



# **By-Laws of the European Association for Biometrics (EAB)**

(Version 3.0, March 12, 2012)

## **Introduction**

The need for understanding and exploiting the current and emerging technologies and services for the automated recognition of human identity is of increasing importance to the economic and social welfare and deserves a concerted, multidisciplinary and sustained effort. The European context, with its unique diversity, interdependence, heritage and values creates special requirements and opportunities for the development of such biometric technologies and services to maximise the benefit for the citizens and to protect society from any possible adverse side effects. The European Association for Biometrics envisions and strives for a future where biometric and allied technologies are used in the service of Europe and for the benefit of all.

## **Preamble**

The European Association for Biometrics (EAB) is the European platform for biometrics. Driven by developments in connection with immigration challenges, the requirements of e-passport implementations and a whole range of emerging commercial applications, the EAB fulfils the role of an independent and multi-stakeholder platform where stakeholders can meet, exchange information and visions, discuss new initiatives and benefit from training and education programmes. The stakeholder groups represented by the EAB include operators, governments, industry, research, academia and citizens. The EAB seeks to promote and to improve coherence and synergies between the various stakeholders as well as between Members within a single class of stakeholders.

The EAB is a non-profit organisation seeking to advance the proper and beneficial use of biometrics in Europe, taking into account the interests of European citizens, industry, academia and governments.

The EAB targets its activities at the following areas of interest:

- Communication and community building
- Training and education
- Research and programme development

The EAB aims to engage stakeholders from all over the world with a focus on European countries, including Institutions of the European Union and other European Institutions, such as the Council of Europe by establishing a pan-European network of national contacts points and platforms and by providing a programme which appeals to common needs.

The EAB is committed to promoting the development of technologies and services that ensure safety, security, interoperability and the protection of human rights, including the right to privacy.



## Articles

### 1. Name, location, legal status, fiscal year

- (1) The Association bears the name *European Association for Biometrics* (EAB)
- (2) The Association is legally located in Naarden, The Netherlands
- (3) The EAB will be entered in the register of the competent district court.
- (4) The fiscal year of the Association is the calendar year.

### 2. Mission, objectives and responsibilities of the Association

- (1) The Association pursues exclusively and directly not for profit purposes within the meaning of *tax-privileged purposes* of the tax code.
- (2) The mission of the Association is to advance to responsible and beneficial use of biometrics in Europe.
- (3) The EAB has the following objectives:
  - Providing a pan-European platform for discussion on current issues from all areas of biometrics
  - Ensuring knowledge transfer from research institutions to industry, administrative and other research institutes within Europe
  - Promoting cooperation in the field of biometric technology between researchers/developers and providers/users
  - Promoting responsible research and innovation in biometrics and ethical best practices
  - Promoting education and training in biometric technology and its deployment for all professional and business sectors
- (4) The mission is particularly to be carried out through activities which are built upon the following pillars:
  - Communication and community building
  - Training and education
  - Research and programme development
- (5) The EAB will be active in the reciprocal exchange of information on current European and international developments in biometrics. The objectives of the Association will be achieved as follows:
  - Information exchange, knowledge transfer and community building through
    - Biometrics symposiums and scientific meetings
    - A pan-European newsletter
    - Maintaining a web-page accessible world-wide
  - Providing a platform for industrial excellence
  - Promoting and facilitating a pan-European dialogue devoted to ethical, societal and policy aspects of biometrics and related technologies
  - Encouraging scientific and industrial achievements in Europe through the installation of awards
  - Continuing education and training of professionals in the field of biometrics
  - Support for the training of students and other trainees (e.g. by establishing student chapters)
  - Building up of a competence pool as a focal point for all aspects of biometrics (pool of experts) in the European region
  - Providing unbiased information on biometric technologies, their quality, us-



- ability and suitability
  - Conducting information sessions and user seminars
  - Operation of demonstration centres
  - Definition of research objectives
- (6) In addition the EAB continues to seek a close and trusting cooperation with the national governments, the European Commission and all other operators in the field of biometrics.

