

## **BYLAWS**

### **EUROPEAN ASSOCIATION OF MATERIAL SURFACES SCIENCE AND TECHNOLOGY**

#### **E.M.A.S.S.T.**

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#### **Art.1 - Name - Location - duration**

The “European Association of Material Surfaces Science and Technology” is formed as set forth in the Article 18 of the Constitution, articles 36 and the following of the Civil Code. The Association shall also use the only acronym “ E.M.A.S.S.T.”

The social and legal office of the Association shall be in Colleferro (RM), via Carpinetana Nord, - Location Valle Settedue, 00034. Other delegations and offices shall be established both in Italy and in each of the Member countries of the European Union. The Association has unlimited duration.

#### **Art. 2 – Bylaws and Regulation**

The Association is disciplined by the rules contained in the Civil Code as well as by this bylaws.

The bylaws binds to its observance members of the Association. This Bylaws may be amended by resolution of the special meeting.

Specific Regulations prepared by the the Board of Directors in accordance with this bylaws and approved by the Regular meeting may regulate both detailed aspects of the activities to be accomplished and any internal rules of organizational nature. The regulated and issued rules must be respected by every member.

#### **Art. 3 – Purposes**

The non-party and non-political Association is a non-profit making business and it aims at promoting studies and scientific knowledge in the material surfaces science and technology which have to be

carried out by industries, research centers and universities of the Member countries of the European Union.

The Association has the goal to promote the transfer of scientific knowledge between academia, research and industry in order to foster the development of innovative products and new processes in the field of Science and Technology of Material Surfaces.

The Association will work especially in high training, education, research and industry sectors.

#### **Art. 4 - Purposes**

In order to achieve its goals the Association aims to:

- a) bring together people, associations, companies, entities, industries, research centers and universities of European Union, interested in the development of scientific and technological activities on properties of material surface and their modification in various applicative and industrial sectors such as aerospace, mechanical, electrical and electronics, energy, biological and chemical;
- b) promote and disseminate studies and research relating to science and technology surfaces in order to obtain new properties/performance and to identify new applications, to contribute to the transfer of knowledge among universities, research centers and industries even among applicative and apparently different sectors through publications, meetings, conferences, seminars, courses, discussions, contests with prizes for studies and research;
- c) promote an international network of industries with advanced activation plants and/or modification of surfaces and qualified laboratories belonging to the research centers, universities and industries. The purpose is to promote the creation of the "Centres of European Reference" on surfaces science in order to increase and develop the Material Surfaces Science & Technology within Europe. Through this network, it will be easier to

identify qualified partners for research and technological development projects. Besides, it will be possible a greater and more rapid acquisition of scientific knowledge and the development of new products and/or processes in these fields.

- d) share, through an interactive website, works, discoveries, inventions, experiences and scientific publications as well as to propose new ideas, national and european research projects, internal collaborations between entities for research and development activities. The information will be posted on the website after the evaluation by the members of technical scientific committee;
- e) establish "Centres of European Reference" on surface science for public and private entities that operate within the European Union (such as companies, entities, industries, research centres and universities) and have plants and/or qualified laboratories regarding surface science (the study on surface properties and their changes);
- f) establish cooperative relationships with industries, research centres, scientific academia, associations and cultural, domestic and foreign entities;
- g) promote the professional development of people interested in surfaces science and technology and to assure technical update;
- h) facilitate the work of study and research in surfaces science and technology;
- i) carry out duties of investigation or research in the activities sector regarding to the Association and give public or private entities the opportunity to know opinion of the Association or of its members on matters relating to surfaces science and technology;
- j) carry out promotion, creation, production activities as well as publication of magazines, books, pamphlets and Cds. However, these activities must be carried always within the limits and in accordance with the laws in force relating in the field of printing and publishing and they have

to be distribute to its shareholders, launching of websites, to raise awareness of the Association.

k) carry out any activities or functions relating to the aforesaid purposes.

The Association may use grants and/or facilitated or not facilitated loan which are disbursed according to the laws of the country, regions, local public entities, European Union and/or private organizations.

#### **Art. 5 - Assets and revenue**

The assets of the Association shall consist of the initial endowment fund, membership fees, any net surplus of management, donations and/or grants by public and private subjects.

Available resources for the management of exercise are:

- a) income derived from its assets;
- b) public grants and private donations, specifically intended for the management of exercise;
- c) the proceeds of economic and financial activities carried our directly and indirectly by the Association;
- d) membership dues and registration made by members;
- e) the funds derived in any way from any other source.

