



**MINISTÈRE  
DE LA JUSTICE**

*Liberté  
Égalité  
Fraternité*

Tribunal judiciaire de STRASBOURG  
Registre des associations

Références : R2024STR001631

## CERTIFICAT D'INSCRIPTION

Le greffier soussigné certifie que les modifications suivantes ont été inscrites le 03/10/2024, au registre des Associations du Tribunal judiciaire de STRASBOURG :

Par décision de l'assemblée générale ordinaire en date du 31/05/2024 :

- Les nouveaux statuts ont été adoptés ;
- La nouvelle direction se compose de :
  - Président : Monsieur KENYON Anthony ;
  - Vice-Présidente : Madame PADELETTI Giuseppina ;
  - Vice-Président : Monsieur TESSIER Franck ;
  - Secrétaire Général : Monsieur BRESSLER Patrick ;

Au nom de l'association : **RECHERCHE EN MATIERE DE MATERIAUX NOUVEAUX (ASSOCIATION EUROPEENNE DE...)** (EUROPEAN MATERIALS RESEARCH SOCIETE, E-MRS)

Sous les références : **A1986STR000233**

Ayant son siège à **Centre de Recherches Nucléaires 67200 STRASBOURG**

**STRASBOURG, le 04/10/2024**  
**COLLIGNON Catherine**



**EUROPEAN MATERIALS RESEARCH SOCIETY**

Non-profit Association

Registered office: 23 Rue du Loess  
67037 STRASBOURG

Registered in Strasbourg Trade and Companies Register Volume 50 Folio n°89

**ARTICLES OF ASSOCIATION**

**Amended by the Extraordinary General Meeting as of 17 September 2019**

Certified true copies of the original (20 pages)  
The Governing Board of the Association

## **TITLE I – Constitution, registered office, object, term and members**

### **Article 1 – Constitution of the Association and name**

Between all the persons who accept to abide by the present Articles of Association, an association is formed which is registered by local law, governed in particular by articles 21 to 79 of the local Civil Code, in effect in the *départements* [counties] of Bas-Rhin, Haut-Rhin and Moselle by the law for the introduction of French law of 1 June 1924, and also by the present Articles of Association.

The said association is called "**EUROPEAN MATERIALS RESEARCH SOCIETY**" (Hereinafter the "**Association**").

The acronym of the Association is "**E-MRS**".

The Association is registered in Strasbourg Associations Register.

### **Article 2 – Registered Office**

The registered office of the Association is at 23 Rue du Loess, F-67037 STRASBOURG–Cedex, located on the CNRS/University Campus.

Its registered office, which must remain in Alsace, may be transferred to any other location, even to another town or city, by a unanimous decision of the members of the Governing Board of the Association.

### **Article 3 – Object of the Association**

The Association is an International, non-governmental, non-profit making scientific association devoted to the promotion of Materials Science & Engineering, research, development, and technology transfer to industry and commerce, continuing education of the general public, policymakers, and the future generation of material scientists and engineers.

Among the Association's goals, the following may be mentioned:

- to contribute to the advance of science and technology of new materials, by consultation, cooperation, and the exchange of information between scientists and engineers in order to enhance the coordination of European Materials Science;
- to promote collaboration and knowledge transfer between fundamental research and industry; to identify the priority areas for European Research on an interdisciplinary basis;
- to contribute to the elaboration of fundamental research programmes and developments in the materials fields throughout Europe and offer advice to the policy and decision makers for European research programmes;
- to contribute to and organise educational programmes for students and established researchers in materials related fields;
- organise scientific conferences, workshops, seminars, and other events to facilitate the dissemination of information and knowledge in fields related to advanced materials and achieve and support the stated objectives.

The Association may develop any new or additional activity relating directly or indirectly to its object which is likely to favour its accomplishment.

### **Article 4 – Term**

The term of the Association is unlimited.

## **Article 5 – Members of the Association**

The Association is composed of its members.

Membership of the Association is open to any natural person or legal entity involved in, or having an interest in materials research, materials engineering, education and/or materials development.

Every legal entity becoming a member of the Association is bound to appoint, at its admission, a named person with responsibility for representing it within the statutory bodies of the Association, and to notify the Governing Board of the Association of this appointment or any subsequent change.

Every membership application must be made in writing and sent to the registered office of the Association at the attention of the Secretary General of the Association. The Governing Board of the Association rules independently on the application for approval on a qualified majority of two-thirds (2/3) of its members present or represented within two (2) months of receipt of the membership application.

There is no requirement for the decision to accept or refuse admission to be justified.

A list of members of the Association is kept by the Governing Board of the Association.

The members of the Association are to be distinguished from the members of the E-MRS Network that are governed by the Title III of the present Articles of Association.

## **Article 6 – Rights and obligations of the members of the Association**

All members of the Association are entitled to participate in the life of the Association and in its actions.

Members of the Association are required:

1. to comply with the present Articles of Association, and all internal regulations of the Association;
2. to promote the interests of the Association;
3. not to make use of or make reference to the Association, its name or any distinctive trademark which may be owned by it, for any purposes, notably commercial or pecuniary, without the express, prior and written agreement of the Governing Board of the Association;
4. If deemed necessary, to pay their annual subscription fixed once a year by the Governing Board of the Association.

The capacity of a member of the Association is neither negotiable nor transferable, except to an Affiliate Company, in case such member is a legal person and belongs to a group, provided that all the members of the Association shall be informed of such transfer, and such transfer shall be explained in terms of internal restructuring or any other reason.

The term “Affiliate Company” means any company controlling directly or indirectly or controlled directly or indirectly, or in common control by the company member of the Association, “Control” meaning the ownership of at least fifty percent (50 %) of the capital stocks or the voting rights.

## **Article 7 – Loss of the capacity of member of the Association**

The capacity of member of the Association is lost through:

1. resignation notified in writing by all means (registered or simple letter, email, fax, etc.) to the registered office of the Association at the attention of the Secretary General of the Association. Resignation takes effect on receipt of the notification;
2. death of natural persons;
3. dissolution of legal entities;
4. cancellation of capacity declared by the Governing Board of the Association for inactivity and/or failure to meet the obligations set out in article 6 of the present Articles of Association and/or serious misconduct.

Exclusion is declared on an absolute majority of the members, present or represented, of the Governing Board of the Association.

