



**NEN**

## By-laws & Rules of Procedure

February 2014

**NEN** sets the standard

# **By-laws**

**The foundation Netherlands Standardization Institute  
(Stichting Nederlands Normalisatie-instituut) in  
Delft**

On 24 January 1919, the management board of the Netherlands Society for Industry and Trade (Nederlandse Maatschappij voor Nijverheid en Handel) and the Board of Directors of the Royal Institute of Engineers (Koninklijk Instituut van Ingenieurs) established the Stichting Fonds voor de Normalisatie in Nederland. In 1949 this name was changed into Stichting voor de Normalisatie in Nederland. On 1 February 1988, the name given in the by-laws was changed into Stichting Nederlands Normalisatie-instituut. The current by-laws were most recently adopted by the foundation's board after the Minister of Economic Affairs gave his approval and were included in a deed of amendment to the by-laws executed on 2 May 2005 before G.L. Maaldrink, LL.M., civil-law notary practising in The Hague.

# Name and registered office

## Article 1

The name of the foundation is:  
'Stichting Nederlands Normalisatie-instituut'.  
It has its registered office in Delft.

## Objects

### Article 2

As a central body in the Netherlands, the objects of the foundation are to effect standardization in society in the interest of health, safety and efficiency, to realise and maintain standards with the involvement of stakeholders and promote their implementation. Standardization is the process in which rules are established on a voluntary basis by means of consensus reached by the stakeholders.

## Means

### Article 3

The foundation tries to realise its objectives by:

1. coordinating standardization activities in the Netherlands and promoting the familiarity with standardization;
2. establishing technical rules by involving stakeholders and working together with international, European and national standardization institutes, including the Netherlands Electrotechnical Committee (Stichting Nederlands Elektrotechnisch Comité);
3. recording and issuing technical rules in standards, directives and related publications and promoting their application;
4. acting as central point in the Netherlands where information about national, international and foreign standards is available and where the sale of information takes place;
5. giving advice, both when asked and at its own initiative, to the Dutch government regarding reference to standards, the

- application of standards in the formation of statutory regulations, about the government policy on standardization and the embedding of the standardization process in the formation and implementation of statutory regulations;
6. providing information and advice on standardization issues and promoting the knowledge of standardization;
  7. on the instructions of and in consultation with the government applying relevant treaties and complying with other international obligations that the Dutch government is bound by;
  8. all other lawful and appropriate means.

## **Bodies**

### **Article 4**

The foundation's bodies are:

1. the board that consists of a minimum of five and a maximum of seven board members;
2. the Advisory Council that consists of a minimum of twenty and a maximum of fifty members.

With due observance of the foregoing, the board adopts the numbers referred to above.

## **The board's duty and authority**

### **Article 5**

- 5.1 The board is charged with the foundation's management.
- 5.2 The board's tasks include realising the objectives of the foundation, determining general policy and supervising the implementation of the general policy.
- 5.3 The board is authorised to enter into agreements for the acquisition, disposal and encumbrance of property subject to registration and to enter into agreements in which the foundation binds itself as surety or as joint and several debtor, warrants performance by a third party or provides security for a debt of a third party.

- 5.4 The board may delegate one or more of its authorities to one or more board members, one or more committees or to the managing director. The delegation continues as long as it has not been changed or withdrawn.

## Composition of the board

### Article 6

- 6.1 Board members are appointed by the foundation's board. The appointment requires the prior approval of the Advisory Council. In the event of vacancies for the board, the board will be formed by the active board members.
- 6.2 The following is taken into account when appointing board members:
- a) one board member is appointed in consultation with the Executive Committee of the foundation 'Stichting Nederlands Elektrotechnisch Comité', in Delft.
  - b) to the other board members applies that a balanced and a broad reflection of Dutch industry must be applied as a selection criterion.
- 6.3 Board members are on the board independently and not bound by any instructions.
- 6.4 The board appoints a chairman from its number.
- 6.5 The chairman and other board members are members for a period of four years.  
The board determines a rotation schedule. Retiring board members may be reappointed once immediately upon the end of their four-year period. Board members appointed to fill an interim vacancy will be on the board until the end of their predecessor's term of office.
- 6.6 Appointment or reappointment as board member is not possible if the person in question has not played an active role with respect to standardization for more than five years.

# End of board membership

## Article 7

The board membership ends:

- on the expiry of the term of appointment;
- on the death of the board member;
- if the board member loses the right to dispose of his property;
- if the board member resigns in writing (retires);
- in case of discharge granted for urgent reasons;
- and in case of dismissal pursuant to Section 298 of Book 2 of the Dutch Civil Code.

# Board meetings and board resolutions

## Article 8

- 8.1 One meeting will be held at least every six calendar months.
- 8.2 Meetings will furthermore be held every time that the chairman deems such desirable or if one of the other board members makes a written request in that respect to the chairman, stating the subjects to be discussed. If the chairman does not comply with such a request in such manner that the meeting can be held within three weeks of the request, the person making the request will be authorised to convene a meeting with due observance of the required formalities.
- 8.3 Except as provided for in paragraph 2, the meeting will be convened by the chairman at least seven days in advance, excluding the date on which the meeting is convened and on which the meeting is held, by means of notices.
- 8.4 Apart from the time and location of the meeting, the notices convening a meeting state the subjects to be discussed.
- 8.5 Legally valid resolutions may be adopted in a board meeting on all subjects on the agenda as long as all board members in office are present, provided that this is done unanimously, even if the

provisions prescribed by the by-laws for convening and holding meetings have not been observed.

