

(Approved by the FEMS General Assembly in Lausanne on 6 September 2006, amended by the FEMS General Assembly in Lausanne on 12 July 2016 and published in Het Belgische Staatsblad/Le Moniteur belge on 7 December 2016)

Chapter one

Name, Legal Headquarters, Aims, Duration

1. A non-profit European federation entitled "Federation of European Materials Societies", in Dutch "Federatie van de Europese associaties voor Materialen", 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 FEMS c/o Prof. Dr. Ludo Froyen, Dutselhoek 13 , B-3220 Holsbeek, Belgium (judicial District Leuven)
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 Belgisch Staatsblad (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:
 - 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 life of the Association is not delimited. Each member society remains an independent body. Every financial year starts the 1st January and ends the 31st December of the same year.

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 Europe.
 - 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. 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 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 three consecutive years. 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

General Assembly

11. The General Assembly will decide about the policy of the Association presented by the Executive Committee and will take all necessary decisions to promote its aims. The General Assembly will be made up of **up to** 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, this individual will be invited to attend the General Assembly. The General Assembly will normally meet once a year and if possible before June 30th. 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 to 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 of 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 & Management Committee, Secretariat

13. The General Assembly will appoint a President of the Association by the General Assembly mentioned under Article 11. The president 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 also elected by the General Assembly mentioned in Article 11. The Vice-President will normally be appointed for a period of two years and can be re-elected for a further period of two years. He/she 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.

14. The Association is administered by an Executive Committee 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 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 twice for a further period of two years on each occasion if required. The Executive Committee 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 Executive Committee can legally sit when two-thirds of its members are present. Decisions will be taken by a simple majority of the votes cast unless there were clear agreements made before.

Between meetings of the Executive Committee, 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 urgent matters.

All documents involving the Association are, with the exception of special powers, to be signed by 2 members of the Executive Committee 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.

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 representative, nominated by a member society, recommended by the Executive Committee and ratified by the General Assembly, will assume the functions of Executive Secretary who will be a member of the executive and management committees. These functions 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 Secretary, provided written notice

is given six months in advance. The Executive Secretary is member of the Executive and of the Management Committee. The Executive Secretary (part-time) will be responsible for:

- managing the General Assembly, the Executive Committee and Management Committee Meeting logistics, attend and record minutes of meeting and facilitate board communications;
- ensuring the minutes contain the summary of all discussions, the text of proposals put to the General Assembly or the Committees and decisions taken, as well as the results of votes;
- distributing the minutes as soon after the meeting as possible but not later than 4 weeks after the meeting. The final version of the Minutes of the General Assembly and the Executive Committee will be signed by the President and distributed to all members;
- maintaining key corporate documents and records in a database accessible for the Management Committee and keeping the Management and Executive Committee informed about the agenda of tasks and deliverables;
- maintaining the contact with FEMS members and informing the Management Committee or Executive Committee on financial issues (sending out the request for the number of members of the Full Member associations, the invoices to Full and Associate Members and if necessary reminders and informing the Management Committee of any problems with invoices), or in cases of member issues or issues necessary to avoid conflicts or problems with members;
- any additional activities as mutually agreed between the Executive Committee and the Executive Secretary.

All communications and minutes are in English language.

Chapter five

Financial Arrangements

16. 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.

Chapter six

Interpretation of Text

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

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 Belgisch Staatsblad/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 Belgisch Staatsblad/Moniteur belge.

Bylaws:

This document with annexes is new and foreseen to govern various issues which need more detailed information. This document can be modified after ratification by the General Assembly.

1. Membership fees

Membership fees are fixed each year by the General Assembly for the ensuing year and the societies informed immediately by the minutes containing these figures.

Membership fees will be divided into the following categories:

1. Full members: Societies and organisations will pay FEMS an annual fee corresponding to the number of active members in their society multiplied by a fixed rate reviewable by the General Assembly). For subsequent years the amount per member is fixed by the General Assembly. For societies having more than 3500 members a special rate can be defined in accordance with the General Assembly and approved by the societies.
2. Associated members: Societies and organisations will pay an annual lump sum to be decided by the General Assembly.
3. Honorary members: these individual members are free of charge

Full members will send a short annual report to FEMS before April 30 of each year. This annual report, which mentions also the actual number of members will be part of the FEMS annual report and the basis for the payment of member fees. The invoice will then follow within the next three months and at latest by June 30th. In case a member society has not delivered an annual report, the number from the year before will be used for calculation of the invoice. The payment shall be made within 60 days after reception of the invoice. Unpaid member societies lose their membership rights and the benefits for their individual members including: to vote in the General Assembly, to have their contributions published in the Annual Report, to be represented on the Executive Committee, to organize EUROMAT Conferences and to receive reduced registration fees for their members at EUROMAT conferences.

2. Tasks and Duties of the Executive Secretary

The Executive Secretary's work is described in Chapter 4 **of the statutes**. This work is only related to the work with the societies and financed by the member fees. Additional work which ensures the dissemination of all kinds of information to the members and to other interested organisations and persons is not included in this description and in this budget but has to be paid either from the Project Budgets (e.g. EUROMAT Conferences and other educational activities) or by budgets from Third Party Projects. The following tasks are included in the FEMS Secretariat:

1. Ensuring the information policy of FEMS to its members and to other interested stakeholders by various kinds of dissemination tools (e.g. the FEMS Website, FEMS Newsletters, and communication by e-mail or other means). The Executive Secretary can but is not responsible for gathering the information but shall ensure that the information delivered by the Executive Committee members or by FEMS members arrives on time. The Executive Secretary together with the President or Vice President is responsible for editing the information before distributing them.
2. EUROMAT Conferences: ensuring the contact between the Managing Society, which holds the contract with FEMS for the event, the Scientific and Management Committees of the conference and FEMS Executive and Management Committees and inform about any problems, decisions or other relevant information.
3. Ensuring the contact to European Organisations e.g. the European Commission, Science Europe, the European Science Foundation or others, and to other Research Funding Organisations or similar organisations worldwide. In case of possible third party projects FEMS Executive are to be informed for taking the right measures.

4. Further activities, which are not included in the FEMS membership budget or the EUROMAT Conference Budget and which are e.g. related to third party projects may be arranged and paid to the Executive Secretary from the “projects” funds granted to FEMS. These projects and any other extra activities planned for the Executive Secretary, shall be approved in a first instance by the FEMS Executive Committee, accepted by the Executive Secretary with a detailed list of tasks and duties and a defined additional annual budget.

3. Tasks and Duties of the Executive and the Management Committee

The Executive Committee represents a variety of materials activities (materials fields and sectors) and the different countries in a way that a Committee member may represent a group of countries, so that all FEMS societies get a “voice”. The tasks of the Executive Committee members are also divided into subgroups covering subjects such as communication, European policy and projects, FEMS strategy, FEMS conferences. The subjects covered by the subgroups will change over time. As mentioned in Chapter 4, Art. 14 the Executive and Management Committee members beside the Executive Secretary, who is paid for his engagement, are working voluntarily. The Management Committee as part of the Executive Committee will meet and exchange in a more frequent way to ensure that the work of FEMS is undertaken and the decisions of the General Assembly and the Executive Committee are implemented between the Executive Committee Meetings held each year. The Management Committee will guide the actions decided in the Executive Committee (the Work Groups) and by the General Assembly and will ensure that they will be executed according to deadlines and deliverables defined.

Finally the General Assembly asks the members of the Management and Executive Committee to take care of all mentioned above and of the coordination of the statutes and bylaws