EUROPEAN FEDERATION OF CORROSION

BOARD OF ADMINISTRATORS

Prague, Czech Republic

September 3, 2017

WORKING PAPERS

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Meeting of the Board of Administrators

of the

European Federation of Corrosion

Prague, Czech Republic, September 3, 2017

Venue of meeting:	**Holiday Inn Prague Congress Centre** Na Pankráci 15/1684 140 00 Prague 4 - Czech Republic
Date and time of meeting:	**Sunday 3 September 2017 - 14h00**
Chairman:	**Prof. Damien Féron (EFC President)**
Secretary:	**Mrs. Pascale Bridou Buffet (Paris Office)**

EUROPEAN FEDERATION OF CORROSION
MEETING OF THE BOARD OF ADMINISTRATORS
PRAGUE, 3rd SEPTEMBER 2017, 14h00

PROPOSED AGENDA

Item 1 Opening of the meeting

Item 2 Apologies for absence

Item 3 Approval of the Agenda and Adoption of the Minutes of the last Meeting

Item 4 Report on STAC Activities

Item 5 Administrative Matters
- 5-1 Situation of EFC with Respect to Belgian Authorities
- 5-2 Revision of the EFC Statutes
- 5-3 EFC and VAT (Value-Added Tax)
- 5-4 Re-organisation of the EFC Offices
- 5-5 EFC Membership

Item 6 Financial Issues
- 6-1 Current Subscriptions Position
- 6-2 Accounts for 2016 and Budget for 2017
- 6-3 Budget for 2018 and beyond
- 6-4 EFC Subscription Fees for 2018
- 6-5 Adoption of the Financial Report

Item 7 Interaction with other Organisations
- 7-1 NACE International
- 7-2 WCO (World Corrosion Organization)
- 7-3 ICC (International Corrosion Council)
- 7-4 Relations with International Member Societies
- 7-5 Branches / Relation between EFC and Middle East

Item 8 EFC Activities
- 8-1 Report of the Scientific Secretary
- 8-2 Report of the Managing Officer
- 8-3 EFC Publications
- 8-4 Analysis of the Results of the Questionnaire to EFC Member Societies

Item 9 EUROCORR Series: 2017 to 2021
- 9-1 Revision of the EUROCORR Call for Bids and Agreement
- 9-2 EUROCORR 2017, Prague (Czech Republic) - Report
- 9-3 EUROCORR 2018, Krakow (Poland) - Progress with Arrangements
- 9-4 EUROCORR 2019, Seville (Spain) - Report on Preliminary Arrangements
- 9-5 EUROCORR 2020, Brussels (Belgium) - Initial Progress Report
- 9-6 EUROCORR 2021: Call for Bids

Item 10 EFC Events and Calendar of Events

Item 11 Any other Business

Item 12 Date and Place of next BoA

WORKING PAPERS OF THE EFC BOARD OF ADMINISTRATORS (BOA)

Item 1 Opening of the meeting

Prof. Damien Féron, President of the EFC and Chairman of the meeting, will welcome the delegates.

Item 2 Apologies for Absence

Mrs. Pascale Bridou Buffet, Paris Office, will announce apologies received for absence.

Item 3 Approval of the Agenda and Adoption of the Minutes of the last Meeting

3-1 BoA members will be asked to approve the proposed agenda.

3-2 BoA members will be asked to approve the minutes of the Prague meeting (17th March 2017).

Item 4 Report on STAC Activities

Dr. Wolfram Fürbeth, Chairman of STAC, will review the main progress of the STAC.

BoA Members will also be invited to nominate the BoA Jury Members for the Honorary Fellow Award.

Item 5 Administrative Matters

5-1 Situation of EFC with Respect to the Belgian Authorities

During the BoA Meeting which took place in Prague on 17 March 2017, the BoA members were informed on the issues that are necessary to regularise the EFC reporting and accounting to the Belgian Authorities as follows:

- Declarations and registrations to the Begium Authorities:
  - the annual accounting declaration and registration;
  - the publication in “Le Moniteur Belge” of the new EFC registered address in Brussels: **Avenue des Arts 56, 4C - 1000 Bruxelles;**
  - the publication of the updated statutes in “Le Moniteur Belge”;
  - the publication in “Le Moniteur Belge” of the composition of the BoA representatives.
- Compliance of the EFC status with the Belgium law;
- Situation of EFC with respect to VAT (Value-Added Tax).

The EFC president, Damien Féron, and the Managing Officer, Dr. Hélène Illaire, will report on the progress regarding these issues.

5-2 Revision of the EFC Statutes

In order to ensure compliance with Belgian law and to take into account recent changes, the EFC Statutes need to be revised and updated.

Appendix 1 provides a proposed revised version (in English and in French).

The BoA Members will be invited to agree the updated version of the EFC Statutes in both languages, for recommendation to the General Assembly (GA) for approval.

5-3 EFC and VAT (Value-Added Tax)

Presently, the EFC is not registered for VAT in Belgium. The EFC is currently considering to offer sponsoring programs and possibility of advertisement in the newsletter, and those activities are liable to VAT. For this reason, the Honorary Treasurer and the Managing Officer started to investigate the framework of VAT taxation in Belgium. On 14th of January 2017 they met with a lawyer in Brussels, specialising in VAT questions, in order to get information about the taxation framework in Belgium.

During the last BoA Meeting which took place on 17 March 2017 in Prague, an action was placed on the Managing Officer to contract on behalf of the EFC with the lawyer to clarify the EFC VAT Status:

- 1 an audit of the EFC activities, in order to determining VAT status, and the reasons why that particular VAT status applies in the view of the lawyer;
- 2 the consequences of such VAT status (limitation of deduction rights, obligation to register for VAT purposes …);
- 3 the invoicing rules applicable to the membership fees/other fees; and
- 4 a plan of action, in case the current situation needs to be rectified.

The Lawyer informed that all advantages that are reserved to members of the EFC (i.e. members of EFC Member Societies) are considered as taxable services, and the price of these services is deemed to be EFC membership fee. That includes especially the discounts that members of the EFC get on the Green Books and on the registration to EUROCORR congresses or EFC events.

Appendix 2 provides the report of the Lawyer.

The Honorary Treasurer, Mrs. Julija Bugajeva, will present the various aspects of EFC VAT registration, see **Appendix 3**.

The BoA will be asked to agree the registration of the EFC for VAT in Belgium, for recommendation to the GA.

5-4 Re-organisation of the EFC Offices

Due to the discontinuation of the FFC activities at the end of 2015 (taken over by the CEFRACOR) and the changes implemented by the German Tax Authorities, the Frankfurt and Paris Offices have to review their involvement in their support to the EFC.
It has to be noted that the UK Office operates since the past few years on a voluntary basis, and would like to continue if the other secretariats have limited costs.

The EFC President, Prof. Damien Féron, will present the situation of the reorganisation of the 3 EFC secretariats.

5-5 EFC Membership

The Frankfurt Office will report on new application(s) to join the EFC and resignation(s), if any.

Item 6 Financial Issues

Appendix 4 provides the Financial Report, which will be presented by the Honorary Treasurer, Mrs. Julija Bugajeva.

6-1 Current Subscriptions Position

The status of subscriptions paid by EFC Member Societies (year-to-date) will be presented**.**

6-2 Accounts for 2016 and Budget for 2017

The BoA will be requested to agree the accounts for 2016 and the proposed budget for 2017 for recommendation for approval by the GA.

6-3 Budget for 2018 and beyond

The Honorary Treasurer, Mrs. Julija Bugajeva, will present proposals for the budget for 2018 and the coming years, taking into account the consequences of the reorganisation of the 3 EFC Secretariats and the VAT registration of the EFC.

6-4 EFC Subscription Fees for 2018

A scheme for the subscription fees for 2018 will be presented.

The BoA Members will be invited to approve the proposed subscription fees for recommendation to the General Assembly.

6-4 Adoption of the Financial Report

The BoA will be invited to approve the Financial Report presented by Mrs. Julija Bugajeva, the Honorary Treasurer.

Item 7 Interaction with Other Organisations

7-1 NACE International

Progress on EFC/NACE collaboration will be presented.

7-2 WCO (World Corrosion Organization)

Prof. Dr. Willi Meier, the new WCO Director General, will report on progress in the activities of the WCO.

7-3 ICC (International Corrosion Council)

Progress on EFC/ICC collaboration will be presented.

7-4 Relations with International Member Societies

Progress on EFC collaborations with International Member Societies will be presented.

7-5 Branches / Relation between EFC and Middle East

Prof. Fátima Montemor, the past-President, and Dr. Fouzia Hannour (Qatar NRF) will present progress on the collaboration between EFC and Middle East.

Item 8 EFC Activities

8-1 Report of the Scientific Secretary

The report of the Scientific Secretary, Dr. Roman Bender, covering activities since the last September BoA meeting is presented in **Appendix 5**.

The BoA will be invited to approve the Scientific Secretary Report.

8-2 Report of the Managing Officer

The report of the Managing Officer, Dr. Hélène Illaire, covering activities since the last September BoA meeting is presented in **Appendix 6**.

The BoA will be invited to approve the Managing Officer Report.

8-3 EFC Publications

The EFC STAC Chairman, Dr.-Ing. Wolfram Fürbeth, will report on the progress in the preparation of the EFC Book Series.

Dr. Roman Bender will report on progress regarding the publications in the three partner Journals: "***Materials and Corrosion***", "***Corrosion Engineering, Science and Technology (CST)***" and "***Matériaux et Techniques***".

Dr. Roman Bender will present the status on the latest improvements to the EFC Website if any.

The BoA members are reminded of the login and password, which allows them direct access to the restricted area of the website:

Login: **efc-boa** Password: **member2017BoA**

8-4 Analysis of the Results of the Questionnaire to EFC Member Societies

During the last BoA Meeting which took place on 17 March 2017 in Prague, an action was placed on Dr. Hélène Illaire, the Managing Officer, to circulate the analysis to the BoA and GA Members.

The EFC President, Prof. Damien Féron, will report on the main conclusions of this analysis.

Item 9 EUROCORR Series: 2017 to 2021

9-1 Revision of the EUROCORR Call for Bids and Agreement

Appendix 7 recalls the objectives and summarises the requirements for the “Call for Bids » and for the “EUROCORR Agreement”.

Appendix 8 provides the revised version of the Call for Bids proposed by the EUROCORR Congress Secretariat (Frankfurt Office).

A revised version of the EUROCORR Agreement will be proposed by the EUROCORR Congress Secretariat (Frankfurt Office).

The BoA Members will be invited to approve these evolutions.

The BoA Members will be also invited to consider the implementation of a levy on the EUROCORR Exhibition.

9-2 EUROCORR 2017 - Prague (Czech Republic) - Report

The organisers will report on the preliminary results of **EUROCORR 2017** in **Prague**.

Appendix 9 provides the EUROCORR 2017 Report Form I.

9-3 EUROCORR 2018 - Krakow (Poland) - Progress with Arrangements

EUROCORR 2018 will be held on **9 to 13 of September 2018** in **Krakow,** Poland, at the Krakow Congress Centre, The general theme will be “**Applied Science with constant Awareness**”.

Dr. Agnieszka Królikowska will report on the progress with arrangements for EUROCORR 2018.

9-4 EUROCORR 2019 - Sevilla (Spain) - Report on Preliminary Arrangements

EUROCORR 2019 will be held from Monday **9th to Friday 13th of September 2019** in **Sevilla,** Spain, at the Hotel Barceló Sevilla Renacimiento. The general theme will be “**New times, new materials, new corrosion challenges**”.

The organisers will report on the progress with preliminary arrangements for EUROCORR 2019.

9-5 EUROCORR 2020 - Brussels (Belgium) - Initial Progress Report

EUROCORR 2020 will be held on **6th to 10th of September** in **Brussels**, Belgium, at SQUARE (Brussels Meeting Centre). The general theme will be “**Closing the Gap Industry and Academia Corrosion Predictions by Advanced Measuring, Modelling and Monitoring**”.

The organisers will report on the preliminary initial progress for EUROCORR 2020.

9-6 EUROCORR 2021 - Call for Bids

Members will be reminded that bids to host **EUROCORR 2021** should be submitted in writing to the Frankfurt Office **by 15 January 2018** with a copy to the Scientific Secretary and the Paris Office.

Item 10 EFC Events and Calendar of Events

BoA Members will be reminded that the Calendar of Events is regularly updated on the EFC website by Dechema.

The BoA will also be reminded that EFC Calendar of Events also includes non EFC-sponsored events in an attempt to draw outside interest to the EFC as a central source of information on corrosion events throughout the world.

An application form is available in the restricted area for the BoA Members to apply for an EFC Event Number.

Item 11 Any other Business

Members will be invited to raise any other matters.

Item 12 Date and Place of next BoA

The next BoA meeting will be held in spring 2018, at a time and place to be announced later.

A P P E N D I C E S

Proposal of the Revision of the EFC Statutes, English Version

EUROPEAN FEDERATION OF CORROSION

STATUTES

Revision approved by ~~the EFC General Assembly (12 September 2016)~~ [To be updated] of the version approved previously by the General Assembly ~~Moscow/Russia~~ in Montpellier, ~~14 September 2010~~ on 12 September 2016.

~~Original in French published in LE MONITEUR BELGE, July 27, 1995~~
~~Identification Number: 12698/95~~
[To be updated after publication of the French version in the Moniteur Belge]

I. NAME, LOCATION, OBJECTIVES, DURATION

Article 1. ~~An international association with a scientific purpose established by its founders[1], in accordance with the Belgian law of October 25, 1919, modified by that of December 6, 1954, named:~~ The association is constituted in the form of an international non-profit association, in accordance with Title III of the Law of 27 June 1921 on non-profit-making associations, foundations, European political parties and European political foundations (the " Law ").
The Association shall be called:

"Fédération Européenne de la Corrosion"
"European Federation of Corrosion"
"Europäische Föderation Korrosion"

~~and hereafter abbreviated to "EFC".~~
and is abbreviated to EFC (hereinafter referred to as the "Association"). The full name and abbreviated name may be used interchangeably.

All acts, invoices, notices, publications, mails, purchase orders and other documents emanating from the Association shall be preceded or followed by the words "International Non-Profit Association" or the abbreviation "AISBL".

Article 2. The registered office of the ~~EFC~~ Association is located in a district of Belgium. It is currently located at ~~Fédération Européenne de la Corrosion, Drève Sainte Anne, 68B 1020~~ Avenue des Arts 56, 4C - 1000 Bruxelles, Belgique. It may be transferred to any other place ~~in Belgium~~ in the Belgian region of the Bilingual Region of Brussels-Capital or the French-speaking Region by decision of the Board of Administrators, published in the Annex of LE MONITEUR BELGE.
[If the registered office is moved to Flanders, the Statutes and the communication with Belgian authorities must be in Flamish; this is outside the scope of decision of the BoA.]