To avoid conflict of interest, if the member of the Association whose exclusion is requested is a member of the Governing Board of the Association or has designated an individual as member of the Governing Board of the Association, the latter is not authorised to participate in the vote.

In the event of a hung vote the vote of the Chairman of the Association is casting.

Before the Governing Board of the Association makes a decision to exclude a member, that member in question is required to make a formal statement, verbally or in writing, an explanation related to the alleged offence which may lead to their exclusion and, more generally, to put forward their own case. In the event of a disagreement concerning his exclusion, the member who may have made an appeal to the Governing Board of the Association, for a further consideration and review at its next meeting.

A member of the Association is considered to be inactive and to have resigned by decision of the Governing Board of the Association taken by an absolute majority of its members without further justification, if the member in question is absent from more than three (3) consecutive General Meetings of the members of the Association, except in the event of force majeure duly justified. If the member has been validly represented at the General Meeting of the members of the Association, the member in question is considered to have participated in a General Meeting.

All actions seeking to defame the Association or its representatives, or to prejudice, whether directly or indirectly, the aim which it seeks are in particular considered to be serious misconduct and may justify exclusion.

If it judges it appropriate the Governing Board of the Association may, instead of exclusion, declare temporary suspension of the member, on the terms set out above. During the entire suspension term this decision deprives the member of the right to participate, in any manner whatever, in the life of the Association (including participation in General Meeting of the Association).

#### **Article 8 – Liability of the Association**

No member of the Association is personally liable for the undertakings contracted by the Association.

Only the assets of the latter may be used as surety for its undertakings.

In accordance with article 31 of the local Civil Code, the Association is liable for any prejudice which the Governing Board of the Association, one of its members or any other representative appointed in accordance with the Articles of Association has caused to a third party through a fact generating liability, accomplished in performance of their duties unless it was caused intentionally or by gross negligence.

### **TITLE II – Administration and operation of the Association**

#### **Article 9 – General Meetings of the Association**

##### **9.1 – Common provisions**

General Meetings of the Association consist of all the members of the Association.

Upon proposal of the other members the title of guest to the General Meeting of the Association may be awarded. Guests have no voting rights, nor any advisory role in the General Meetings, but may be invited to make a presentation on a particular matter.

General Meetings of the Association are convened by the Chairman of the Association, or by the Secretary General of the Association, or by the Governing Board of the Association by a simple majority of its members, or on the initiative of 1/3 of their members, by all written means (including mail or electronic means), at least fifteen (15) days in advance.

The convocation contains the agenda determined by the person(s) who convene(s) the General Meeting of the Association and any required documents.

When General Meetings are convened on the initiative of 1/3 of their members, the latter may require that the questions of their choice be included in the agenda.

An individual, member of the Association or a person acting as representative of a member of the Association, prevented from attending may give a proxy to any other individual, member of the Association or acting as representative of a member of the Association. Representation by any other person is prohibited, and the number of proxies held by a single person is limited to two (2).

Decisions of General Meetings of the Association which are validly adopted are binding on all members, even if they were absent when the vote was taken, if they abstained, or if they voted against.

The Chairman of the Association ensures that General Meetings of the Association are held correctly. If the Chairman of the Association is unable to attend, she/he is replaced by the Vice-President of the Association (by priority by the oldest of them if there are two of them).

The Chairman of the Association would normally act as the Chairperson of General Meeting of the Association.

## **9.2 – Ordinary General Meetings of the Association**

Ordinary General Meetings are held at least once (1 time) per year, within six (6) months of the closure of the trading year (Annual Ordinary General Meeting), and whenever required, upon convocation by the Chairman of the Association, or by the Secretary General of the Association, or by the Governing Board of the Association by a simple majority of its members, or on the initiative of 1/3 of their members.

Ordinary General Meetings hear the reports of the Chairman of the Association and of the Governing Board of the Association on the Association's management and activity-related and financial situation.

Ordinary General Meetings:

1. approve the annual accounts and allocate the result of the closed trading year;
2. give ratification to the Chairman of the Association and to the Governing Board of the Association for their management;
3. approve each of the Ex-Officio Members of the Governing Board of the Association and, in the absence of approval, designate another person to replace the unapproved Ex-Officio Member;
4. designate the Appointed Members of the Governing Board of the Association;
5. dismiss the members of the Governing Board of the Association;
6. may appoint one or more auditor(s).

## **9.3 – Extraordinary General Meetings of the Association**

Extraordinary General Meetings of the Association are competent to amend the Articles of Association, and notably their aim, to wind up and liquidate the Association and to transfer its assets, or to transform the Association.

## **9.4 – Resolutions**

Resolutions of Ordinary General Meetings are taken on an absolute majority of the votes cast of the members of the Association present or represented, unless otherwise provided in the Articles of Association.

Resolutions of Extraordinary General Meetings are taken by more than two thirds (2/3) majority of the votes validly cast of the members of the Association present or represented.

As an exception to the foregoing, decisions to wind up and liquidate the Association are taken by more than three quarters (3/4) majority of the votes validly cast of the members of the Association present or represented.

Decisions in the Meetings are taken by show of hands.

Decisions are taken by means of secret ballot if one third (1/3) of the members of the Association present or represented request it.

Decisions of General Meetings of the Association are recorded by minutes signed by the Chairman of the Association, or the Vice-President of the Association (by priority by the senior of them if there are two) if the Chairman of the Association is unable to attend, and the Secretary General of the Association, or by any other person mandated for this purpose by the General Meeting of the Association, after verification that it is a true record of the meeting.

## **Article 10 - The Governing Board of the Association**

### **10.1 – Composition of the Governing Board of the Association**

The Association is directed by a Governing Board consisting of nine to thirteen (9 to 13) members, divided into two categories: the Ex-Officio Members and the Appointed Members.

At all time, the Governing Board of the Association must be composed of:

i. The Ex-Officio Members:

- The Officers of the E-MRS Network: the E-MRS Network President, one (1) or two (2) E-MRS Network Vice-President(s), and the President of the E-MRS Network Senate;
- Three (3) members of Thematic Groups appointed by the E-MRS Network Scientific Council;
- One (1) representative of the Foundation “Frontier Research in Chemistry”;

ii. The Appointed Members:

- The Secretary General of the Association appointed by the Ordinary General Meeting of the Association;
- One (1) representative who is a researcher or teacher-researcher from the EUCOM Universities (**list in appendix**) appointed by the Ordinary General Meeting of the Association;
- Up to a maximum of three (3) experts to be appointed by the Ordinary General Meeting of the Association.