- 8.6 The meetings will be chaired by the chairman of the board; in his absence the meeting will be chaired by the vice-chairman.
- 8.7 Minutes are kept by the chairman of the business transacted at the meetings. The minutes will be adopted and signed by the person who acted as chairman of the meeting.
- 8.8 In a meeting the board may adopt valid resolutions only if the majority of the board members in office are present or represented at the meeting.  
This quorum requirement does not apply in case a subject has been placed on the agenda again for a subsequent meeting after no resolution had been adopted on this subject at the previous meeting due to a failure to meet the quorum requirement.  
A board member may be represented by another board member upon submission of a written power of attorney, to the satisfaction of the chairman of the meeting. Any board member may thereby act as representative for only one other board member.
- 8.9 The board may also adopt resolutions without holding a meeting, provided that all board members have been given the opportunity to cast their vote in writing, by telegraph, fax or telex. A record of a resolution adopted in such a manner will be made, which will be signed by the chairman and added to the minutes, together with the responses received.
- 8.10 Every board member will be entitled to cast one vote, without prejudice to the provisions of paragraph 8. To the extent that these by-laws do not prescribe a larger majority, all board resolutions will be adopted by an absolute majority of the votes validly cast.
- 8.11 All voting at a meeting is conducted orally, unless the chairman deems voting by ballot to be desirable or if one of the persons entitled to vote so requires before voting takes place.  
Voting by ballot takes place by means of sealed, unsigned ballots.
- 8.12 Blank votes are deemed not to have been cast.
- 8.13 A resolution to grant a board member discharge for urgent reasons requires a majority of two thirds of the votes cast.
- 8.14 The chairman decides all disputes concerning voting for which no provision is made by the by-laws.

# Representation of the foundation

## Article 9

- 9.1 Unless otherwise provided for by law, the board represents the foundation.
- 9.2 The authority to represent is also vested in the chairman of the board.
- 9.3 The authority to represent is also vested in the managing director, but only if it concerns entering into agreements whose financial interest does not exceed one million euros (€1,000,000).
- 9.4 The board may resolve to grant power of attorney to one or more board members, and to third parties, to represent the foundation within the limits of that power of attorney.

## Advisory Council

### Article 10

- 10.1 The duties of the Advisory Council are to contribute to the realisation of national, European and international standardization, as well as the promotion of the introduction of standards. If requested or on its own initiative, the Advisory Council gives the board advice about:
- the realisation of the foundation's objectives;
  - the adoption of the general policy and the implementation of this policy, the standardization policy in the medium to long term;
  - areas that overlap with more than one policy committee;
  - all matters that the board of the Advisory Council consider to be opportune.

Furthermore, the appointment of board members requires the prior approval of the Advisory Council. For that purpose, the board must immediately inform the Advisory Council of the intention of appointment. The approval is deemed to have been granted if the Advisory Council has not indicated otherwise within two months of receipt of the intention of appointment. After receipt of the

announcement that the approval has not been granted, the board will once again prepare a new recommendation.

- 10.2 The aim is for the composition of the Advisory Council to be a reflection of society and to express the collaboration with the foundation 'Stichting Nederlands Elektrotechnisch Comité'.
- 10.3 Members of the Advisory Council are appointed by the board. The board will in any case appoint persons as members of the Advisory Council who are nominated for this by interested groups considered by the board to be representative.

The chairmen of the policy committees are in their capacity of members of the Advisory Council.

In addition, the groups listed below will in any case be given the opportunity to nominate one representative each for appointment to the Advisory Council:

- manufacturers' organisations and institutions;
- users' organisations and institutions;
- commercial organisations and institutions;
- consumers' organisations and institutions;
- scientific institutions;
- research and inspection institutions;
- government and semi-public institutions;
- employers' organisations;
- employees' organisations.

Furthermore, the representatives of the incorporated bodies, i.e.: the Netherlands Society for Industry and Trade (Nederlandsche Maatschappij voor Nijverheid en Handel) and the Royal Institute of Engineers (Koninklijk Instituut van Ingenieurs), are entitled to attend meetings of the Advisory Council and receive meeting documents. They only have an advisory vote in the meeting.

- 10.4 The Advisory Council selects a chairman and vice-chairman from its members. The vice-chairman will replace the chairman in his absence. These positions cannot be combined with the chairmanship of a policy committee.
- 10.5 The chairman and the other members have a term of office of four years. A rotation schedule to be drawn up by the board provides for the time of retirement.
- 10.6 Members appointed to fill an interim vacancy will be on the board until the end of their predecessor's term of office. Retiring members

may be reappointed immediately upon the end of their four-year period.