#### **Art. 6 - Membership**

The members of the Association may be natural persons and legal persons who share the ideals and accept membership, by operating principles and this bylaws.

Members of the Association are divided into Ordinary Members, Student Members and Honorary Members.

Ordinary members are natural and/or legal persons who express their interest in the Association, require the registration and participate actively in the life of the Association in order to support the achievement of social goals.

Student members are natural persons who attend college courses, graduate schools and PhD courses.

Honorary members are natural persons and/or institutions that acquired particular scientific prestige or gave a remarkable contribution to the Association or the association recognizes outstanding achievements relative to the associative purposes for their spirit of cooperation. They are appointed by the Board of Directors.

Applications for admission of new members are unquestionably accepted or rejected by the Board of Directors, with the majority of the members of the Board. Against the Board's decision is subject to appeal to the meeting, which will be discussed in the next shareholders' meeting.

Ordinary members must pay the admission fee set annually by the Board of Directors.

The inscription of the shareholder is binding for the calendar year commencing on January 1 of the year of admission.

Members enjoy the same rights and are subject to the same duties. The structure of the Association shall be democratic and must be guaranteed at all times the uniform rules of associative relationship and its effectiveness. Therefore, the provisional nature of the associative relationship is excluded.

#### **Art. 7 – Rights of members**

Italian citizens and those members of the European Union have the right to join the Association and to participate to the life and activities of the Association and to cooperate to the moral and material strengthening, according to availability and capacity.

#### **Art. 8 – Duties of members**

Members have to:

- pay within the time limit established by the Board of Directors the annual membership fee and in the event that even an extraordinary grant can be passed.
- comply with the provisions of this bylaws, resolutions and regulations possibly adopted by the Board of Directors.

#### **Art. 9 – Loss of membership**

The quality of member is lost for death, for withdrawal or exclusion.

The annulment shall take effect from the social year in which the withdrawing party shall give written notice to the management body.

The exclusion will be determined by the Board of Directors, after consulting the Member only if there are serious reasons which include:

1. the behaviour does not comply with obligations under this bylaws;
2. the member does not comply with the provisions of this bylaws or the rules of internal regulation;
3. the member causes moral and material damage to the Association;

The exclusion has effect starting from the tenth (10<sup>th</sup>) day following the notification of the exclusion provision if undelivered response from the member.

The failure in paying the annual fee more than five months after the end determines the automatic exclusion of a member, except special instances duly written by the member.

The payments, for whatever reason made, are not revalued or transmitted by deed *inter vivos* or *mortis causa*, or returnable, both in case of dissolution of the Association, death, resignation or expulsion of a member, and therefore the repetition of the amount paid to the Association can not take place .

#### **Art. 10 – Bodies of the Association**

The Association is governed by the following bodies:

Shareholders' Meeting;

President;

Vice President;

Secretary;

Board of Directors;

Board of Auditors.

#### **Art.11 - Meeting**

The meeting is the deliberative organ of the Association and is composed of Ordinary, Students and Honorary Members.

Meetings are regular and special.

The meeting is convened by the Chairman of the Association, by posting to the Register of the Association at least fifteen days prior to the date from meeting. Such notices shall state the date, the hour, the place of the meeting and the general nature of the business both first and second call.

The convening of the meeting can be made according to second additional modes that the Board of Directors deems appropriate, simultaneously with the aforesaid, including through electronic means such as e-mail, fax, without formal obligations provided with appropriate means which verify receipt by the addressee.

Proposals or motions of any kind which will be presented at the meeting shall be given to the President at least 10 days before the date of the meeting.

The meeting of the second call can not be completed on the same day fixed for the first call.

Each member shall have one vote that can be delegated to another member. Each delegate may carry

not more than two proxies, attached at the bottom of the notice, or on a copy of the represented partner of document signed by him, on which it is shown a willingness to be represented and details of the meeting for which it was issued delegation. For entities members of the association shall be entitled to vote at the meeting the legal representatives or persons delegated by.

They are entitled to attend and vote at the meeting all members in good standing with the payment of membership fees and are not subject to disciplinary action.

The meeting is chaired by the Chairman or, in his absence, by the Vice President and, even in the absence of this, by the senior member of the Board of Directors.

It is up to the chairman of the meeting to verify the regularity of the proxies and in general the right to attend the Meeting.

Regarding the meeting the Secretary, appointed by the meeting on that occasion, shall draw up the minutes which will be signed by the President of the meeting and the Secretary of the meeting itself.

The decisions of the meeting, both regular and special, taken in accordance with this bylaws, bind all Members, even if absent, dissenting or abstaining from voting.

