

ERCOFTAC

EUROPEAN RESEARCH COMMUNITY ON FLOW, TURBULENCE AND COMBUSTION

AMENDED BY-LAWS

LIST OF MODIFIED ARTICLES

Articles: **1,2,3,5,8,10,11,12,**

October 2011

I certify that this copy of the amended Byelaws as at October 2011 are a correct copy of the Constitution as at the date hereof.

Signed...

Dated 2012".

EUROPEAN RESEARCH COMMUNITY ON FLOW, TURBULENCE AND COMBUSTION (ERCOFTAC)

ARTICLES OF ASSOCIATION

NAME AND SEAT

Article 1

An international association with scientific objectives is founded, named: EUROPEAN RESEARCH COMMUNITY ON FLOW, TURBULENCE AND COMBUSTION (ERCOFTAC) (hereafter referred to as the Association). This Association is established at B-1170 Brussels, Terhulpesteeweg, Chaussée de la Hulpe 189. The seat can be transferred to any place in Belgium by ordinary decision of the Board, after promulgation in the "Official Publications of Laws and Statutes" ("Bijlagen tot het Belgisch Staatsblad") within one month after said decision. The Association is founded according to the Act of 25th October 1919, amended by the Act of 6th December 1954.

AIMS OF THE ASSOCIATION

Article 2

- 2.1. To promote joint efforts of European Research Institutes and Industries which are active in the fields of Fluid Flow, Turbulence and Combustion, with the object of:
 - exchanging technical and scientific information concerning basic and applied research;
 - developing, validation and maintenance of numerical codes and data bases;
 - promoting industrial application of research by stimulating collaboration between industry, governments, professional societies and research groups;
 - stimulating the creation of advanced training activities in all the fields related to flow, turbulence and combustion.
- 2.2. To promote European Centers (involving super computers, data base organisation, research institutes and experimental facilities) and networks for the advancement of flow, turbulence and combustion.
- 2.3. To promote the establishment of an Administration and Coordination Office. To promote Centers, hereafter called ERCOFTAC Pilot Centers, in several European countries, and further abroad as the organization develops, to act as regional centers for collaboration, stimulation and application of research.
- 2.4. To establish and promote contacts with the international community in the field of Flow, Turbulence and Combustion.
- 2.5. To advise governments and the European Union on research priorities and the strengthening and establishing at European Research Centers on Flow, Turbulence and Combustion.

- 2.6. To stimulate, through the creation of Special Interest Groups, well-coordinated worldwide research efforts on specific topics in Flow, Turbulence and Combustion.
- 2.7. The fulfillment of the aims of the Association shall, with the exclusion of any economic acquisition, exclusively and directly serve to promote the development of science and research and its application in Flow, Turbulence and Combustion.
- 2.8. The Association shall act in an economically disinterested way and will use its proper funds only in agreement with its aims stated in the by-laws. The members comprising the Association do not receive any remuneration from the Association. No person must be favored by expenses that are outside the aims of the association or by excessive compensations or reimbursements. Employees of and contractors to the Association will be engaged by means of proper and appropriate contracts in compliance with laws of the land in which such employees and contractors operate.

ACTIVITIES OF THE ASSOCIATION

Article 3

The members of the Association will meet in a General Assembly at least once a year in order to discuss and decide upon actions to be taken in agreement with its aims, with special attention to:

- the work of the Industrial Programme Committee and the Scientific Program Committee which are appointed by the General Assembly;
- the activities of the ERCOFTAC Pilot Centers and Special Interest Groups;
- the work of the Administration and Development Office;
- informing the public, the research community and industry about the aims and activities of the Association.

MEMBERSHIP OF THE ASSOCIATION

Article 4

The members of the Association are:

- a) voting members;
- b) associate members;
- c) honorary members and Presidents.

Article 5

5.1. Voting membership is available to:

- Research entities in academic or governmental organizations; and
- industrial corporations;

located in the EU and certain other countries determined by the Managing Board; and engaged in activities involving research on Flow, Turbulence and Combustion. Members who represent the entity or corporation are obliged to give evidence of

their authorizations to act in the name of the corresponding organization or corporation.

There shall be separate voting registers for research entities and industry. Each member must choose the register on which it wishes to enroll. This preference will be reviewed by the Managing Board, hereafter called the Board. If the Board rejects the preference, the member will have the right of appeal to the Assembly that should have the final decision.