- 10.7 Appointment or reappointment as member of the Advisory Council is not possible if the person in question has not played an active role with respect to standardization for more than five years.
- 10.8 The duties and powers of the Advisory Council are laid down in more detail in the Rules of Procedure.

## **Decision-making by the Advisory Council**

### **Article 11**

- 11.1 At least two meetings will be held every year.
- 11.2 Meetings will furthermore be held every time that the chairman deems such desirable or if five members make a written request in that respect to the chairman, stating the subjects to be discussed. If the chairman does not comply with such a request in such manner that the meeting can be held within three weeks of the request, the persons making the request will be authorised to convene a meeting with due observance of the required formalities.
- 11.3 Except as provided for in paragraph 2, the meeting will be convened by the chairman at least seven days in advance, excluding the date on which the meeting is convened and on which the meeting is held, by means of notices.
- 11.4 Apart from the time and location of the meeting, the notices convening a meeting state the subjects to be discussed.
- 11.5 Minutes are kept by the chairman of the business transacted at the meetings. The minutes will be adopted and signed by the person who acted as chairman of the meeting.
- 11.6 The Advisory Council may only adopt valid resolutions at a meeting if the majority of the members is present at the meeting.

This quorum requirement does not apply in case a subject has been placed on the agenda again for a subsequent meeting after no resolution had been adopted on this subject at the previous meeting due to a failure to meet the quorum requirement.

- 11.7 The Advisory Council may also adopt resolutions without holding a meeting, provided that all members have been given the opportunity to cast their vote in writing, by telegraph, fax or telex. A record of a resolution adopted in such a manner will be made, which will be added to the minutes, together with the responses received.
- 11.8 Every member will be entitled to cast one vote. All resolutions will be adopted by an absolute majority of the votes validly cast.
- 11.9 All voting at a meeting is conducted orally, unless the chairman deems a written vote to be desirable or if one of the persons entitled to vote so requires before voting takes place. Voting by ballot takes place by means of sealed, unsigned ballots.
- 11.10 Blank votes are deemed not to have been cast.

## **Policy committees**

### **Article 12**

- 12.1 The board establishes and may abolish policy committees.
- 12.2 With the agency's support and within the framework of the general policy determined by the board, policy committees take care of the preparation and implementation of the standardization policy and the standardization programme for a certain policy area or for certain policy areas.
- 12.3 The duties, composition and working procedure of policy committees are laid down in more detail in rules of procedure.
- 12.4 Policy committees perform their duties and report to the board.
- 12.5 The board appoints the chairmen and the members of the policy committees.
- 12.6 Without prejudice to the provisions below in Article 13, policy committees may establish special committees for a specified goal after obtaining the board's approval.
- 12.7 The management committee of the foundation 'Stichting Nederlands Elektrotechnisch Comité' will be designated as

electrical engineering policy committee. The collaboration of both foundations takes place based on a separate agreement.

## **Standards committees**

### **Article 13**

- 13.1 The policy committees establish standards committees to implement the standardization programme and also abolish existing standards committees.
- 13.2 On the instructions of the policy committee, standards committees arrange the Dutch contribution to European and international standardization and the recording of technical details in standards and related publications in the Netherlands.
- 13.3 The duties, composition and working procedure of standards committees are laid down in more detail in rules of procedure.
- 13.4 As far as their division of responsibilities and the progress of their work is concerned, standards committees operate under the responsibility of the policy committees to whom progress reports are issued and to whom bottlenecks in the performance of instructions are submitted.
- 13.5 The chairman and members of the standards committee are appointed by the standards committee in question.
- 13.6 The board may establish standards committees for subjects that are not covered by the area of expertise of one of the policy committees. They report to the board. The provisions in this respect of Article 12.2 above for policy committees apply mutatis mutandis to the board.

## **Management advisory committees**

### **Article 14**

- 14.1 The board may be assisted by management advisory committees, who give the board advice, both when asked and at their own initiative, in respect of certain general aspects of the standardization work.

- 14.2 The board establishes and may abolish existing management advisory committees.
- 14.3 The board appoints the chairmen and the members of the management advisory committees. The duties, composition and working procedure are laid down in more detail in rules of procedure.

## **Managing director and directors**

### **Article 15**

- 15.1 The board appoints and dismisses the foundation's managing director. The board determines his remuneration and conditions of employment.
- 15.2 The managing director reports to the board.
- 15.3 Unless the board decides otherwise, the managing director attends the meetings of the board and the Advisory Council. He may attend meetings of the policy committees. The managing director has an advisory vote in all of these meetings.
- 15.4 The board may appoint one or more directors. Where necessary, the board determines the remuneration and the conditions of employment. The board dismisses a director. A director reports to the managing director.
- 15.5 To the extent that such has not been established in these by-laws, the duties and powers of the managing director will be laid down in more detail in separate instructions, to be determined by the board.
- 15.6 The duties and powers of the directors are laid down in a separate instruction to be determined by the managing director.

## **Agency**

### **Article 16**

- 16.1 The foundation has an agency to carry out its work, whose duties and working procedure are laid down in more detail in rules of procedure.

- 16.2 The managing director determines the staffing of the agency and the staff's conditions of employment within the framework established by the board.
- 16.3 The managing director appoints, suspends and dismisses staff.
- 16.4 The managing director acts as 'board member' of the agency within the meaning of the Dutch Works Councils Act in consultation with the works council.