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[1] ~~The following are the original founder member societies of the EFC:~~
- ~~Branche Belge de la Société de Chimie Industrielle, Rue Ravenstein, 3, 1000 Bruxelles (Belgium)~~
- ~~DECHEMA, Deutsche Gesellschaft für Chemisches Apparatewesen e.V. Theodor Heuss Allee 25, Frankfurt am Main (Germany)~~
- ~~Society of Chemical Industry, 14, Belgrave Square, London SWI (United Kingdom)~~
- ~~Société de Chimie Industrielle, 28, rue Saint-Dominique, 75007 PARIS (France)~~

[Moved to the Bye-Laws] [Footnotes are unusual in statutes, and their legal status is unclear.]

Proposal of the Revision of the EFC Statutes, English Version (Continued)

Article 3. The purpose of the ~~EFC~~, registered as an international non-profit organisation, is primarily to contribute to the general advancement of the science of corrosion and of the protection of materials by promoting cooperation in Europe~~[2]~~ between scientific and technical societies and organisations devoted significantly to these areas of activity, and likewise collaborate with similar scientific and technical societies and organisations throughout the world.

The ~~EFC~~ Association is established for an indefinite period.

II. MEMBERS

Article 4. The ~~EFC~~ Association is composed of Member Societies (European and International), Members, Honorary Members, Branches and Affiliate Members.

The rights and obligations of Members (European and International), Members, Honorary Members, Branches and Affiliate Members are defined in the Bye-Laws.

Member Societies (European)

Article 5.1. European~~[3]~~ scientific and technical societies and organisations located within Europe that are in pursuance of the advancement, best practice and education of the science and technology of corrosion and its control for the socio-economic benefit of mankind and the well being of the environment, may become European Members.
In this context Europe encompasses all full member states of the Council of Europe.

These societies and organisations must be in full compliance with the objectives of **Article 3** of these statutes, ~~and~~ must be non-profit organisations, and must have legal personality.

Article 5.2. All applications for membership must be addressed in writing to one of the offices of the ~~EFC~~ Association ~~General~~ Secretariat, which shall submit them to the Board of Administrators. On the basis of a report by the latter, the General Assembly shall make the final decision on acceptance or rejection of the application for membership.

Member Societies (International)

Article 6.1. Subject to the recommendation of three European Member Societies in good standing, scientific and technical societies and organisations located ~~outside of Europe~~[4] in a country that is not a full member state of the Council of Europe, and that are in pursuance of the advancement, best practice and education of the science and technology of corrosion and its control for the socio-economic benefit of mankind and the well being of the environment, may become International Members. These societies and organisations must be in full compliance with the objectives of **Article 3** of these statutes, ~~and~~ must be non-profit organisations , and must have legal personality.

~~[2] In this context Europe encompasses all full member states of the Council of Europe~~
~~[3] Here European means belonging to one of the full member states of the Council of Europe and excludes European branches or subsidiaries of non-European scientific and technical societies and organisations~~ [Moved to the body of the Statutes]
~~[4] Scientific and technical societies and organisations located in a country that is not a full member state of the Council of Europe~~

Proposal of the Revision of the EFC Statutes, English Version (Continued)

Article 6.2. All applications for membership must be addressed in writing together with the endorsement of three European Member Societies to one of the offices of the ~~EFC~~ Association General Secretariat, which shall submit them to the Board of Administrators. On the basis of a report by the latter, the General Assembly shall make the final decision on acceptance or rejection of the application for membership.

Members

Article 7. ~~EFC Members are~~ Individuals belonging to ~~EFC~~ Member Societies (European and International) and Branches are considered as Members of the Association.

Honorary Members

Article 8. The General Assembly may confer the title of Honorary Member on any individual having made, in the opinion of the Board of Administrators, a particular contribution to the achievement of the aims of the ~~EFC~~ Association.

Affiliate Members

Article 9.1. Affiliate Membership of the ~~EFC~~ Association is available to organisations which support the purpose of the ~~EFC~~ Association (see Article 3) on payment of an appropriate annual contribution. Two classes of Affiliate Membership exist; one for Companies and the other for Universities and Research Organisations.

Article 9.2. All applications for Affiliate Membership must be accompanied by details of the applicant and addressed in writing to one of the ~~EFC~~ Association offices, which shall submit them to the Board of Administrators. On the basis of a report by the latter, the General Assembly shall make the final decision on acceptance or rejection of the application for Affiliate Membership.

Branches

Article 10. Structures, which may gather individuals and/or institutions, in pursuance of the advancement, best practice and education of the science and technology of corrosion and its control for the socio-economic benefit of mankind and the well-being of the environment. The branches must be in compliance with the objectives of **Article 3** of these statutes and must be non-profit organisations. Branches are admitted by invitation subjected to the Board of Administrators recommendation and General Assembly approval.

Resignations and Exclusions

Article 11. Any ~~EFC Member Society or Affiliate Member~~ Member Society, Member, Honorary Member, Affiliate Member or Branch has the right to resign from the Association. The member must give notice of this decision in writing to one of the three offices of the ~~EFC~~ General Secretariat.

For Member Societies and Affiliate Members in good standing, resignation becomes effective at the end of the fiscal year in which written notification has been presented. For those not in good standing, resignation becomes effective within the fiscal year subject to the direction of the Board of Administrators.

Proposal of the Revision of the EFC Statutes, English Version (Continued)

Article 12. Any Member Society or Affiliate Member which fails to respect the obligations devolving upon it by the present statutes may be excluded from the ~~EFC~~ Association. It is the duty of the Board of Administrators, after hearing the defense of the body concerned, to report to the General Assembly which has the sole power of decision in the matter.

III. SUBSCRIPTIONS

Article 13. The amount of the annual subscriptions for Member Societies and Affiliate Members is adopted by the General Assembly on the proposal of the Board of Administrators.

The General Assembly shall approve the manner in which all ~~EFC~~ funds of the Association are managed and the disposal of any assets and funds remaining, having honored all outstanding debts, in the event of dissolution of the ~~EFC~~ Association.

~~It is the duty of the Board of Administrators to exercise day-to-day judicious management of EFC funds and assets; and, should it become necessary, recommend to the General Assembly the most appropriate option for dissolution of the EFC.~~

IV. ADMINISTRATION

Article 14. The ~~EFC~~ Association is administered and managed by a Board of Administrators hereafter abbreviated to "BoA".

The BoA shall consist of a President and Vice-President as the most powerful executives of the ~~EFC~~ Association, the Immediate Past President and twelve administrators all with full voting rights, supported by the *ex officio* offices of Treasurer and Scientific Secretary who have no voting rights. The twelve administrators shall be drawn from Member Societies of the ~~EFC~~ Association in good standing as follows:

a. Four administrators, one each nominated by the three countries providing the General Secretariat offices (France, Germany and UK) and one from the country of registration in law (Belgium) of the ~~EFC~~ Association;
b. A minimum of three elected administrators drawn from amongst European Member Societies in countries other than the countries providing the four administrators in (a);
c. Subject to satisfying (b), five elected administrators, drawn from amongst the EFC Member Societies at large i.e. European and International Member Societies.

The four nominated administrators are subject to ratification by the General Assembly. The eight elected administrators are subject to election by the General Assembly.

Each ~~EFC~~ Member Society can nominate one candidate for election in accordance with the above BoA composition with only one administrator from a Member Society sitting on the BoA at any one time.

The General Assembly shall endeavor to maintain on the BoA a balance between representatives of industry and academia.

<u>Proposal of the Revision of the EFC Statutes, English Version (Continued)</u>

All elected administrators shall serve on the BoA for a period of three years in the first instance. At the expiry of this term of office, they may seek re-election/nomination to serve for one further term (3 years). After that they are not eligible to stand as an administrator until a further term (3 years) has elapsed.

The retiring President shall serve on the BoA as Immediate Past President for a period commensurate with that of the incoming President. Thereafter the Immediate Past President shall step down from the BoA and not be eligible to stand as an administrator until a further term (3 years) has elapsed.

All administrators serve without any form of remuneration from the ~~EFC~~ Association.

Administrators may be dismissed by the General Assembly by a majority decision of two-thirds of the full members present or represented.

Article 15. The President, the Vice-President and the Treasurer are elected by the General Assembly on a proposal by the Board of Administrators. The terms of office of the President and Vice-President begin ~~at the General Assembly where they are elected~~ on the first of January following the General Assembly during which the election took place. The Scientific Secretary is appointed by the BoA in consultation with the Chairman of the Science and Technology Advisory Committee (STAC).

The President and Vice-President are elected from among the members of the BoA or the STAC. The President shall serve for a period of two years with the possibility of chairing two successive General Assembly meetings and the right to re-election for one further term of office of one or two years.

The ~~EFC~~ President, Vice-President, Honorary Treasurer, and the Chairman of the Science and Technology Advisory Committee must live and work in Europe and must be members of a European Member Society.

The President is assisted during his or her term of office by the Immediate Past President and by a Vice-President.

The meetings of the BoA are chaired by the President or if unable to do so then by the Immediate Past President or Vice-President.

Article 16. The BoA must meet at least once a year, whether convened by the General Secretariat or at the request of at least four of its members in good standing. However, under normal business arrangements the BoA will meet twice a year with one of the meetings being held during the annual ~~EFC~~ EUROCORR Congress of the Association.

An administrator may be represented by a fellow administrator who, however, can exercise only one proxy vote.

~~The BoA can validly deliberate only if at least half of its members are present or represented.~~
The Board may validly deliberate if at least half of the administrators are present in person, by telephone, by videoconference or validly represented. If this attendance quorum is not reached, a new meeting must be convened with the same agenda.

Proposal of the Revision of the EFC Statutes, English Version (Continued)

Article 17. The resolutions of the BoA are adopted by the majority of the ~~administrators present or represented~~ votes cast. In the case of equality of votes the President shall first endeavour to find an amicable solution at the meeting that will secure a majority vote; but failing this, the resolution shall be deemed not adopted and required to be revised before being brought back to the BoA.

Resolutions are recorded in the minutes of the meeting by the General Secretariat and communicated to the members of the ~~EFC~~ BoA.

Decisions may also be taken by resolutions in writing, provided that each administrator has been informed at least 10 days in advance of the decisions to be taken. Decisions shall come into force on the date mentioned in the written resolutions and shall be deemed to have been taken at the registered office of the Association. Any administrator who has not returned a copy of the written resolutions within the prescribed period shall be deemed to agree and vote in favor of each of the decisions referred to in the written resolutions.

Article 18. The BoA has, among other responsibilities, the duty to review periodically the ~~EFC~~ Statutes of the Association, propose bye-laws to the General Assembly and to set up, or approve the creation of, study groups/task forces and working parties.

V. GENERAL SECRETARIAT

Article 19. The work of the EFC is provided by the General Secretariat and is shared between the three member offices of:

- DECHEMA e.V., Frankfurt
- CEFRACOR, Paris
- The Institute of Materials, Minerals and Mining, London

The General Secretariat administers the following affairs of the ~~EFC~~ Association:

- Membership
- Finances
- Publications
- Awards
- EUROCORR Congress
- Meetings, working papers and minutes of the BoA and the General Assembly

~~The registered office of the EFC is in Brussels solely to satisfy the requirements of Belgian Law, under which the EFC is constituted, and provides no general secretariat function.~~

VI. GENERAL ASSEMBLY

Article 20. The General Assembly is fully empowered to ensure the accomplishment of the objectives of the ~~EFC~~ Association.

The General Assembly is composed of representatives of all Member Societies in good standing. Honorary Members and Affiliate Members may attend General Assembly meetings in a consultative capacity but have no voting rights on any matters dealing with the business of the ~~EFC~~ Association.

Proposal of the Revision of the EFC Statutes, English Version (Continued)

The following are notably reserved to the competence of the General Assembly:

- Admission or exclusion of Member Societies and Affiliate Members;
- Conferment of Honorary Membership;
- Election, removal or replacement of administrators;
- Adoption of the budget, adoption of a system of subscriptions, eventual creation of special funds;
- Approval of accounts;
- Changes in the structure of the General Secretariat;
- Adoption of bye-laws;
- Modification of the Statutes;
- Dissolution of the ~~EFC~~ Association;
- Election of a President, a Vice-President and a Treasurer;
- ~~Election/ratification of administrators.~~

Article 21. The General Assembly meets *ipso jure* once a year in a place and at a time set by mutual agreement by the BoA.

The General Assembly may also be convened for an extraordinary meeting at any time the BoA may deem necessary. In such an event, the meeting shall take place at any location determined by the BoA.

Article 22. The General Assembly is chaired by the ~~EFC~~ President or an alternate from either the Immediate Past President or Vice-President.

~~The calls to Member Societies, Branches and Affiliate Members and the agenda of the meeting, written by the BoA, are dispatched by the General Secretariat at least thirty days before the date of the meeting.~~ *[To be moved to the Bye-Laws]*

Article 23. Member Societies in good standing may be represented at the General Assembly by a fellow Member Society in good standing acting as proxy. However, a single Member Society may not hold more than three proxy votes.

The General Assembly, unless provision to the contrary is stipulated by law or in these statutes, may validly deliberate only if half of its Member Societies are present or represented. In the event of this condition not being fulfilled, another General Assembly shall be convened, within three months, and shall validly deliberate, irrespective of the number of Member Societies present or represented. ~~The exceptions to this are where considering changes to the EFC Statutes and dissolution of the EFC or the dismissal of an administrator when Article 23 applies in determining the required attendance.~~ The exceptions to this are where considering the dismissal of an administrator when Article 24 applies in determining the required attendance, and changes to the EFC Statutes or dissolution of the EFC when article 25 applies in determining the required attendance.

~~In the event of it proving difficult to arrange a further meeting within 3 months, a postal or electronic vote can be sought by the BoA, administered by the General Secretariat, on any pressing resolution pending from the prior non-quorate General Assembly meeting.~~
Decisions of the General Assembly may also be validly taken by written resolutions, provided that each Member Society has been informed at least thirty days in advance of the decisions to be taken.

Proposal of the Revision of the EFC Statutes, English Version (Continued)

Decisions shall come into force on the date mentioned in the written resolutions and shall be deemed to have been taken at the registered office of the Association. Any Member Society which has not returned its copy of the written resolutions within the prescribed time limit shall be deemed to agree and vote in favor of each of the decisions referred to in the written resolutions.

Article 24. In all cases, resolutions are adopted by a simple majority of the ~~Member Societies in good standing present or represented~~ votes cast, and subsequently notified to all Member Societies. The exceptions to this are:

- Dismissal of an administrator which requires a majority decision of two-thirds of the Member Societies present or represented;
- Changes to the ~~EFC~~ statutes or dissolution of the ~~EFC~~ Association when Article ~~24~~ 25 of these statutes shall apply in determining the required attendance and majority vote.

