

Federation of European Materials Societies
Federatie van de Europese associaties voor Materialen
Fédération des Associations européennes de Matériaux ivzw
FEMS ivzw
Malendriesstraat 70
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O.N. 0447.452.189

Articles of association

Bijgewerkt tot de Algemene Vergadering van 14/12/21
(versie in het Engels, versie in Nederlands is leidend)

Chapter one

Name, Legal Headquarters, Aims, Duration

1. The non-profit European federation is entitled "Federation of European Materials Societies", in Dutch "Federatie van de Europese associaties voor Materialen", in French: "Fédération des Associations européennes de Matériaux", and has been created in accordance with the Belgian law of 25th October 1919. The Association will also be able to use the abbreviation: "FEMS".

2. Its registered office is established in the Flemish Region.

The Board has the authority to move the registered office to any place within the Dutch language area and to fulfil the necessary disclosure requirements.

If, as a result of the relocation of the registered office, the language of the Articles of Association has to be changed, only the General Assembly can take this decision with due observance of the requirements for an amendment to the Articles of Association.

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 countries from the European Continent.

4. The Association which is non-profit making aims:

- to promote the wide dissemination of scientific, technical and other knowledge relating to materials;
- to facilitate the communication and exchange of information between its members;
- to coordinate the activities of member societies in order to make optimum use of resources.

5. The association will develop the following activities to realise its goal:

- study days, conferences
- publish publications
- represent the European materials community

The association can use all means that contribute directly or indirectly to the realization of the goal. In order to implement what has been stated above, the association can, among other things, acquire all property or rights in rem, hire, rent, recruit staff, conclude legally valid agreements, collect funds. In short, it can carry out or have carried out all activities, also profitable in an ancillary order, that fit within the framework of the realization of its goal. The association can even commit acts of commerce.

It may not, directly or indirectly, distribute or provide any capital advantage to the founders, members, directors or any other person except for the disinterested purpose specified in the articles of association. Any transaction in violation of this prohibition is null and void.

Chapter two

Members

6. Any independent European society or organisation, 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 and organisations in the European Continent.
- Associate membership can be granted to other societies and organisations whose aims and activities are in accordance with the objectives of FEMS.
- Honorary membership can be granted to individual persons, in recognition of eminent services rendered to the Association or in the domain of materials.

Associate and 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 or can be an unincorporated association.

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 fulltime officers (for example the Secretary-General) of the said society. The society acting as an unincorporated association is to notify the Federation immediately of any change to the appointment of a representative.

8. The Board 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 Board will be secret. Acceptance by The Board should be unanimous; in case of a non-unanimous position of The Board, the acceptance procedure will be brought to the General Assembly. In such case, the candidate member will only be accepted in case of a 2/3rd majority. 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 at least 6 months before the end of the financial year. 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 or who is not paying membership fees for at least two consecutive years. After three payment reminders, the board can suspend the membership of this member that is not paying membership fees. The expulsion of a member will be proposed by the Board, after having heard the arguments of the member concerned (orally or in writing). The General Assembly will vote on the expulsion of a member and this vote will be secret with compliance with the attendance and majority requirements prescribed for an amendment to the Articles of Association.

Chapter three

General Assembly

11. The General Assembly is the competent responsible for:

- 1 ° the appointment and dismissal of the statutory auditor and the determination of his remuneration;
- 2 ° the approval of the annual accounts;
- 3 ° all other cases required by law or these Articles of Association.

12. The General Assembly will decide about the policy of the Association presented by The Board and will take all necessary decisions to promote its aims. The General Assembly will be made up of a permanent representative of each of its full members. Therefore every full member will appoint one permanent representative (as a rule its President or a permanent board member) and a permanent replacement for this permanent representative which will replace this permanent representative when the representative can not attend the meeting of the General Assembly.

Associate and honorary members can participate in the General Assembly, but do not have the right to vote. In the event that individual persons become members in accordance with Article 7 of these Articles of Association (individual persons that represent an unincorporated association), this individual will be invited to attend the General Assembly with the right to vote.

The General Assembly will normally meet once a year and no later than six months after closure of the financial 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 15 days before the meeting is to be held.

