

## **Title I: Constitution, Scope, and Functions**

### **Art. 1 Denomination**

The Association has the status of an international non-profit association (in French "association internationale sans but lucratif") and it is governed by Title III of the Belgian law of June 27, 2001 on the non-profit associations, the international non-profit associations and the foundations (in these Statutes further on referred to as "the Law").

The name of the Association is "European Pressure Equipment Research Council", abbreviated "**EPERC**".

The full and the abbreviated names may be used together or separately and must at all times be preceded or followed immediately by the words "association internationale sans but lucratif" or the initials "AISBL".

### **Art. 2 Character**

EPERC is politically and economically independent and discriminates nobody on political, religious, or racial reasons.

No Member of the Association is entitled to any remuneration for its activity as such or in a special function in the Association.

### **Art. 3 Duration**

EPERC is set up for an unlimited duration.

### **Art. 4 Registered Office**

The registered office of the Association is located in B-1030 Schaarbeek (Brussels), Diamant Building, Bld. A. Reyers, 80.

It may be transferred to any other place in Belgium if the Board of Directors decides so, in accordance with the applicable legal provisions on the use of languages. Any transfer of the registered office must be published in the annexes to the Belgian State Gazette.

### **Art. 5 Objectives**

The Association has the non-profit international purposes to develop the European industry of pressure equipment through research as well as:

- promoting the role and importance of the pressure equipment industry in Europe;
- promoting and encouraging under respect of the applicable law, cooperation among the Stakeholders which are involved in the manufacturing and utilization of pressure equipment;
- safeguarding both technical and economic interests of the industry;
- encouraging technical progress, innovation, protection of environment and safety at work in the field of pressure equipment;

- harmonization of legislation and standardisation as well as acceptance tests at international and European levels in order to facilitate the exchange of goods across borders;
- the promotion of competitive methods for in-service inspection and their recognition in standardization and European legislation;
- assisting and advising authorities involved in questions concerning pressure equipment at European level.

Its mission is to coordinate and promote the common technical interests and strategies of the European pressure equipment and related industry in relation to European institutions and the international community.

## **Art. 6 Activities**

The mission statement will be implemented in particular, but not exclusively, through the following activities:

- Provide for the representation of the pressure equipment industry in general within the EU;
- Represent the members within the EU;
- Ensure international collaboration;
- Identify the needs for research and innovation;
- On the basis of these needs, launch joint actions and cooperative programmes;
- In relation to the programmes establish priorities, timescales, scope and funding;
- Assure support for the implementation of the defined activities;
- Guarantee the transfer of technology by disseminating the research results.

## **Title II: Membership**

### **Art. 7 Membership**

#### **7.1 Countries**

The Association is composed of an unlimited number of members, without being less than three (3). Membership is restricted to organizations, having legal personality under the laws of their country of origin, and to consulting engineers (natural persons) registered in their country of origin, supporting the objective of the Association. They must have their legal seat or domicile, respectively, in a country of the European Union (EU), in a country of the European Free Trade Association (EFTA) or in a country, which is a candidate for EU membership as defined by the European Commission.

Organizations from other countries than those mentioned above may be invited to participate in tasks depending upon a vote of the Board of Directors. Such participation will be formalized by a case-by-case collaborative agreement for the task.

#### **7.2 Fees**

The amount of the membership fee is decided by the Meeting of Members.

Consulting Engineers, natural persons, pay 1 annual fee.

Members who are Small of Medium-sized Enterprises, RTO's moral persons pay 12 (twelve) annual fees.

Members who are large Enterprises and Organizations pay 24 (twenty four) annual fees.

## **Art. 8 Admission of a Member**

Every application for membership shall be submitted in writing to the Operating Agent and must be approved by the Board of Directors. The final admission is subject to the payment of the annual membership fee within 30 days from the communication date of admission. The application for membership implies the full recognition of the statute and possible Internal Regulations of the Association.

## **Art. 9 Termination of membership**

Membership ends by:

- voluntary resignation, subject to a notice of six (6) months notified in writing by registered letter to the Board of Directors;
- death;
- voluntary dissolution;
- bankruptcy, insolvency, civil incapacity or provisional administration;
- exclusion decided by the Board of Directors decided by unanimity of the members present or represented, because of serious acts against the interests of the Association; in such a case the concerned member must be given an advance warning of the impending exclusion by registered letter and will have the opportunity to explain his defence before the Board of Directors; such exclusion will be effective immediately.