### **3. Charitable status**

- (1) The Association has a charitable status. It does not primarily pursue its own commercial purposes.
- (2) The assets of EAB may be used only for purposes that are in accordance with its statutes and by-laws. Members do not receive any shares of the profits and do not, by virtue of their membership status, receive any financial returns from the assets of EAB.
- (3) No person shall benefit from expenditure that is alien to the purposes of the Association, nor through disproportionately high remuneration. The Management Board of EAB shall determine the amount of appropriate remuneration.

### **4. Members of EAB**

- (1) Legal entities and individual persons may become Members, provided that their technical or conceptual interests or requirements are consistent with the statutory objective of the EAB.
- (2) There are two forms of membership in EAB:
  - Ordinary Members can be organisations and individuals, divided into Active and Associate Members. Associate Members do not have voting rights and cannot participate in EAB committees, working groups and/or special interest groups, nor get access to services that are reserved for Active Members only.
  - Honorary Members

### **5. Beginning and ending of membership in EAB**

- (1) An application for admission to EAB must be submitted in writing to the Management Board. The Management Board decides upon the admission of new Members. The Management Board's decision is notified to the applicant in writing or by electronically means. The Management Board is not obliged to provide information on the reasons for its decision. Membership of EAB takes effect upon the payment of the first membership subscription to the Association.
- (2) Membership of EAB lasts for one year unless one of the reasons for the ending of membership stipulated in paragraph 5(3) occurs. The membership is not transferable.
- (3) Membership of EAB ends:
  - In the case of legal entities upon their dissolution
  - Following written notice of termination not less than three months before the end of a membership period. The notice of termination must be addressed to the Management Board of EAB by means of a registered letter.
  - By a resolution of the General Assembly in cases where the continued membership of the EAB member would damage the image or the interests of the



EAB. Before such a decision is taken, the Member shall be given the opportunity to explain oneself in person before the General Assembly or in writing within an appropriately given deadline. A decision to exclude a member shall be supplemented by the reasons and shall be notified to the Member by means of a registered letter.

- If, despite reminders, the Member is in arrears in an amount exceeding one year's membership dues.
  - If the member submits a special notice of termination of membership within four weeks of the decision of the General Assembly to increase the membership dues.
- (4) In the case of the termination of membership, there shall be no right to repayment of membership dues or of any part of the assets.

## **6. Rights and responsibilities of EAB Members**

- (1) The rights and responsibilities of EAB Members are based upon the statutes and by-laws of the Association.
- (2) Members are unrestricted in their business activities.
- (3) Active Members have the right to vote and stand for a position in the Management Board at the General Assembly.
- (4) Active Members pay reduced fees or get free access to selected events.
- (5) Active Members get access to the membership areas of the EAB website.
- (6) Active Members have the right to propose the establishment of committees, working groups and special interest groups. (see Article 15 on page 8)
- (7) Active Members have the right to participate in committees, working groups and special interest groups. (see Article 15)
- (8) Honorary Members are exempt from membership fees. Honorary membership is on invitation by the Management Board only.
- (9) Associate Members have the right to stay informed about the EAB activities.
- (10) All Members have the right to receive a free newsletter with news alerts, announcements on events and other upcoming activities.
- (11) The Members are encouraged to support EAB in undertaking its statutory tasks and to promote the aims of EAB.
- (12) Members have no claims upon the assets of the Association or to the repayment of membership dues, which they have paid.

## **7. EAB membership fees and coverage of costs**

- (1) Members pay annual membership fees (dues), which fall due for payment on January 1 for the current business year. The membership fees and any exceptions are determined by the General Assembly.
- (2) The regulation of fees is an element of the annual business plan.
- (3) In addition to membership fees from its Members, EAB acquires its financial resources from fees for services provided and donations from third parties.

## **8. Structure of EAB organisation**

- (1) The obligatory bodies of EAB are:
  - The General Assembly (see Articles 9 on the next page and 10 on the following page)



- The Management Board (see Articles 11 on the next page and 12 on page 7)
- The Secretariat (see Article 13 on page 8)
- (2) The optional bodies of the Association are:
  - The Advisory Council (see Article 14 on page 8)
  - Committees, working groups and special interest groups (SIG) (see Article 15 on page 8)
- (3) With the inauguration of the EAB the following SIGs are established:
  - Industry SIG
  - Operator SIG
  - Academia SIG