It is not possible to deliberate on any substantive item that is not on the main agenda and detailed in the supporting working papers for the meeting.

Resolutions of the General Assembly are recorded in the minutes written by the General Secretariat and communicated to the Member Societies.

Article 25. ~~Without prejudice to Article 5 of the Belgian law of 25 October, 1919,~~ Any proposal to modify the statutes or dissolve the ~~EFC~~ Association must proceed from the BoA or from at least four Member Societies, representing different countries.

The BoA must notify the Member Societies of the ~~EFC~~ Association at least three months in advance of the date of the General Assembly meeting which will rule on the aforesaid proposal.

A change in the statutes or move to dissolve the ~~EFC~~ Association can only be passed by a General Assembly meeting with at least two-thirds of Member Societies in good standing in attendance or represented. Such a resolution can then only be passed by a two-thirds majority of the ~~Member Societies present or represented~~ votes cast.

If the General Assembly meeting in question has not convened two thirds of the ~~EFC~~ Association Member Societies, a further General Assembly shall be called ~~at the earliest opportunity when this condition can be met~~ within thirty days. In the event of it proving difficult to arrange a further meeting within a reasonable period of time, ~~a postal or electronic vote can be sought by the BoA, administered by the General Secretariat~~ decisions of the General Assembly in question may also be validly taken by written resolutions, as described in Article 23. The two-thirds ~~participation/majority voting~~ majority of the votes cast requirement given above again applies.

~~Modifications to the statutes shall become effective only after approval by Royal Decree and after due respect of the relative conditions of publication stipulated by article 3 of the Belgian law of October 25 1919.~~

The General Assembly shall finally approve the mode of dissolution and winding up of the ~~EFC~~ Association having first sought direction from the BoA on the options available.

Proposal of the Revision of the EFC Statutes, English Version (Continued)

VII. REPRESENTATION

Article 26.
~~All acts binding the EFC with regard to third parties, of either financial or legal nature, which are not part of day-to-day business, shall be signed jointly by three administrators duly empowered to act accordingly on a case-by-case basis by the BoA.~~

The Association shall be validly represented in all its actions, including in court, by two adminitrators acting jointly, who shall not furnish proof of a prior decision of the BoA.
[The administrators do not need to furnish a certified extract of the BoA resolution when representing the association]

The Association is also validly represented by a representative, within the limits of his mandate.

~~**Article 27.** Lawsuits, whether as plaintiff or defendant, are pursued through due action and proceedings by the BoA represented by an administrator appointed by the BoA.~~

VIII. GENERAL PROVISIONS

Article ~~28~~ 27. All matters for which no provision is made in the present statutes, notably with regard to publications in LE MONITEUR BELGE, shall be conducted in accordance with Belgian law.

~~**Approved by:**~~

~~1. F. Montemor, (Portugal), EFC President~~

~~2. M.-G. Olivier (Mons, Belgique), Belgian administrator~~

~~3. DECHEMA e.V.~~
~~K. Wagemann, Frankfurt (Germany)~~

~~4. THE INSTITUTE OF MATERIALS, MINERALS AND MINING~~
~~B. A. Rickinson, London (United Kingdom)~~

~~5. CEFRACOR M. Roche, Paris (France)~~

Proposal of Revised Versions of the EFC Statutes in French

Fédération Européenne de la Corrosion

STATUTS

Révision adoptée par l'Assemblée Générale de la F.E.C. *en sa réunion du 12 septembre 2016, de la version précédemment adoptée par l'Assemblée Génerale du 14 septembre 2010 à Moscou (Russie). [Sera actualisé]* [To be updated]

Original en français publié dans le *Moniteur Belge* du 27 juillet 1995
Numéro d'identification : 12698/95 *[Sera actualisé]*

I. DENOMINATION, SIEGE, OBJET, DUREE

Article 1er. ~~Il est constitué par ses fondateurs[5] une association internationale à but scientifique, régie par la loi belge du 25 octobre 1919 modifiée par celle du 6 décembre 1954, dénommée :~~
L'association est constituée sous la forme d'une association internationale sans but lucratif, conformément au titre III de la loi du 27 juin 1921 sur les associations sans but lucratif, les fondations, les partis politiques européens et les fondations politiques européennes (la « Loi »).

L'association est dénommée:
- « Fédération Européenne de la Corrosion »
- « European Federation of Corrosion »
- « Europaïsche Föderation Korrosion »

~~et abrégée ci-dessous en « F.E.C. ».~~
en abrégé « EFC» (ci-après dénommée l'« Association »). La dénomination complète et la dénomination abrégée peuvent être utilisées indifféremment.

Tous les actes, factures, avis, publications, courriers, bons de commande et autres pièces émanant de l'Association, doivent être précédés ou suivis par la mention « association internationale sans but lucratif » ou de l'abréviation « AISBL ».

Article 2. Le siège social de l'Association est établi dans un district de Belgique. Il est actuellement fixé à : ~~Fédération Européenne de la Corrosion, Avenue des Arts 56, 4C – 1000~~ Avenue des Arts 56, 4C - 1000 Bruxelles, Belgique. Le siège peut être transféré dans tout autre lieu de la ~~Belgique~~ Région bilingue de Bruxelles-Capitale ou de la Région de langue française, par décision du Conseil d'Administration, publiée aux annexes du *Moniteur Belge.*

Article 3. L'objet de ~~la F.E.C.~~ l'Association, enregistrée comme association internationale sans but lucratif, est principalement de contribuer au progrès général de la science de la corrosion et de la protection des matériaux en encourageant la coopération en Europe[6] entre les sociétés et les organisations scientifiques et techniques qui font de ces sujets une activité importante, et en collaborant avec les associations semblables dans le monde entier.

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[5] ~~Les organisations suivantes sont les membres fondateurs originaux de la F.E.C. :~~
~~- Branche Belge de la Société de chimie industrielle, Rue Ravenstein 3, 1000 Bruxelles (Belgique)~~
~~- DECHEMA, Deutsche Gesellchaft für Chemisches Apparatewesen e.V. Theodor Heuss Allee 25, Frankfurt am Main (Allemagne)~~
~~- Society of Chemical Industry, 14, Belgrave Square, London SW1 (Royaume-Uni)~~
~~- Société de Chimie Industrielle, 28, rue Saint-Dominique, 75007 Paris (France)~~
[6] ~~Dans le présent contexte, l'Europe comprend tous les états membres du Conseil de l'Europe~~

Proposal of Revised Versions of the EFC Statutes in French Continued)

~~La F.E.C.~~ L'Association est constituée pour une durée illimitée.

II. MEMBRES

Article 4. L'Association se compose de Sociétés Membres (européennes et internationales), de Membres, de Membres d'Honneur, de Branches et de Membres Affiliés.

Les droits et obligations des Sociétés Membres (européennes et internationales), des Membres, des Membres d'Honneur, des Branches et des Membres Affiliés sont définis dans le Règlement d'Ordre Intérieur.

Sociétés Membres (européennes)

Article 5.1. Peuvent être membres européens des sociétés et des organisations scientifiques et techniques européennes[7] qui agissent pour renforcer les progrès, les meilleures pratiques et l'éducation de la science et de la technologie de la corrosion et de sa prévention pour les bénéfices socio-économiques de l'humanité et le bon état de l'environnement. Ici, "européennes" signifie appartenant à un des états membres à part entière du Conseil de l'Europe.
Ces sociétés et organisations doivent adhérer pleinement aux objectifs de l'**Article 3** de ces statuts, ~~et~~ doivent être à buts non lucratifs, et doivent disposer de la personnalité juridique.

Article 5.2. Toute demande d'adhésion doit être adressée par écrit à l'un des bureaux du Secrétariat Général de ~~la F.E.C.~~ l'Association qui la soumet au Conseil d'Administration. Sur la base du rapport établi par ce dernier, l'Assemblée Générale décide souverainement de l'admission ou du rejet de la demande d'adhésion.

Sociétés Membres (internationales)

Article 6.1. Sur la recommandation de trois Sociétés Membres européennes à jour de leur cotisation, des associations et organisations scientifiques et techniques situées ~~en dehors de l'Europe~~[8] dans un pays qui n'est pas un état membre du Conseil de l'Europe, et qui agissent pour renforcer les progrès, les meilleures pratiques et l'éducation de la science et de la technologie de la corrosion et de sa prévention pour les bénéfices socio-économiques de l'humanité et le bon état de l'environnement, peuvent devenir membres internationaux. Ces sociétés et organisations doivent adhérer pleinement aux objectifs de l'**Article 3** de ces statuts, ~~et~~ doivent être à buts non lucratifs, et doivent disposer de la personnalité juridique.

Article 6.2. Toute demande d'adhésion doit être adressée par écrit, en même temps que la recommandation de trois ~~membres européens~~ Sociétés Membres européennes, à l'un des bureaux du Secrétariat Général de ~~la F.E.C.~~ l'Association qui la soumet au Conseil d'Administration. Sur la base du rapport établi par ce dernier, l'Assemblée Générale décide souverainement de l'admission ou du rejet de la demande d'adhésion.

Membres

Article 7. ~~Les Membres de la F.E.C. sont~~ Les personnes physiques appartenant aux Sociétés Membres (européennes et internationales) et aux Branches de ~~la F.E.C.~~ l'Association sont considérées comme Membres de l'Association.

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[7] ~~Ici, "européennes" signifie appartenant à un des états membres à part entière du Conseil de l'Europe~~

[8] ~~**Des associations et organisations scientifiques et techniques situées dans un pays qui n'est pas un état membre du Conseil de l'Europe.**~~

Proposal of Revised Versions of the EFC Statutes in French Continued)

Membres d'Honneur

Article 8. L'Assemblée Générale peut conférer la qualité de Membre d'Honneur à toute personne physique ayant, de l'avis du Conseil d'Administration, apporté une contribution toute particulière à la réalisation des buts de la F.E.C.

Membres Affiliés

Article 9.1. Les organisations qui soutiennent les objectifs de ~~la F.E.C.~~ l'Association (voir Article 3) peuvent devenir Membres Affiliés de ~~la F.E.C.~~ l'Association sur paiement d'une contribution annuelle appropriée. Deux classes de Membres Affiliés existent ; l'une pour les Entreprises et l'autre pour les Universités et Organismes de Recherche.

Article 9.2. Toute demande d'adhésion comme Membre Affilié doit être accompagnée des coordonnées et renseignements du demandeur et adressée par écrit à l'un des bureaux du Secrétariat Général de ~~la F.E.C.~~ l'Association qui la soumet au Conseil d'Administration. Sur la base du rapport établi par ce dernier, l'Assemblée Générale décide souverainement de l'admission ou du rejet de la demande d'adhésion.

Branches

Article 10. Branches. Les Branches sont des structures, qui peuvent rassembler des individus et/ou des institutions, qui agissent pour renforcer les progrès, les meilleures pratiques et l'éducation de la science et de la technologie de la corrosion et de sa prévention pour les bénéfices socio-économiques de l'humanité et le bon état de l'environnement. Les Branches doivent adhérer pleinement aux objectifs de l'**Article 3** de ces statuts et doivent être à buts non lucratifs. Les Branches sont admises par invitation et soumises à la recommandation du Conseil d'Administration et à l'approbation de l'Assemblée Générale.

Démission et exclusion

Article 11. Toute ~~Société Membre et Membre Affilié~~ Société Membre, Membre, Membre Honoraire, Membre Affilié ou Branche a le droit de démissionner de ~~la F.E.C.~~ l'Association. Il doit signifier cette décision par écrit à l'un des trois bureaux du Secrétariat Général ~~de la F.E.C~~.

Pour les Sociétés Membres et Membres Affiliés à jour de leur cotisation, la démission devient effective à la fin de l'année fiscale au cours de laquelle la démission écrite est notifiée. Pour les Sociétés Membres et Membres Affiliés qui ne sont pas à jour de leur cotisation, la démission devient effective au cours de l'année fiscale indiquée par le Conseil d'Administration.

Article 12. Toute Société Membre et tout Membre Affilié qui ne respecte pas les obligations que lui imposent les présents statuts peut être exclu de ~~la F.E.C.~~ l'Association. Il appartient au Conseil d'Administration, après avoir entendu la défense du membre intéressé, de faire un rapport à l'Assemblée Générale qui a seule pouvoir de décision en la matière.

Proposal of Revised Versions of the EFC Statutes in French Continued)

III. COTISATIONS

Article 13. Le montant de la cotisation annuelle des Sociétés Membres et Membres Affiliés est adopté par l'Assemblée Générale sur proposition du Conseil d'Administration.

L'Assemblée Générale approuve la manière dont les fonds sont gérés et de la disposition des avoirs et fonds disponibles, après couverture de toutes les dettes, en cas de dissolution de ~~la F.E.C.~~ l'Association.

~~Il est de la responsabilité du Conseil d'Administration d'assurer une gestion journalière judicieuse des avoirs et des fonds ; et, si nécessaire, de recommander à l'Assemblée Générale l'option la plus appropriée pour la dissolution de la F.E.C.~~

IV. ADMINISTRATION

Article 14. ~~La F.E.C.~~ L'Association est administrée et gérée par un Conseil d'Administration, abrégé ici en « CA ».
Le CA est composé d'un Président et d'un vice-Président, qui représentent le plus haut pouvoir exécutif de ~~la F.E.C.~~ l'Association du Président sortant et de douze administrateurs, ayant tous plein droit de vote, et assistés par un Trésorier et un Secrétaire Scientifique qui sont membres *ex officio* du CA et n'ont pas droit de vote. Les douze administrateurs sont choisis parmi les sociétés et organisations membres de ~~la F.E.C.~~ l'Association à jour de leur cotisation comme suit :

a. Quatre administrateurs, dont un nommé par chacun des trois pays qui assurent le Secrétariat Général (France, Allemagne et Royaume-Uni) et un nommé par le pays où ~~la F.E.C.~~ l'Association est légalement enregistrée (Belgique).
b. Un minimum de trois administrateurs élus parmi les membres des Sociétés Membres européennes appartenant à d'autres pays que ceux nommant les quatre administrateurs visés en a.
c. Une fois satisfait le point b., cinq administrateurs élus parmi l'ensemble des Sociétés Membres de ~~la F.E.C.~~ l'Association c'est-à-dire les Sociétés Membres européennes et internationales.

Les quatre administrateurs nommés en a. sont soumis à l'approbation de l'Assemblée Générale. Les huit administrateurs élus le sont par l'Assemblée Générale.

Chaque Société Membre de ~~la F.E.C.~~ l'Association peut proposer un candidat à cette élection, en satisfaisant à la composition du CA ci-dessus, avec seulement un administrateur par Société Membre siégeant à n'importe quel moment au CA.

L'Assemblée Générale s'efforce de maintenir au CA un équilibre entre les représentants industriels et académiques.