- 5.2. Associate membership is available, without voting rights, to
- research entities in academic, governmental or industrial organizations
 - industrial corporations
- that are engaged in activities involving research on Flow, Turbulence and Combustion. Associated Membership will be granted by the General Assembly, on proposition of the Managing Board, for an initial period of two years. This period can be extended by the Board upon acceptance of an activity report. A separate membership fee will be defined by the Board.
- 5.3. The title of Honorary Member or Honorary President may be granted by the General Assembly to persons who have rendered outstanding services to the Association. Honorary President take juris et de jure part in the General Assembly and Managing Board meetings without voting rights nor obligation to pay a membership fee.

Article 6

Prospective members must apply in writing to the Seat of the Association that should then accept or refuse the application in writing. The membership fee will be fixed by the General Assembly, acting on prior advice from the Managing Board, hereafter called the Board. The membership begins on receipt of the membership fee. Members can be excluded from membership by the General Assembly on the prior advice of the Board on the following grounds:

1. non-payment of membership fee;
2. actions that contravene the Aims or the by-laws of the Association.

The proposal of exclusion of membership will be explicitly mentioned on the agenda of the General Assembly. A member, whose exclusion is being considered, will be formally notified two months prior to any action and will be given the opportunity to give a written defense. The decision of exclusion shall be adopted by a two third's majority of the votes cast by the members present at the General Assembly.

The members of the Association can resign by sending a written notification to the Chairman of the Association, hereafter called the Chairman. Any institution ceasing to be a member of the Association will have no claim on its membership fee.

GENERAL ASSEMBLY

Article 7

The General Assembly is composed of the representatives of voting members. Associated, Honorary and Corresponding members may attend the General Assembly without voting rights. The General Assembly is fully competent to carry out the aims and objectives of the Association. To this end the General Assembly has fullness of competence. The agenda of the General Assembly is drawn up by the Chairman of the Board.

Article 8

The General Assembly will set up a Scientific Program Committee, which will recommend the research goals of ERCOFTAC and propose special activities. It also will set up an Industrial Programme Committee that will advise on matters of industrial importance and may also propose special activities.

Article 9

At the General Assembly the Board will present the annual accounts and annual report of the Association. The General Assembly will discuss and approve the annual accounts, will vote on the next year's budget, will discuss any other items on the agenda and will appoint the Board members.

The General Assembly must be convened by the Chairman of the Board and will be presided over by him. It may be held at any place specified in the notice convening the meeting.

The General Assembly can also be convened by the Board or when a call for a meeting is presented to the Chairman by no less than 15 members.

Any member with voting rights may be represented by another member with voting rights, provided written authorization has been given. No member qualified to vote may have more than three proxy votes.

Article 10

Except in extraordinary circumstances, as stated in the by-laws, a resolution shall be adopted by simple majority of the votes cast by those members with voting rights who are present or represented. A resolution adopted by the General Assembly will be valid if and only if at least the lower of five or one third of the members of each of the two voting registers of research members and industry members are present or represented and both groups separately have a majority in favor of the resolution. No resolution can be adopted concerning an item that was not included in the agenda.

If the quorum is not reached a new General Assembly will be convened which can decide validly, independently of the number of voting members present or represented.

Resolutions of the General Assembly shall be recorded in a register signed by the Chairman and kept at the seat of the Association, who will make it available to the members. All members of the Association shall be notified of the result.

MANAGING BOARD

Article 11

The Association shall be managed by a Board composed of a minimum of 10 members, of whom at least one has Belgian nationality.

The Board shall be composed of elected representatives of voting members. All Pilot Centres may nominate one Industry and one Research representative to the General Assembly for election and no more. The representatives approved by the General Assembly are hereafter referred to as Board members. The Board may propose up to five additional members to the General Assembly. The chairmen and deputy chairmen of the Scientific Program Committee and the Industrial Programme Committee and the treasurer and deputy treasurer are ex-officio members of the Board.

The Board members are appointed by the General Assembly on the following conditions:

- Each Board member shall be elected for a 2 year term and is eligible for re-appointment.
- They are serving in a personal capacity only. Each year up to half the Board may be changed. This applies only to Board members who have completed two year service.
- In case of a vacancy the Board will nominate a temporary substitute. The next General Assembly will elect a permanent replacement. A Board member's two year term shall begin from the date of election by the General Assembly.
- The position of a Board member is unsalaried.

