

# European Association of Thermology – Statutes

## DISCLAIMER:

This document is a translation of the original Statutes plus amendments made at the General Assembly 2012, both submitted to the respective Austrian authorities where the Association is registered. It is NOT a legal document. The authors can not be held responsible for any translation errors, omissions or potential shifts in meaning caused by interpreting the original document. The original document will always take precedence over this translation.

## 1. Name, Location and Operational Area of the Association

### 1.1 Name of the Association

The name of the Association is “EUROPEAN ASSOCIATION OF THERMOLOGY (E.A.T)”.

### 1.2 Seat

The Association is registered in Vienna, Austria

### 1.3 Operational area of the Association

The Association operates in Austria and other European countries, especially as a federation of other associations with similar aims.

## 2. Aims of the Association

The aims of the Association are:

- [1] to encourage the exchange of ideas and experiences between national thermological associations;
- [2] to assist in improving scientific research in the area of thermology and related disciplines in basic research, technology, industry, medicine and biology;
- [3] to improve the respective understanding between practitioners of thermological techniques;
- [4] to disseminate scientific results in the area of thermology within Europe;
- [5] to initiate and support European research groups in the area of thermology;
- [6] to create and expand contacts with non-European associations of thermology;
- [7] organise a European Congress of Thermology ever 3 years;
- [8] to function as a non-profit organisation. The Association is pursuing charitable aims only. They are defined by the respective Austrian regulation (“Bundesabgabenverordnung”). Assets of the Association may only be used for the charitable aims defined in these statutes. No member of the Association may receive financial benefits from profits made and may not receive any payment or payment in kind from the Association. When leaving the Association or in the event of the Association being closed down no claims towards the Association’s charitable assets may be made by individual members. Individual must not receive favours for administrative activities or unreasonably high compensations.

### **3. Activities for Accomplishing the Aims of the Association**

The aims of the Association shall be realised by the following activities:

3.1 Non-financial activities are:

- [1] scientific meetings, lectures, courses, seminars, conferences and congresses of both scientific and popular nature for scientists and lay persons;
- [2] support of university postgraduate teaching activities;
- [3] encouragement and support of scientific projects;
- [4] interventions and petitions to government departments;
- [5] publication of a scientific journal;
- [6] implementation of a library;
- [7] cooperation with other organisations beneficial for the aims of the Association;
- [8] social and other events.

3.2 Generation of Financial Support

- [1] membership fees;
- [2] profits from events;
- [3] other enterprises of the Association;
- [4] publication of papers;
- [5] other income (donations, collections, gifts, legacies).

### **4. Membership**

4.1 The European Association of Thermology has ordinary, extraordinary, senior, supporting and honourable members.

4.2 Ordinary members are those who contribute fully to the activities of the Association. Extraordinary members are those who support the Association and identify themselves with its aims but do not satisfy the criteria for ordinary members. Senior members are retired from their profession and satisfy the criteria for either ordinary or extraordinary members. Their fee is 50% of the general membership fee. Supporting members are those who support the Association, especially by paying an increased membership fee. The status of honourable member recognises special merits for the Association.

### **5. Joining the Association**

5.1 Ordinary Members can be

- any natural person holding an academic qualification and being a citizen of a European country.
- any legal person who has, as an association, the aim of promoting the area of thermology and has its headquarters in a European Country.

5.2 Extraordinary Members can be

- any natural person holding an academic qualification who is a citizen of a non-European country.

- any legal person who has, as an association, the aim of promoting the area of thermology and whose headquarters are outside the European Union.

- any natural or legal person who has deemed to be suitable by the Board of the Association, even if they do not satisfy the criteria of sections 5.1 and 5.2.

5.3 The Board of the Association decides on the admission of ordinary and extraordinary members. Admission may be refused without giving a reason. If an application for membership has been refused, the applicant may appeal to the General Assembly of the Association.

(1) The status of honourable member is granted by the General Assembly following an application to or recommendation by the Board.

(2) Before the official constitution of the Association, preliminary memberships are granted by the proponents. These memberships are valid only after the constitution of the Association.

## **6. Termination of Membership**

6.1 Membership terminates by death (or in the case of legal persons by loss of civil status as a legal person), by voluntarily leaving the Association or by dismissal.

6.2 Memberships terminate on 30, October each year. The board must be informed in writing about the intention to terminate membership one month beforehand. If notice is delayed, termination of membership is valid from the termination date of the following year onwards. The date of posting the written notice is defined as the date notice has been given.