Tous les administrateurs élus siègent au CA pour une période de trois ans en première instance. A l'issue de ce mandat, les administrateurs peuvent être de nouveau élus ou nommés une fois au maximum, pour une autre période de trois ans. Ensuite, ils ne sont plus éligibles au CA avant qu'une autre période de trois ans se soit écoulée.

Le Président sortant siège au CA pour une période égale à celle du mandat du Président entrant. Ensuite, le Président sortant quitte le CA et n'est plus éligible au CA jusqu'à ce qu'une autre période de trois ans se soit écoulée.

<u>Proposal of Revised Versions of the EFC Statutes in French Continued)</u>

Les administrateurs agissent sans aucune forme de rémunération de la part de ~~la F.E.C.~~ l’Association.

Les administrateurs peuvent être révoqués par l'Assemblée Générale statuant à la majorité des deux tiers de l’ensemble des membres présents ou représentés.

Article 15. Le Président, le Vice-Président et le Trésorier sont élus par 1'Assemblée Générale sur proposition du CA. Les fonctions du Président et du Vice-Président commencent ~~à l’Assemblée Générale qui les a élus~~ au 1er janvier de l’année suivant l’Assemblée Générale qui les a élus. Le Secrétaire Scientifique est désigné par le CA en consultation avec le Président du Comité Consultatif Scientifique et Technique (CCST).

Le Président et le Vice-Président sont élus parmi les membres du CA ou du CCST. Le Président est nommé pour une période deux ans, avec la possibilité de présider deux réunions consécutives de l’Assemblée Générale et avec le droit d’être réélu pour une nouvelle période de un ou deux ans.

Le Président, le Vice-Président, le Trésorier Honoraire et le président du Comité Consultatif Scientifique et Technique doivent vivre et travailler en Europe et doivent être membres d’une Société Membre européenne.

Le Président est assisté dans ses fonctions par le Président sortant et par le Vice-Président.

Les réunions du CA sont présidées par le Président ou, s’il en est empêché, par le Président sortant ou par le Vice-Président.

Article 16. Le CA doit se réunir au moins une fois par an, soit sur convocation du Secrétariat Général, soit à la demande d’au moins quatre membres à jour de leur cotisation. Cependant, dans les conditions normales de fonctionnement, le CA se réunit deux fois par an et l’une des réunions se tient pendant le congrès annuel EUROCORR de ~~la F.E.C.~~ l’Association.

Un administrateur peut se faire représenter par un autre administrateur qui ne peut cependant être porteur de plus d'une procuration.

~~Le Conseil d’Administration ne peut valablement délibérer que si la moitié au moins de ses membres sont présents ou représentés.~~
Le CA peut valablement délibérer si au moins la moitié des administrateurs sont présents en personne, par téléphone, par vidéoconférence ou valablement représentés. Si ce quorum de présences n’est pas atteint, une nouvelle réunion doit être convoquée avec le même ordre du jour.

Article 17. Les décisions du CA sont prises à la majorité des ~~administrateurs présents ou représentés~~ voix émises. En cas d’égalité des voix, le Président s’efforcera d’abord de trouver au cours de la réunion une solution amiable conduisant à un vote avec majorité. En cas d’échec, la résolution sera jugée comme non adoptée et devra être révisée avant d’être représentée au CA.

Les résolutions sont inscrites dans le procès-verbal de la réunion rédigé par le Secrétariat Général et communiqué aux membres du CA.

Proposal of Revised Versions of the EFC Statutes in French Continued)

Les décisions peuvent également être prises par résolutions écrites, à condition que chaque administrateur ait été informé au moins 10 jours à l'avance des décisions à prendre. Les décisions entrent en vigueur à la date mentionnée sur les résolutions écrites et sont réputées être prises au siège de l'Association. Tout administrateur qui n'a pas retourné son exemplaire des résolutions écrites dans le délai prévu est réputé marquer son accord et voter en faveur de chacune des décisions visées dans les résolutions écrites.

Article 18. Le CA a, entre autres responsabilités, le devoir de réexaminer périodiquement les statuts de ~~la F.E.C.~~ l'Association, de proposer à l'Assemblée Générale un règlement intérieur et d'instituer ou d'approuver la création de groupes de travail et de commissions d'études.

V. SECRETARIAT GENERAL

Article 19. Le travail de ~~la F.E.C.~~ l'Association est effectué par un Secrétariat Général et est partagé entre les trois bureaux des membres suivants :
- DECHEMA e.V., Francfort
- CEFRACOR, Paris,
- The Institute of Materials, Minerals and Mining, Londres.

Le Secrétariat Général administre les affaires suivantes de ~~la F.E.C.~~ l'Association:
- affiliations,
- finances,
- publications,
- récompenses,
- congrès EUROCORR,
- réunions, documents de travail et procès-verbaux du CA et de l'Assemblée Générale.

~~Le siège social officiel de la F.E.C. se trouve à Bruxelles uniquement pour répondre aux exigences de la loi belge, selon laquelle la F.E.C. est constituée, et ne remplit pas de fonction de Secrétariat Général.~~

VI. ASSEMBLEE GENERALE

Article 20. L'Assemblée Générale possède la plénitude des pouvoirs permettant la réalisation de l'objet de ~~la F.E.C.~~ l'Association.

L'Assemblée Générale se compose de représentants de toutes les Sociétés Membres à jour de leur cotisation. Les Membres d'Honneur et les Membres Affiliés peuvent participer aux réunions de l'Assemblée Générale à titre consultatif, mais ils n'ont pas de droit de vote sur aucune des matières qui se rapportent aux affaires de ~~la F.E.C.~~ l'Association.

Les points suivants, notamment, sont réservés aux compétences de l'Assemblée Générale :
- l'admission et l'exclusion des Sociétés Membres et des Membres Affiliés,
- l'attribution de la qualité de Membre d'Honneur,
- l'élection, la révocation et le remplacement des administrateurs,
- l'adoption du budget, l'adoption d'un système de cotisations, la création éventuelle de fonds spéciaux,
- l'approbation des comptes,

Proposal of Revised Versions of the EFC Statutes in French Continued)

- les modifications de la structure du Secrétariat Général,
- l'adoption d'un règlement intérieur,
- les modifications des statuts,
- la dissolution de ~~la F.E.C.~~ l'Association,
- l'élection d'un Président, d'un Vice-Président et d'un Trésorier.

Article 21. L'Assemblée Générale se réunit de plein droit une fois par an en un endroit et à une date fixés de commun accord par le Conseil d'Administration.

L'Assemblée Générale peut également être convoquée en session extraordinaire chaque fois que le Conseil d'Administration en détermine la nécessité. En ce cas, la réunion a lieu en un endroit désigné par le Conseil d'Administration.

Article 22. L'Assemblée Générale est présidée par le Président de ~~la F.E.C.~~ l'Association ou, à défaut, par le Président sortant ou le Vice-Président.

~~Les convocations et l'ordre du jour de la réunion, rédigés par le Conseil d'Administration, sont envoyés par le Secrétariat Général au moins trente jours avant la date de la réunion aux Sociétés Membres, aux Branches et aux Membres Affiliés.~~ [A mettre dans le Règlement]

Article 23. Les Sociétés Membres à jour de leur cotisation peuvent se faire représenter à l'Assemblée Générale par une autre Société à jour de sa cotisation qui agira par procuration. Cependant, un même membre ne peut pas être porteur de plus de trois procurations.

L'Assemblée Générale, sauf stipulations contraires prévues par la loi ou par ces statuts, ne délibère valablement que si la moitié des Sociétés Membres sont présentes ou représentées. Dans le cas où cette condition n'est pas remplie, une nouvelle Assemblée Générale sera convoquée, dans les trois mois, et délibérera valablement quel que soit le nombre de membres présents ou représentés.
~~Les exceptions à ceci sont les propositions de modifications des statuts de la F.E.C. et de dissolution de la F.E.C ou la révocation d'un administrateur, auxquels cas l'article 23 s'applique pour déterminer les présences requises.~~ Les exceptions à ceci sont la révocation d'un administrateur, auquel cas l'article 24 s'applique pour déterminer les présences requises, et les propositions de modifications des statuts de l'Association et de dissolution de l'Association, auquel cas l'article 25 s'applique pour déterminer les présences requises.

~~Dans le cas où il est notoirement difficile d'organiser une nouvelle réunion dans les trois mois, un vote électronique ou postal peut être décidé par le CA, sous l'organisation du Secrétariat Général, sur toute résolution urgente restée en suspens du fait d'une réunion de l'Assemblée Générale qui ne disposait pas du quorum nécessaire.~~ Les décisions de l'Assemblée Générale peuvent également être valablement prises par résolutions écrites, à condition que chaque Société Membre ait été informé au moins trente jours à l'avance des décisions à prendre. Les décisions entrent en vigueur à la date mentionnée sur les résolutions écrites et sont réputées être prises au siège de l'Association.
Toute Société Membre qui n'a pas retourné son exemplaire des résolutions écrites dans le délai prévu est réputé marquer son accord et voter en faveur de chacune des décisions visées dans les résolutions écrites.

Article 24. Dans tous les cas, les résolutions sont prises à la majorité simple des ~~Sociétés Membres à jour de leur cotisation, présentes ou représentées~~ voix émises, et elles sont ensuite portées à la connaissance de toutes les Sociétés Membres.

Proposal of Revised Versions of the EFC Statutes in French Continued)

Les exceptions à ceci sont :
- la révocation d'un administrateur, qui requiert une majorité des deux-tiers des Sociétés Membres présentes ou représentées,
- les changements aux statuts de ~~la F.E.C.~~ l'Association ou la dissolution de la ~~la F.E.C.~~ l'Association auxquels cas l'article ~~24~~ 25 de ces statuts s'applique pour déterminer les présences et la majorité du vote nécessaires.

Il ne peut pas y avoir de délibération sur tout point substantiel qui ne se trouve pas dans l'ordre du jour officiel de la réunion et qui n'est pas détaillé dans les documents de travail de la réunion.

Les résolutions de l'Assemblée Générale sont inscrites dans un procès-verbal rédigé par le Secrétariat Général et communiqué aux Sociétés Membres.

Article 25. ~~Sans préjudice de l'article 5 de la loi belge du 25 octobre 1919,~~ Toute proposition ayant pour objet une modification aux statuts ou la dissolution de ~~la F.E.C.~~ l'Association doit émaner du Conseil d'Administration ou d'au moins quatre Sociétés Membres représentant des pays différents.

Le Conseil d'Administration doit porter à la connaissance des membres de l'association, au moins trois mois à l'avance, la date de l'Assemblée Générale qui statuera sur ladite proposition.

Un changement des statuts ou une action qui tend à dissoudre ~~la F.E.C.~~ l'Association ne peut être approuvé que par une Assemblée Générale avec au moins deux tiers de Sociétés Membres à jour de leur cotisation présentes ou représentées. Une telle résolution ne peut être prise que par une majorité aux deux tiers des ~~Sociétés Membres présentes ou représentées~~ voix émises.

Si cette Assemblée Générale ne réunit pas deux tiers des membres de ~~la F.E.C.~~ l'Association une nouvelle Assemblée Générale sera convoquée ~~dans les meilleurs délais où cette condition peut être remplie~~ dans les trente jours. Dans le cas où il est notoirement difficile d'organiser une nouvelle réunion dans un délai raisonnable, ~~un vote électronique ou postal peut être décidé par le CA, sous l'organisation du Secrétariat Général~~ les décisions de l'AG en question peuvent également être valablement prises par résolutions écrites, comme décrit dans l'Article 23. Les exigences citées ci-dessus ~~d'une participation des deux-tiers et du vote majoritaire~~ d'une majorité aux deux-tiers des voix émises s'appliquent.

~~Les modifications aux statuts ne prendront effet qu'après approbation par arrêté royal et pour autant que les conditions de publicité requises par l'article 3 de la loi belge du 25 octobre 1919 ont été respectées.~~

L'Assemblée Générale fixera le mode de dissolution et de liquidation de l'association, après avoir considéré l'avis du CA sur les options disponibles.

VII. REPRESENTATION

Article 26. ~~Tous les actes qui engagent la fédération à l'égard de tiers, soit sur un plan financier soit au plan légal, qui ne relèvent pas de la gestion journalière, seront signés conjointement par trois administrateurs après que le conseil leur ait conféré le pouvoir de le faire, au cas par cas.~~
L'Association est valablement représentée dans tous ses actes, y compris en justice, par deux administrateurs, agissant conjointement, qui ne doivent pas fournir la preuve d'une décision préalable du CA.

Proposal of Revised Versions of the EFC Statutes in French Continued)

[« … qui ne doivent pas fournir la preuve… » : permet d'éviter d'obliger les deux administrateurs qui par hypothèse signeraient conjointement un acte au nom et pour compte de l'association et engageraient l'association sous leur double signature de devoir faire la preuve, extrait certifié conforme à l'appui, que le CA les a autorisés au préalable à poser cet acte.]

L'Association est également valablement représentée par un mandataire, dans les limites de son mandat.

~~**Article 27.** Les actions judiciaires, tant en demandeur qu'en défendeur, sont traitées par des actions et des procédures appropriées par le CA, représenté par un administrateur désigné à cet effet par le CA.~~

VIII. DISPOSITIONS GENERALES

Article ~~28~~ 27. Tout ce qui n'est pas prévu par les présents statuts et notamment les publications à faire aux annexes du *Moniteur Belge* sera réglé conformément aux dispositions de la loi.

~~**Approuvé par :**~~

1. ~~F. Montemor (Portugal), Présidente de la F.E.C.~~
2. ~~M. G. Olivier (Mons, Belgique), Administrateur belge~~
3. ~~DECHEMA e.V. –~~
   ~~Kurt Wagemann (Frankfurt, Germany) –~~
4. ~~THE INSTITUTE OF MATERIALS, MINERALS AND MINING~~
   ~~B. A. Rickinson (London, United Kingdom) –~~
5. ~~CEFRACOR~~
   ~~M. Roche, Paris (France)~~

Appendix 2 - Page 1

EFC VAT Audit – Bird & Bird Report

European Federation of Corrosion
& VAT

Analysis of the VAT status of Fédération Européenne de la Corrosion AISBL

6 May 2017

Introduction

Dear Ms Illaire,

The present document contains a summary of our VAT audit and of our subsequent advice regarding the VAT status of *Fédération Européenne de la Corrosion AISBL* ("**EFC**").

Our advice is based on EFC's articles of association (the "**AoA**"), internal regulations (the so-called "**by-laws**") and the EFC website, as well as on the additional information you provided during our meeting dd. 14 February 2017, by e-mail and by phone. We summarise the relevant information we relied on for our analysis in the section "facts and assumptions" below.

Finally, please note that our advice does not purport to cover any foreign tax implications outside Belgium. Where there is any mention in that regard, it should be considered as indicative and subject to confirmation by local counsel.