The Board of Directors can also exclude a Member for persistent lack of payment of the membership fee. The concerned member is warned by registered letter to have to effect the payment within 2 months, on pain of exclusion.

Members excluded for this reason may be re-admitted by the Board of Directors after payment of the fee and the legal interests on late payment.

Members who resigned or were excluded, as well as their successors shall have no rights, whatsoever, on the assets of the Association and shall not be entitled to claim any reimbursement of any nature whatsoever.

## **Title III: Organisation of the Association**

### **Art. 10 Structure of the Association**

The internal organisation of the Association comprises the General Assembly, the Board of Directors, the Auditor, the Task Groups and the Operating Agent.

### **Art. 11 General Assembly**

#### **11.1 Composition – Powers**

The General Assembly is composed of all the members.

The General Assembly is empowered for:

- changes to the statutes;
- the appointment and exclusion of Board members;
- the approval of the accounts, budgets and membership fees;
- the dissolution of the Association;
- the appointment and exclusion of a financial Auditor;
- the discharge of the Board members and financial Auditor;
- the approval of the Internal Regulations proposed by the Board.

## **11.2 Voting Power – representation of Members to the meetings of the General Assembly**

The voting power of Members varies between depending on the level of fees paid.

Consulting Engineers, natural persons have one or two voting rights.

Small and Medium-sized Enterprises, RTO's, moral persons have five to ten voting rights.

The voting rights of the Members are however limited by country to 80 (eighty)

Each member legal person is represented at the General Assembly meetings, either by its Chairman, or by a member of its own Executive Committee, or by an official representative (in these Statutes 'permanent representative'), who must be individuals, chosen among members of its own management team who only will have the right to vote at the General Assembly meetings. The permanent representative must be especially and validly appointed to this end by the competent organ of the member and for a term the duration it determines. His identity is notified in writing, by postal or electronic way, to the Operating Agent together with a copy of the appointment minutes.

To be admitted to General Assembly meetings, any member legal person will have to inform the Operating Agent, in writing, at least three (3) working days before the date of the foreseen meeting, of its intention to attend the meeting by indicating the name and title of the person who will represent it.

However, in case of impeachment of the permanent representative due to force majeure, any member legal person is exceptionally allowed, (a) either to have it represented, in accordance to its own statutory provisions of representation, by those person(s) vested with the external representation powers, (b) either to give a proxy to the permanent representative of another member, by means of a document carrying the signature of the permanent representative (including the digital signature as defined in article 1322 of the Civil code), transmitted by letter, telefax, electronic mail or by any other means of communication provided for in article 2281 of the same Code, to represent it at a given General Assembly meeting and to vote in his name.

Any member natural person may also, in the same manner as described in the previous alinea under (b), give a proxy to the permanent representative of another member or to another member natural person, to represent him at a given General Assembly meeting and to vote in his name. In any event, a proxy holder cannot hold more than two (2) proxies.

## **11.3 Deliberations**

The General Assembly decides about the final agenda of the meeting approves the minutes of the last meeting.

### a) Quorum

Unless otherwise provided in these Statutes, the General Assembly can validly deliberate and decide regardless of the number of members present and represented.

### b) Majorities

Unless otherwise provided in these Statutes, the decisions shall be adopted by a majority of the votes of the members present and represented.

Null and blank votes or abstentions are not taken into account for the calculation of the majorities.

In case of a tie, the vote of the chairperson of the meeting is decisive.

## **11.4 Notices**

The General Assembly meets upon notice of the Board of Directors on the day and time that it determines, each time the interests of the Association so require and at least once a

year within five (5) months of the closing of the financial year, the latter being called "Annual Assembly".

However, the General Assembly can be validly convened by means of any modes and time limits which appear appropriate to the Board of Directors, even orally, when the latter will have gathered the prior unanimous consent of the members.

Likewise, if all members agreed to meet and if all of them are present or represented, the General Assembly can be validly held without having to respect any notice period nor to send such notice.

It must be convened upon request of at least half of the directors or upon written and justified request of at least one fifth (1/5) of the members.