## **9. General Assembly**

- (1) The General Assembly consists of all the EAB Members.
- (2) During voting at a General Assembly, ordinary Members each have a right to a single vote.
- (3) The General Assembly shall be called together by the Management Board as often as the Management Board deems it necessary, or if required by law and at least once a year.
- (4) The invitation to the General Assembly shall be sent in writing or by electronic means to the EAB Members at their last known address, indicating the location, time and agenda for the meeting, at a minimum of four weeks before the meeting.
- (5) An extraordinary General Assembly shall be called together by the Management Board when they wish to do so or upon the written application of at least one third of the EAB Members. In the case of an extraordinary General Assembly an invitation shall be sent in writing or by electronic means to the EAB members within a minimum notice of four weeks before the meeting.
- (6) Additional proposals for the agenda from Members must be made available to the Chairperson or the Secretary at least two weeks in advance of the date of the meeting for discussion at regular General Assembly meetings, or at least one week in advance of the date of the meeting for discussion at extraordinary General Assembly meetings.
- (7) EAB Members may be represented in the General Assembly by an authorised representative, provided that a written authorisation for this representation can be presented to the Chairperson.

## **10. Responsibilities of the General Assembly**

- (1) The General Assembly will be chaired by the Chairperson of the Management Board or by a person that is appointed by him/her as his/her replacement. In case the Chairperson is not present and has not appointed his/her replacement, the oldest Management Board member will be the Chairperson. If no Members of the Management Board are present, the General Assembly will appoint a Chairperson amongst those Members who are present.
- (2) The General Assembly has the following rights and responsibilities:
  - It decides upon the medium and long term objectives of the Association
  - It elects the Management Board in a secret vote.
  - It decides upon matters introduced by the Management Board for decision.

In particular, it authorises the annual business plan.

- It checks and authorises the annual statement of accounts presented by the Management Board and grants the Management Board discharge from its responsibilities.
  - It may dismiss a member of the Management Board.
  - It elects auditors for the annual statement of accounts if required by law.
  - It decides in all cases where no other body referred to Article 8 on page 4 has been empowered to take decisions.
  - It decides upon the standing orders of the secretariat of the Association. The standing orders regulate the responsibilities of the secretariat in carrying out the tasks listed in Article 2 on page 2.
  - It may dissolve a committee, working group or special interest group.
  - It decides upon the regulation of membership fees.
  - It elects at least one accountant. The task of the accountant consists in the auditing of accounts and in checking that the decisions of the Association have been complied with.
- (3) Provided that a minimum of half the Members entitled to vote or their authorised representatives are present, the General Assembly decides with a majority of three quarters of the total Members present upon:
- The dissolution of the Association
  - Amendments to the statutes and by-laws of the Association

In cases where the attendance at the General Assembly is insufficient to make a decision, a further General Assembly shall be called in within two months with the same agenda. This further General Assembly shall be competent to make decisions, irrespective of the number of Members present. The invitation shall draw attention to these special circumstances.

- (4) Decisions with the exception of those referred to under paragraph 10(3) may be reached irrespective of the number of Members present by a simple majority of the number of valid votes.
- (5) In the General Assembly minutes are taken by the Secretary, or by another person appointed by the Chairperson. The minutes are signed by the Chairperson and the minute taker. The minutes shall record the proceedings of the meeting and the decisions reached. A Member may request that his/her vote will be recorded and taken to the minutes. If the Member wants to have the reasons for this attached to the minutes, it has to send the explanation in writing to the Secretary within 2 business days after the General Assembly. The minutes are being agreed and approved by the Members at the same assembly, or at the next General Assembly.

## **11. Management Board**

- (1) The Management Board comprises up to seven persons with a minimum of three:
- The Chairperson and a Deputy
  - Up to five additional Management Board members

The Chairperson, the Deputy and the additional Members of the Management Board are elected as individuals by the General Assembly. They must be EAB Members. Members of the Management Board typically will have a strong and current knowledge and understanding of the European context. In order to estab-



lish a balanced representation of the main stakeholders, the Management Board would generally consist of:

- Two representatives from government and/or operators
  - Two representatives from industry (one large company, one SME)
  - Two representatives from the research and academic area
  - One representative with a professional financial background who will act as treasurer
- (2) The Members of the Management Board are elected for three years calculated from the day of their election and can be re-elected for a next period of three years. Members of the Management Board remain in function until a new Management Board is elected.
  - (3) The Association is represented in legal and non-legal matters by two Members of the Management Board, where one of them shall be either the Chairperson or his/her Deputy.
  - (4) The Management Board may agree its own standing orders, which shall in particular regulate the division of responsibilities within the Management Board and the mutual rights of representation of the Members of the Management Board.
  - (5) An invitation to meetings of the Management Board shall be issued in writing or by electronic means at least two weeks in advance. With the agreement of all members of the Management Board this deadline may be shortened or dispensed with entirely. Minutes will be taken during a meeting of the Management Board. They will be circulated to all Members of the Management Board.
  - (6) The Management Board is competent to make decisions if at least half its Members are present.
  - (7) Decisions in the Management Board are reached by a majority of the votes; in the event of a tie the Chairperson shall decide.
  - (8) If the Registrar of Associations, the tax authorities, another public authority or a court of law raises objections in relation to the establishment of the Association and its statutes, the necessary changes may be undertaken by the Management Board without prior agreement by the General Assembly. The next ordinary General Assembly shall confirm these changes.
  - (9) The Management Board shall not bear legal responsibility for matters of simple negligence.

## **12. Responsibilities of the Management Board**

- (1) The Management Board guides the business of the Association and takes the necessary decisions for the implementation of the tasks of the Association, which are identified in the statutes and the by-laws.
- (2) The Management Board decides upon the basic approach to the business policy.
- (3) The Management Board has in particular the following tasks:
  - It decides upon the appointment of staff in the secretariat.
  - It draws up the annual budget, the annual statement of accounts and the medium and long term financial plans.
  - It prepares the decisions to be taken at the General Assembly and implements them after approval.
  - It reports to the General Assembly on the most important matters relating to the Association.

- (4) The Management Board may establish committees, working groups and/or special interest groups, which operate in the name and under auspices of the EAB in order to achieve the objectives of the EAB. The Management Board may propose to the General Assembly to dissolve a committee, working group or special interest group at in case it does not perform sufficiently or if there is no need for it anymore (see Article 15).
- (5) Any rules and regulations, which might have been developed by committees, working groups and/or special interest groups to efficiently organise their work are subject to the approval of the Management Board (see also Article 15).
- (6) The Management Board may transfer tasks to the Secretariat of the Association. The tasks assigned to the Secretariat may be regulated by standing orders issued by the Management Board with the agreement of the General Assembly. The Management Board may empower the Secretariat to undertake legal business and legal transactions. The Management Board monitors the executive personnel of the Secretariat.

### **13. Secretariat**

- (1) The secretariat is appointed by the Management Board.
- (2) The secretariat is led by a managing director who will take the role of a spokesperson of the Association. Additional members of the Secretariat are appointed upon approval of the Management Board.
- (3) The secretariat is appointed for a period of three and a half years.
- (4) The secretariat may draw up its own separate standing orders subject to the approval of the Management Board.

### **14. Advisory Council (EABAC)**

- (1) The EAB may establish an Advisory Council.
- (2) The Advisory Council advises the Association and its Members on matters to the establishment and reviewing of objectives, the strategic direction and the promotion of the Association.
- (3) Members of the Advisory Council are nominated by EAB Members and appointed by the Management Board for a period of one year. Members of the Advisory Council may be re-appointed. The Advisory Council may adopt its own regulations and standing orders.
- (4) The Advisory Council may be permanent or temporarily.

### **15. Committees, working groups and special interest groups**

The Association can establish committees, working groups (WG) and special interest groups (SIG), (see also paragraph 8.3, second clause).

#### **(1) Definitions**

- *Committee*

A committee is a type of small deliberative assembly that remains subordinate to the General Assembly and the Management Board. A committee in principle has a focus on networking, community building, discussing specific issues and information gathering and exchange. Decisions of a committee require a simple majority of votes. Committees may serve the following functions:

- Research and recommendations: to do research and make recommendations on a potential or planned project or change.
- Governance: to provide support to the internal decision making process of the Management Board. A committee can be given the power to make decisions, spend resources, or take actions. Some or all such powers may be limited or effectively unlimited. For example of the later case, the Management Board can frequently enter into binding contracts and make decisions. Sub-committees may be established.
- Coordination: individuals from different organisations might meet regularly to discuss developments in their areas, review projects that cut across organisational boundaries, talk about future options, policies etc.