Sincerely yours,

Bird & Bird

Appendix 2 - Page 2

EFC VAT Audit – Bird & Bird Report (Continued)

Table of contents

1. Facts and assumptions

EFC VAT Audit – Bird & Bird Report (Continued)

Description of EFC

Purpose of EFC
(article 3 of the AoA)

- The purpose EFC is primarily to **contribute to the general advancement of the science of corrosion and of the protection of materials** by promoting cooperation in Europe between scientific and technical societies and organisations devoted significantly to these areas of activity, and by collaborating with similar scientific and technical societies and organisations throughout the world.
- We understand that the purpose of EFC is not only in the interest of its members, but **of general interest**, since not only the members, but also the whole scientific and industrial communities, and by extension the general public, have interest in advancement of the science of corrosion and of the protection of materials.

EFC's members
(article 4 to 10 of the AoA)

- EFC's **members** are **scientific and technical societies and organisations**, located within or outside Europe, which (i) act in order to reinforce the advancement, the best practices and the education of the science and technology of corrosion and its control for the socio-economic benefit of mankind and the well being of the environment, (ii) adhere to EFC's purpose and (iii) are non profit organisations (the "**Member Societies**").
- Organisations which support EFC's purpose can, on payment of an appropriate annual contribution, become **affiliate members** of EFC (the "**Affiliate Members**"). Two classes of Affiliate Membership exist: one for companies and the other for universities and research organisations.

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 EFC | VAT status

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EFC's activities

EFC's activities according to the by-laws
(article 3 of the by-laws)

- provide **opportunities for the exchange of views** on corrosion and corrosion control
- provide **sources of information and education** on corrosion and corrosion control
- promote the **documentation of information** and its access on corrosion and corrosion control
- provide, when appropriate, **assistance to Member Societies and Affiliate Members**
- **cooperate with other appropriate organisations** or institutions, within or outside Europe
- **participate in worldwide corrosion organisations** (*e.g.* WCO);
- **establish Working Parties** and, as necessary, Task Forces to survey and report on specific areas of corrosion science and technology
- **encourage meetings** for the discussion of the science and technology of corrosion; normally, meetings of this type will be organised by the national Member Society or Societies: meetings may also be organised on specific topics by an appropriate Working Party
- prepare a **calendar of events** which lists all corrosion-related events together with meetings organised by, or supported by, Member Societies that will attract an EFC event number
- prepare **newsletters** in printed and/or electronic form and press releases to disseminate information about work in the fields of corrosion and corrosion prevention and the activities of Member Societies and of the EFC generally
- **encourage Member Societies to issue invitations** to members of other EFC Member Societies to attend functions and meetings held by them on favourable terms
- enter into **cooperation agreements** with other like-minded bodies (*e.g.* CCATA, NACE, etc.)
- maintain an up-to-date **website**

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Appendix 2 - Page 4

EFC VAT Audit – Bird & Bird Report (Continued)

EFC's funding

Means of funding of EFC foreseen by the AoA and the by-laws

- **Annual membership fees** (article 13 of the AoA and article 8.1 of the by-laws) constitutes the largest part of EFC's funding.
- EFC's board of administrators may authorise the acquisition of **special funds** to carry out special tasks that fall within the remit of EFC (article 8.5 of the by-laws). We are not aware of any special funds acquired by EFC.
- EFC may accept **financial contributions** from other bodies, including industry, for general support of EFC; where contributions are made by third-parties for specific activities, the publicity or report of these activities shall be described as being of EFC origin with acknowledgement of the contribution from the other party (article 8.6 of the by-laws). We are not aware of any financial contributions received by EFC.

Other relevant cash flows

- We understand that the Member Society hosting the annual **EUROCORR conference** pays a fee to EFC to be entitled to host the conference. Said fee is usually equal to 5% of the total of the registration fees for the conference.
- EFC receives **royalties** from the publisher of the EFC publications.

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EFC's activities (2)

How these activities are carried out in practice

- We understand that these activities are carried out to a large extent **in the general interest**, and not in the particular interest of the members (*e.g.* literature and seminars are sent/open to the general public and not reserved to the members, etc.).
- However, **several special advantages** are granted to EFC's Member Societies and Affiliate Members, such as:
  - Reduced registration fees and discount on exhibitor booths at the EUROCORR conferences (annual conference organised by an EFC Member Society)
  - Reduced fees to all EFC sponsored events (Member Societies only)
  - 30% discount on EFC publications
  - Discount on conferences and publications of other Member Societies (Member Societies only)
  - Access to a restricted area on the website containing the electronic proceedings of past EUROCORR conferences
  - Have corrosion-related events published on the EFC website and in the EFC newsletters
  - Receive the EFC newsletters
- In addition to the 'general' activities covered by the membership fees, EFC carries out activities remunerated separately, i.e. (i) the sale (or **licenses on copyrights**) of EFC publication and the **license to host the annual EUROCORR conference**

Contemplated activities for the future

- EFC is currently contemplating to implement a **sponsorship system** by which third parties could benefit from some of the member's special advantages (see the left column) as well as advertising services (logo or mention on the website, reduced rate for advertising in the EFC newsletter) against payment of an annual sponsorship fee.

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EFC VAT Audit – Bird & Bird Report (Continued)

EFC's current VAT situation

EFC's current VAT situation

- We understand that EFC is currently **not registered in Belgium for VAT purposes**.
- This should, in principle, mean that EFC is not rendering any services or sales of goods which fall within the scope of the VAT, so that EFC should be considered as a **non-taxable person** for VAT purposes.

Consequences implied by such VAT regime

- EFC's activities are **out of the scope of VAT**
- **No VAT is due** on the annual membership fees or the other cash flows received by EFC
- **No invoicing** of the annual membership fees or the other cash flows is required
- **No obligation** (nor any possibility) **to register** in Belgium for VAT purposes
- **No right to deduct or recover VAT** on incoming goods and services

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 EFC | VAT status

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2. VAT analysis

EFC VAT Audit – Bird & Bird Report (Continued)

EFC's VAT status

Bird & Bird's assessment of EFC's VAT status

- Based on the activities that are carried out by EFC (as set out by the AoA and the by-laws, and effectively exercised by EFC), we are of the view that EFC **should qualify as a VAT taxpayer**.
- Indeed, we believe that **several of EFC's activities qualify as taxable services for VAT purposes**. This is a least the case for:
  - the grant of special advantages (discounts, reduced fees, advertisement, newsletters, access to documentation, etc.) to the EFC's members (see column on the right)
  - the authorisation given to EFC members to organise the EUROCORR conference against payment of a fee
  - the license of the copyright on the EFC publications
  - potential advertisement services rendered as a consequence of a financial contribution from a third-party (*e.g.* logo of a third-party on publicity or documentation) or under any other envisaged sponsorship system
- We **did not identify any VAT exemption** that applies to the above activities.

VAT consequences of the grant of special advantages to the EFC members

- An association that grants **special advantages** to its members is providing **taxable services** for VAT purposes to its members.
- A special advantage is an **advantage that only benefit to the members of the association**, *e.g.* a service rendered only to the members for free or for an advantageous price, or a discount granted to the members on services available to the public.
- We believe that a special advantage such as a discount for the members of the association is a taxable service for VAT purposes **even if it relates to goods or services sold by a third party**: the discount itself should be considered as a service rendered by the association.
- Where no special fee is paid by the member to benefit from the special advantage, the **price of the advantage for VAT purposes is deemed to be the total amount of the membership fee**, if no explicit distinction has been made.

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 EFC | VAT status

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Consequences of EFC's VAT status

Consequences of EFC's VAT status as a VAT taxpayer

- Some of EFC's activities are **within the scope of VAT, and do not benefit from a VAT exemption**
- **VAT is due** on the (i) total amount of the annual membership fees, (ii) the fees paid by the Member Society hosting the EUROCORR conference, (iii) the royalties on the EFC publications and (iv) the financial contributions/sponsorship fees paid in exchange of advertisement services
- **Proper invoicing** of the above cash flows is required
- **Registration** in Belgium for VAT purposes is required
- **Right to deduct or recover VAT** on incoming goods and services

Practical consequences and Belgian tax risks

- **If the tax administration would consider that EFC is indeed a VAT taxpayer** rendering taxable services to its members, the relevant cash flows (see the column on the right) would be subject to either:
  - 21% (or 6% on the royalties) Belgian VAT (if the member/beneficiary of the services is a non-taxable person or a Belgian VAT taxpayer)
  - the VAT in residence State of the member/beneficiary of the services (if the member/beneficiary of the services is a VAT taxpayer established within the EU) or
  - no EU VAT (if the member/beneficiary of the services is a VAT taxpayer established outside of the EU).
- EFC would also have to **invoice the relevant cash flows** to the members/beneficiaries of the services (see schedule 1 for the relevant invoicing rules).
- Potential Belgian VAT liability can be claimed to EFC **for the past 3 years**, increased with an administrative fine (in principle, 10% of the VAT due) and interest for late payment (0,8%/month).

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 EFC | VAT status

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EFC VAT Audit – Bird & Bird Report (Continued)

3. Recommendations

Discrepancies

Discrepancy between EFC's VAT status and the VAT regime currently applied

- EFC is a **VAT taxpayer** and should therefore be registered in Belgium for VAT purposes.
- However, EFC is currently not registered in Belgium for VAT purposes.
- The **practical differences** between the two regimes are the following:
  - EFC is currently not **registered** in Belgium for VAT purposes, where, in principle, it should
  - EFC is not **charging Belgian VAT** on its services rendered to non-taxable persons and VAT-taxpayers , where, in principle, it should
  - EFC is not **issuing proper invoices** for its services, where, in principle, it should (see schedule 1 for the invoicing rules)
  - EFC is not **recovering VAT on incoming goods and services** where, in principle, it may

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EFC VAT Audit – Bird & Bird Report (Continued)

Recommendations

Recommendations

1. **Registration** of EFC for Belgian VAT purposes. This will entail two main changes to the current situation:
   - Compliance with the other **VAT obligations** (and especially charging Belgian VAT where required and issue proper invoices)
   - Benefit from the **VAT recovery** on incoming goods and services

1. The VAT registration and subsequent change of applied VAT regime could raise **questions by the Belgian VAT administration** (i) with respect of the reasons of the change and (ii) with respect of the VAT regime applied in the past. It could therefore be advisable to notify the tax administration in advance and inform them of the reasons for registration (see above tax analysis).

   In order lower the visibility on the VAT risks for the past, it could be considered to justify the change of VAT regime by new activities carried out by EFC requiring a VAT registration (*e.g.* the launch of the envisaged sponsorship system).

   Finally, we also recommend to discuss the issue with the local VAT controller on beforehand to avoid any surprises and obtain an informal tax ruling.

3. In order to limit the VAT cost in the hands of Member Societies and Affiliate Members who may not be in a position to recover VAT, EFC could consider to create different forms of membership fees: (i) a membership fee that is dedicated to the functioning of the association (*i.e.* covering management expenses etc.) and (ii) another class of fees that are covering the cost of services which have been highlighted above as being sufficiently individualized services vis-à-vis its members (*e.g.* newsletters, discounts on event registration fees and publications).

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 EFC | VAT status

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Schedules

EFC VAT Audit – Bird & Bird Report (Continued)

Schedule 1 – VAT Taxpayer Invoicing Rules

If the members/beneficiaries are:

VAT taxpayer (including exempt ones)		*Non-taxable persons* (*generally if services are rendered to third parties for free*)	
Within EU	**Outside EU**	**Within EU**	**Outside EU**
Belgian VAT taxpayer: Belgian VAT (unless exemption applies, e.g. lobbying exemption) **Other EU VAT taxpayer: reverse charge rule** (no Belgian VAT) – VAT due by member in home country, unless exemption applies (don't forget reverse charge reference !)	**Reverse charge rule** (no Belgian VAT)	**Belgian VAT** (unless exemption applies, e.g. lobbying exemption)	**Belgian VAT** (unless exemption applies, e.g. lobbying exemption)
Exception (example) - Entrance fee for conferences and exhibitions: VAT of place of event *NOTE* : tax administration accepts the general rule if participation was registered in advance and VAT status could be determined at that time	**Exception (example)** - Entrance fee for conferences and exhibitions: VAT of place of event *NOTE* : tax administration accepts the general rule if participation was registered in advance and VAT status could be determined at that time	**Exceptions (examples)** - Entrance fee for conferences and exhibitions : VAT of place of event (local VAT registration necessary) - Electronically provided services: VAT of country where the recipient is located (but no obligation to register in each country)	**Exceptions (examples)** - Entrance fee for conferences and exhibitions : VAT of place of event (local VAT registration necessary) - Electronically provided services: VAT of country where the recipient is located

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 EFC | VAT status

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Appendix 3 - Page 1

Various Aspects of EFC VAT Registration

This document aims to clarify and expand on some of the recommendations made by Bird&Bird LLP and should be read in conjunction with report provided by them on 6 May 2017.

Current situation
EFC is not registered for VAT and does not charge VAT on sales but equally cannot reclaim VAT on purchases. Based on the regular purchase invoices received every year from organisations charging VAT, when registered EFC will save €5,816.92 in VAT through reverse charge mechanism (based on fees charged in 2017). For detailed assessment of EFC VAT status see Bird&Bird report.

Practical aspects – after registration
It should be noted that although most of the world countries have VAT or similar tax, the treatment of invoices differs depending on where the customer is based. For detailed guide on how invoicing would work, see attached graph (Appendix 3 - page 4). The graph is based on the organisation registered in the UK but rules are the same for all EU VAT registered organisations, so the same principle would apply to EFC.

Invoicing
Once registered, invoices will have to be raised as follows:

- To societies based in Belgium – charge 21% VAT whether society is VAT registered or not (no alternative as this is Belgium to Belgium invoicing)
- To societies based in EC area
    - If VAT registered, apply reverse charge mechanism (ie no VAT is charged on the invoice, society accounts for VAT on their VAT return)
    - If not VAT registered, charge 21% Belgium VAT
- To societies based elsewhere
    - If a business customer (either registered for VAT equivalent tax in their home country or can provide a letter stating they carry out business transactions), treat as 'outside of scope' for VAT – no VAT is charged on the invoice.
    - Otherwise, charge 21% Belgium VAT

UK office
During the discussion on 14 February 2017, Mr Springael of Bird&Bird confirmed that the location of the office raising invoices and the bank account the funds are paid to/from does not make a difference as long as the invoices are raised in accordance with Belgium VAT rules. Thus UK office can continue to administer finances for EFC.

As EFC is likely to be reclaiming a significant amount of VAT on expenses (see above), it is advisable that VAT payments and repayments are made to/from back account in Belgium. It is therefore important to gain full access to the account at BNP Paribas, including establishing a way of making online/cheque payments from that bank account.