Article 12 **Executive Committee**

The Board elects among its members the:

- Chairman;
- The "first" Deputy Chairman;
- The "second" Deputy Chairman;
- Treasurer;
- Deputy Treasurer;
- Scientific Programme Committee Chairman;
- Deputy Scientific Programme Committee Chairman;
- Industrial Programme Committee Chairman;
- Deputy Industrial Programme Committee Chairman.

Either the Chairman, or the "first" Deputy Chairman, will be elected from the Industrial Register. The "first" Deputy Chairman is elected with the specific expectation that he would normally become the next Chairman of ERCOFTAC and hence is regarded as the "Chairman-elect".

An Executive Committee, formed by the Chairman, Deputy Chairmen, Treasurer and Deputy Treasurer, the Chairmen and Deputy Chairmen of the Scientific Programme and Industrial Programme Committees, the Administration and Coordination Office

Manager, the Knowledge Base Editor, two elected representatives of the Scientific Programme Committee and two elected representatives of the voting members, will supervise the daily course of affairs.

With the exception of the Administration and Coordination Office Manager who will serve for the term of his/her contract, the members of the Executive Committee are appointed in their position for a duration of two years, and may be re-elected twice.

Article 13

The Board will convene at least once a year. Its resolutions will be adopted by simple majority of the Board members present: The Chairman will hold the casting vote in the event of a tied vote. A decision of the Board is valid if a minimum of 5 Board members is present. No Board member may have more than one proxy vote.

The Chairman is obliged to convene an Extraordinary Board Meeting if requested in writing by 5 voting Board members. If this Extraordinary Meeting has not been convened within four weeks after the written request, the five Board members themselves will convene a meeting, and notice of this Extraordinary Meeting will be sent to every Board member.

The resolutions of the Board will be recorded in a register signed by the Chairman and kept at the seat of the Association, who will make it available to the members of the Association.

REPRESENTATION

Article 14

The Board is vested with all powers necessary for the Administration and Management, except for the powers granted to the General Assembly. The Board can empower the Chairman, or a Board member, or an employee, with responsibility for daily administration. All acts binding on the Association, unless special powers of attorney are granted, shall be signed by the Chairman or the Treasurer who will not be obliged to prove their power of attorney to third parties.

The Executive Committee has the power to meet between Board meetings and take decisions as the Board has deemed to pass on to it.

All legal actions, whether the Association acts as plaintiff or a defendant, shall be taken, initiated or proceeded with by the Board, represented by its Chairman or a Board member appointed for that purpose.

ANNUAL ACCOUNTS

Article 15

The financial year begins on January 1st and ends on December 31.

The Board shall each year present the annual accounts of the financial year and the budget for the next financial year to the General Assembly for approval. An audit Committee, appointed by the General Assembly, will verify the accounts before presentation to the Board, and they will report their findings to the General Assembly.

AMENDMENTS OF THE BY-LAWS AND DISSOLUTION

Article 16

Without prejudice of Article 5 of the law of 25th October 1919, any voting member can present to the Board a proposal to amend the by-laws or to dissolve the Association. Each proposal that has as its purpose the amendments of the by-laws or the dissolution of the Association shall be considered by the Board and communicated to the General Assembly.

If the Board wishes this proposal to be discussed by the General Assembly it shall give at least three months notice of its intention.

A decision is adopted only if passed by a two-thirds majority of the members qualified to vote.

If at the General Assembly no such two-thirds majority of members qualified to vote is obtained, a second General Assembly pursuing the identical procedure as mentioned above, shall be convened to definitely and validly decide on the proposal, on the basis of a two-thirds majority of those members qualified to vote, who are present or represented.

The amendments to the by-laws will become effective after approval by "Arrêté Royal" and after the publicity conditions required by Article 3 of the law of 25th October 1919 will have been satisfied.

The General Assembly will decide the manner according to which the Association will be dissolved.

GENERAL CLAUSE

Article 17

Everything that is not foreseen by the by-laws and all the promulgation to be made in the "Annexes au Moniteur Belge" (in Bijlagen Belgisch Staatsblad), will be carried out according to the legal provisions of the law.

Article 18

The General Assembly can adopt internal working rules on proposal of the Board.