

EUROPEAN FEDERATION OF CORROSION
International non profit association
Avenue des Arts 56/4C, 1000 Bruxelles, Belgium
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STATUTES

Revision adopted by the General Assembly of the EFC at its virtual meeting on 28 November 2023.

I. NAME, SEAT, PURPOSE, DURATION

Article 1

The association is formed as an international non-profit association, governed by the provisions of Book 10 of the Law of March 23, 2019 introducing the Code of Companies and Association, as amended (the "**Law**").

The Association shall be known:

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

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

Article 2. The seat of the Association is established in the Brussels-Capital region. It may be transferred to any other place in the Bilingual Brussels-Capital region or in the French-speaking Region by unanimous decision of the Board of Administrators. This transfer must be published in the Appendices to the Belgian Official Gazette.

Article 3. The aim of the Association, registered as an international non-profit organisation, is mainly to contribute to the general progress of corrosion science and materials protection. It shall pursue this aim by encouraging cooperation in Europe between scientific and technical societies and organisations which are engaged in these subjects in an important way and in collaboration with similar associations throughout the world.

Article 4

The Association is established for an unlimited period.

II. MEMBERS, CATEGORIES, DEFINITIONS

Article 5. The Association is composed of the following categories of members: Member Societies (European and International), Members, Honorary Fellows, Branches and Affiliate Members. The Association shall always have a minimum of three Member Societies.

Article 6. Member Societies (European)

Article 6.1. European membership is open to European scientific and technical societies and

organisations that act to enhance progress, best practice and education in the science and technology of corrosion and its prevention for the socio-economic benefits of mankind and the good condition of the environment. Here, “European” means belonging to one of the 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, must be non-profit organisations, and must have legal status.

Article 6.2. All applications for membership must be addressed in writing to one of the offices of the General Secretariat of the Association, which shall submit them to the Board of Administrators. On the basis of a report drawn up by the latter, the General Assembly decides sovereignly on the admission or rejection of the application for membership.

Article 7. Member Societies (International)

Article 7.1. On the recommendation of three European Member Societies up to date with their membership fees, scientific and technical societies and organisations located in a country which is not a member state of the Council of Europe, and which act to enhance the progress, best practice and education of the science and technology of corrosion and its prevention for the socio-economic benefit of mankind and the good state of the environment, may become International Members. Such societies and organisations must fully adhere to the aims and objects of the Association, must be non-profit, and must have legal status.

Article 7.2. Any application for membership must be addressed in writing together with the recommendation of three European Member Societies to one of the offices of the General Secretariat of the Association, which shall submit it to the Board of Administrators. On the basis of the report by the latter, the General Assembly decides sovereignly on the admission or rejection of the application for membership.

Article 8: Members

Natural persons belonging to Member Societies (European and International) and Branches are considered as Members of the Association.

Article 9: Honorary Fellows

The General Assembly may confer the status of Honorary Fellow on any natural person who, in the opinion of the Board of Administrators, has made a special contribution to the achievement of the aims of the Association.

Article 10: Affiliate Members

Article 10.1. Organisations that support the aims and objects of the Association may become Affiliate Members of the Association, upon payment of an appropriate annual fee. Two classes of Affiliate Member exist; one for Companies and one for Universities and Research Organisations.

Article 10.2. All applications for Affiliate Membership must be accompanied by the applicant’s details and addressed in writing to one of the offices of the General Secretariat of the Association, which shall submit them to the Board of Administrators. On the basis of a report drawn up by the

latter, the General Assembly shall take a final decision on the admission or rejection of the application for membership.

Article 11: Branches

The Branches are structures, which may bring together individuals and/or institutions, which act to strengthen the progress, best practices and education of the science and technology of corrosion and its prevention for the socio-economic benefit of mankind and the good condition of the environment. Branches must fully adhere to the aims and purposes of the Association and must be non-profit. Branches are admitted by invitation subjected and are subject to the recommendation of the Board of Administrators and the approval of the General Assembly.

III- RESIGNATION AND EXCLUSION

Article 12

Member Societies, Members, Honorary Fellows, Affiliate Members or Branches are free to resign from the Association at any time by registered mail or by any means of written communication (including e-mail) with acknowledgement of receipt to one of the three offices of the General Secretariat.

For Member Societies and Affiliate Members who are up to date with dues, the resignation shall become effective at the end of the fiscal year in which the written notification is notified. For Member Societies and Affiliate Members not in good standing, the resignation shall become effective in the fiscal year indicated by the Board of Administrators.

Any Member Society or Affiliate Member that fails to comply with its obligations under these Articles of Association and the Bye-Laws may be excluded from the Association. It is the responsibility of the Board of Administrators, after hearing the defence of the body concerned, to make report to the General Assembly, which alone has the power to decide on the matter.

IV. MEMBERSHIP FEES

Article 13

The amount of the annual fee for Member Societies and Affiliate Members is approved by the General Assembly on the proposal of the Board of Administrators.