VAT returns
VAT returns need to be submitted on a quarterly basis within 21 days of the quarter end. This is normally done via a simple online/paper form detailing the total amount of sales and purchases and the VAT paid on them or to be reclaimed.

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Various Aspects of EFC VAT Registration (Continued)

In addition to VAT return, an EC Sales List (ECSL) needs to be submitted on a quarterly basis. This is a document detailing all sales made to VAT registered customers in the EC area and needs to show each customer's VAT registration number and the value of invoice. ECSL needs to be submitted online together with the VAT return and serves as a supporting document for applying reverse charge mechanism.

For the first couple of quarters, a firm of accountants in Belgium should be used to ensure correct preparation of the initial returns (estimated fee of approx. €250+VAT). Alternatively, VOM accountant could be asked to help with filing the initial returns. Afterwards calculations for VAT returns and ECSL can be prepared by the UK office and provided to the Managing Officer for submission (forms are likely to be in French).

Non-registered societies – possible options

Charge non-registered societies full amount of VAT
This option is not advisable as this would make a cost of membership fee €2,044.90, and would lead to a number of smaller societies resigning.

Transitional grants to member societies
Based on the responses received to date, we can assume that about 50% of the regular member societies are not registered for VAT. Therefore they would have to pay Belgium VAT of 21% on membership fees at €354.90 each.

As some member societies already consider membership fees quite high, EFC could provide a grant/donation to non-VAT registered member societies equivalent to the value of VAT payable for the first few years after the registration. EFC is not expected to lose out financially as VAT saved on purchase invoices of €5,816.92 is likely to exceed VAT payable on behalf of member societies.

In this case societies not registered for VAT would continue to be paying a fee of €1,690 but it would be assumed that the fee is inclusive of VAT, so the net income to EFC will be reduced and EFC will pay VAT on behalf of member societies to Belgium VAT authorities.

Eg. €1,396.70 fee + €293.30 VAT at 21% = €1,690 payable by non-registered societies.

The amount of grant will be gradually reduced over the 3-4 year period, so that all societies revert to paying same fee of €1,690 plus VAT and EFC income level is restored.

Pros: all member societies continue paying same amount

Cons: additional administrative burden on the UK office
gradual increase in fees for non-registered member societies

Various Aspects of EFC VAT Registration (Continued)

Split charge of membership fees (proposed by Bird&Bird)

For details of this recommendation see page 15 section 3 of Bird&Bird report. Assuming the membership fee is split 50/50 for management of EFC and for the benefits provided, VAT is only charged on the €845 'benefits' part, so affected societies pay only €177.45 VAT. This can be a significant saving for smaller societies, compared to the proposal above.

Pros: smaller increase for affected member societies, or less VAT grant to pay by EFC

Cons: additional administrative burden on all EFC offices and EUROCORR organisers:

- two separate invoices will need to be raised;
- societies might choose not to pay for the benefits or the management option, thus reducing EFC income;
- EUROCORR registration page and newsletter mailing list will need to be continuously updated for societies who paid for the benefits;
- impact on ability to participate in the working parties *(does this count as benefit?)*
- societies are likely to question the value assigned to management of EFC, so the split will need to be considered carefully.

Overall, this option might create more problems than solutions.

Other aspects to consider

Some societies can be classified as mixed-taxpayer in their home countries, this happens when they are VAT registered but cannot reclaim full amount of VAT on purchases (eg IOM3 only reclaims about 2/3 of VAT). The rules differ across EU countries and status of the society and percentage of VAT reclaimed can change year-on-year depending on the nature of business society undertakes.

Actions

In the order of priority the following needs to be achieved:

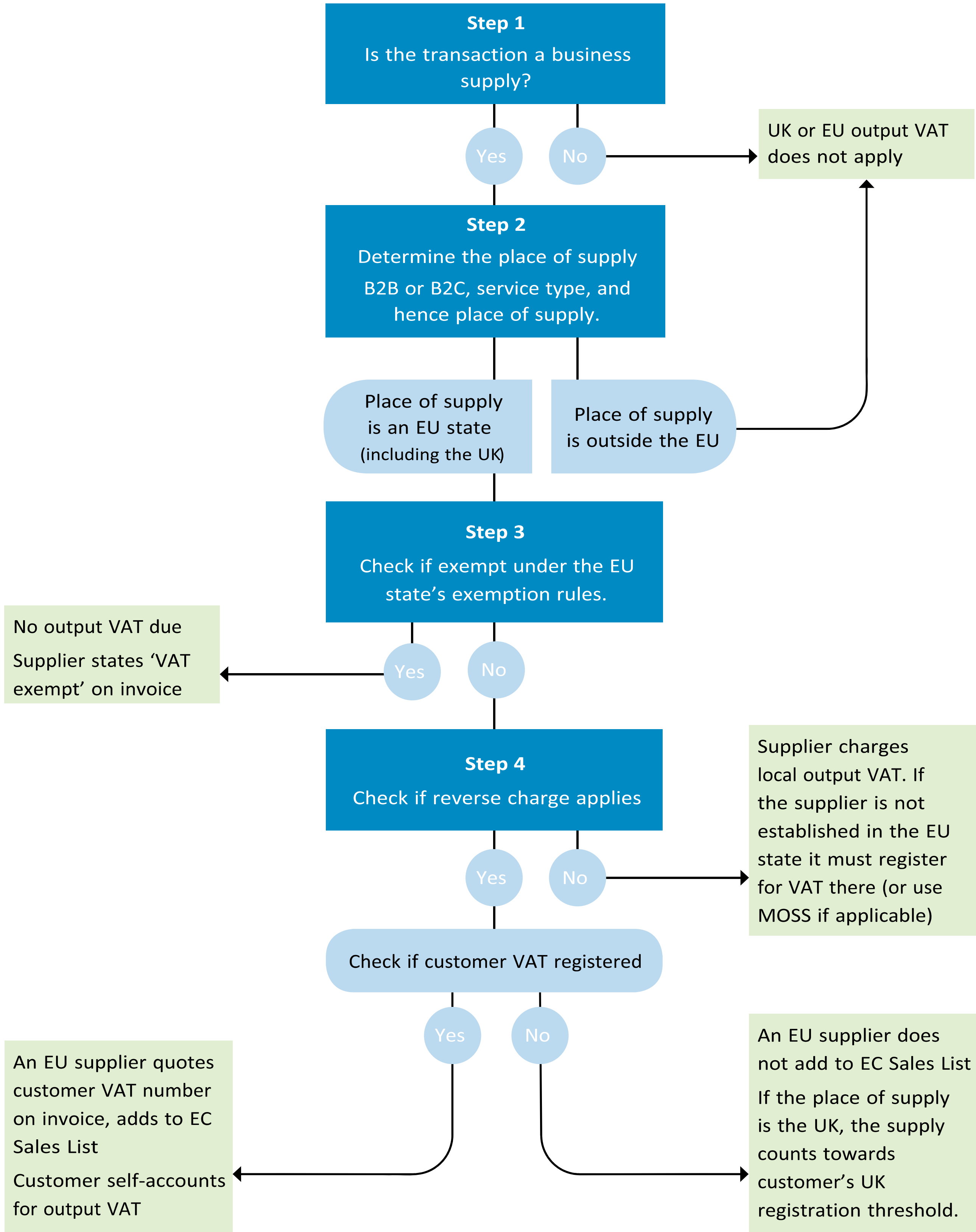
1. Regularise EFC with Moniteur Belge as we cannot apply for VAT registration prior to that;
2. Gain full access to EFC bank account at BNP Paribas;
3. Continue assessing VAT registration status of member societies;
4. Register EFC for VAT by the end of 2019 latest (in time for 2020 EUROCORR in Belgium)

Julija Bugajeva
Honorary Treasurer
30 May 2017

Various Aspects of EFC VAT Registration (Continued)

Cross-border supplies of services

Where a supply of services takes place across national borders a four-step approach is recommended for determining the VAT treatment:



HONORARY TREASURER'S REPORT

6.1 CURRENT SUBSCRIPTIONS POSITION

Status of 2017 membership subscriptions collected by 12 July is detailed in Annex 3. An updated report will be presented to BOA members during the meeting.

Please note that 6 societies have not yet settled their 2016 membership fees. All member societies are reminded that outstanding subscriptions need to be settled before the General Assembly on 4 September in order for the society representative to be eligible to vote at the General Assembly.

6.2 ACCOUNTS FOR 2016 AND BUDGET FOR 2017

As shown in Annex 1 page 1, EFC ended 2016 with a surplus of €2,556, compared to a budgeted deficit of €4,975.

The main reason for the surplus is the decision taken at March BOA meeting not to pay outstanding WCO fees. The fees for years ending 30 June 2015 and 2016 were accounted for in 2015 and 2016 accounts and following BOA decision have now been written off. It is understood that EFC will resume WCO membership from 2017, with first WCO invoice expected for the period 1 July 2017 - 30 June 2018 (WCO financial year).

Please note that if BOA chose to pay all of the outstanding WCO fees, EFC would have ended 2016 with a deficit of approx. €7,250.

Total income generated in 2016 was just under €80,000, with membership subscriptions falling significantly short of budget and subscriptions received in prior years.

Expenditure for membership services and member development growth was in line with budgeted. The increase in membership services expenditure compared to 2015 is due to higher cost of the production of EFC newsletter and introduction of the Young Scientist grants that were awarded for the first time in Montpelier. Please note that one of the grants still remains unclaimed.

As two years of WCO fees were written off, this contributed to the reduction of the international visibility expenditure and overall saving for EFC. Contrary to that, administrative costs doubled compared to 2015, primarily due to the introduction of the managing offer but were still lower than budgeted as all legal fees associated with EFC regularisation in Belgium were not incurred until 2017.

As agreed at March BOA meeting, 2017 budget remains unchanged and is shown in Annex 2.

6.3 BUDGET FOR 2018 AND BEYOND

As stated in the earlier items of the agenda, reorganisation of EFC offices and changes implemented by German tax authorities, lead to the increase in fees charged by the offices. Three possible future budget scenarios showing how the increase in fees will affect EFC finances were considered by the President's Advisory Committee. The proposed budget for 2018 is stated in the Annex 4, while Annex 5 shows two other scenarios that were considered but rejected for the proposal to the BOA and General Assembly. Please note that for simplicity reasons, VAT registration was ignored for the purpose of budget development.

Appendix 4 - Page 2

HONORARY TREASURER'S REPORT (Continued)

6.4 SUBSCRIPTION FEES FOR 2018

In view of financial difficulties faced by a number of societies, President's Advisory Committee proposes to keep membership fees at the same level in 2018. This would mean that there was no increase in membership fees for 4 years in a row.

Once EFC is registered for VAT, EFC will have to charge VAT on all invoices raised, including membership fees. To ensure the societies not registered for VAT in their countries are not disadvantaged by this, President's Advisory Committee proposes to have a transition period of 3-4 years for these member societies and two tier membership fee structure will be therefore be implemented as detailed below.

Society registered for VAT	*Society not registered for VAT*
€1,690 fee + €0 VAT (reverse mechanism charge) = €1,690 payable to EFC	€1,396.70 fee + €293.30 VAT (21%) = €1,690 payable to EFC
In this case member society accounts for VAT in their country by paying it to and reclaiming it from their tax authority.	In this case EFC collects VAT and pays it over to Belgium authorities

Julija Bugajeva
EFC Honorary Treasurer
12 July 2017

Appendix 4 - Page 3

EUROPEAN FEDERATION OF CORROSION Treasurer's report
Income and expenditure account for the year ended 31 December 2016 Annex 1
Page 1

	2016 budget		2016 results		2015 results	
	€	€	€	€	€	€
Income						
Net subscriptions receivable		60 000		46 874		53 303
Eurocorr levy (est)		26 000		25 000		23 631
Publishing income		4 500		8 024		8 481
Total		90 500		79 898		85 414
Expenditure						
Membership services						
Science secretary costs	8 925		8 925		8 925	
Support for working parties	2 000		0		296	
Newsletter	10 000		12 732		10 664	
Website	5 000		5 950		5 000	
Medals and awards	7 500		5 929		1 500	
		33 425		33 536		26 384
Membership/product development growth						
PR officer	0		0		2 885	
Publicity	2 000		147		600	
EFC visibility (inc Qatar)	6 000		5 676		0	
President's dinner at Eurocorr (est)	2 500		1 519		1 640	
		10 500		7 342		5 125
International visibility						
NACE participation costs (est)	2 000		2 040		3 730	
World Corrosion Organisation	3 000		(6 398)		3 173	
		5 000		(4 358)		6 903
Administrative costs						
Paris secretariat fee & travel costs (est)	7 000		8 566		5 605	
Advisory committee meeting costs	1 500		3 003		2 855	
Honorary Treasurer travel costs	1 500		2 509		955	
Managing officer fee & travel costs	25 000		24 703		9 164	
PO Box in Brussels	1 500		1 433		1 568	
Legal & professional fees re EFC status	10 000		198		0	
		46 500		40 412		20 147

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EUROPEAN FEDERATION OF CORROSION
Income and expenditure account for the year ended 31 December 2016

Treasurer's report
Annex 1
Page 1 (Continued)

	2016 budget		2016 results		2015 results	
	€	€	€	€	€	€
Other costs						
Sundry expenses	0		173		344	
Subscriptions written off	0		0		835	
Bank charges	50		237		156	
		50		409		1 334
Total		95 475		77 342		59 893
Surplus for the year		(4 975)		2 556		25 521
Surplus brought forward		269 343		269 343		243 822
Surplus carried forward		264 368		271 899		269 343

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EUROPEAN FEDERATION OF CORROSION
Balance sheet as at 31 December 2016 and 2015

Treasurer's report
Annex 1
Page 2

	Note	**Balance at 31/12/16 €**	**Balance at 31/12/15 €**
Current assets			
Outstanding subscriptions	(1)	2 113	0
Other debtors	(2)	23 872	5 420
UK bank balance		268 100	301 366
Belgium bank balance		1 998	2 037
		296 083	308 823
Current liabilities			
Creditors and accruals	(3)	20 159	35 454
Net assets		275 924	273 368
General fund		271 899	269 343
Education fund		4 025	4 025
Total funds		275 924	273 368

EUROPEAN FEDERATION OF CORROSION Treasurer's report
Notes to the financial statements for the year ended 31 December 2016 Annex 1
Page 3

		2016	2015
		€	**€**
1)	**Subscriptions outstanding**		
	This represents subscriptions due prior to 31 December 2016 that have been received by 11 February 2017.	2 113	0
2)	**Other debtors**		
	Publication royalties	3 872	5 325
	Eurocorr levy	20 000	0
	Prepayment for 2017 expenses	0	95
		23 872	5 420
3)	**Creditors and accruals**		
	WCO fees 2014, 2015, 2016	0	6 398
	Paris secretariat fees/expenses (est)	8 566	0
	Grants & prizes awarded	4 929	0
	Presindent's dinner at EuroCorr (est)	1 519	0
	NACE participation costs (est)	2 040	0
	Managing officer fees/expenses	1 814	1 667
	Qatar travel & meeting costs	1 176	0
	PO Box fee Dec 2016	115	0
	Newsletter	0	21 790
	Eurocorr 2017 deposit received	0	5 000
	New EFC logo design	0	600
		20 159	35 454