Prior to taking office as a member of the Governing Board of the Association, each of the Ex-Officio Members must be approved by the Ordinary General Meeting of the Association within one (1) month following the designation.

By way of exception to the provision of Article 9.4, the Ex-Officio Members are approved by the Ordinary General Meeting of the Association on a majority vote of two-thirds (2/3) of the members of the Association present or represented.

In the absence of the approval of an Ex-Officio Member, the Ordinary General Meeting of the Association designates another person to replace the unapproved Ex-Officio Member for the same term of office.

By way of exception to the provision of Article 9.4, the person replacing the unapproved Ex-Officio Member is designated by the Ordinary General Meeting of the Association on a majority vote of two-thirds (2/3) of the members of the Association present or represented.

It is specified that if the unapproved Ex-Officio Member is the E-MRS Network President or the E-MRS Network Vice-President, the person designated by the Ordinary General Meeting of the Association will also hold the respective position of Chairman of Association or Vice-President of the Association.

The Appointed Members of the Governing Board of the Association are elected by the Ordinary General Meeting of the Association.

By way of exception to the provision of Article 9.4, the Appointed Members are elected by the Ordinary General Meeting of the Association on a majority vote of two-thirds (2/3) of the members of the Association present or represented

Any member of the Governing Board of the Association may be removed from office by the Ordinary General Meeting of the Association.

Except for the Officers of THE E-MRS Network (the E-MRS Network President, one (1) or two (2) E-MRS Network Vice-President(s), and the President of the E-MRS Network Senate), the term of office of the members of the Governing Board of the Association is three (3) years renewable.

The member of Governing Board of the Association mandate terminates through:

- dismissal declared instantaneously by an Ordinary General Meeting on a simple meeting point of order;
- resignation notified in writing by all means (registered or simple letter, email, fax, etc.) to the Chairman of the Association. Resignation takes effect on receipt of the notification.

A member of the Governing Board of the Association shall also be considered to have resigned automatically, and will be subject to an exclusion by an Ordinary General Meeting, when they have been absent in an unjustified manner or not having been excused, for more than three (3) consecutive meetings of the Governing Board of the Association.

In the event that a post of member of Governing Board of the Association falls vacant following the resignation or loss of capacity of member of the Association, the Governing Board of the Association immediately fills it for the time remaining until the next General Meeting, which then fills it for the term remaining of the mandate of the members of the Governing Board of the Association.

In the event of dismissal by a General Meeting of a member of the Governing Board of the Association, the General Meeting immediately replaces the person or entity concerned, if applicable for the remaining term of the mandate.

If the vacancy concerns the Chairman of the Association, the Vice-President of the Association (by priority by the oldest of them if there are two of them) stands in for them until the Governing Board of the Association, convened within a period of one (1) month, has filled the post for the remaining term of the mandate.

Upon proposal of the other members the title of guest to the Governing Board of the Association may be awarded. Guests have no voting rights.

The Governing Board of the Association may organise itself internally as it seems appropriate to govern the Association effectively. Board structures and policies shall be described in written documents readily accessible to members.

Members of the Governing Board of the Association receive no remuneration but are entitled to have costs incurred in performance of their duties reimbursed, on presentation of documentary evidence. Sums paid to the members of the Governing Board of the Association must be exactly equal to the expenditure actually incurred by them in performance of their mandate and must always be at a level in accordance with reasonable practices and satisfactory management. The Governing Board of the Association is responsible for scrutinising this aspect and is answerable for it to General Meetings.

## **10.2 – Meetings of the Governing Board of the Association**

The Governing Board of the Association meets on the initiative and on the convocation of the Chairman of the Association or the Secretary General of the Association, and also after each renewal of the Governing Board of the Association, or at the request of at least one half of the Governing Board's members asking for a meeting made to the Chairman of the Association in writing.

In the latter case, if no convocation has been issued by the Chairman of the Association within a period of fifteen (15) days, the convocation is issued by the Secretary General of the Association or the members of the Governing Board of the Association.



It meets at least one (1) times per year at times and locations determined by the Governing Board of the Association or called by the Chairman of the Association and these meetings may be held by conference calls, video conference or by other electronic means.

The Governing Board of the Association is quorate when at least fifty percent (50%) of its members is present physically or by video conference, or by any secure means of telecommunication, allowing the identifications of the participants, their effective participation to a collegial discussion, and with technical characteristics allowing a continuous broadcast and simultaneous discussions.

The convocation of the members of the Governing Board of the Association is made at least eight (8) days before the planned date of the meeting and is made by all written means (simple letter, fax, email, etc.). An agenda and the relevant document must be provided with this convocation.

In the event of an emergency, the Governing Board of the Association may be convened for a meeting which is due to be held as soon as possible at very short notice.

The convocation contains an agenda determined by the person(s) who convene(s) the Governing Board of the Association and any required documents. When the Governing Board of the Association meets on the initiative of half of its members, the latter may require that the questions of their choice are included in the agenda.

The Governing Board of the Association may decide to examine a question wish to consider a matter not included in the agenda. However, the Chairman of the Association may request that the examination of this question requires the matter to be referred to the next meeting of the Governing Board of the Association which, in such a case, must be held within a period of one (1) month.

The Governing Board of the Association takes its decisions on an absolute majority of the votes cast by its members present or represented (except when a qualified majority of 2/3 of members is required as for admission of a new member of the Association).

A member of the Governing Board of the Association may give a proxy to another member of the Governing Board of the Association. No member of the Governing Board of the Association may have more than two (2) proxies.

Decisions are taken by show of hands, or by means of a secret ballot if one third (1/3) of the members present or represented request it.

Decisions of the Governing Board of the Association are recorded by minutes which, are signed by the Chairman of the Association and the Secretary General of the Association, or by any other person mandated by the Governing Board of the Association to this end after verification that it is a true record of the meeting.

Decisions of the Governing Board of the Association which are validly adopted are binding on all members of the Governing Board of the Association, even if they were absent when the vote was taken, if they abstained, or if they voted against.

The Chairman of the Association would normally act as the Chairperson of meetings of the Governing Board of the Association.

