of the organization, after payment of the liabilities, shall be determined by the Council and distributed to organizations exempt from taxation under the provisions of the United States Internal Revenue Code and no part of the funds, investments and other assets shall incur to the benefit of any corporation, partnership or individual.

## **8.0 SUNDRY PROVISIONS**

**8.1 Application of Legal Provisions.** All questions concerning the organization which are not governed by these By-laws shall be governed by the provisions of the State of Delaware, USA.

**8.2 Copies of By-laws.** Certified true copies of these By-laws and their amendments as well as any decision(s) by the Council, shall be delivered to the members or to third parties over the signature of the President or of a Vice-President and of the Secretary-General.

In case of dispute, the English version of these documents is the authentic text.

*Replaces November 24, 2017 edition.*