## **Industrial and intellectual property rights**

### **Article 17**

- 17.1 If the work of any committee provides information or ideas, which are protected by copyright or industrial and/or intellectual property rights, those rights will only accrue to the foundation.
- 17.2 The right to publish standards established by the foundation only accrues to the foundation.

## **Finances**

### **Article 18**

Besides the capital set aside for the formation, the foundation's financial means consist of:

1. subsidies and contributions of the central government, the business community, umbrella organisations, social institutions and local authorities;
2. revenue from selling standards, related publications and copyrights;
3. proceeds from training courses and advice;
4. other contributions and income.

# **Financial records, budget and annual accounts**

## **Article 19**

- 19.1 The board is obliged to keep such records of the foundation's financial position that the foundation's rights and obligations can be known from them at any time.
- 19.2 Each year before 1 December, the board adopts a budget of income and expenditure for the next financial year, as well as a corresponding multiannual estimate for the subsequent four financial years.
- 19.3 Each year before 1 June, the board adopts the annual accounts, consisting of a balance sheet, statement of income and expenditure and explanatory notes relating to the previous financial year.
- 19.4 The board commissions a registered accountant or an organisation that employs registered accountants to audit the annual accounts.

The accountant includes the findings of his audit in a declaration which states whether the annual accounts present a true and fair view.

## **Annual report**

### **Article 20**

Each year, the board adopts a report on the foundation's work and the business operations in the past year, which will be published.

## **Honouring outstanding achievement**

### **Article 21**

According to the provisions in that respect in the rules of procedure, the board may honour persons who have promoted standardization in a special way.

# **Rules of procedure and other regulations**

## **Article 22**

The board adopts rules of procedure to provide for the subjects that these by-laws require to be provided for by the rules of procedure and to regulate anything not or not fully included in these by-laws. Besides the rules of procedure, the board may also adopt regulations and instructions for separate subjects. The rules of procedure may be amended by means of a board resolution, on the understanding that a two thirds majority of the votes cast is required in that case.

## **Amendment to the by-laws, termination**

### **Article 23**

- 23.1 The by-laws may be amended and the foundation dissolved by means of a board resolution, on the understanding that a two thirds majority of the votes cast is required in that case.
- 23.2 A resolution to amend the by-laws and a resolution to dissolve the foundation requires the written approval of the Minister of Economic Affairs.
- 23.3 Liquidators will be appointed and the time of dissolution and the manner of winding-up will be determined in case of a resolution to dissolve. After they have obtained the permission of the Minister of Economic Affairs, the liquidators will give any assets that may remain after winding-up a destination that is useful for standardization in the Netherlands.
- 23.4 An amendment to the by-laws enters into effect when it is confirmed in a notarial deed, in which the civil-law notary will record that the provisions of paragraph 2 have been complied with.

# Final article

## Article 24

The board will decide in all cases not provided for by these by-laws, as well as in case of disputes about the implementation of these by-laws.

### **Transitional provisions:**

1. These amended by-laws enter into effect on this day.
2. If any regulations, instructions or arrangement in force at the Nederlands Normalisatie-instituut refer to 'the director', this must be understood to be 'the managing director', unless explicitly indicated otherwise.
3. The current honorary members of the foundation may continue to use this honorary title. Those honorary members are entitled to attend meetings of the Advisory Council and receive the meeting documents. They have an advisory vote in the meeting.

# Rules of Procedure

## **The foundation Netherlands Standardization Institute (Stichting Nederlands Normalisatie-instituut) in Delft**

Rules of Procedure within the meaning of Article 22 of the By-laws of the foundation STICHTING NEDERLANDS NORMALISATIE-INSTITUUT, having its registered office in Delft, as laid down in the resolution of the foundation's board on 30 September 2003.

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# Terms and definitions

## Article 1

The definitions used in these rules are in accordance with the by-laws.

# Advisory Council

## Article 2

### 2.1 Duties and responsibilities

With due observance of the provisions of Article 10.1 of the by-laws, giving advice to the board on:

- the starting points to be applied for standardization;
- establishing policy committees and inviting the organisations and/or institutions that should be represented in those committees;
- changing the policy areas and abolishing policy committees;
- establishing standards committees that do not belong to one of the policy committees, within the meaning of Article 13.6 of the by-laws;
- issues about standard development capacities, the priorities to be set for standardization work in the various policy areas and financing.

Furthermore, the duties of the Advisory Council are:

- annually dealing with the reports of the various policy committees in order to guarantee the division of responsibilities of the policy committees;
- coordinating the programmes of the policy committees (determining areas of overlap);
- dealing with advice from the management advisory committees relating to more than a policy committee;
- dealing with advice from the board and the managing director about the standardization principles and the development of the general standardization policy;
- as part of its responsibilities, testing the procedures laid down in the by-laws and these rules.

