

EUROPEAN FEDERATION OF CORROSION STATUTES

Revision adopted by the General Assembly of the EFC at its meeting on 4 September 2017 in Prague (Czech Republic).

I. NAME, LOCATION, OBJECTIVES, DURATION

Article 1.

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 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 Association is located in a district of Belgium. It is currently located at Avenue des Arts 56, 4C - 1000 Bruxelles, Belgium. It may be transferred to any other place 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.

Article 3. The purpose of the Association, 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 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 Association is established for an indefinite period.

II. MEMBERS

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

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

Member Societies (European)

Article 5.1. European 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, must be non-profit organisations, and must have legal status.

Article 5.2. All applications for membership must be addressed in writing to one of the offices of the 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 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, must be non-profit organisations, and must have legal status.

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 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. Individuals belonging to 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 Association.

Affiliate Members

Article 9.1. Affiliate Membership of the Association is available to organisations which support the purpose of the 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 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. Branches are 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 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 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.

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 Association. It is the duty of the Board of Administrators, after hearing the rebuttal 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 funds of the Association are managed and the disposal of any assets and funds remaining, having honoured all outstanding debts, in the event of dissolution of the Association.

IV. ADMINISTRATION

Article 14. The 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 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 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 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 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 endeavour to maintain on the BoA a balance between representatives of industry and academia.

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 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 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 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 EUROCORR Congress of the Association.

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

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 17. The resolutions of the BoA are adopted by the majority of the 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 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 favour 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 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 carried out by the General Secretariat and is shared between the three member offices of:

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

The General Secretariat administers the following affairs of the Association:

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

VI. GENERAL ASSEMBLY

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

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 Association;
- Election of a President, a Vice-President and a Treasurer.

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 President or an alternate from either the Immediate Past President or Vice-President.

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 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.

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. 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 favour 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 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 statutes or dissolution of the Association when Article 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. Any proposal to modify the statutes or dissolve the 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 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 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 votes cast.

If the General Assembly meeting in question has not convened two thirds of the Association Member Societies, a further General Assembly shall be called within thirty days. In the event of it proving difficult to arrange a further meeting within a reasonable period of time, decisions of the General Assembly in question may also be validly taken by written resolutions, as described in Article 23. The two-thirds majority of the votes cast requirement given above again applies.

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

VII. REPRESENTATION

Article 26.

The Association shall be validly represented in all its actions, including in court, by two administrators acting jointly, who shall not be required to furnish proof of a prior decision of the BoA.

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

VIII. GENERAL PROVISIONS

Article 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.