13. For items on the agenda of the General Assembly relating to the amendment of the articles of association, the exclusion of a member and the dissolution of the association the deliberations and resolutions of the General Assembly are only valid if a quorum of two thirds of the full members is present or represented for the vote. If for these items the required number of members is not present or represented, a second convocation is required; this second meeting may not be held within fifteen days of the first meeting. This second meeting deliberates and decides validly, irrespective of the number of members present or represented.

For all other items the deliberations and resolutions of the General Assembly are only valid if a simple majority of the full members is present or represented 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 full member society represented will have the right to vote. Every full member can only cast one vote by proxy. In the event that votes are tied, the President's vote or the vote of the chairman of the meeting or the vote of whoever replaces her/him will be decisive. In the event of a tie vote by secret ballot, the proposal is rejected.

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 or the modification of the Articles of Association, in which case a majority of two-thirds of the votes cast will be required; in case of a change of the aims of the Association or the break-up of the Association a majority of four fifths of the votes will be required.

14. The Board may offer members the opportunity to participate in the general assembly remotely by means of an electronic means of communication made available by the non-profit association. With regard to compliance with the conditions of attendance and majority, the members participating in this way in the general assembly are deemed to be present at the place where the general assembly is held.

For the application of the first paragraph of this article, the non-profit association must be able to verify the quality and identity of the member referred to in the first paragraph on the basis of the electronic means of communication used. Additional conditions may be imposed on the use of the electronic means of communication, the sole aim of which is to guarantee the security of the electronic means of communication.

For the application of the first paragraph of this article, the electronic means of communication must at least enable the members referred to in the first paragraph, without prejudice to any restrictions imposed by or pursuant to the law, to take note of the discussions during the meeting and to exercise their voting rights with regard to all matters on which the meeting is required to decide. The electronic means of communication must also enable the members referred to in the first paragraph to participate in the deliberations and to ask questions.

The notice convening the general assembly contains a clear and accurate description of the procedures with regard to the remote participation. If the non-profit organization has an association website as referred to in article 2:31 WvV, those procedures for those who have the right to participate in the general assembly will be made accessible on the association website.

The minutes of the general assembly shall mention any technical problems and incidents that prevented or disrupted participation by electronic means in the general assembly or in the vote.

The members of the bureau of the general assembly cannot participate in the general assembly electronically.

15. The Board may decide to allow the members to vote remotely electronically before the general assembly. The practical organization of this preliminary vote will be made known to the members together with the convocation of this general assembly.

In this case, the Board will take the necessary measures to verify the status and identity of the member.

16. Except for amendments to the articles of association, the members can take all decisions that fall within the competence of the General Assembly by written communication, provided these decisions are unanimous on all members. In that case, the convening formalities do not have to be fulfilled. The members of the Board and, where appropriate, the statutory auditor may take cognizance of these decisions at their request.

17. The Board Members answer questions that are asked to them by the members, either orally or in writing, before or during the meeting, and that are related to the items on the agenda. In the interest of the association, the board members may refuse to answer questions if the disclosure of certain information or facts may harm the association or is contrary to the confidentiality clauses entered into by the association.

The statutory auditor, if appointed, immediately communicates written questions that she/he receives to the Board and answers the questions that are put to her/him by the members, orally or in writing, before or during the meeting, and that are related to the items on the agenda about which she/he reports. In the interest of the association, the statutory auditor may refuse to answer questions if the disclosure of certain information or facts may harm the association or is contrary to her/his professional secrecy or confidentiality clauses entered into by the association. She/he has the right to address the general assembly in connection with the performance of her/his duties.

The Board Members and the statutory auditor can group their answers to different questions on the same subject.

Chapter four

President, Vice-President, Board and Management Committee, Secretariat

18. The General Assembly as mentioned under Articles 11 and 12 will appoint a President and Vice-President of the Association. The President and Vice-President will be elected for a 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.

The Vice-President will normally succeed the President and during his/her 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.

The General Assembly will appoint the Honorary Treasurer for a period of six years. The honorary treasurer can be re-elected for consecutive periods of six years.

