



FEDERATION OF EUROPEAN
MATERIALS SOCIETIES

The Federation of European Materials Societies

Articles of Association

(Approved by the FEMS General Assembly in Lausanne on 6 September 2006, subject to ratification by the Belgian authorities)

Chapter one

Name, Legal Headquarters, Aims, Duration

1. A non-profit European federation entitled "Federation of European Materials Societies", in French: "Fédération des Associations européennes de Matériaux", is hereby created, in accordance with the Belgian law of 25th October 1919. The Association will also use the abbreviation: "FEMS"
2. Its legal headquarters is established at 42 rue de Washington, 1050 Brussels. It can be transferred to any other location in Belgium, following a decision of the executive committee. This resolution will be published in the month of its adoption in the supplements to the Moniteur belge.
3. The term "Materials Societies" designates in this document non-profit making societies whose aim is to promote science and technology in the field of materials.

"European" designates the member countries of the European Community, of the Council of Europe and of the European Free Trade Association.

4. The Association which is non-profit making aims:
 - o to promote the wide dissemination of scientific, technical and other knowledge relating to materials;
 - o to facilitate the communication and exchange of information between its members;
 - o to coordinate the activities of member societies in order to make optimum use of resources.
5. The life of the Association is not delimited. Each member society remains an independent body. The financial year will be the year ending the 31st December from the 1st January 1991.

Chapter two

Members

6. Any independent European society, national or multi-national which is active in the field of materials can apply for admission to the Association, with the exception of societies which:

- are involved in political activities or which have links with a political party, or
 - discriminate between persons on the basis of their political beliefs, religion, race or sex, or
 - include in their principal activities, the conduct of negotiations on their members' behalf on subjects relating to salaries or conditions of employment, or
 - distribute profits to their members.
7. There will be three classes of membership, full members, associate members and honorary members. Full membership is available to all major national and multinational materials societies in Europe. Associate membership can be granted to other societies whose aims and activities warrant election.

Honorary membership can be granted to individual persons, in recognition of eminent services rendered to the Association or in the domain of materials. Honorary members have the right to attend meetings of the General Assembly but do not have voting rights.

Full or associate member societies will have legal status. In the event that a society, which otherwise fulfils the conditions laid down for full or associate membership of the Association, does not have legal status, it can designate an individual for membership of the Federation of European Materials Societies. This individual can be either the President or one of the full-time officers, for example the Secretary-General, of the said society. The society is to notify the Federation immediately of any change to the nomination.

8. The General Assembly will decide on all applications for membership, taking into account the reputation and prestige of the applicant, the extent of its activities, the quality of its publications and meetings and of its affiliations, if such exist, to other national or international organisations. The vote of the General Assembly will be secret.
9. A member wishing to leave the Association should give notice to the President of its intention to do so. Resignation will take effect immediately but will not release the resigning member from any financial liability accepted before its resignation vis-à-vis the Association.
10. The General Assembly has the power to expel any member whose activities it considers incompatible with the aims of the Association. This expulsion will be proposed by the executive committee, after having heard the arguments of the member concerned (orally or in writing). The vote on the expulsion of a member will be secret.

Chapter three

Members' General Assembly

11. The General Assembly will decide the policy of the Association and will take all necessary decisions to promote its aims.

The General Assembly will be made up of two representatives of each of its full members (as a rule its President and one permanent officer) and one representative of each associate member. In the event that individual persons become members in accordance with Article 7 of these Articles of Association, the individual member will be invited to attend the General Assembly.

The General Assembly will normally meet once a year. The President can convene other assemblies should the need arise. The notices and agenda for the meetings of

the General Assembly will be sent out at least 28 days before the meeting is to be held.

12. The deliberations and resolutions of the General Assembly are only valid if a simple majority of the full members is present for the vote. Should this quorum not be reached, the meeting will be adjourned and then reconvened, after a short break, with the same agenda. Any General Assembly so organised and reconvened can then legitimately deliberate and pass resolutions without a quorum present. At a vote of the General Assembly, each member society represented, as well as the President will have the right of vote. In the event that votes are tied, the President's vote will be decisive. No votes can be cast by proxy.