- *Working Group (WG)*

A WG is an interdisciplinary collaboration of experts. A WG principally focuses on achieving tangible outputs. A WG can invite non EAB-members on an ad hoc basis. The lifespan of a WG can last anywhere between a few months and several years. Outcomes and goals to be achieved by a WG may include:

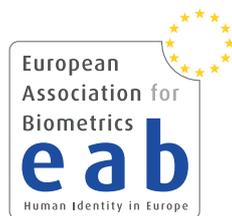
- Creation of an informational document
- Preparation of a draft standard (to be submitted to suitable standardisation body like ISO/IEC JTC1 SC37)
- Resolution of problems related to a system or network
- Continuous improvement

- *Special Interest Group (SIG)*

A SIG is a community with an interest in advancing a specific area of knowledge, learning or technology where members cooperate to effect or to produce solutions within their particular field, and may communicate, meet, and organise conferences. A SIG can be built upon the interests of a single stakeholder category, such as industry, academia, governments or operators. A SIG has the right to make it accessible exclusively to a single stakeholder category (e.g. government only or industry only). They may at times also advocate or lobby on a particular issue or on a range of issues but are generally distinct from advocacy groups and pressure groups which are normally set up for the specific political aim.

## (2) Governance of committees, WG and SIG

- Proposals for the establishment of a committee, WG and SIG can be made by any EAB Member and by the Management Board, at any time.
- Each committee, WG or SIG will submit its Mission Statement, Terms of Reference and its annual work plan, which needs to be submitted to and approved by the Management Board.
- The Management Board is responsible for the proper execution and implementation of each Mission Statement, Terms of Reference and its annual work plan, and has the power at any time to monitor and audit their implementation.
- Each committee, WG and SIG elects a Chairperson, to be approved by the Management Board. At least once per year during the General Assembly the chair of the committee, WG or SIG reports on the progress within his/her committee, WG or SIG.
- A committee, WG and SIG can define a maximum on the number of its mem-



bers, depending on its goals, objectives and nature.

- Members of a committee, WG or SIG need to be Members of the EAB. A committee, WG or SIG can have observers. Associate Members are welcomed to receive the status of an observer. Observers can be excluded from certain meetings and/or events, and can be excluded from receiving certain documents or communications. Observers have no voting rights.
- A committee, WG or SIG may only externally use the name of EAB and the accompanying EAB-logo after written consent by the Management Board.
- A committee, WG or SIG does not have the right to represent the EAB as a whole, nor entering in any kind of formal obligation on behalf of the EAB.
- At any time the Management Board has the right to request a mid-term progress report of a committee, WG or SIG from the respective chairperson (or his/her appointed representative).

## **16. Dissolution**

- (1) The dissolution of the EAB requires a resolution of the General Assembly in the form envisaged in paragraph 10(3).
- (2) Upon the dissolution of the Association, or if the objective stipulated in the statutes ceases to apply, the assets of EAB shall be transferred to another body with acknowledged charitable status in Europe devoted to the field of research and education.
- (3) In the event of dissolution, a liquidator shall be appointed. If the General Assembly does not appoint a liquidator, the Chairperson in office at the time of the resolution on the dissolution shall become the liquidator.

## **17. Miscellaneous**

- (1) The Management Board must notify the tax and other relevant authorities immediately if the statutes are altered or added to, or if provisions are included or excluded, if the Association is dissolved or transferred to another form of corporate body, or if the Association's assets are transferred in their entirety, in all cases where this affects the Association's tax-privileged status.
- (2) Before the Association's assets are distributed or transferred, a clearance statement shall be obtained from the relevant financial authorities.

## **18. Effectiveness of provisions**

- (1) Should any individual provisions of these by-laws be or become legally ineffective, the effectiveness of all other provisions remains unaffected by this.
- (2) The General Assembly shall conclude a legally effective provision to replace any legally ineffective provision. The effect of this new provision shall as far as possible correspond with that of the original provision.

## **19. Effective date**

These by-laws enter into effect after they have been approved by the General Assembly.