19. The Association is administered by The Board which will be made up of the President, the Immediate Past-President, the Vice-President, the Honorary Treasurer and a minimum of five and maximum of ten members elected by the General Assembly. The Board 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 twice for a further period of two years on each occasion if required. The Board will be responsible for the implementation of decisions of the General Assembly and will meet minimum twice a year to carry out its responsibilities effectively. The Board can legally sit when two-thirds of its members are present. Decisions will be taken by a simple majority of the votes cast.

The Board is the competent responsible for all cases unless topics that belong to the powers of the General Assembly as required by law or these Articles of Association.

In the event of a tie, the vote of the chairperson of the meeting or the person replacing her/him is decisive. In the event of a tie vote by secret ballot, the proposal is rejected.

20. Between meetings of the Board, a Management Committee comprising the President, the Immediate Past-President, the Vice-President, the Honorary Treasurer and the Executive Secretary will have the power to act and to follow up in the Association's name on aspects of day-to-day management and representation of the association, as well as on urgent matters. The day-to-day management includes actions and decisions that do not go beyond the needs of the daily life of the association, as well as actions and decisions that, either because of their minor importance or because of their urgency, do not justify the intervention of the governing body.

The Board is charged with supervising the management committee.

21. All documents involving the Association are, with the exception of special powers, to be signed by 2 members of the board one of which is the President or the Honorary Treasurer who are under no obligation to justify the powers conferred on them for this purpose to third parties. The Treasurer has all necessarily special powers to represent the association for day-to-day financial tasks and issues, including banking transactions, except for opening or closing bank accounts. Opening or closing of bank accounts should be approved by the President and the Treasurer in writing.

Legal proceedings in which the Association is involved, whether as plaintiff or defendant, are the responsibility of the Board represented by its President or by a member of the Board designated for this purpose.

22. A representative, nominated by a member society, recommended by the board and ratified by the General Assembly, will assume the function of Executive Secretary who will be a member of the board and the management committee. This function will be subject to a contract between (the employer of) the executive secretary and FEMS and will normally be exercised initially for a period of 4 years, but can be extended for successive periods of two years. The term of office of the Executive Secretary may be terminated following such a request by either FEMS or the Executive Secretary, provided written notice is given in accordance with the terms as determined by the contract between the (employer of) the executive secretary and FEMS. The duties of the Executive Secretary will be specified in her/his job description.

Chapter five

Financial Arrangements

23. The life of the Association is not delimited. Each member society remains an independent body. Every financial year starts the 1st April and ends the 31st March of the next year.

24. In preparation of the yearly General Assembly the Board prepares the budget for the following financial year. The General Assembly approves the budget at its next meeting.

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

Costs for travel, accommodation and meals in the framework of FEMS-related activities of members of the management committee (MC) can be refunded by the association. Attendance is always on a voluntary base, hence cannot be subject to a financial compensation.

Chapter six

Internal regulations

26. The Board can issue internal regulations. Such internal regulations cannot contain provisions:

- 1 ° that are in conflict with mandatory legal provisions or the Articles of Association;
- 2 ° on matters for which the code (WVV) requires a statutory provision;

The internal regulations and any amendment thereof are communicated to the members in accordance with Article 2:32 WVV or made available on the website of the association.

27. In the event of dissolution, whether voluntary or judicial, at any time and for whatever reason it occurs, the net residual social assets, after settlement of debts and discharge of liabilities, are spent on an organization with a similar purpose. The General Assembly that resolves to dissolve will indicate to which association the net assets will be transferred.

28. For everything that is not expressly regulated in these Articles of Association, the Companies and Associations Code of 23 March 2019 (WVV), taking into account the changing legislation, applies, including the accompanying and future implementing decrees, the general legal provisions, the internal regulations and customary practices.

In particular, any modification to the Articles of Association as well as any alteration in Board Members and members of the Management Committee, will be published in the supplements of the Belgisch Staatsblad/Moniteur belge.

Chapter seven

Interpretation of Text

29. This document is written in Dutch and English. If differences of interpretation occur, Dutch alone is to be taken as correct.