

Draft of the statutes: Translation from French (11th November's version, 2003)

INTERNATIONAL ASSOCIATION ESReDA

I. General considerations

Article 1

An international non-profit association exists under the name :

“European Safety, Reliability & Data Association” or in short form :

“ESReDA”.

In the subsequent text, it is referred to as "*The Association*".

The Association is governed by the Belgian law of 21st June 1921.

Article 2: Head-office of the Association

The head office of the Association is currently located at 1050 Bruxelles, street Gachard 88 Box 14.

The head-office may be changed anywhere in Belgium by simple decision of the board of directors published in the National Gazette in the month following such decision.

Article 3: Objectives

The Association - free from any profit-making objectives – aims to:

- focus the European experience in the fields of security, safety, reliability, maintainability, lifetime and management of technological and human risks;
- harmonize and facilitate European R & D on these techniques;
- promote the setting-up, development, operation and maintenance of data banks concerning these techniques;
- provide expert opinion in these fields, to the European Commission and other national, European or international organisms;
- improve the communication between researchers, industry, university, databanks owners and users, and government bodies;
- contribute to Safety & Reliability education, its integration with engineering disciplines and in arriving at international definitions, methods and norms;
- contribute to national, European and international efforts in field of standardization and methodological guides' elaboration;

In order to accomplish these objectives, the Association's main functions are to:

- organize meetings, seminars and conferences;
- set up dedicated project groups;
- publish technical reports, books, articles and guides;
- join the European projects and the European networks of excellence.

The Association uses all available means to inform on its activities.

The Association may cooperate with other organizations pursuing the same, similar or complementary activities.

II. Membership

Article 4: Categories of Members

The Association consists of:

1° Effective Members

Effective Members are subsequently referred to as “Effective Members”. Effective Members are legal entity or individuals. They have the right to vote and are eligible for the various functions of the Association.

They pay an annual membership fee or render services, conform with the internal rules, to the Association.

2° Associate membership

The Associate Members can be legal entity or individuals. They participate to the project groups and are invited to join the General Assembly as mere observers. They are not entitled to voting rights and are not eligible.

3° Sponsoring membership

The Sponsoring Members can be legal entity or individuals. Sponsoring Members are expected to contribute to the funds of the Association with free services or assets. They may attend General Assembly as mere observers. They are not entitled to voting rights and are not eligible.

4° Honorary membership

These members are individuals. They have rendered or actually render particular services to the Association. Honorary members are invited to the meetings of the general Assembly and of the board of directors as mere observers. All members are subsequently referred to as "Members".

Article 5: Commitments of the Members

Each Member commits itself to:

- promote the objectives of the Association;
- agree with definitions and procedures aiming at the exchange of information and experiences concerning Safety & Reliability and data;
- take a fair share in the activities of The Association and attend meetings;
- respect the provisions of these statutes and the ones contained in the internal rules;

Article 6: Admission of Members

1° To become Effective Member, an written application, mentioning the motivations of such application and including the commitment to respect the statutes of the Association. The candidate will admitted as Effective Member by decision of the General Assembly. The official applications rejected by the Assembly may be resubmitted six months after the date of rejection at the earliest.

2° To become Associate, Sponsoring or honorary Member, a written application must be submitted to the board of directors or can be proposed by a Member. The General Assembly decides upon their admission. The official applications rejected by the Assembly may be resubmitted six months after the date of rejection at the earliest.

Article 7: Termination of membership

Membership shall end:

- a) through voluntary resignation;
- b) through exclusion of a member;
- c) in case of dissolution or substantial modification of the business purpose if the Member is a legal entity;
- d) in case of non-payment of membership fee for more than one year;
- e) if the conduct of the member is detrimental to the reputation or interests of The Association.

In hypothesis referred to under points b), d) and e), the Member shall have a right to be heard before a decision is made.

Article 8: Resignation / exclusion

1° Subject to three months prior notice being and notified to the General Secretary by registered letter, each Member of the Association may terminate its participation at any time without prejudice to any liabilities or obligations incurred before the date when such termination takes effect.

2° If a Member does not meet its obligations as laid down in Article 5 of these Statutes, the board of directors can propose to The Assembly to exclude him from the Association. Prior to a decision, the Member must have a proper opportunity to be heard by the General Assembly. A three quarter majority of Effective Members attending or represented at the Assembly is required for exclusion.