# Policy committees

## Article 3

### 3.1 Duties

With due observance of the provisions of Article 12.2 of the by-laws, the duties of the policy committee include:

- 3.1.1 Upon the realisation of plans and resolutions about standards development work:
- determining the need for standardization and for contribution to the international and European standardization work;
  - establishing a programme;
  - determining the need for financing in accordance with Article 9.4 of these rules to implement the programmes, as well as indicating the organisations or institutions from which the necessary financial means may be obtained and the manner in which this can be done;
  - establishing or abolishing standards committees and appointing the chairman and its members (cf. Article 3.3.7).
- 3.1.2 Upon the implementation of the programme:
- supervising and promoting the progress and efficiency of the standards development work that falls under its responsibility;
  - deciding on the publication of standards and related publications (cf. Articles 3.2.5 and 4.2.2) as well as the withdrawal thereof;
  - deciding in those cases in which a standards committee does not reach a consensus about its representation in European and international standardization meetings;
  - promoting the application of the standards and related publications (cf. Article 4.2.2);
  - drafting recommendations to the Dutch government about statutory regulations;
  - making proposals to the board about the appointment of members of the policy committees and establishing special committees for an objective to be specified.

### 3.2 Working procedure

- 3.2.1 A policy committee holds meetings as frequently as is necessary to carry out its duties.
- 3.2.2 Meetings will be convened at least seven days in advance.

- 3.2.3 The policy committee determines the programme, international ties and name of every standards committee that falls under its responsibility.
- 3.2.4 The policy committee releases the standards and related publications (cf. Article 4.2.2) for publication after verifying whether the prescribed procedures have been complied with. Where appropriate, it takes into account any appeal instituted by a critic with respect to a certain interest that in this critic's opinion is being fundamentally harmed. Approval of the work programme of a standards committee usually implies agreement with the publication of the resulting standards. If there is no standards committee for a certain subject and European or international standards must nevertheless be published, the policy committee will be responsible for this.
- 3.2.5 The policy committee withdraws standards and related publications (cf. Article 4.2.2) that do not or insufficiently apply and/or in the opinion of the standards committee involved no longer comply with the requirements of technical development.
- 3.2.6 The policy committee prepares recommendations, where appropriate based on a draft recommendation prepared by one of the standards committees involved, for the Dutch government with respect to the reference to standards and the application of standards.
- 3.2.7 The policy committee assesses the progress of the work of the standards committees based on the work programmes and the progress reports of these committees.

### **3.3 Composition and appointment**

- 3.3.1 The policy committees are made up of members who are deemed to jointly have an overall view of the policy area and to represent the interested groups at strategic management level.
- 3.3.2 When establishing a policy committee, the NEN agency will send an invitation on the board's behalf to all interested groups with the request to recommend a member to be appointed.

These interested groups may include:

- manufacturers' organisations and institutions;
- users' organisations and institutions;
- commercial organisations and institutions;
- consumers' organisations and institutions;
- scientific institutions;
- research and inspection institutions;
- government and semi-public institutions;
- employers' organisations;
- employees' organisations.

- 3.3.3 The board determines for every policy committee – on the recommendation of the NEN agency – which organisation and/or institution from the interested groups referred to in Article 3.3.2 is representative and will therefore be invited.
- 3.3.4 If a vacancy arises in an existing policy committee, the invitation referred to in the previous paragraph will be taken care of by the NEN agency on the policy committee's recommendation.
- 3.3.5 The board may appoint persons other than referred to in Article 3.3.2 as members of a policy committee.
- 3.3.6 A policy committee may form a core committee from its number, which will be mandated by the policy committee to carry out duties and take decisions. The mandating arrangement will be submitted to the board for approval.
- 3.3.7 The policy committee appoints the chairman and the members of the standards committee that falls under its responsibility and sees to it that the interests involved in a subject are represented in a balanced manner.

#### **3.4 Decision-making**

Taking into consideration the various interests involved in the subject in question, the aim of the decision-making process is to reach a consensus. If no consensus is reached about a subject and one or more members are of the opinion that the matter is sufficiently important, they may ask the board to take a decision. If such a request has not been made within two weeks of the failure to reach consensus, the policy committee may decide on the subject in question, which requires a majority of two thirds of the members.

#### **3.5 Special committees**

In accordance with the provisions of Article 12.6 of the by-laws, policy committees may establish special committees for a specified goal after obtaining the board's approval.

## **Standards committees**

### **Article 4**

## **4.1 Area**

The standards committee takes care of the implementation of that part of the work programme for which it has been established and reports to the policy committee about the performance of its duties.

## **4.2 Duties**

- 4.2.1 Taking care of the Dutch contribution to international and European standardization.
- 4.2.2 Drafting Dutch standards, interim standards, best practices guidelines and related publications in accordance with the relevant procedures.
- 4.2.3 The periodic assessment of standards, interim standards, best practices guidelines and related publications (cf. Article 6.1.3).
- 4.2.4 Drawing up draft recommendations to the policy committee within the meaning of Article 3.2.6.
- 4.2.5 Reporting to the policy committee about the desired programme and the implementation of that programme.