Notice of the General Assembly, including date, venue and the agenda, shall be given in writing at least one month before the date of the meeting. If the General Assembly is invited to approve the accounts and the budget, these are attached to the notice, along with the annual management report prepared and the report of the Auditor.

An item shall be added to the agenda if at least one twentieth of the membership requests to do so.

### **11.5 Chairmanship**

The General Assembly is chaired by the Chairman of the Board of Directors or by the oldest present Vice-Chairman in the absence of the Chairman.

### **11.6 Minutes**

Each meeting of the General Assembly shall be recorded in minutes, signed by the Chairman and the Operating Agent

These minutes - except those to be executed by a notarial deed - and their attachments shall be kept at the registered office of the Association, either in their original material form, in a special register, or in a secure electronic form, on any support and under conditions guaranteeing durability, readability, integrity, reliable and durable reproducibility.

They shall be distributed to all Members.

Unless otherwise provided by law and except in case of a special delegation by the Board of Directors, copies or excerpts of these minutes to be delivered to third parties or used in the courts or elsewhere are signed by the Chairman and the Operating Agent.

### **11.7 Vote in writing**

A decision can also be adopted by the General Assembly without effective meeting if the Board of Directors communicates an application form for a vote in writing to each member having a voting right. The application form must mention all the items on which a decision must be taken and must offer the possibility to vote in favour or against each proposed decision. The solicitation of written votes must (a) indicate the number of answers needed in order to meet the quorum conditions and (b) indicate the requested majority in order to adopt the proposed decisions.

A delay of at least one month for answering must be given. The Operating Agent will count the votes and forward the result to the Board of Directors. For the calculation of the quorum, only those forms received by the Association at least eight (8) days prior to the envisaged date of the meeting will be taken into consideration. A vote provided in writing cannot be revoked.

However, such written procedure cannot be used for the Annual Meetings of the General Assembly or any decision of the General Assembly to be recorded in a notarial deed.

## **Art. 12 Board of Directors**

### **12.1 Composition and Election**

The Association shall be managed by an administration organ (herein designated as the "Board of Directors"), consisting of at least five (5) and a maximum of twelve (12) persons, members or not of the Association, natural or legal persons, elected by the General Assembly and dismissible at all times by it.

The Directors are appointed for a term expiring at the issue of the third Annual Assembly following the year of the appointment. One third of the Board of Directors is renewable every year. The renewable thirds of the first two years are drawn.

The Board of Directors comprises the Chairman, two Vice-Chairmen, the Treasurer and a Technical Advisor.

The Technical Advisor shall be an expert in the field of Pressure Equipment. His role shall be to advise the Board of Directors and the Task Groups on all matters requiring a specific technical input.

Each director, who is a legal entity, shall be required to appoint, from among its members or directors, a natural person as its "permanent representative" to perform its office as director on behalf of the legal entity at the Board of Directors.

The Director's office shall end by:

- voluntary resignation by written notice of thirty (30) days to the Board of Directors;
- expiration of its term;
- death;
- voluntary dissolution;
- bankruptcy, insolvency, civil incapacity or provisional administration;
- removal by the General Assembly, upon a decision taken by a majority of two thirds (2/3) of the vote of the members present or represented;

In the case of vacancy of one or several Director's offices, the remaining Directors must provide for a temporary replacement(s). The Director so appointed shall complete the office of the Director he replaces. The next meeting of the General Assembly shall proceed with the possible final appointment.

### **12.2 Powers**

The Board of Directors is entrusted with all powers to administer the affairs of the Association, except for those powers reserved for the General Assembly by the present statute or the law.

### **12.3 Meetings - Deliberations - Minutes**

The Board of Directors meets at least three times a year. The meetings are called and chaired by the Chairman or, in his absence, by one of the Vice-Chairmen.

The notice contains the agenda and is sent by letter, electronic mail or any other means of (tele)communication that can be materialized in a written document, at least eight (8) days before the date of the meeting. The meetings are held at the registered office or at such location as indicated in the notice.

No formal notice shall be necessary if all Directors are present or duly represented at the meeting or if they each have waived the requirement to do so in writing by mail, facsimile or any means of electronic communications.

The Operating Agent (or in case he is a legal entity, its Representative and Secretary) is invited to the meetings of the Board of Directors, but have no voting power.