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EUROPEAN FEDERATION OF CORROSION Treasurer's report
Budget for the year ending 31 December 2017 Annex 2

	2016 results		2017 budget	
	€	€	€	€
Income				
Membership subscriptions		46 874		50 000
Eurocorr levy		25 000		25 000
Publishing income		8 024		5 000
Total		79 898		80 000
Expenditure				
Membership services				
Science secretary costs	8 925		8 925	
Support for working parties	0		2 000	
Newsletter (inc Editor's travel costs)	12 732		10 000	
Website	5 950		5 000	
Medals and awards	5 929		7 500	
		33 536		33 425
Membership/product development growth				
Publicity costs	147		2 000	
EFC visibility (inc Qatar)	5 676		10 000	
President's dinner at Eurocorr (est)	1 519		2 000	
		7 342		14 000
International visibility				
NACE participation costs (est)	2 040		2 000	
World Corrosion Organisation	(6 398)		3 000	
		(4 358)		5 000
Administrative costs				
Paris secretariat fee & travel costs (est)	8 566		7 000	
Advisory committee meeting costs	3 003		2 500	
Honorary Treasurer travel costs	2 509		1 500	
Managing officer fee & travel costs	24 703		25 000	
PO Box in Brussels	1 433		1 500	
Legal & professional fees re EFC status	198		15 000	
		40 412		52 500

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EUROPEAN FEDERATION OF CORROSION Treasurer's report
Budget for the year ending 31 December 2017 Annex 2 (Continued)

	2016 results		2017 budget	
	€	**€**	**€**	**€**
Other costs				
Sundy expenses	173		0	
Bank charges	237		100	
		410		100
Total		77 342		105 025
Surplus/(deficit) for the year		2 556		(25 025)
Surplus brought forward		269 343		271 899
Surplus carried forward		271 899		246 874

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EUROPEAN FEDERATION OF CORROSION
STATUS OF 2017 SUBSCRIPTIONS

Treasurer's report to BoA
Annex 3 - Page 1

INVOICE	SOCIETY	COUNTRY	Fees 2017	Arrears b/fwd	Received 2017	Write off	Owing	Type of member	Comments
			€	€	€	€	€		
EFC/16/1	The Austrian Society of Metallurgy & Materials	Austria	1 690,00		1 690,00		0,00	Regular	
EFC/16/3	CEBELCOR	Belgium	1 690,00			1 690,00	0,00	Regular	resigned in June 2017
EFC/16/6	CEFRACOR	France	1 690,00		1 690,00		0,00	Regular	
EFC/16/8	GfKORR	Germany	1 690,00				1 690,00	Regular	
EFC/16/9	DECHEMA eV	Germany	1 690,00		1 690,00		0,00	Regular	
EFC/16/10	Associazione Italiana di Metallurgia AIM	Italy	1 690,00		1 690,00		0,00	Regular	
EFC/16/15	Norsk Korrosjionsteknisk Forening	Norway	1 690,00		1 690,00		0,00	Regular	
EFC/16/17	Sociedade Portuguesa de Materiais	Portugal	1 690,00		1 690,00		0,00	Regular	
EFC/16/19	Swedish Corrosion Institute	Sweden	1 690,00		1 690,00		0,00	Regular	
EFC/16/21	SGO	Switzerland	1 690,00				1 690,00	Regular	
EFC/16/22	Institute of Corrosion	UK	1 690,00		1 690,00		0,00	Regular	
EFC/16/23	The Institute of Materials, Minerals and Mining	UK	1 690,00		1 690,00		0,00	Regular	
EFC/16/25	Croatian Society for Materials Protection	Croatia	1 690,00				1 690,00	Regular	
EFC/16/26	Czech Association of Corrosion Engineers	Czech Republic	1 690,00				1 690,00	Regular	
EFC/16/28	Hungarian Corrosion Society	Hungary	1 690,00				1 690,00	Regular	
EFC/16/30	Polskie Stowarzyszenie Korozyjne	Poland	1 690,00		1 690,00		0,00	Regular	
EFC/16/32	Institute of Metals and Technologies	Slovenia	1 690,00	1 690,00	1 690,00		1 690,00	Regular	
EFC/16/37	ANTIKOR – Int. Sci. & Educ. Corr. Centre	Russia	1 690,00	1 690,00			3 380,00	Regular	
EFC/16/38	The Corrosion Association	Turkey	1 690,00				1 690,00	Regular	
EFC/16/43	Gdansk University of Technology	Poland	1 030,00		1 030,00		0,00	Affil U/RO	
EFC/16/44	NACE Europe	Europe	1 690,00		1 690,00		0,00	Regular	
EFC/16/47	Oerlikon Metco Europe GmbH	Germany	1 550,00		1 550,00		0,00	Affil Company	

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EUROPEAN FEDERATION OF CORROSION
STATUS OF 2017 SUBSCRIPTIONS

Treasurer's report to BoA
Annex 3 - Page 2

INVOICE	SOCIETY	COUNTRY	Fees 2017	Arrears b/fwd	Received 2017	Write off	Owing	Type of member	Comments
			€	€	€	€	€		
EFC/16/49	Stopaq BV	The Netherlands	1 550,00				1 550,00	Affil Company	
EFC/16/50	VIAM	Russia	1 030,00	1 030,00			2 060,00	Affil U/RO	
EFC/16/51	Bond voor Materialenkennis	The Netherlands	1 690,00	1 690,00	1 690,00		1 690,00	Regular	
EFC/16/53	SOPCOR	Russia	1 690,00	1 690,00			3 380,00	Regular	
EFC/16/54	ATV-SEMAPP	Denmark	1 690,00		1 690,00		0,00	Regular	
EFC/16/55	The Australasian Corrosion Association Inc	Australia	1 690,00		1 690,00		0,00	Regular	
EFC/16/56	ABRACO	Brazil	1 690,00	3 380,00			5 070,00	Regular	
EFC/16/57	APCE	Italy	1 690,00		1 690,00		0,00	Regular	
EFC/16/58	Serbian Society of Corrosion & Materials Protection	Serbia	1 690,00	845,00			2 535,00	Regular	
EFC/16/59	VOM vzw	Belgium	1 690,00		1 690,00		0,00	Regular	
EFC/16/60	SOCIEMAT	Spain	1 690,00		1 690,00		0,00	Regular	
EFC/16/62	Water Technologies Laboratory Ltd	Russia	1 550,00		1 550,00		0,00	Affil Company	
EFC/16/63	National Institute for Nuclear Science and Technology	France	1 030,00	1 030,00			2 060,00	Affil U/RO	
EFC/16/64	Chinese Society for Corrosion and Protection (CSCP)	China	845,00		845,00		0,00	Regular	50% reduction 2016 and 2017
EFC/16/65	fkks-Fachverband Kathodischer Korrosionsschutz e.V	Germany	845,00		845,00		0,00	Regular	50% reduction 2016 and 2017
EFC/17/66	Magna International Pte Ltd	Singapore	1 550,00				1 550,00	Affil Company	
EFC/17/67	Egyptian Petroleum Research Institute	Egypt	1 030,00				1 030,00	Affil U/RO	
			61 020,00	**13 045,00**	**36 240,00**	**1 690,00**	**36 135,00**		

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EUROPEAN FEDERATION OF CORROSION Treasurer's report

PROPOSED BUDGET FOR 2018 - 2020 **Annex 4 - Page 1**

	2017	2018	2019	2020
Income				
Membership subscriptions	50 000	50 000	53 000	56 000
Eurocorr levy	25 000	25 000	50 000	50 000
Publishing income	5 000	8 000	8 000	8 000
Newsletter advertising		500	2 000	4 000
Sponsorship		500	1 500	3 000
Total income	**80 000**	**84 000**	**114 500**	**121 000**
Expenditure				
Membership services				
Science secretary costs	8 925	8 925	8 925	8 925
Support for working parties	2 000	2 000	2 000	2 000
Newsletter (inc Editor's travel costs)	10 000	11 500	11 500	11 500
Website	5 000	5 950	5 950	5 950
Medals and awards	7 500	7 500	7 500	7 500
	33 425	**35 875**	**35 875**	**35 875**
Member spending as a % of income	***42%***	***43%***	***31%***	***30%***
Development & growth				
Publicity costs	2 000	500	500	500
EFC visibility (Europe and International)	10 000	6 000	6 000	6 000
President's dinner at Eurocorr	2 000	2 000	2 000	2 000
	14 000	**8 500**	**8 500**	**8 500**
International visibility				
NACE	2 000	2 000	2 000	2 500
WCO	3 000	3 000	3 000	3 500
	5 000	**5 000**	**5 000**	**6 000**

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EUROPEAN FEDERATION OF CORROSION Treasurer's report

PROPOSED BUDGET FOR 2018 - 2020 **Annex 4 - Page 2**

	2017	2018	2019	2020
Admin costs				
Paris secretariat fee & travel costs	7 000	7 000	7 000	7 000
Advisory committee meeting costs	2 500	2 500	2 500	2 500
Honorary Treasurer travel costs	1 500	1 500	1 500	1 500
Managing officer fee & travel costs	25 000	25 000	26 500	27 500
PO Box in Brussels	1 500	1 500	1 500	1 500
Legal fees re EFC status & VAT	15 000	5 000	2 500	
Bank charges & sundry costs	100	250	250	250
	52 600	**42 750**	**41 750**	**40 250**
Admin spending as % of income	***66%***	***51%***	***36%***	***33%***
Total expenditure	**105 025**	**92 125**	**91 125**	**90 625**
TOTAL SURPLUS / (DEFICIT)	**(25 025)**	**(8 125)**	**23 375**	**30 375**

NOTES

This budget scenario was considered by the President's Advisory Committee as the most realistic and is therefore presented to BOA for discussion, approval and proposal to the General Assembly.

This budget proposal reverts EFC to profitability once Eurocorr levy is increased and Belgium regularisation is complete. Moreover, it keeps admin costs within 1/3 of income by 2020, which is a reasonable expectation for membership organisation and in line with other Federations.
Future surplus will allow additional spending on supporting smaller Member Societies, as well as engagement with working parties and younger scientists.

Managing Officer role

In this proposal, once Belgium affairs are in order, Managing Officer will take more active role in running EFC, for example by taking minutes and organising meetings, processing membership applications, keeping member records and timely filing of documents with Moniteur Belge.
Additionally, Managing Officer will be responsible for regular communication with Member Societies to find out how EFC services can be improved to stop societies from resigning; engaging new members both in Europe and internationally, and finding sponsors and advertisers for EFC newletter and events. In this case, a commission as a proportion of new income brought in would be advisable.

Greater responsibilities given to the Managing Officer, will take some pressure off EFC secretariats and will enable secretariats to maintain their fees at the current level.

EUROPEAN FEDERATION OF CORROSION Treasurer's report

Budget 2018 - 2020 **Annex 5, Scenario 1 - Page 1**

	2017	2018	2019	2020
Income				
Membership subscriptions	50 000	50 000	50 000	50 000
Eurocorr levy	25 000	25 000	50 000	50 000
Publishing income	5 000	8 000	8 000	8 000
Newsletter advertising		500	1 000	1 500
Sponsorship		500	1 500	2 000
Total income	**80 000**	**84 000**	**110 500**	**111 500**
Expenditure				
Membership services				
Science secretary costs	8 925	8 925	8 925	8 925
Support for working parties	2 000	2 000	2 000	2 000
Newsletter (inc Editor's travel costs)	10 000	11 500	11 500	11 500
Website	5 000	5 950	5 950	5 950
Medals and awards	7 500	7 500	7 500	7 500
	33 425	**35 875**	**35 875**	**35 875**
Member spending as a % of income	***42%***	***43%***	***32%***	***32%***
Development & growth				
Publicity costs	2 000	500	500	500
EFC visibility (inc Qatar)	10 000	6 000	6 000	6 000
President's dinner at Eurocorr	2 000	2 000	2 000	2 000
	14 000	**8 500**	**8 500**	**8 500**
International visibility				
NACE	2 000	2 000	2 000	2 500
WCO	3 000	3 000	3 000	3 500
	5 000	**5 000**	**5 000**	**6 000**

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EUROPEAN FEDERATION OF CORROSION Treasurer's report

Budget 2018 – 2020 **Annex 5, Scenario 1 - Page 2**

	2017	**2018**	**2019**	**2020**
Admin costs				
Paris secretariat fee & travel costs	7 000	7 000	7 000	7 000
Advisory committee meeting costs	2 500	2 500	2 500	2 500
Honorary Treasurer travel costs	1 500	1 500	1 500	1 500
Managing officer fee & travel costs	25 000	25 000	25 000	25 000
PO Box in Brussels	1 500	1 500	1 500	1 500
Legal fees re EFC status & VAT	15 000	5 000	2 500	
Bank charges & sundry costs	100	250	250	250
Additional fee - Paris		7 500	7 500	7 500
Additional fee - Frankfurt		13 477	13 477	13 477
Additional fee - London		7 200	7 200	7 200
	52 600	**70 927**	**68 427**	**65 927**
Admin spending as % of income	**66%**	**84%**	**62%**	**59%**
Total expenditure	**105 025**	**120 302**	**117 802**	**116 302**
TOTAL SURPLUS / (DEFICIT)	**(25 025)**	**(36 302)**	**(7 302)**	**(4 802)**

NOTES

This budget option assumes that secretariats go ahead with the increase in fees charged for services provided to EFC and the Managing Officer contract continues in the current format. As it can be seen, this proposal is unsustainable and not advisable as despite significant increase in income, EFC is remains in the deficit position.

Moreover, by 2020 only 1/3 of income is being spent on member services, while 2/3 of income is spent on admin costs.

The members want to see visible benefits arising from their membership fees.

As the proposal is continuously loss making, EFC reserves would be gradually depleted.