## **4.3 Working procedure**

- 4.3.1 The standards committee holds meetings as frequently as required for the planned progress of the work.
- 4.3.2 Meetings will be convened at least seven days in advance.
- 4.3.3 To enable the policy committee to draw up a budget, the standards committee each year informs the policy committee in due time of the necessary planning details, including the necessary support of the NEN agency for the Dutch, international and/or European standardization development work.
- 4.3.4 The standards committee formulates the Dutch starting points with respect to international or European standardization.

## **4.4 Composition and appointment**

- 4.4.1 The standards committees are made up of members who are experts in the subject matter and who may be deemed to jointly represent the groups interested in the standardization in question.
- 4.4.2 When establishing a standards committee, the NEN agency will send an invitation on behalf of the policy committee in question to all

interested groups with the request to recommend a member to be appointed.

The interested groups may include:

- manufacturers' organisations and institutions;
- users' organisations and institutions;
- commercial organisations and institutions;
- consumers' organisations and institutions;
- scientific institutions;
- research and inspection institutions;
- government and semi-public institutions;
- employers' organisations;
- employees' organisations.

4.4.3 The policy committee determines in respect of each standards committee which organisations and/or institutions may be deemed representative for each of the interested groups referred to in Article 4.4.2 and will therefore be invited. Participation in the standardization process is in principle only open to representatives of interested parties recognised as such, who are also willing to contribute to financing.

4.4.4 The policy committee may appoint persons other than referred to in Article 4.4.2 as members of the standards committee.

#### **4.5 Decision-making**

The aim of the decision-making process is to reach a consensus. If no consensus is reached, the policy committee will be asked to take a decision in that respect.

#### **4.6 Standards sub-committees**

4.6.1 The standards committee may establish standards sub-committees for certain elements of its programme.

4.6.2 The standards committee determines the programme and name of each standards sub-committee and records this in a manner to be determined.

4.6.3 The standards committee appoints the chairman, from its number if possible, and the other members of the standards sub-committee. The chairman of a standards sub-committee holds a position on the standards committee pursuant to his position.

#### **4.7 Working groups**

4.7.1 The standards committees and the standards sub-committees may set up working groups for a well-defined part of their duties.

- 4.7.2 Working groups have a clearly defined job of a temporary nature.
- 4.7.3 The chairman and the members of a working group will be appointed by the standards committee or the standards sub-committee that has established the working group.

## **Management advisory committees**

### **Article 5**

#### **5.1 Duties**

The board determines the duties of each management advisory committee.

#### **5.2 Working procedure**

- 5.2.1 A management advisory committee holds meetings as frequently as is necessary to properly carry out its duties.
- 5.2.2 Meetings will be convened at least seven days in advance.
- 5.2.3 Management advisory committees are accountable to the board and they must report to the board at least once a year in writing and furthermore as frequently as is necessary and desirable.

#### **5.3 Composition and appointment**

- 5.3.1 The management advisory committees have been made up from members who are experts in the areas in question. One or more organisations or institutions that operate in the area covered by the management advisory committee may be asked to make a nomination for appointment, in which case the members thus appointed will be on the committee on behalf of the organisation or institution that nominated them.

## **Standards, interim standards, best practices guidelines, technical arrangements, other publications and standard-related information products**

## Article 6

### 6.1 Standards

- 6.1.1 NEN publishes the following as Dutch standards:
- international standards accepted for the Netherlands;
  - European standards;
  - the result of the Dutch standardization consultations.

Dutch standards are indicated with NEN + number. A designation of origin may also have been added.

### 6.1.2 Comments procedure

- New standards drawn up by Dutch standards committees will be published in advance to enable people to comment on them. The period for submitting comments amounts to a minimum of three months.
- During the period for submitting comments, people are given the opportunity to submit comments and proposals for changes to the draft standard. For that purpose, the draft is announced in a wide circle and sent to a group of stakeholders to be determined in advance.
- The standards committee will deal with the comments received and take a decision on the final standard contents as soon as possible after the end of the period for submitting comments. The persons who have expressed comments will be notified of this immediately, informing them that they may lodge an appeal to the policy committee within 30 days.
- In the event that a person who has expressed comments lodges an appeal because he thinks that a certain interest has been fundamentally violated, these comments will be submitted to the policy committee in accordance with Article 3.2.5.
- The policy committee may decide to institute a second period for submitting comments in case of drastic changes compared with the draft standard.
- European standards will be dealt with in the manner described above, unless European procedures do not allow such. If there is demonstrably no interest in the Netherlands in active monitoring of a European standardization subject, the Dutch comments procedure may be abandoned.

### 6.1.3 Periodic assessment

Without prejudice to the provisions of Article 4.2.3, standards will be subjected to assessment once every five years at a minimum, during which will be determined whether the standards are to be maintained unchanged, revised or withdrawn.

A revision with drastic changes will be dealt with in the manner prescribed in Article 6.1.2.

## **6.2 Interim standards**

- 6.2.1 NEN may publish the results of standardization, in which one or more elements are lacking or included subject to reservation, as a Dutch interim standard. Dutch interim standards are indicated with NVN + number. A designation of origin may also have been added.
- 6.2.2 The provisions of Article 6.1.2 on the comments procedure apply mutatis mutandis to interim standards.
- 6.2.3 The interim standard is valid for three years. This period of validity may be extended by three years once on the proposal of the standards committee involved.