6.3 The Board may dismiss a member if this member has – after two written reminders and the granting of a reasonable period for settling – not paid the membership fee due after six months. Dismissal does not exonerate the required payment of arrears.

6.4 The Board may also dismiss members because of gross neglect of membership duties or because of dishonourable behaviour.

6.5 Removal of honourable membership status may be agreed by the General Assembly for reasons listed in 6.4 following an application by the Board.

## **7 Rights and Duties of Members**

7.1 Members are entitled to participate in all events of the Association and to use the facilities of the Association. Only ordinary and honourable members have active and passive voting rights in the General Assembly.

7.2 It is the duty of all members to support the activities of the Association as much as possible and to refrain from any activities that may be detrimental to the aims and standing of the Association. Members are required to observe the Statutes and the decisions of the Organs of the Association. Members are required to pay their fees in time and to the full amount as set by the General Assembly.

7.3. Honorary members pay no membership fees. Ordinary members and extraordinary members with the status of an association of thermology pay one membership fee.

7.4 All ordinary members have an active voting right. Ordinary members with the status of an association of thermology located in a European country or country

outside of Europe have also only one voting right which is administered by a designated delegate of the member association.

7.5 All natural persons who are ordinary members or members of the Board have a passive voting right.

7.6 Members have the right to be informed by the Board of the Association at the General Assembly about the activities and financial affairs of the Association. Should one tenth of all members demand such information and give reasons why this should be the case, the Board has to supply the information demanded to those members within 4 weeks.

7.8 Ordinary and extraordinary memberships may be suspended for a period of up to three years by the Board following a member's warranted application. No fees are due while membership is suspended.

## **8 Organs of the Association**

Organs of the Association are the General Assembly (see sections 9 and 10), the Board (see section 11 to 13), the Council of National Representatives (14), the Financial Auditors (15) and the Arbitration Council (16).

## **9 The General Assembly**

9.1 Ordinary General Assemblies convene every three years.

9.2 Extraordinary General assemblies convene within four weeks following a decision by the Board, by an ordinary General Assembly, on demand by the Financial Auditors or following a written warranted application by at least one tenth of all member's voting rights.

9.3 To both ordinary and extraordinary General Assemblies all members are required to receive a written invitation by the Board at least two weeks beforehand. An agenda must be included.

9.4 Applications to the General Assembly must reach the Board in writing at least 3 days beforehand.

9.5 Decisions, with the exception of decisions to convene an extraordinary General Assembly, can only be made to items included in the agenda.

9.6 All members have the right to attend General Assemblies. Only ordinary and honorary members have voting rights. Every member has one vote. Legal persons are represented by a person with procura. Ordinary members with the status of a thermological association located in a European country have also only one vote. Voting rights may be transferred to another member by means of a written proxy. No member present may represent more than 5 of such proxy votes.

9.7 The General Assembly is entitled to make decisions if at least half of all members with voting rights are present. If this situation can not be met, then the General Assembly is entitled to make decisions to the same agenda, but after a period of 30 minutes has elapsed.

9.8 Elections and decisions of the General Assembly generally require a single majority. Decisions altering the Statutes of the Association or its termination require a two thirds majority of all votes cast.

9.9 The General Assembly is chaired by the Chairperson of the Board, in his/her absence by the Deputy Chairperson. Should the Deputy Chair also be absent, the oldest member of the Board is given the responsibility of chairperson of the Assembly.

## **10 Tasks of the General Assembly**

The General Assembly has the following tasks:

10.1 receiving and accepting reports and financial reports;

10.2 accepting the financial plan;

10.3 election, approval and dismissal of members of the Board, the Council of National Representatives and the Financial Auditors, agreement to legal relationships between members of the Board and the Financial Auditors;

10.4 discharging of any Board members;

10.5 setting the membership fees for ordinary and extraordinary members;

10.6 granting and removing honourable memberships;

10.7 making decisions on appeals against dismissals and changes in membership status;

10.8 making decisions on changes in statutes and termination of the Association;

10.9 consultation and decision on any other items on the agenda.