The Board of Directors can only validly deliberate if the majority of its members is present or represented.

Each Director is allowed, by means of a document carrying his signature, including the digital signature as defined in article 1322 of the Civil code, transmitted by letter, telefax, electronic mail or by any other means of communication provided for in article 2281 of the

same Code, to give a proxy to another director to represent him at a given Board of Directors meeting and to vote in his name. No Director, however, may represent more than one other Director.

Decisions of the Board of Directors are taken by a majority of votes. In case of a tie and except when the board is composed by only two (2) Directors, the vote of the person chairing the meeting shall prevail.

The resolutions of the Board of Directors shall be entered recorded in minutes signed by the chairing person. The minutes and their attachments are kept by the Operating Agent at the registered office of the Association either in their original material form entered in a special register, or in a secure electronic form, on any support and under conditions guaranteeing durability, readability, integrity, reliable and durable reproducibility. Each member of the Association and Director shall have the possibility to consult the minutes at the registered office and to receive a copy thereof. Copies or excerpts to be used in the courts or elsewhere shall be signed by the Chairman and the Operating Agent.

#### **12.4 Representation of the Association**

Notwithstanding the general powers of representation of the Board of Directors as a collegial body, the Association shall be validly represented towards third parties by two members of the Board of Directors, acting jointly.

Any legal proceeding, whether as a plaintiff or as a defendant, will be conducted by the Board of Directors, through the Chairman of the Board of Directors or a Director especially appointed for that purpose by the latter.

### **Art. 13 Auditor**

#### **13.1 Election**

The Auditor is elected by the General Assembly. The Auditor can be a Member of the Association.

The Auditor must not be a member of the Board of Directors.

The auditor is appointed for a term of three (3) years, renewable.

The Auditor shall be a member of the Belgian Institute of Registered Auditors (Institut des Réviseurs d'Entreprise) if and when article 53 § 5 of the law of June 27, 1921 applies.

#### **13.2 Powers**

The Auditor checks the accountings and the financial situation of the Association for compliance with the applicable laws and rules, with this statute, and with the decisions of the General Assembly. He checks the accounts regularly each year, after the end of the fiscal year, and before the subsequent General Assembly to which he submits a report. He may do extraordinary checks at any time as he deems it necessary.

If requested by the General Assembly or by the Board of Directors he must give his opinion on the management of the funds and carry out any mission specifically requested of him in conformity with this statute.

He must be invited to the meetings of the Board of Directors on his request.

If the Auditor is a Member of the Association he cannot be excluded as a Member during his term.

### **Art. 14 Operating Agent**

#### **14.1 Selection**

The Board of Directors selects a suitable Organization to serve as Operating Agent for the Association, for a term of three years. Re-selection is possible. The Board of Directors can terminate the services of the Operating Agent at any time.

## **14.2 General Duties**

The Operating Agent shall arrange for the secretariat of the Association and of the Board of Directors. He shall keep safely the documents, circulate communications to the membership and to the public, and will be responsible for the day to day management of EPERC.

The Operating Agent shall be responsible for the dissemination of the R&D results achieved within EPERC and for other public relations as press releases, regular or other printed communications, and an Internet website.

## **Art. 15 Task Groups**

Task Groups, consisting of individuals chosen among the Members of the Association or their permanent representatives, may be set up by the Board of Directors for administrative and technical matters such as:

- Preparation of research projects and international cooperation
- Knowledge of Industry needs
- Promotion of EPERC
- Technical work

Each group is chaired by a Chairman appointed by the Board of Directors.

### **15.1 Composition and management**

Task Groups may be created as a result of an initiative of the Members or from a call for participation issued by the Operating Agent on behalf of the Board of Directors.

They are set up by the Board of Directors for a given task.

Each Task Group defines its own working procedures as a function of the objectives and of the necessary resources characterising the task.

Each Task Groups shall have a Chairman elected with the approval of the Board of Directors.

The Chairmen of the Task Groups shall attend the Board of Directors meetings, without voting power, and they are responsible for coordinating the task programme, for implementing the task schedules, with the support of the Operating Agent, and for reporting to the Board of Directors.

## **Title IV: Financial year - Annual accounts**

### **Art. 16 Financing**

The fiscal year of the Association is equal to the calendar year.