The President of the Assembly shall inform the Member of the decision by registered letter with confirmation of receipt through the General Secretary. Unless otherwise agreed, the exclusion shall become effective the day after the receipt of this letter by the Member.

Article 9: Membership fee

The amount of the annual membership fee paid by the Effective Members shall be fixed annually by the General Assembly in accordance with the proposal of the board of directors, not later than each May of each year, to apply for the following calendar year. If a decision was not made in time, the amount of the membership fee is renewed for the following year.

The annual membership fee will be due by Members who have asked voluntary resignation or for the ones excluded, for the year when such voluntary resignation or exclusion takes place.

III. Composition of the Association

Article 10

The structure of The Association is formed through:

- a) The General Assembly later on referred to as "Assembly";
- b) The board of directors later referred to as "BD";
- c) c) The General Secretary;
- d) The President;
- e) The Vice-President;
- f) The Treasurer;
- g) The Project Groups;

General Assembly

Article 11: composition of the Assembly:

The Assembly is composed of all Effective Members of the Association.

Article 12: The attributions of the Assembly

The functions of the Assembly are the following:

- a) to identify topics requiring investigations in connection with the objectives of the Association;
- b) to encourage the execution of such investigations by setting up Project Groups, to approve the work program including the terms of reference as presented by the leader of the Group and the report describing wrote by him;
- c) to resolve problems arising from such joint activities;
- d) to organize or sponsor technical and scientific symposia which may be open to the public;
- e) to approve the budgets and accounts;
- f) to fix the annual membership fee payable by the Effective Members;
- g) to elect and to dismiss the Members;
- h) to receive and approve the report of activities and working programs of the board of directors;
- i) to give directions to the board of directors;
- j) to modify the Statutes and the internal rules;
- k) to accept directors and auditors;
- l) to receive and approve the report of the auditors;
- m) to make decisions regarding the dissolution of the Association and the disposal of its funds;
- n) to elect, from amongst the Effective Members of the Association, the President, the Vice-President, the Treasurer and the General Secretary of The Association.

- o) To exclude a director, an auditor, the President, the Vice-President, the Treasurer and the General Secretary of The Association.

The General Assembly charges the board of directors with the tasks to be performed and entitles it to the respective decisions. In particular cases, The Assembly appoints ad-hoc committees.

All questions which are not, regarding the law or the statutes, included in the competences of the Assembly are deemed to be part of the competences of the Board of Directors.

Article 13: Convening of the Assembly

The President shall convene and chair a meeting of the Assembly at least once a year. All Members shall be notified at least one month in advance of the agenda, the time and the place of the meetings of the Assembly. Extraordinary meetings of the Assembly shall be convened by the President in emergencies.

An Extraordinary Meeting of the Assembly shall be convened by the President within a delay of maximum 3 months if one third of the Effective Members request it.

Effective Members may be represented at the Assembly by one other Effective Member by special written proxy. The written confirmation of the vote transfer is to be presented to the General Secretary prior to voting at the Assembly meeting.

Article 14: decision making

The Assembly makes its decisions by simple majority of the present or proxy Effective Members, the quorum being 20 % of the Effective Members. Exceptions are the decisions referred to in article 12, points e), g), j), m) and o) where a three quarters majority of votes present is necessary and the quorum is 40 % of Effective Members. Abstentions are taken in consideration for the quorum but are neglected to calculate the majority asked. An equality of votes shall be considered as rejection of a motion.

If the quorum is not achieved, a new Assembly meeting may be called and can validly decide irrespectively of the number of Members presents or represented. This second Assembly can not be held less than fifteen days after the first.

The Assembly can only make decisions in matters included in the agenda. Agenda items for each Assembly must be communicated to Members at least one month in advance. Agenda items for consideration at meetings of the Assembly from any Member must be submitted to the President of the Association not later than two months prior to the meeting.

Decisions of the Assembly shall be recorded in writing and signed by the President and General Secretary. The decisions will be kept by the General Secretary at the disposal of the members.

In case of emergency, the voting procedure can be performed by telex or by fax.

Board of directors

Article 15

The Association is administered by the board of directors ("BD").

Composition

Members of the BD shall be:

- the President of The Association, also being the Chairman of the BD;
- the Vice President;
- the General Secretary of The Association;
- the Treasurer of the Association;
- at least three and not more than 10 Members who will be elected every two years by the Assembly.

Elected BD members are appointed by the Assembly for a two year period and are revocable at any time. They can be re-elected.