## **11 The Board**

11.1 The board is created from 6 members the President, Vice Presidents, Secretary, Treasurer and 2 other board members

11.2 The Board is elected by the General Assembly. When a member of the Board retires, the Board has the right to co-opt another eligible member with retrospective approval by the following General Assembly. Should the Board be unable to deal with this by co-option or is otherwise unable to act, the Financial Auditor must immediately convene an extraordinary General Assembly for the election of a new Board. Should the Financial Auditor be unable to act or is not available, any ordinary member who is aware of the situation has the duty to apply for a curator at a respective court of law. The curator then has to convene the General Assembly.

11.3 The Board is elected for three years. Re-election is possible.

11.4 The Board convenes at the initiative of the president. Should the president be unavailable meetings are initiated by the deputy or, if unavailable, by any other member of the Board.

11.5 The Board can make decisions if all Board members have been invited and at least half of them are present.

11.6 Board decisions require a single majority. If the vote is split, the president's vote is decisive.

11.7 The Board is chaired by the president, in his/her absence by the deputy president. Should the deputy president also be absent, the oldest member of the Board is asked to become chairperson.

11.8 The function of a Board member terminates by death, after the normal term of duty, by dismissal (see section 11, part 9) or resignation (see section 11, part 10).

11.9 The General Assembly can dismiss the entire Board or any of its members at any time. The dismissal becomes valid after election of a new Board or Board member respectively.

11.10 Board members can resign in writing at any time. The declaration of resignation is to be directed to the Board, or in the case of the entire Board resigning, to the General Assembly. Resignations are in force only after election or co-option of replacement(s) (see section 11, part 2).

## **12 Tasks of the Board**

The Board is the head of the Association. The board's task are those which these statutes do not attribute to any other organ of the Association. Specifically these are:

12.1 production of the financial plan, the board report and the financial report;

12.2 preparation of the General Assembly;

12.3 call of the ordinary or extraordinary General Assembly;

12.4 administration of the Association's assets;

12.5 admission and dismissal of members;

12.6 employment and dismissal of Association employees.

## **13 Tasks of the Members of the Board**

13.1 The President is the Association's representative. Writ- ten statements of the Association are only valid with the President's signature, in financial matters the signature of the treasurer. Legal relationships between members of the Board and the financial auditors have to be approved by the General Assembly.

13.2 Legal proxies to represent the Association in external affairs and signature rights may be given only by the officers mentioned in 13.1.

13.3 In emergency situations the president is entitled to act alone in matters usually confined to the General Assembly or the Board; these actions must be endorsed by the respective organ of the Association retrospectively.

13.4 The President presides over both the General Assembly and the Board.

13.5 The Secretary supports the president in leading the Association. The Secretary keeps the minutes of the meetings of the General Assembly and the Board.

13.6 The Treasurer is responsible for the financial matters of the Association.

## **14 The Financial Auditors**

14.1 Two financial auditors are elected by the General Assembly for the duration of three years. Re-election is possible.

14.2 The financial auditors control the ongoing business of the Association and audit the financial report. They submit their report to the General Assembly.

14.3 The regulations governing the election, dismissal and resignation of other organs of the Association also apply to the financial auditors.

## **15 The Arbitration Council**

15.1 The Arbitration Council is required in cases of disputes within Association members.

15.2 Three ordinary members are required to form the Arbitration Council. It is constituted as follows: one of the disputing parties nominates its Council representative to the Board. The Board then invites the other disputing party to nominate their representative within 14 days. After informing the Board of their nomination within 7 days the two arbiters are required to elect another ordinary member as the third arbiter and president of the Arbitration Council within a further 14 days. If the vote for the third arbiter is split a simple lottery decision is made.

16.3 When all members of the Arbitration Council are present a decision is made by single majority vote. The Council makes its decision based on best knowledge and conscience. In inter-association matters the Council's decisions are final.

## **16 Termination of the Association**

16.1 A decision for the voluntary termination of the Association can only be made by an extraordinary General Assembly specifically called for this reason. A 2/3 majority is required.

16.2 This extraordinary General Assembly must also decide over the liquidation of any remaining funds. A liquidator will be selected and a decision will be made with respect to the beneficiaries of funds remaining after settlement of any outstanding claims or debts.

16.3 After termination of the Association or after the loss of charitable status any remaining funds are to be used in a charitable way as defined by sections 34 ff of the respective Austrian law ("Bundesabgabenordnung").

16.4 The last President of the Association is required to inform the respective authorities of the voluntary termination of the Association within 4 weeks. The president must also publish the voluntary termination in the respective official publication.