## **6.3 Best practices guidelines**

- 6.3.1 NEN may publish documents of an informative nature, which pertain to a standard or standards, as a Dutch best practices guideline. Dutch best practices guidelines are indicated with NPR + number. A designation of origin may also have been added.
- 6.3.2 Unless the standards committee in question decides otherwise, Article 6.1.2 on the comments procedure applies mutatis mutandis to best practices guidelines.
- 6.3.3 Article 6.1.3 on the periodic assessment applies mutatis mutandis to best practices guidelines.

## **6.4 Dutch technical agreements**

- 6.4.1 If a fast solution for a problem does not require the consensus of all stakeholders or if the latest state of affairs of a rapidly changing technology must be documented, NEN may publish a Dutch technical agreement. These agreements are indicated with NTA + number. A designation of origin may also have been added.
- 6.4.2 At least two interested parties will take part in the formation of an NTA. Parties who wish to participate may not be refused during the period for participation registration (6 weeks). An NTA may also be drawn up as a result of participation from other countries.
- 6.4.3 Decisions will be taken by a simple majority.
- 6.4.4 There will be no public comments procedure.

6.4.5 An NTA is valid for three years, after which will be decided whether the NTA must be maintained, amended, withdrawn or converted into a NEN.

## **6.5 Other publications and standard-related information products**

NEN may issue other publications pertaining to standards and standardization and electronic or written standard-related information products.

# **Services**

## **Article 7**

NEN renders the following services:

**7.1** Selling the publications referred to in Article 6.

**7.2** Selling draft standards, interim standards, as well as any publications related thereto and to standardization and other products (electronic or otherwise) from:

- international standardization organisations;
- European standardization organisations;
- foreign standardization institutions;
- other institutions.

**7.3** The provision of information:

- about Dutch, European and international standards and draft standards and about standards of foreign standardization institutes;
- about Dutch, European and international regulations and certification procedures pertaining to standardization;
- about standardization in general and work programmes for standards development in particular.

**7.4** Organising or causing the organisation of training courses and meetings about standardization topics that promote the application of standards and/or standardization principles and methods in practice; contributing to such training courses or meetings.

**7.5** Publishing newsletters and other periodicals about standardization and technical regulations that are important to certain market segments or markets, as well as publishing electronic or written standard-related information products.

- 7.6 Providing all other services that might increase the familiarity with and the application of standards and standardization-related publications, as well as the institute's public profile and familiarity.

## **Collaboration in the field of standardization with national organisations and institutions**

### **Article 8**

#### **8.1 Affiliated organisations and institutions**

- 8.1.1 There are Dutch organisations and institutions that carry out work in collaboration with NEN in the area of standardization, which is of such a nature that:
- it has not and cannot be included in the standardization plans and/or work programmes of any of NEN's policy committees;
  - a Dutch contribution does not need to be provided for European and/or international organisations for the result accomplished by or via NEN;
  - the result of the work should preferably be published in a standard, interim standard, best practices guideline or related publication to be issued by NEN (cf. Article 4.2.2).
- 8.1.2 NEN will conclude an agreement with such organisation or institution to govern the collaboration between the parties.
- 8.1.3 An organisation or institution with which such an agreement has been concluded will be designated as 'affiliated organisation' or 'affiliated institution respectively'.

#### **8.2 Starting points for the realisation of the collaboration**

- 8.2.1 Affiliated organisations and institutions are deemed to know and respect the rules applied by NEN based on its objective in the realisation of standards.
- 8.2.2 If the result of the work is intended to be published by NEN in the form of a Dutch standard, interim standard, best practices guideline or related publication (cf. Article 4.2.2), this will already be taken into account in the preparation phase.

#### **8.3 Collaboration agreement**

- 8.3.1 The collaboration agreement will be prepared by:

- the most appropriate policy committee, with respect to those aspects that pertain to the definition of the long-term plans for standardization or the work programme;
- the agency in all other respects.

## **The agency**

### **Article 9**

#### **9.1 Status**

The agency is accountable to the managing director.

#### **9.2 Duties**

9.2.1 Supporting the board, councils and committees in the performance of their duties and the initiation and preparation of the activities to be carried out for that purpose. The agency will be proactive where possible and not burden the board, councils and committees with routine matters.

9.2.2 Implementing the decisions in question made by the board, councils and committees.

9.2.3 Providing the services referred to in Article 7 of these rules.

#### **9.3 Working procedure**

9.3.1 In accordance with the instructions and regulations determined by the board and internal regulations to be adopted by the managing director.

9.3.2 The NEN agency has a complaints procedure in place with respect to the services, products, etc. to be provided by it.

#### **9.4 Financing**

9.4.1 The agency's costs are financed by:

- a task-oriented subsidy from the central government;
- focused contributions by the business community, umbrella organisations, social institutions and authorities for standardization work;
- revenue from selling the publications referred to in Article 6 and providing the services referred to in Article 7;
- other revenue.

- 9.4.2 The amount of the focused contributions is based on the costs for the work required from NEN, which are calculated based on the costs involved in this work, expressed in various rates.