V. GENERAL ASSEMBLY

Article 14

The General Assembly shall have full rights specifically conferred upon it by law or by the present statutes. The following matters are within the exclusive competence of the General Assembly:

- the admission and exclusion of Member Societies and Affiliate Members;
- the granting of the status of Honorary Fellow;
- the election, dismissal or replacement of administrators;
- the adoption of the budget, the adoption of a fee system, the creation of special funds, if any,
- the approval of the accounts;
- the modifications to the structure of the General Secretariat;

- the adoption of Bye-laws;
- the modification of the Statutes;
- the dissolution of the Association, the destination of the net assets of the Association in case of dissolution and the appointment of one or more liquidators;
- the transformation of the Association into another form of enterprise;
- the election of a President, a Vice-President and a Treasurer;
- the discharge to be granted to the Directors, the Secretariat General and/or the Auditor.

Article 15: Composition. Voting rights. Proxies.

The General Assembly is composed of all Member Societies that have paid their membership fees. Each Member Society has one vote. Each Member Society 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. Votes may be cast by correspondence.

Honorary Fellows and Affiliate Members may take part in the meetings of the General Assembly and shall have an advisory vote but shall not have the right to vote on any matters relating to the affairs of the Association.

Article 16

The General Assembly shall meet by right once a year at a place and at a time determined by mutual agreement by the Board of Administrators.

The meeting of the General Assembly responsible for approving the annual accounts and the budget is held within six months of the end of the financial year.

The General Assembly is convened by the General Secretariat, by mail or by any other means of written communication (including e-mail) at least 30 days before the meeting.

The General Assembly may also be convened in an extraordinary meeting whenever the Board of Administrators determines that it is necessary. In this case, the meeting is held at a place designated by the Board of Administrators.

The General Assembly, unless otherwise stipulated by the Law or by the Articles of the Association, shall only deliberate validly if half of the Member Societies are present or represented. If this condition is not met, a new General Assembly shall be convened within three months, and shall deliberate validly, regardless of the number of Member Societies present or represented.

Decisions of the General Assembly may also be validly taken by written resolutions, provided that each Member Society has been informed at least 30 days in advance of the decisions to be taken. The decisions shall be effective 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 time limit shall be deemed to agree and vote in favour of each of the decisions referred to in the written resolutions.

Article 17

In all cases, resolutions shall be passed by a simple majority of the votes cast, and shall then be made known to all the Member Societies.

The exceptions to this are:

- the dismissal of an Administrator, which requires a two-thirds majority of the Member Societies present or represented;
- changes to the Association's Articles of Association or dissolution of the Association, in which case Articles 19 and 29 of these Articles of Association shall apply to determine the necessary attendance and voting majority.

No business shall be transacted on any substantial item not included in the official agenda of the meeting and not detailed in the working papers of the meeting.

Article 18

The resolutions of the General Assembly shall be recorded in minutes drawn up by the General Secretariat and communicated to the Member Societies.

The minutes are kept in a register of minutes at the Paris registered office of the Association, where all Member Societies, Members, Affiliate Members and Administrators can consult them.

Article 19

Any proposal to amend the Articles of Association must be made by the Board of Administrators or by at least four Member Societies, representing different countries.

The Board of Administrators must inform the Members of the Association at least six weeks in advance of the date of the General Assembly meeting which will decide on the said proposal.

A change of the Articles of Association or an action tending to dissolve the Association can only be approved by a General Assembly of at least two-thirds of Member Societies present or represented. Such a resolution can then only be passed by a two-thirds majority of the votes cast.

If the General Assembly does not gather two thirds of the Society Members of the Association, a new General Assembly shall be convened within thirty days.

In the event that it is known to be difficult to organise a new meeting within a reasonable period of time, the decisions of the General Assembly in question may also be validly taken by written resolutions, as described in Article 16. The above-mentioned requirement of a two-thirds majority of the votes cast shall apply.

Article 20

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

VI. ADMINISTRATIVE BODY

Article 21

The Association shall be administered and managed by a Board of Administrators hereafter abbreviated to "BoA", composed of a President and Vice-President, who represent the highest executive power of the Association, the Immediate Past President and twelve administrators, all of whom shall have full voting rights,

And assisted by a Treasurer and a Scientific Secretary who shall be ex officio members of the BoA and shall have no voting rights. The twelve administrators are chosen from among the Member Societies of the Association that are up to date with dues as follows:

- a. Four administrators, one appointed by each of the three countries that provide the General Secretariat (France, Germany and the United Kingdom) and one appointed by the country where the Association is legally registered (Belgium);
- b. A minimum of three administrators elected from among the members of the European Member Societies from countries other than those appointing the four administrators referred to in (a);
- c. Upon satisfaction of item (b), five administrators elected from among all the Member Societies of the Association, i.e. European and International Member Societies.

The four nominated administrators under a. are subject to approval by the General Assembly. The eight elected administrators are elected by the General Assembly.

Each Member Society of the Association may propose a candidate for this election, satisfying the composition of the BoA with only one administrator per a Member Society serving on the BoA at any one time.