### **10.3 – Attributions of the Governing Board of the Association**

The Governing Board of the Association takes responsibility for management of the Association in the sense of the local Civil Code; it is vested with the widest powers to act in the name of the Association, and to accomplish all deeds and operations which are not reserved to General Meetings.

The Governing Board of the Association will approve an annual budget.

The Governing Board of the Association performs the duties of legal, judicial, and extrajudicial representation of the Association in all deeds of civil life and before the courts.

The Governing Board of the Association is responsible:

- for ensuring that the present Articles of Association are implemented;
- for protecting the moral and material interests of the Association;
- for taking all initiatives relating to the aims of the Association.

The Governing Board of the Association may perform all the deeds set out by articles 59, 64, 67, 71 to 74 and 76 of the local Civil Code.

The Governing Board of the Association may establish structures to accomplish the missions and goals of the Association, including standing committees, subcommittees, task forces and affiliated organizations. The methods and authority for designing such structures, the means for appointing the chairperson and responsibilities, duties, powers, limitations, procedures, and other attributes shall be prescribed by the Governing Board of the Association through policies or other charges from the Governing Board of the Association.

No structure or any officer, or member thereof, may act as an agent for the Association, except as specifically authorized in writing by the Governing Board of the Association.

Any committee, subcommittee or other activity structure established by the Governing Board of the Association may be authorized to act on behalf of the Board with such power and authority as prescribed in such policies or written charges from the Governing Board of the Association.

### **Article 11- Officers of the Governing Board of the Association**

Officers of the Governing Board of the Association consists of the Chairman of the Association, one (1) or two (2) Vice-Presidents of the Association, the Treasurer of the Association, and the Secretary General of the Association.

#### **11.1 – The Chairman of the Association**

The Chairman of the Association is the E-MRS Network President, subject to his approval by the Ordinary General Meeting of the Association as a member of the Governing Board of the Association in accordance with Article 10.

The Chairman of the Association is responsible for preparing and directing the work of the Governing Board of the Association.

The Chairman of the Association chairs General Meetings of the Association, and the meetings of the Governing Board of the Association. If the Chairman of the Association is unable to attend, his duties are performed in his place by the Vice-President of the Association (by priority by the oldest of them if there are two of them).

The Chairman of the Association convenes the General Meetings and the Governing Board.

The Chairman of the Association may delegate, in writing and after having obtained consent of the Governing Board of the Association thereof, a proportion of his powers and/or his signature to one or more members of the Governing Board of the Association.

#### **11.2 - Vice-President(s) of the Association**

The Vice-President of the Association is the E-MRS Network Vice-President, subject to his approval by the Ordinary General Meeting of the Association as a member of the Governing Board of the Association in accordance with Article 10. If there are two (2) of them, they are both Vice-Presidents of the Association, provided that each of them has been approved by the Ordinary General Meeting of the Association.

The Vice-President(s) assist(s) the Chairman of the Association in performance of his duties and replaces him in the event of a hitch. If there are two of them, it is the older of them who replaces the President in priority in case of incapacity.

### **11.3 – The Treasurer of the Association**

The Treasurer of the Association is appointed by the Governing Board of the Association on an absolute majority of the votes cast by its members present or represented.

The mandate of the Secretary General is three (3) years and is renewable.

The Treasurer is a permanent guest of the Governing Board. The Treasurer does not have voting rights.

The Treasurer draws up the annual accounts of the Association or has them drawn up under his control. She/he draws up a financial report, or has this financial report drawn up, which he presents with the annual accounts to an Ordinary General Meeting of the Association.

The Treasurer of the Association may be assisted in his duties by an Assistant Treasurer.

### **11.4 – The Secretary General of the Association**

The Secretary General of the Association is appointed by the Ordinary General Meeting as described in Article 10 of the present Articles of Association.

The mandate of the Secretary General is three (3) years and is renewable.

The Secretary General of the Association coordinates all activities of the Association, in close collaboration with the Governing Board of the Association, the Chairman of the Association and the E-MRS Network.

The Secretary General of the Association is supported in his duties by the permanent secretariat and Headquarters staff.

The Secretary General of the Association is responsible for negotiating the employment contracts of the salaried staff employed by the Association. In addition, the Secretary General is responsible for ensuring that the employed staff comply with the conditions of employment and fully and competently undertake the tasks for which they are employed.

The Secretary General of the Association will represent the Chairman of the Association or Vice-Presidents of the Association in the case of their non-availability.

The Secretary General of the Association oversees the satisfactory material, administrative and legal operation of the Association.

She/he draws up, or has drawn up, under his control, the minutes of the meetings and decisions of the Governing Board of the Association and of the General Meetings of the Association.

Under the control of the Governing Board of the Association, the Secretary General of the Association pays for expenditure and receives income.

The Secretary General is authorised to open and to operate, in all credit or financial establishments, all bank accounts, CCP [Postal Cheque Accounts] and all savings books, and also to delegate all powers for the operation of the said accounts upon agreement of the Governing Board of the Association.

The Secretary General reports at each meeting of the Governing Board on all of the above operations that have taken place since the previous meeting of the Governing Board.

The Secretary General undertakes, or has undertaken, under his control, performance of the provisions and formalities laid down by the law and the regulations.

The Secretary General may be assisted in his duties by an Assistant Secretary.

The office of Secretary General is an honorary position and as such the holder is not paid a salary by the Association, but is entitled to claim expenses for the expenditure incurred in undertaking duties on behalf of the Association.

### **TITLE III – The E-MRS Network**

The E-MRS Network consists of the E-MRS Network Members, the E-MRS Network President, E-MRS Network Vice-President(s), the E-MRS Network Scientific Council, the E-MRS Network Senate, the E-MRS Network Delegate Assembly.

#### **Article 12 – E-MRS Network Members**

The members of the E-MRS Network are to be distinguished from the members of the Association.

Membership of the E-MRS Network is open to any person involved in, or having an interest in materials science and/or technology, as well as persons whose functions contribute to the development of the fields.

The procedures for becoming a member of E-MRS Network are as follows:

- Pay the registration fee and participate in one of the conferences or workshops organised by the Association. This membership status is valid for one calendar year from January 1<sup>st</sup> following the conference or workshop;
- Apply for E-MRS membership at the Association registered office and pay the annual fees. This membership status begins on January 1<sup>st</sup> following the date of payment.

The annual fees of E-MRS members are set once a year by the Governing Board of the Association.