As long as the Assembly haven't re-appointed a new member of the BD to replace the member who's mandate has come to an end, the last continues to fulfill its mission waiting for the Assembly's decision.

The mandate comes to an end only by dead, resignation or revocation.

In case of vacancy, the Assembly can provisionally appoint a BD's member. The last will exercise the mandate of the BD's member he replaces until it comes to its end.

Article 16: convening of the BD and decision making

The BD shall meet, convoked by the President, every time that the law or the interest of the Association requires such convening. Extraordinary meetings shall be convened either at the request of at least half of the members of the BD or at the request of its Chairman.

Convening to the ordinary or extraordinary meetings is transmitted by letter, fax or e-mail.

Each member of the BD shall have one vote. For their adoption, acts of the BD shall require the majority of the votes of the members of the BD present. Four members present or represented shall constitute a quorum. In case of equal votes the Chairman of the BD will have a casting vote.

In case of emergency, to vote by fax or telex is accepted.

All resolutions of the BD shall be recorded in minutes, signed by the Chairman and by the administrators who ask it and kept by the General Secretary. Resolutions should be distributed to the BD members by the General Secretary not later than one month after the meeting.

Article 17: functions and responsibilities

The competences of the BD are, among others,:

- to exercise all powers of managing and administration except the ones allocated to the Assembly;
- to assist the Assembly in the preparation of its decision;
- to report to the Assembly;
- to suggest new actions to the Assembly;
- to undertake any other tasks which the Assembly may entrust to it.

The BD shall in particular:

- coordinate the Project Group activities;
- consider, approve and control the budget submitted by the General Secretary and the Treasurer;
- investigate and report on new membership applications so that informed recommendations can be made to the Assembly;
- consider policies and prepare alternative courses of action for decision by the Assembly;
- support the President of the Association by maintaining contacts with the Members in the various countries and to ensure that the Association information receives reasonable exposure in the various national and international forums;
- approve external publications of The Association and papers to be presented at international conferences;
- represent the Association in international associations.

The BD is entitled to delegate day-to-day administration matters to its President or to a member of the BD or to a Effective Member. The powers conferred as such to individuals can be removed at any time by the BD. The BD may also give under its responsibility special powers to one or more individuals.

Article 18

All actions which engage the Association shall be, with the exception of special proxies as referred to in Article 17, signed by the President and the General Secretary or by two other members of the BD.

IV. Varied provisions

Article 19: The President

The President will be elected, among the Effective Members, by the Assembly for a period of two years and may be re-elected.

The President of the Association will act as the Chairman of the Assembly and BD meetings. He will represent the Association in contacts with other organizations.

The President actively promotes the Association. He is responsible for calling Assembly and BD meetings.

Article 20: Vice-President

The Vice-President is elected, among the Effective Members, by the Assembly for a period of two years and may be re-elected.

The Vice-President will replace temporarily the President at his request.

Article 21: The General Secretary

The General Secretary is elected, among the Effective Members, by the Assembly for a period of two years and may be re-elected.

The function of the General Secretary is to ensure the satisfactory running of the Association. He shall be assisted by a Secretariat.

The General Secretary may hold his office at a place different from the head-office of the Association.

The General Secretary is responsible for providing the necessary administrative support to the Association, as for instance with respect to membership, Assembly, BD and project groups.

Article 22: The Treasurer

The Treasurer is elected, among the Effective Members, by the Assembly for a period of two years and may be re-elected.

The Treasurer is responsible for collecting the Members fees, for the yearly budget of the Association, and for all necessary financial transactions defined by the BD.

Article 23: Project Groups

Functions

The Assembly may set up Project Groups for the discussion or execution of specific tasks or programs of interest for the objectives of the Association. The terms of reference and the work program of each Project Group shall be defined by the leader of the Group and approved by the Assembly. Internal rules give the precisions considering the creation, functioning and dismissal.

Members

Members of the Association shall propose participants to the Project Groups. Proposed participants shall become members of a Project Group after acceptance by The Assembly.

The composition of a Project Group must contain at least four Effective Members.

Project Group Leader

The Assembly shall appoint a leader for each Project Group, on proposal of the BD. The Project Group Leaders shall:

- assure the satisfactory running of the program of his Group;
- report to the BD and to the Assembly;
- be responsible for the budget allocated and report to the Treasurer.