Each year, the Board of Directors draws up the annual accounts of the past accounting year, in accordance with the legal provisions regulating this matter, as well as the budget for the forthcoming year. Both shall be submitted for approval to the General Assembly at its nearest annual meeting.

The approved annual accounts shall then be filed by the Board of Directors with the clerk's office of the competent Commercial Court.

The accounting shall be conducted in accordance with the legal provisions regulating this matter.

The resources of the Association may consist of:

- Membership fees of its Members, decided by the General Assembly;
- Income produced by its assets;
- Grants, including of financial nature, that may be allocated to the Association by any person, individual or legal entity, or public authorities;



- Specific resources that may be created through the activity of the Association or on its behalf as approved by the Members;
- Any other resources as may be approved by the Members and authorised by law.

The Board of Directors shall advise the members of EPERC and the Operating Agent on the resources required for the actions.

## **Title V: Governance**

### **Art. 17 Internal rules**

Internal Regulations which detail the provisions of these Statutes and define the practical modalities for the functioning of the Association are adopted by the General Assembly upon proposal of the Board of Directors. Their amendments are of the sole competence of the General Assembly. Each year the Board of Directors shall re-examine the Internal Regulations in force and shall propose any amendment it deems appropriate or necessary.

All Members of the Association shall comply with these Internal Regulations.

### **Art. 18 Change of the statutes**

Any modification of the statutes needs the approval of the General Assembly. The notice to such a meeting contains a detailed agenda of the proposed amendments and must be sent to all members at least one (1) month before the meeting date.

The General Assembly can only validly deliberate and decide on an amendment of the Statutes if at least two thirds (2/3) of the members are present or represented. If this quorum is not met, a second meeting must be convened with the same agenda and under the same conditions as the first one, which shall validly deliberate regardless of the number of members present or represented. The second meeting cannot be held earlier than fifteen (15) days, nor later than four (4) weeks after the first meeting.

Any amendment to the Statutes shall be adopted provided it is approved by a majority of two thirds (2/3) of the votes of the members present or represented.

However, any amendment to the purposes of the Association, as well as to the activities it intended to implement in order to achieve these purposes, must be approved by a majority of four fifth (4/5) of the votes of the members present or represented.

Any amendment to the purposes of the Association, as well as to the activities it intended to implement in order to achieve these purposes, must be approved by a royal decree. Amendments to the statutory provisions referred to in article 48, 5° and 7° of the Law must, as for them, be recorded in a notarial deed.

## **Title VI: Dissolution**

### **Art. 19 Dissolution**

Without prejudice of the provisions of Articles 55 and 56 of the Law, the Association can be dissolved at any time by a decision of the General Assembly taken under the same conditions as for the amendments to the Statutes.

In the event of dissolution of the Association, for whatever reason, the liquidation shall be carried out by one or more liquidators who shall perform their duties, either by virtue of a resolution of the General Assembly or, in the absence thereof, by a court decision that may be initiated by any interested party.

In all events of voluntary or legal dissolution of the Association, at any time and due to any cause, the allocation of the possible net assets after liquidation shall be determined by the General Assembly or, in the absence thereof, by the liquidators. This asset will have to be

allocated for a disinterested purpose \$(eventually) as close as possible to the purposes of the Association as described in Article 5.

### **Art. 20 Legal reference**

All issues not explicitly covered by these Statutes and by the Internal Regulations shall be governed by the Law. Consequently, the provisions of the Law which cannot be lawfully departed from shall be deemed enshrined in these Statutes and such clauses which contradict the imperative provisions of the Law or might become contradictory to same, shall be deemed as unwritten.

### **Art. 21 Language**

The two working languages of the Association are French and English.

These Statutes are written in French and translated into English. In case of doubt, contradiction or interpretation problems between the two versions, the French version shall prevail.

All the instruments and documents of the Association required by the laws and regulations must be drawn up in the language of the Region in which the Association has its registered office. This includes, among others, when requested by these laws and regulations, the minutes of the meetings of the General Assembly and the Board of Directors, to be recorded or not by a notary, as well as any instrument subject to be made public through a legal publicity or to filing requirements with the clerk's office of the commercial court. All these instruments and documents must imperatively be drafted at least in French.

**NOTE: Art. 12.1 modified by the Extraordinary General Assembly of June 24<sup>th</sup> 2021**