EUROPEAN FEDERATION OF CORROSION Treasurer's report

Budget 2018 – 2020 **Annex 5, Scenario 2 - Page 1**

	2017	2018	2019	2020
Income				
Membership subscriptions	50 000	50 000	50 000	50 000
Eurocorr levy	25 000	25 000	50 000	50 000
Publishing income	5 000	8 000	8 000	8 000
Newsletter advertising		500	1 000	1 500
Sponsorship		500	1 500	2 000
Total income	**80 000**	**84 000**	**110 500**	**111 500**
Expenditure				
Membership services				
Science secretary costs	8 925	8 925	8 925	8 925
Support for working parties	2 000	2 000	2 000	2 000
Newsletter (inc Editor's travel costs)	10 000	11 500	11 500	11 500
Website	5 000	5 950	5 950	5 950
Medals and awards	7 500	7 500	7 500	7 500
	33 425	**35 875**	**35 875**	**35 875**
Member spending as a % of income	***42%***	***43%***	***32%***	***32%***
Development & growth				
Publicity costs	2 000	500	500	500
EFC visibility (inc Qatar)	10 000	6 000	6 000	6 000
President's dinner at Eurocorr	2 000	2 000	2 000	2 000
	14 000	**8 500**	**8 500**	**8 500**
International visibility				
NACE	2 000	2 000	2 000	2 500
WCO	3 000	3 000	3 000	3 500
	5 000	**5 000**	**5 000**	**6 000**

EUROPEAN FEDERATION OF CORROSION

Treasurer's report
Annex 5, Scenario 2 - Page 2

	2017	2018	2019	2020
Admin costs				
Paris secretariat fee & travel costs	7 000	7 000	7 000	7 000
Advisory committee meeting costs	2 500	2 500	2 500	2 500
Honorary Treasurer travel costs	1 500	1 500	1 500	1 500
Managing officer fee & travel costs	25 000	25 000		
PO Box in Brussels	1 500	1 500	1 500	1 500
Legal fees re EFC status & VAT	15 000	5 000	2 500	
Bank charges & sundry costs	100	250	250	250
Additional fee - Paris		7 500	7 500	7 500
Additional fee - Frankfurt		13 477	13 477	13 477
Additional fee - London		7 200	7 200	7 200
	52 600	**70 927**	**43 427**	**40 927**
Admin spending as % of income	**66%**	***84%***	***39%***	***37%***
Total expenditure	**105 025**	**120 302**	**92 802**	**91 302**
TOTAL SURPLUS / (DEFICIT)	**(25 025)**	**(36 302)**	**17 698**	**20 198**

NOTES

This scenario suggests Managing Officer contract is terminated once EFC regularisation work in Belgium is compete but secretariats go ahead with the increase in fees.
The secretariats will be in charge of raising additional income for EFC and seeking advertisers for EFC newsletter and sponsors for various EFC activities.
With this scenario EFC also reverts to profitability within a couple of years and overall admin fees are maintained at about 40% of income by 2020.
Secretariats will however have to put more effort in engagement with Member Societies in order to ensure greater member retention and improvement of services provided.

Appendix 5

Report of the Scientific Secretary to the Board of Administrators
(Period March 2017 to September 2017)

During the NACE CORROSION 2017 Conference and Exhibition in New Orleans, Louisiana, I took part in the EFC-NACE, the EFC-ACA, the WCO Board of Administrators meeting and the WCO General Assembly. In both WCO meetings I took the minutes. The rest of the time I manned the EFC booth in the exhibition area together with Veronika Brejchova from Guarant International, the local organiser of EUROCORR 2017.
During the exhibition hours we put promotional material advertising the upcoming EUROCORRs in Prague (2017) and Krakow (2018) on display. Furthermore, leaflets containing information announcing the new EFC 'Green Books' published by Woodhead and Maney were also prepared. EFC received a complimentary booth including furniture, according to the EFC-NACE MoU.

I was also involved in the arrangements to host the meeting of the EUROCORR 2017 Paper Selection meeting in Prague on 15th March, which I chaired.

The 10th jubilee edition of the international workshop "Application of Electrochemical Techniques to Organic Coatings" (AETOC, EFC Event No. 420) was held in Billerbeck, Germany. As part of the local organising team we conducted the workshop from 25th until 28th of April 2017 with 27 presentations, a small exhibition and 57 participants, which was the maximum possible number of attendees.

On 19th June I attended the President's Advisory Committee meeting in Paris.

In mid June I contacted the Working Party Chairs announcing the upcoming STAC Meeting during the EUROCORR in Prague. In this e-mail communication the respective WP Activity Reports from 2016 were included with the request to update these for the time period from September 2017 until August 2019.

Together with my colleague Rick Durham, we drew up an initial agenda and the Working Papers for the upcoming STAC Meeting. After the STAC Chairman Wolfram Fürbeth agreed upon the content, the documents were circulated to all Working Party Chairs, the elected STAC members and guests.

Throughout the whole period since September 2016 I have been in continuous contact with different colleagues from EFC and other corrosion related organisations. The day-to-day work has been occupied with administrative matters including the allocation of EFC Event numbers, the maintenance and update of the EFC homepage including the EFC Calendar of Events, the Working Party pages and the restricted areas. I also tried to encourage the people who had applied for an EFC Event number to deliver a report of the event to be included in the EFC Newsletter.

Roman Bender
EFC Scientific Secretary July 2017

Appendix 6

Report of the Managing Officer to the Board of Administrators (Period Mars 2017 to August 2017)

My main mission since Mars 2017, both in terms of priority and time spent, has been the regularisation of the EFC with regards to Belgian authorities. This issue includes several aspects: the clarification of the EFC status (ASBL/AISBL), the registration of the financial statement of the EFC, the revision of the statutes to ensure compliance with the Belgian legislation, the publications to be done in the Moniteur Belge (new address of the legal seat, composition of the BoA, revised statutes) and the VAT status of the EFC in Belgium.

I obtained the information necessary for the progress of the file, mainly on the basis of Belgian law texts, Belgian databases, and exchanges with the Belgian authorities, Belgian lawyers, and the FAIB (Federation of International Associations in Belgium).

In cooperation with Prof. Marjorie Olivier, I translated into French the financial statement for 2015, adapted it to the Belgian legislation, and coordinated its posting to the competent Commercial Court in Belgium. The financial statement was successfully registered in May 2017.

I selected a Belgian lawyer for the revision of the EFC statutes, with the objective to adapt them to legal requirements and to best practices. I identified the corrections and clarifications to be done internally at EFC, and prepared the revised documents to be examined during official meetings. As the statutes are both in French (for publication in the Moniteur Belge) and in English, part of my work consisted in translation back and forth between the two languages.

Together with the EFC Treasurer, Mrs. Julija Bugajeva, I investigated the situation of the EFC regarding VAT taxation, starting with the possible framework for future sponsorship and advertisement activities. In particular, I selected a Belgian lawyer specialising in the field, and contributed to understand the implications of a change of VAT for the EFC. During the summer of 2017, I started to coordinate the actions needed to regularise the situation with Belgian tax authorities.

In order to improve the organisation of the EUROCORR congress, I prepared databases to be used and actualised from year to year by local organisers, and I contributed to the revision of the EUROCORR Call for Bids and Agreement.

A significant part of my work is related to the EFC official meetings. In collaboration with Mrs. Pascale Bridou-Buffet, I contribute to the preparation of the documents (agenda, working papers, minutes) of the BoA and GA meetings. Also, I am responsible for the logistics and documents of the SM or PAC meetings, and of some of the meetings with pairs during the EUROCORR congress.

Other tasks included for example the interface with the Young EFC network, the EUROCORR Young Scientist Grant award, the EFC Questionnaire, and the daily work with the EFC offices.

Hélène Illaire
12 July 2017

Appendix 7

Objectives and requirements for the "Call for Bids » and for the "EUROCORR Agreement"

During the Strategic Meeting in June 2016, it has been raised that EUROCORRs targets corresponding to the objectives of the strategic plan should be written in the Call for Bids, and that the bidders have to be selected according to those targets.

During the Board of Administrators Meeting in March 2017, an action was placed on the EUROCORR Congress Secretariat (Frankfurt Office) to include in the Call for Bids and the Agreement some clarifications; they were further completed during the President's Advisory Committee Meeting in June 2017. These clarifications are detailed below.

Call for Bids:

1- Hosting of the events before EUROCORR (ISO meetings, Graduate Course) should be specified only in the Call for Bids. The requirements are 3 rooms for 3 days meetings. EUROCORR Organisers could be asked to manage the registrations to those meetings. Regarding the Courses organised by Prof. Christofer Leygraf, the BoA agreed in March 2017 that the EUROCORR organisers are not required to bear the costs: the participation to these events is subject to the payment of registration fees, so they have to be self-financing.
   The possibility of the organisation of ISO Meeting(s) should be included in the Call for Bids: the BoA agreed in March 2017 that the bidders have to be informed that they may be asked to organise the ISO Meeting(s) on request of the Chairman of a Working Party.

2- Hosting of small extra events, e.g. meetings with pairs (i.e. NACE, ACA, CSCP, ICC, WCO etc., 1 room for 10 seats in U-Shape style equipped with a beamer, with refreshments and lunches if needed), and the international Scientific Meeting for the EUROCORR N+1 (1 room for 20 to 25 seats with a beamer).

3- If the EFC chose to register for VAT, the organisers have to be informed in the Call for Bids that the EUROCORR levy will be subjected to VAT.

EUROCORR Agreement:

- If the EFC chooses to register for VAT, VAT should be added in the appropriate paragraphs of the agreement.
- In accordance with the MoU signed between EFC and NACE, a room has to be available for the meeting of these 2 partners.
- Regarding the winners of the Honorary Fellow Award, subject to the STAC recommendation(s) and decision(s) of the BoA, the rules of the financial participation of the recipients to the Congress should be clarified in the EUROCORR Agreement.
- The agreement should include a deadline for the signature of the contract, so that it is possible to change the location of the EUROCORR if the contract is not signed. The deadline for signature should be 2 years before the event takes place.
- Regarding the different databases (exhibitors, bad payers and no-shows) the EUROCORR organisers will be requested to implement the files that the EFC has to provide them.
- In Annex 1: guidelines for the organisers, a paragraph has to be added mentioning that the EFC has to provide the organisers an updated list of the EFC Member Societies to be used on the on-line registration form.

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Proposed Revised Version of the "Call for Bids"

(Updates are in orange)

EUROCORR 2021
Pro forma for bidding organisations

EUROPEAN FEDERATION OF CORROSION

BACKGROUND OF THE ORGANISING EFC MEMBER SOCIETY/SOCIETIES

Note: *Where there is more than one Member Society in the country, it is desirable that all the Societies should be involved*"

Name(s):

Address(es):

Number of people working in the congress department:

Examples of events organised in the past:

Name of event: **Number of participants**

1.

2.

3.

Please attach information material (flyers, proceedings or the like).

Other expertise:

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Proposed Revised Version of the "Call for Bids" (Continued)

DETAILS OF THE PLANNED EUROCORR

Venue:

Dates / Duration (ideally between 1 September and 15 October, duration of 4-5 days):

Note: *Please make sure that the proposed dates do not overlap with the Annual Meeting of the International Society of Electrochemistry-ISE in Korea on ….2021 (date to be confirmed).*

Expected number of participants (targeted number: approx. 900-1000 participants)**:**

Participant profile (%):

Academics: ________________

Industrialists: ________________

Students: ________________

Complimentary: ________________

Committee: ________________

Registration fee profile (€):

Member EFC: ________________

Non-Member EFC: ________________

Students: ________________

Committee: ________________

Others: ________________

BUDGET

Please supply an indication of the finances.
*Please note that EFC shall receive a levy of 10 % of total fees paid by delegates, subject to a minimum of **25,000 euros** (+ VAT), this levy being forecast in the budget of the EUROCORR. A first deposit of 10,000 euros (+ VAT) will become due as soon as the EUROCORR agreement has been signed (deadline for signing the agreement: September 2019), and a second deposit of 5,000 euros (+ VAT) will become due after the deadline for early registration.*

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Proposed Revised Version of the "Call for Bids" (Continued)

VENUE

Please note the following requirements for the congress venue (including technical equipment):

- *Possibility to organise 11 - 12 parallel sessions: 5-6 rooms with capacity < 100 seats (40 to 80 seats), 5-6 rooms with capacity > 100 seats (100 to 200 seats)*
- *Coffee breaks, lunch breaks (if applicable) and poster party organised in the exhibition area (with a minimum of 1,000 m²)*
- *Possibility to hold meetings and Courses before and/or after EUROCORR (i.e. ISO meetings, BoA and STAC meeting, Graduate Course)*
- *Possibility to hold extra meetings during EUROCORR including:*
  - *EFC General Assembly (40 pers),*
  - *EUROCORR International scientific committee meeting (20-25 pers.)*
  - *WP meetings,*
  - *small EFC meetings with other organisations, i.e. NACE, ACA, CSCP, ICC, WCO (10 pers. each)*

Capacity of the main lecture theatre:

Number and capacities of secondary lecture theatres:

Capacity for the exhibition:

Expected number of exhibitors (targeted number: min. 30 exhibitors)**:**

Please attach a map of the venue.

FURTHER ASPECTS OF THE EUROCORR ORGANISATION

Would other meetings be held concurrently with the event? ☐ **YES** ☐ **NO**

If yes, which event(s):

Will social events be arranged? ☐ **YES** ☐ **NO**

If yes, please provide details:

Is the venue close to main transportation networks?
☐ **YES** ☐ **NO**

Please provide details of transportation:

Accommodation:

Please provide details of hotels, youth hostels etc.:

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Proposed Revised Version of the "Call for Bids" (Continued)

SCIENTIFIC PROGRAMME

In addition to the scientific areas covered by the Working Parties, which themes/scientific area would you like to focus on?

Do you plan to organise special events for students?

☐ **YES** ☐ **NO**

If yes, please provide details:

CO-OPERATION WITH THE EUROCORR CONGRESS SECRETARIAT AT DECHEMA E.V.

Please provide details of the proposed allocation of responsibilities between the society(ies) and the Congress Secretariat:

Appendix 9

EUROCORR 2017 REPORT FORM 1 (To be completed before the Event)

DATES OF EVENT Sept. 3 – 7, 2017 **VENUE** Prague Congress Centre

OVERALL THEME OF THE CONFERENCE:

Corrosion Control for Safer Living

ANTICIPATED NUMBERS OF DELEGATES: 1300

CATEGORY	**REGISTRATION FEES** (excluding VAT)		**TARGET NUMBERS**
Early / late registration:	Early	Late	
Committee Members, etc. (Invited)	0	0	45
Invited Speakers	0	0	5
Member Delegates	690	790	500
Non-Member Delegates	780	880	380
Students	280	330	290
Day tickets (and others)	400	440	80
Exhibitors	-	-	
		Total:	

ITEMS INCLUDED IN THE FEES:

The full registration fee includes: Admission to all scientific sessions, Welcome Drink on Sunday, September 3, 2017, Poster Party on Tuesday, September 5, 2017, Congress Dinner on Wednesday, September 6, 2017, Admission to the exhibition area, Congress materials, Refreshments during coffee breaks and lunch breaks

NUMBERS OF PAPERS:

ORAL PRESENTATIONS:	**750**
POSTERS:	**280**
TOTAL	**1030**

TOTAL NUMBER OF TOPICS **39**

NUMBER OF PARALLEL SESSIONS **13**