#### **Article 13 – The E-MRS Network President**

Any member of the E-MRS Network Scientific Council, or an appointed member of the E-MRS Network Senate who has not previously served as E-MRS Network President, may nominate themselves as a candidate for the position of E-MRS Network President by submitting a nomination in writing with an appropriate CV to the Secretary General of the Association before the 1<sup>st</sup> February prior to an election in the same calendar year.

It has to be clearly stated that no conflict of interest exists or will be generated in the duration of the mandate with the Association's interest.

The constituency entitled to vote in a secret ballot for the E-MRS President at a meeting held during the Association's Spring Meeting is the membership of the E-MRS Network Scientific Council. Any member entitled to vote and unable to be present may submit a proxy vote by mail stating the way in which the vote should be cast to the Secretary General of the Association prior to the meeting in which the ballot will take place.

The elected candidate will be decided on a simple majority. In the event of an equal number of votes being obtained by two candidates the chairperson of the meeting will have the casting vote. If there are more than two candidates, the candidate with the lowest number of votes will be eliminated and a second ballot will be conducted unless the candidate with the greatest number of votes receives more than fifty percent (50%) of the total votes cast.

The E-MRS Network President is elected by the E-MRS Network Scientific Council for a period of one (1) year, which may be extended by a simple majority in a secret ballot by members of the E-MRS Network Scientific Council for a further year, provided that the E-MRS President complies with the procedure given in the preceding paragraph. Thus, the maximum mandate for the E-MRS Network President is (2) two years. The Presidential year is from the 1<sup>st</sup> September to 31<sup>st</sup> August. If the E-MRS Network President is opposed by an additional candidate(s) the election will follow the procedure given in the preceding paragraph.

The E-MRS Network President should represent the E-MRS Network in external activities or actions. In the event that the E-MRS Network President is unable to represent the E-MRS Network at a particular

event she, or he, should mandate the President of the E-MRS Network Senate, a Vice-President of the E-MRS Network or the Secretary General of the Association to act on behalf of the E-MRS Network.

The E-MRS Network President may individually initiate actions which are deemed to be beneficial to, or further the aims and objectives of the E-MRS Network subject to the agreement of the E-MRS Network Scientific Council and the Secretary General of the Association.

The office of the E-MRS Network President is an honorary position and as such the holder is not paid a salary by the Association. The elected President is entitled to receive financial support from the Association to help meet the costs of representing the E-MRS Network at external events. The level of the support is decided annually by the Governing Board of the Association at the level specified in the budget.

At the conclusion of the term of office the title of Immediate Past President is conferred for a period of one (1) year. The EMRS Past President may continue to play an active role in the E-MRS Network, by retaining responsibility for any new projects specifically initiated by the E-MRS Network President during the E-MRS Network President term of office. The Past President must ensure that the current E-MRS Network President, the E-MRS Network Senate and the E-MRS Network Scientific Council are kept fully informed.

If the E-MRS Network President takes actions, become involved in activities, or commits serious misdemeanours, she/ he may be removed from office in a secret ballot by two-thirds of the E-MRS Network Scientific Council.

The E-MRS Network President is also an Ex-Officio Member of the Governing Board of the Association and the Chairman of the Association for the period of his mandate, subject to the approval of the Ordinary General Meeting.

#### **Article 14 – E-MRS Network Vice Presidents**

Any member of the E-MRS Network Scientific Council, or an appointed member of the E-MRS Network Senate who has not previously served as E-MRS Network President, may nominated themselves as a candidate for the position of Vice-President by submitting a nomination in writing with an appropriate CV to the Secretary General of the Association before the 1<sup>st</sup> February prior to an election in the same calendar year.

It has to be clearly stated that no conflict of interest exists or will be generated in the duration of the mandate with the Association's interest.

The constituency entitled to vote in a secret ballot for a maximum of two (2) E-MRS Vice-Presidents at a meeting held during the Association's Spring Meeting is the membership of the E-MRS Network Scientific Council.

Any member entitled to vote and unable to be present may submit a proxy vote by mail stating the way in which the vote should be cast to the Secretary General of the Association prior to the meeting in which the ballot will take place. The elected candidates will be decided on a simple majority. In the event of an equal number of votes being obtained by two candidates the chairperson of the meeting will have the casting vote. If there are more than two candidates for a single position the candidate with the lowest number of votes will be eliminated and a second ballot will be conducted unless the candidate with the greatest number of votes receives more than fifty percent (50%) of the total votes cast.

The E-MRS Network may have one (1) or two (2) E-MRS Network Vice-Presidents by members of the E-MRS Network Scientific Council for a period of one (1) year which may be extended by a simple majority in a secret ballot by members of the E-MRS Network Scientific Council for a further year, provided that the E-MRS Vice President complies with the procedure given in the preceding paragraph. Thus, the maximum mandate for the E-MRS Network Vice-President is two (2) years. If the E-MRS Network Vice-President is opposed by an additional candidate(s) the election will follow the procedure given in the preceding paragraph.

The tasks, duties and responsibilities of the E-MRS Network Vice-President are arranged by and agreed with the elected E-MRS Network President.

Generally, these tasks could include oversight of Thematic Working Groups/Committees, developing relationships with the relevant external organisations and representing the E-MRS Network in cases where the President is no available.

If an E-MRS Vice-President takes actions, become involved in activities, or commits serious misdemeanours, she/he may be removed from office in a secret ballot by two-thirds of the E-MRS Network Scientific Council.

The E-MRS Network Vice-President is also a, member of the Governing Board of the Association for the period of his mandate, subject to the approval of the Ordinary General Meeting. If there are two of them, they are both Vice-Presidents of the Association, if each of them has been approved by the Ordinary General Meeting.

## **Article 15 – The E-MRS Network Senate**

### **15.1 – Composition of the E-MRS Network Senate**

There are two categories of members of the E-MRS Network Senate:

- the E-MRS Past Presidents, who within three months of the end of their mandate submitted a written request for membership to the Secretary General of the Association;
- high ranking internationally recognised materials scientists and engineers or highly influential persons formally invited to join the E-MRS Network Senate following a secret ballot of the members of the E-MRS Network Senate. The number of Senators in this category is limited to a maximum of (5) five.

All Senators have the same rights and full voting rights on all matters and have the designation of Senator.