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

All elected administrators shall serve on the BoA for a period of three years in the first instance. At the end of this term, the administrators may be re-elected or appointed once for a maximum of 3 years. Thereafter, they are not eligible for election to the BoA until another three-year period has elapsed.

The outgoing President serves on the BoA as Immediate Past President for a period equal to the term of office of the incoming President. Thereafter the outgoing President shall leave the BoA and shall not be eligible for election to the BoA until another three-year period has elapsed.

Unless otherwise decided by the General Assembly, the exercise of the mandate of administrators is not subject to remuneration.

Article 22

The President, the Vice-President and the Treasurer are elected by the General Assembly on the proposal by the Board of Administrators. The functions of the President and the Vice-President begin on the first of January following the General Assembly that elected them.

The STAC Chair will be nominated by the BoA and elected from among its voting members and will retain voting rights.

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 consecutive meetings of the General Assembly and with the right to be re-elected for a further period of one or two years.

The 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 in his functions by the Past President and the Vice-President.

The meetings of the BoA shall be chaired by the President or, if he/she is prevented from doing so, by the Past President or by the Vice-President.

Article 23

The BoA must meet at least once a year.

An administrator may be represented by a fellow administrator who may not hold more than one proxy.

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.

Article 24

The decisions of the BoA are taken by the majority of the votes cast. In the event of a tie, the President will first try to find an amicable solution during at the meeting leading to a majority vote. If this fails, the resolution shall be deemed not to have been adopted and must be revised before being presented to the BoA.

The resolutions are recorded in the minutes of the meeting drawn up by the General Secretariat and communicated to the members of the BoA.

Decisions may also be taken by written resolution, providing that each administrator has been informed at least 10 days in advance of the decisions to be taken. Decisions shall take effect on the date mentioned on the written resolutions and shall be deemed to have been taken at the seat of the Association. Any administrator who has not returned his or her a copy of the written resolutions within the time limit provided for shall be deemed to signify his or her agreement and to vote in favour of each of the decisions referred to in the written resolutions.

Article 25

The BoA has, among other responsibilities, the duty to periodically review the Association's Statutes, to propose to the General Assembly bye-laws and to institute, or approve the creation of, study groups/task forces and working parties.

VII. GENERAL SECRETARIAT

Article 26: The work of the Association is carried out by a General Secretariat and is shared between the three offices of the following members:

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

The General Secretariat administers the following affairs of the Association:

- affiliations
- finances
- publications
- awards
- EUROCORR Congress
- Meetings, working papers and minutes of the BoA and the General Assembly

VIII. REPRESENTATION

Article 27

The Association is validly represented vis-à-vis third parties and concerning all judicial and extrajudicial acts (including the power of signature) by (i) the BoA, or (ii) two administrators acting jointly. None of the above-mentioned persons need justify their powers to third parties.

In addition, the Association is also validly represented vis-à-vis third parties (including the power of signature) by one or more proxies duly appointed by (i) the BoA, or (ii) two Administrators acting jointly.

Article 28: Financial Year – Annual Accounts - Budget

The financial year begins on January 1st, and ends on December 31st, of each calendar year.

Each year, the BoA submits to the General Assembly, for approval, the accounts of the previous financial year and the budget for the following financial year.

The General Assembly also decides on the discharge to be granted to the Administrators, the Secretary General and the auditor, if any, for the performance of their duties during the past financial year.

If required, by the Law of March 23, 2019 or deemed necessary, the General Assembly appoints an auditor, chosen from among the members of the Institute of Company Auditors, for a period of three years.

IX – BYE-LAWS

Article 29: Bye-laws

Bye-laws may be presented by the BoA to the General Assembly. Modifications of these rules may be made by a meeting of the BoA deciding by a simple majority of the members present or represented.

X – DISSOLUTION AND LIQUIDATION

Article 30: Dissolution - Liquidation

The General Assembly may decide to dissolve the Association. If it deems it necessary, the General Assembly shall also decide on the appointment of one or more liquidators and the scope of their powers. In the absence of the appointment of one or more liquidators, the Administrators are jointly responsible for the liquidation.

The decision to dissolve the Association can only be adopted if at least two thirds of the Member Societies are present or represented and if the decision is adopted by a favorable vote of two thirds of the votes of the Member Societies present or represented at the meeting of the General Assembly. If the quorum is not reached, the General Assembly shall be postponed and reconvened within three months, and shall deliberate validly regardless of the number of Member Societies present or represented.

Upon dissolution of the Association and after payment of all debts and obligations of any kind of the Association, the General Assembly decides on the destination of the net assets of the Association.

The liability of each EFC member as defined in Section II and each Board of Administration member shall be limited to €1.

XI - GENERAL PROVISIONS

Article 31

All communications or notifications made under these articles of Association shall be validly made by mail or by any other means of written communication (including e-mail).

Article 32

All matters not provided in these articles of Incorporation or in the Bye-laws shall be settled in accordance with the provisions of the Law establishing the Code of Companies and Associations of March 23, 2019.