## **General provisions**

### **Article 10**

#### **10.1 Membership of councils and committees**

Except in cases referred to in Article 3.3.5 and with respect to the chairman of the Advisory Council, chairmen and members of councils and committees appointed on the recommendation of an organisation or institution will be members on behalf of that organisation or institution.

All chairmen and members of councils and committees are in office for four years and may be reappointed immediately after the end of their term of office, unless provided otherwise in the by-laws. Unless provided otherwise in the by-laws, reappointment will take place after prior consultation with the person concerned or the organisation or institution respectively that he/she originates from. However, if the person concerned can at any time no longer be considered to be a representative of the organisation or institution on whose behalf the person concerned is in office, his/her membership will be terminated at such time.

The board sees to it that the members of the councils and committees undertake to observe the provisions of the by-laws and the rules of procedure.

#### **10.2 Indemnity and liability**

- 10.2.1 NEN indemnifies chairmen and members of councils and committees, as well as the organisations or institutions on whose recommendation the members were appointed, against any liability for direct or indirect damage or loss caused by or connected with the application of the standards published by it.
- 10.2.2 NEN is not liable for direct or indirect damage or loss caused by or connected with the application of the standards published by it.

### **10.3 Reimbursement**

The board may decide to reimburse the time spent and costs incurred for the foundation by board members or by one or more specific board members. The board determines the conditions for reimbursement.

In exceptional cases, the board may decide to reimburse the travelling expenses incurred by board members, council members and/or committee members in the Netherlands and/or abroad according to the criteria to be determined by the board.

### **10.4 International and European work**

The delegations that NEN sends to the meetings of technical and other committees of the international and European standardization organisations represent NEN as central standardization body in the Netherlands and put forward the Dutch points of view known to them from the board, policy committee, management advisory committee and/or standards committee.

### **10.5 Committees acting externally**

- 10.5.1 Committees may act externally – via the NEN agency – to the extent that such is necessary in connection with the performance of their duties.

Unless an explicit power of attorney has been given in this respect, this authority does not include assuming obligations of a financial nature and providing information or making announcements of such a nature that third parties derive any expectation or obligation on the foundation's part from them. Only the board and the managing director are authorised to perform the above acts.

### **10.6 Copyrights**

- 10.6.1 Subject to the Dutch Copyright Act 1912 and pursuant to Article 17 of NEN's by-laws, fully or partially reproducing, electronically or otherwise, processing, publishing or copying NEN's standards, draft standards, interim standards, best practices guidelines, NTAs or other publications and standard-related information products, in electronic or written form, is only allowed after NEN has given its prior written permission.
- 10.6.2 NEN represents the copyright interests in the Netherlands of international and European standardization organisations and foreign standardization institutes.

## **10.7 Honouring outstanding achievement**

### 10.7.1 NEN medals

- The board may decide to honour persons who have promoted standardization in a special way with a medal. This is deemed to be the case if they have dedicated themselves to standardization at a Dutch, European or international level for more than ten years and have been of added value to the promotion of standardization in the administrative and/or technical field. They may also have dedicated themselves for a period of five years at a minimum at representative administrative level to standardization in the Netherlands, where their contribution determined and influenced the course of events.
- The proposal to award a medal is submitted to the board on behalf of the policy committee or other relevant committee in question, together with a clear substantiation of the proposal.
- The decision to award a medal may be taken during a board meeting, provided that the proposal in question is sent to the members at least 14 days in advance or has been dealt with in a written procedure.
- The occasion during which the medal is awarded will be determined on a case by case basis. In general, medals are awarded by a member of the board or by the chairman of the policy committee or other relevant committee in question during an appropriate occasion.

### 10.7.2 NEN certificate

- As a tangible token of appreciation, persons who have participated intensively in Dutch, European and/or international standardization work may be issued a certificate when they resign. Such is deemed to be the case if they have cooperated for more than 15 years in Dutch, European and/or international standardization work and their contribution and effort charted important standardization areas for NEN and the results of the standardization work were increased through creative work.
- The proposal to award the certificate to a resigning committee member will be submitted to the policy committee or relevant committee in question on behalf of the standards committee/committees that the resigning member serves on.
- The policy committee or relevant committee in question submits a substantiated proposal to the board. The board decides whether the certificate is awarded.
- The certificate is issued by the chairman of the policy committee or relevant committee during an appropriate occasion.

### 10.7.3 NEN house order

The house order is granted to members of staff of the NEN agency by the managing director on the board's behalf.

The silver house order is granted to members of staff who are employed by the company for 12.5 years.

The gold house order is granted to members of staff who are employed by the company for 25 years.

The gold and diamond house order is granted to members of staff who are employed by the company for 35 years.

#### 10.7.4 NEN Pyramid of merit

The managing director may award the pyramid of merit to a member of staff, upon retirement, early retirement or posthumously, for exceptional performance that is of permanent use to the foundation.

## **Final article**

In cases that these rules of procedure do not provide for, the board or - if authorised to do so - the managing director will decide.

### **Transitional provision**

These amended rules of procedure take effect on 21 November 2000 and are a revised version of the rules of procedure laid down by the board on 21 September 1999 and on 30 September 2003.

**NEN**