The mandate of E-MRS Past Presidents is unlimited although the member may be excluded from the E-MRS Network Senate in the following circumstances:

- Non-attendance at (3) three consecutive meetings for which due notice has been given without clear and acceptable reasons for the absence being given;
- Behaviour or actions considered detrimental to the reputation of the E-MRS Network or not in accordance with the ethics of the E-MRS Network Senate, subject to a secret ballot of all members of the E-MRS Network Senate with a two thirds (2/3) majority.

The mandate of the invited members of the E-MRS Network Senate is for two (2) years, which may be renewed for a further two-year period by invitation and a secret ballot by the member of the E-MRS Network Senate.

Any member of the E-MRS Network Senate, who has not previously been elected as the E-MRS Network President may submit a nomination for election as E-MRS Network President as given in Article 13 of the present Articles of Association.

The E-MRS Network Senate may organise itself as is deemed most appropriate for achieving its objectives most effectively.

### **15.2 – The President of the E-MRS Network Senate**

The President of the E-MRS Network Senate is elected for a period of one (1) year by a secret ballot of the members and all members are eligible for nomination for the E-MRS Network Senate Presidency which may be by self-nomination or by a proposal by another member. The Presidency may be extended for a second year if approved by the members of the E-MRS Network Senate.

The President of the E-MRS Network Senate is a full member of the E-MRS Network Scientific Council and is responsible for inviting five (5) other Senators to join the E-MRS Network Scientific Council Meeting, with full voting rights, on the basis of their specific competence or expertise related to the Agenda for the particular meeting.

The President of the E-MRS Network Senate is also a member of the Governing Board of the Association for the period of his Presidential mandate, subject to the approval of the Ordinary General Meeting.

### **15.3 – Attribution of the E-MRS Network Senate**

The E-MRS Network Senate should make proposals for the medium and long term development of the the E-MRS Network. The E-MRS Network Senate should make recommendations to the E-MRS Network Scientific Council on any matter considered relevant to the well-being and development of the E-MRS Network.

The E-MRS Network Senate should make recommendations to the Governing Board of the Association regarding its membership, activities and any other matter considered relevant to the well-being and development of the E-MRS Network.

The E-MRS Network Senate collect nominations of candidates for the various E-MRS Awards and Prizes and confirm the beneficiary of each award before any public announcement of the winner is made. In the interests of timely announcements, the E-MRS Network President may obtain confirmation from E-MRS Network Senate members by electronic means.

## **Article 16 – The E-MRS Network Scientific Council**

### **16.1 – Composition of the E-MRS Network Scientific Council**

The membership consists of the E-MRS Network President, E-MRS Network Vice-President(s), the Secretary General of the Association, members elected by the E-MRS Network Delegate Assembly and co-opted members with specific specializations not available by election from the E-MRS Network Delegate Assembly and a maximum of six (6) members of the E-MRS Network Senate, the President of the E-MRS Network Senate and five (5) other members appointed by the E-MRS Network Senate President.

The total number of members of the E-MRS Network Scientific Council is at the discretion of the E-MRS Network Scientific Council, but normally should not exceed thirty (30) excluding the members of the E-MRS Network Senate. The coopted members should never exceed twenty-five (25%) of the total voting membership of the Council.

The mandate of all members is three (3) calendar years commencing on 1<sup>st</sup> January. At the conclusion of the mandate members with specific responsibility may be co-opted by a vote of the membership for a second three-year mandate. A member may normally not serve more than two successive terms. However, if the member has organised symposia or other important activities during the mandate as a member of the E-MRS Network Scientific Council, he may be renominated otherwise reelection by the E-MRS Network Delegate Assembly is possible, or may be co-opted immediately or at a later date.

A member of the E-MRS Network Scientific Council may be automatically excluded if they fail to attend three successive meetings for which due notice has been given unless apologies for non-attendance are provided prior to the meeting together with appropriate justification for the absence.

Membership of the E-MRS Network Scientific Council is on an Honorary basis and members are not entitled to any form of financial remuneration.

Members of the E-MRS Network Scientific Council are entitled to append the title “Member of the E—MRS Network Scientific Council” to documents where appropriate.

### **16.2 – Meetings of the E-MRS Network Scientific Council**

The E-MRS Network Scientific Council will normally meet two (2), or three (3) times, per year, in Strasbourg in February and during the Spring Meeting, with a third meeting possible during the Fall Meeting.

All members of the E-MRS Scientific Council are entitled to vote on all scientific matters where a decision is required.

All decisions should be recorded in the Minutes of the meetings which must be distributed electronically to all members and subject to approval or amendment at the succeeding meeting.

Subject to the agreement of the E-MRS Network President, who normally acts as Chairman of the meetings, the E-MRS Network Scientific Council has the authority to organise itself internally as it deems most appropriate to achieve the above objectives most efficiently.

For decisions of the E-MRS Network Scientific Council to be binding a two thirds (2/3) majority of the members present at the commencement of the meeting is required. On all matters where prior notice has been given that a vote on a particular matter will be necessary, proxy voting is possible, but a written instruction, or e mail, should be sent to the Secretary General of the Association prior to the meeting, or in unforeseen circumstances during the meeting stating the way in which their vote should be cast.

The minutes of all meetings should be prepared and, after being approved as being a true record of the meeting, should be signed by the Chairman of the subsequent meeting, normally the E-MRS Network President.

### **16.3 – Attributions of the E-MRS Network Scientific Council**

The E-MRS Network Scientific Council is responsible for all scientific aspects in the life and work of the E-MRS Network.

The E-MRS Network Scientific Council is responsible for electing in a secret ballot the E-MRS Network President and up to two (2) E-MRS Network Vice-Presidents who must be serving members of the E-MRS Network Scientific Council or an appointed member of the E-MRS Network Senate. Any member of the Board is entitled to self-nominate their candidacy for office by submitting their nomination and appropriate CV to the Secretary General of the Association before the 1st February and the elections for the posts will take place during the Council/Board meeting held during the Spring Meeting in the same Calendar year. The one-year mandate of the elected officers is from 1<sup>st</sup> September to 31<sup>st</sup> August of the following year. The mandate of a President and Vice President can be extended for a second year in a secret ballot of the members, but new candidates may offer themselves for election as indicated above.