Project Reports

The Project Group Leader shall draw up a report describing, for each period specified in the work program, the work and research carried out, the results obtained and the possible repercussions of the results on the future works.

The Project Group Leader shall send the reports in the work program to the General Secretary who shall transmit them to the BD.

All reports and correspondence shall bear clear reference to the Association. Viewpoints and conclusions refer to the authors and only after release of such reports by the assembly such viewpoints and conclusions may be regarded as shared by the Association.

Report dissemination

The Assembly defines the type of distribution to be given to the reports drawn up by the Project Groups.

Each Member of the Association may use and disseminate the documentation drawn-up by the Project Groups or by any other body of the Association when the concurrence of the Effective Members is achieved or an approval has been obtained from the BD or the Assembly.

On proposal of the BD, agreements with external organizations on the exchange of information (belonging to the Association) can be signed by the President on behalf of the Association. Contents and partnership must be subjected to the previous approval of the Assembly.

Article 24: Budget and expenses

The BD is responsible for submitting to the Assemblies' approval the annual accounts of the past financial year expired and the budget for the next financial year.

The Assembly approves the annual accounts and the budget at its next meeting.

The financial year of the Association is the calendar year.

The Assembly may decide upon what reserve funds are required and what portion of the Effective Members' dues are to be used for such purpose.

Article 25: Budgets and financing

Responsibility for costs

- Each member shall be liable for its own costs arising out of the execution of these Statutes and out of its own program.
- To facilitate the execution of symposia, meetings or similar manifestations, Members may advance expenses which shall be reimbursed by way agreed by The Assembly.
- The financial supervision of such ventures shall be the responsibility of the BD, to whom adequate report shall be made.
- The rules are to be established by the Assembly and laid down in specific documents.

Sources of funds

The revenue of the Association shall consist of:

- Compulsory or voluntary contributions of Effective Members;
- sponsorship;
- gifts and subventions;
- interest and any other possible revenues.

The Assembly shall determine and monitor the arrangements for the payment of Effective Members' contributions to the expenses of the Association. The Association is empowered to accept gifts.

Utilization

Utilization of the funds of the Association is to be determined annually by the Assembly.

The income and property of the Association are to be applied solely for the promotion of the Association's objectives and not be used directly or indirectly for payments in form of subsidies to Members. Payments may be made to Members for special services, provided such expenses are in the interest of the Association and have been previously approved by the BD.

Payments

Any payments are to be made to the bank account of the Association according to the rules laid down in a specific document. Such bank account is to be opened by the General Secretary and controlled jointly by the General Secretary and the Treasurer .

V. Modification of statutes - dissolution

Article 26

Without prejudice of application of the Belgian law of 21st June 1921, every proposal to modify statutes or dissolve the Association must begin with the BD or with at least one fifth of the Members of the Association.

The BD must notify any such proposal to modify or dissolve to the Effective Members and the date of the Assembly at least two months before the convocation of the Assembly which will deliberate on that matter.

Amendments to the statutes will become effective when the conditions required by the law of 21st June 1921, are satisfied.

The Assembly shall outline the Association's way of liquidation and dissolution.

Article 27

The Association is intended to operate for an unlimited period of time.

The Association will be dissolved:

- if the number of Members falls below twenty, or
- if the dissolution proposed in conformity with Article 26 is agreed by three quarters of an Assembly Meeting representing 40 percent of the Effective Members, or
- if such quorum cannot be achieved, by two thirds majority voting at a consecutive meeting called by the President within three months of the first.

After such a decision for dissolving the Association has been made, the BD will take the responsibility to announce such dissolution to parties concerned, to properly close down the financial aspects of the Association and to allocate remaining funds, in conformity with the decision of the Assembly.

If the Association is dissolved, all the remaining funds after fulfillment of all obligations shall be transferred to an association pursuing similar aims as described in article 3 of the present statutes and established within the European Union.

In case no such association could be found, the remaining funds will be donated to the European Community for the nearest destination at best.

In any case, such funds must be allocated to a non-profit purpose.

V. Finale provisions

Article 28

The Association has no liability regarding the utilization of the results of its studies or of the declarations of its members.

All judicial, administrative, constitutional or arbitral proceedings and all ordinary or extraordinary proceedings – as initiator or defendant –, will be initiated or sustained, in name of the Association, by the President of the BD or by a member of the BD appointed by him to this effect

Article 29

All matters which are not covered by the present statutes shall be settled in accordance with the provisions of law.