All resolutions of the General Assembly will be by simple majority of the votes cast by those members present having the right of vote, with the exception of subjects concerning the admission or exclusion of a member, the modification of the Articles of Association or the break-up of the Association, in which case a majority of two-thirds of the votes cast will be required.

Chapter four

President, Vice-President, Executive Committee, Secretariat, Minutes

13. The General Assembly will appoint a President of the Association as laid down under Article 11. He will be elected for a period of two years and can be re-elected for a further period of two years. The member society to which the President belongs can elect another representative to the General Assembly who will exercise its rights during the President's term of office.

There will be a Vice-President of the Association who will be elected by the General Assembly as laid down under Article 11. He will normally be appointed for a period of two years and can be re-elected for a further period of two years. He will normally succeed the President and during his period of office will take the place of the President should the need arise. The member society to which the Vice-President belongs can elect another representative to the General Assembly who will exercise its rights during the Vice-President's term of office.

14. The Association is administered by an Executive Committee which will be made up of the President, the Immediate Past-President, the Vice-President and a minimum of five and maximum of eight members elected by the General Assembly. The Executive Committee of the Association will comprise at least one Belgian member. Each member will normally be elected for a period of two years and can be re-elected for a further period of two years. Exceptionally, members may be re-elected for a third term of two years. The Executive Committee will be responsible for the implementation of decisions of the General Assembly and will meet as often as necessary to carry out its responsibilities effectively. The Executive Committee can legally sit when two-thirds of its members (or the number which is the nearest below) are present. Decisions will be taken by a simple majority of the votes cast.

Between meetings of the Executive Council, the President will have the power to act in the Association's name on urgent matters, after having sought the agreement of Society Presidents and individual members, if it is necessary to do so.

All documents involving the Association are, with the exception of special powers, to be signed by 2 members of the Executive Committee or by the President who are under no obligation to justify the powers conferred on them for this purpose to third parties.

Legal proceedings in which the Association is involved, whether as plaintiff or

defendant, are the responsibility of the Executive Committee represented by its President or by a member of the Executive Committee designated for this purpose.

15. A member society, elected by the General Assembly, will assume the functions of Secretary. These functions will normally be exercised for a period of 4 years, but can be extended by agreement between the Association and the General Assembly. The Secretary will be responsible for the organisation of meetings of the General Assembly and the Executive Committee, for ensuring the implementation of decisions taken by the Executive Committee, for the dissemination of information to members and for the keeping of Minutes.
16. Minutes will be kept summarising the proceedings of each meeting of the General Assembly. The Minutes will include a r*sum* of all discussions, the text of proposals put to the General Assembly and decisions taken, as well as the results of votes.

The Minutes will be drawn up in English as well as in French and will be distributed by the Secretariat as soon after the meeting as possible. Any proposed amendment to the Minutes is to be submitted to the President within a maximum of 2 months following their issue and it will be taken into account at the next General Assembly. The final version of the Minutes in English and in French will be signed by the President and distributed to all members.

Chapter five

Financial Arrangements

17. The ordinary expenditure of the Secretariat and other expenses approved by the General Assembly (for example, special publications, translation of documents, organisation of activities) will be shared among all the member societies by mutual agreement.

Each member society will be responsible for its own outlay.

Chapter six

Interpretation of Text

18. This document is written in French, German and English. If differences of interpretation occur, French alone is to be taken as correct.
19. Anything for which provision is not made in the present Articles of Association and notably the publications to be inserted in the supplement to the Moniteur belge, will be regulated in accordance with the law. In particular, any modification to the Articles of Association as well as any alteration in management personnel will be published in the supplements of the Moniteur belge.

Furthermore, any alteration to the Articles of Association must be approved by royal decree.