The E-MRS Network Scientific Council should establish Thematic Working Groups or Committees to focus on issues which are pertinent to the work and objectives of the E-MRS Network. Typical examples should be Conference Quality, International and Bilateral events with other societies, European Affairs, Young minds, A.I. Bio etc.... The leader of all established Thematic Working Groups or Committees should normally be an elected or co-opted member of the E-MRS Network Scientific Council. The appointed leader of Thematic Working Groups or Committees should propose the terms of reference and the scope of the Committee in a paper to be considered and approved after any amendment by the Council/Board. Each Thematic WG must submit a written report to the registered office of the Association not less than seven (7) days before a meeting of the E-MRS Network Scientific Council for circulation to members prior to the meeting.

Members of the E-MRS Network Scientific Council have the opportunity to participate in any bilateral events organised with other adhering bodies of the International Union of Materials Research Societies (IUMRS) or in the framework of MoU's such as that with the Erice Summer School in Sicily, which is operated in conjunction with MRS. The E-MRS Network Scientific Council may propose new bilateral relationships with other societies and develop, in conjunction with E-MRS Headquarters, a beneficial MoU (Memorandum of Understanding) between E-MRS and the other society.

The E-MRS Network Scientific Council is responsible for the appointment of Chairpersons for the Spring and Fall Meeting. At least one Chairperson should be a member of the Council/Board, but the Chairpersons should include scientifically recognised persons from elsewhere and recognise the European and international role of the E-MRS Network. The prospective Conference Chairpersons should be provided with the prepared Guidebook to ensure that they are willing to be fully involved in the duties and responsibilities of the role. The Governing Board of the Association has a veto right in the event of inappropriate nominations being made.

The E-MRS Network Scientific Council should ensure that the range of expertise available to them is sufficient to ensure that the activities of the E-MRS Network are at the leading edge of materials



science research. The expertise available to the E-MRS Network Scientific Council may be enhanced by nominations from the E-MRS Network Delegate Assembly which cover new or specific areas which are not currently available to the existing membership. The E-MRS Network Scientific Council may invite nominations from members of the E-MRS Network Delegate Assembly who possess specific areas of expertise. Members have the right to propose candidates to be considered to be co-opted to the Council to cover new or specific areas which are currently not available to the existing membership.

The E-MRS Network Scientific Council will be required to appoint three (3) members to the Governing Board of the Association who will represent the E-MRS Network Scientific Council and contribute fully as members of the Governing Board of the Association.

Members of the E-MRS Scientific Council should nominate suitable high-level speakers as Plenary speakers at conferences to appointed Conference Chairpersons for consideration.

Council members should encourage their worldwide contacts and associates to submit proposals for symposia or to participate in the conferences.

All members should involve themselves in a Thematic Working Group. Face to face Thematic Group meetings are likely only at Conferences, but conference call meetings should be developed to advance the work of the Committees.

The members of the E-MRS Network Scientific Council should submit to the E-MRS Network Senate nominations for E-MRS prizes - the EU-40 prize, the E-MRS Czochralski Award, the Quinquennial Anniversary Award, the Young Mind Award. The criteria for these awards and the method of submitting nominations will be found on the E—MRS website.

The E-MRS Network Scientific Council are encouraged to make proposals or suggestions to enhance the activities, visibility or impact of the E-MRS Network to the Governing Board of the Association for their approval and support.

#### **Article 17 – The E-MRS Network Delegate Assembly**

The membership of the E-MRS Network Delegate Assembly is open to any of the co-organisers of Symposia presented at the E—MRS Spring or Fall Conference during the previous three years. Membership becomes automatic after E—MRS Headquarters is notified of a wish to participate. There is no geographical, or other, limitation to a member's involvement in the field of materials science.

The mandate for membership of the E-MRS Network Delegate Assembly is three (3) years commencing on 1<sup>st</sup> January following the date of the presented symposium. Members who organise a further symposium during their mandate as members of the E-MRS Delegate Assembly may extend their membership by three (3) years from the year of the organised symposium.

The E-MRS Network Delegate Assembly meets at least annually as detailed by the E-MRS Network President and the Secretary General of the Association, in an e-mail sent to the address given by the member, at least thirty (30) days before the meeting. Members will be asked to confirm attendance and a draft Agenda will be distributed electronically prior to the meeting. Meetings of the Assembly are normally chaired by the E-MRS Network President and attended by the Secretary General of the Association together with the E-MRS Network Vice-President(s) and the leaders of the Thematic Committees.

The Minutes of the Meeting having been approved and signed by the E-MRS Network President and the Secretary General of the Association will be sent electronically to the members participating in the meeting and the most recent Minutes will be available on the E-MRS website.

As organisers of recent symposia the members of the Assembly should:

- Make recommendations to the Conference Quality Thematic Committee and E-MRS Network Scientific Council to improve the quality of the conference and the experience of symposium organisers and participants.

- Make proposals to the E-MRS Network Scientific Council for new symposia topics, workshops and tutorials to be held within the framework of the Spring and Fall Meeting and suggest the names of organisers for the proposed symposia topics.
- Make proposals to the E-MRS Network Scientific Council for new Thematic Committees in developing areas of Materials Science.
- Suggest nominations for E-MRS prizes, the EU-40 prize, the E-MRS Czochralski Award, the Quinquennial Anniversary Award, “Young Minds” award, The criteria for these awards and the method of submitting nominations will be found on the E-MRS website.
- Suggest nominations for membership of the E-MRS Network Scientific Council in accordance with the E-MRS Scientific Council's request regarding the particular areas of expertise or other criteria. However, it should be noted that membership of the E-MRS Network Scientific Council is limited to persons who possess an affiliation in a country considered as a full member of the Council of Europe.

Members of the E-MRS Network Delegate Assembly should endeavour to take an active role in the work of the E-MRS Network by volunteering to serve on at least one Thematic Committee. It is anticipated that most meetings will be undertaken by conference calls with face to face meetings being held only during conferences.

The annual meeting of the E-MRS Network Delegate Assembly takes place during the Spring Conference, with an agenda provided in advance as indicated above.

Membership of the E-MRS Network Delegate Assembly is on an Honorary basis and members will not receive any financial remuneration for serving.

<b>TITLE IV – Finance, trading year and accounts of the Association</b>
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#### **Article 18 – Finance**

The Governing Board of the Association will approve an annual budget and other Board actions, as needed to meet the requirements of the Association, before 31st December each year.

The financial accounts of E-MRS Accounts are maintained by the appointed full time staff of E-MRS headquarters led by the Secretary General under the posterior control of an appointed treasurer and two assessors and are to be subjected to an annual audit. The audit will be undertaken by an independent external company appointed by the Governing Board of the Association.

The financial resources of the Association are accrued by:

- Annual subscriptions paid by members;
- The income generated by activities organised by the Association, principally the two annual conferences and the associated industrial and commercial exhibition;
- Grants and/or contributions made by public or private entities for specific activities in which the Association is actively involved, typically initiatives or projects funded by the European Commission;
- Legacies and donations.

The funds of the Association shall be deposited in the name of the Association in financial institutions, the Foundation ‘Frontier Research in Chemistry’, or as decided by the Governing Board of the Association. Cheques and other documents or contracts like European contracts shall be signed or endorsed on behalf of the Association by the Secretary General.

#### **Article 19 – Trading Year**

The trading year commences on 1 January and ends on 31 December.

## **Article 20 - Accounts and audits**

Within the six (6) months following the end of each trading year the Association draws up annual accounts in accordance with the standards of the general accounting plan, subject to modifications made by the regulations and its appendix of 16/2/1999 relative to methods for drawing up annual accounts of associations and foundations.

The annual accounts, the activity report and the financial report and, if applicable, the auditor's report, are made available to the members for the fifteen (15) days preceding the date of the Ordinary Annual General Meeting called upon to approve the accounts of the elapsed year.

If the Association receives annually from the State, from its public establishments or from local authorities one or more subsidies the overall value of which exceeds the sum of € 153,000 determined by article D.612-5 of the commercial code , the General Meeting appoints an Auditor and an alternate auditor chosen from the list mentioned in article L. 822-1 of the Commercial Code for a period of six (6) years, and must draw up, each year, a balance sheet, a profit and loss account and an appendix, according to the methods provided for the commercial code.

If it has been appointed by a General Meeting in application of article L. 612-4 of the Commercial Code, the Auditor may draw the directors' attention to any fact which by nature may compromise the continuity of activity which has come to its attention in the course of its assignment.

It may invite the Chairman of the Association to have the matter resolved by the Governing Board of the Association. The Auditor is convened to this meeting.

If these provisions are not followed or if, despite the decisions taken, it observes that the continuity of the activities remains compromised, the Auditor draws up a special report. It may demand that this report is sent to the members of the Association, or that it is presented to the next General Meeting.

The Chairman of the Association or, if one has been appointed in application of article L 612-4 of the Commercial Code, the Auditor presents to the General Meeting of the Association a report on the agreements signed directly or through an intermediary between the Association and one of the members of the Governing Board of the Association.

The same applies to agreements signed between the Association and an other legal entity of which a partner with unlimited liability, a manager, a member of the Governing Board of the Association, the managing director, a deputy managing director, a member of the directorate or of the supervisory board, or a shareholder owning more than 10% of the voting rights, is simultaneously a member of the Governing Board of the Association.

The General Meeting approves this report.

In accordance with article R 612-6 of the commercial code, the said report contains:

- a. a list of the agreements subject to the approval of the General Meeting of the Association;
- b. the names of the members of the Governing Board of the Association concerned;
- c. the designation of the legal entity having signed an agreement on the terms of paragraph 2 of article L. 612-5 of the Commercial Code;
- d. the nature and purpose of the said agreements;
- e. the essential methods of these agreements, in particular an indication of the prices or price schedules applied, the rebates and commissions granted, the payment terms granted, the stipulated interest, the granted sureties and, if applicable, all other indications enabling the General Meeting of the Association to assess the interest represented by signature of the analysed agreements.

In accordance with article R 612-7 of the commercial code, when the report is drawn up by the Auditor, the Chairman of the Association notifies the latter of the agreements mentioned in article L. 612-5 of the Commercial Code within a period of one month from signature of the said agreements.

An unapproved agreement nonetheless takes effect. The member of the Governing Board of the Association may be made liable, individually or jointly and severally as applicable, for any prejudicial consequences for the Association resulting from such an agreement.

The present provisions are not applicable to ordinary agreements concluded on normal terms which, due to their purpose or their financial implications, are not significant for any of the parties.

<b>TITLE V – Amendments of the Articles of Association, dissolution, Internal Regulations, legal formalities</b>
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### **Article 21 – Amendment of the Articles of Association**

The Articles of Association may be amended by an Extraordinary General Meeting on the terms set out in the present article, on a proposal of the Governing Board of the Association.

This amendment requires the prior agreement of the Governing Board of the Association and the E-MRS Network Senate by a simple majority.

The convocation, accompanied by an agenda including the amendment proposal or proposals, is sent by registered letter with advice of receipt to the members of the Association at least fifteen days before the date set for the Extraordinary General Meeting.

In accordance with the provisions of article 33 of the local Civil Code, the Extraordinary General Meeting may amend the Articles of Association only if the amendment proposal receives the votes of more than two thirds (2/3) of the members present or represented.

### **Article 22 – Dissolution and transfer of the assets**

Dissolution is declared, on a proposal of the Governing Board of the Association and in particular due to non-receipt of the expected subsidies required for the Association's development, by an Extraordinary General Meeting, convened specially for this purpose.

The remaining net assets shall in every case be transferred to a project or an institution pursuing similar aims, and which shall be designated by name by the Extraordinary General Meeting.

Except for the recovery of their contributions, the members of the Association may under no circumstances be awarded any share of the assets of the Association.

Winding-up is implemented in accordance with articles 48 and following of the local Civil Code.

### **Article 23 - Internal Regulations**

One or more internal regulations may be drawn up by the Governing Board of the Association. They are intended to lay down the various points not covered by the Articles of Association, notably those relating to administration, internal organisation of the Association, distribution of seats in the working committees or any other committee of experts constituted by the Association, to the determination of their number, and to relations between its members. They are communicated to General Meetings, together with any amendments of them.

### **Article 24 - Legal Formalities**

The Chairman of the Association, or any person appointed by name by them to this end, shall, within three (3) months, fulfil the legal formalities of declaration, publication, any amendment of the Articles of Association, any change within the Governing Board of the Association, and also dissolution of the Association.

## **Appendix: EUCOM Universities**

The EUCOM Universities are defined by the Governing Board of the Association.

The first list of the EUCOM Universities is:

- Karlsruhe Institut für Technologie (KIT);
- Freiburg;
- Basel;
- Mulhouse;
- Strasbourg;