#### **Art. 12 -The regular meeting**

The regular meeting:

1. approves the economic and financial statement;
2. approves the social fees;
3. appoints the Board of Director;
4. deliberates on any other matters reserved to its jurisdiction by this bylaws or subjected to examination by the Board of Directors.

### **Art. 13 – The special meeting**

The special meeting:

1. approves statutory modifications;
2. sanctions the dissolution of the association;
3. deliberates on any other matters reserved to its jurisdiction by this bylaws or subjected to examination by the Board of Directors.

### **Art. 14 – Convocation**

The regular meeting shall be held at least once a year, within four months from the end of the year, to approve the economic and financial statements and the social annual fees.

The regular meeting shall be held as often as the Chairman deems it necessary, or a written request is made, specifying the agenda, by the Board of Auditors or by at least one third of enrolled and duly members.

In the last two cases, the President will be required to convene within fifteen days of receipt of the request, the meeting shall be held within fifteen days starting from the convocation.

### **Art. 15 – Constitutive and deliberative quorum of the meeting**

The regular Meeting of the shareholders is duly constituted on first call with the presence, even by proxy, by a majority of members, and on second call regardless of the number of present or represented members. It shall act by a simple majority of those voting. Voting takes place by open ballot.

The decision of dissolution and those relating to the transfer of the assets of the Association shall be taken by favorable vote of three fourths of the members both in the first and second call.

**Art. 16 – The President**

The President legally represents the Association in respect of third parties and in court. He or she directs and controls the business in respect of other social bodies. He or she shall convene and presides over the meetings of the regular and special meetings of the shareholders and the Board of Directors. In case of necessity and urgency, he or she takes measures pertaining to the Board of Directors by submitting to ratification at the next meeting of the same.

**Art. 17 – The Vice President**

In the absence or disability of the President, the Vice President shall perform all the duties of the president - also in the legal representation of the association of the Vice President. The only intervention of the Vice President is proof of the incapacity by the President.

**Art. 18 – The Secretary**

The Secretary shall implement the decisions of the Board of Directors, shall keep the minutes of meetings, shall attend to correspondence and shall manage the collection and payments to be made subject to the mandate of the Board of Directors.

**Art. 19 – The Board of Directors**

The Board of Directors consists of a minimum of three to a maximum of six members elected by the regular meeting among partners.

Its members are appointed for three years and may be reappointed. They complete a term of office when the meeting is called to approve the financial statements for the third year of office.

The Board of Directors shall appoint the President, the Vice President and the Secretary of the Association among its members .

It is up to the Board of Directors the ordinary and extraordinary management of the Association, without limitation.

In addition to what this Constitution and bylaws established, it is up to the Board of Directors:

- a) to agree the program of activities to be pursued within the limits of institutional goals. Then the program must be approved by the meeting;
- b) to carry out the decisions of the meeting;
- c) to approve and adopt the measures necessary for the work of the Association;
- d) to prepare the final report together with the annual report on the financial statements and the budget;
- e) to delegate powers to individual members of the Board or any third party;
- f) to submit to the special meeting proposals to amend this bylaws;
- g) to accept or reject the questions asked by the candidates members;
- h) to ratify in the first useful session measures falling within its competence, adopted by the President of the Association for reasons of necessity and urgency, whose expiration date would not allow the call in accordance with this bylaws;
- i) to appoint the members of the technical and Scientific Committee;
- j) to determine the membership fees.

Meetings of the board of directors shall be held both at the headquarters of the Association and at any place, as well as through the use of conference telephone, whenever the President or, in his absence or impediment, the Vice President, considers it necessary or advisable, or upon written request by a majority of its members.

The convocation is put into effect without formal obligations with appropriate means, which verify the reception by the addressee, and it is submitted at least seven days before the date of the meeting.

It is validly constituted and able to decide if there are at least a majority of its members. Resolutions are passed by a majority of those present, in the event of an equality of the vote, the vote of the person who chairs the meeting.

Minutes of each meeting shall be prepared on a special record book kept at the head office of the association.

In case of urgency, the Board of Directors may be called at least one day before the meeting.

In the event of failure or inability of the convocation in terms of the above, the Board is effectively constituted if there are all the Directors and the Auditors. If for any reason a majority of the Directors failed, the entire Board is considered fallen and the office of the President, the Vice President and the Secretary is automatically failed. Therefore, his re-election must be made.

Cooptation will be made in the event of termination for any reason of one or more components which do not exceed one half of the Board of Directors.

The co-opted councilor remains in office until the next meeting, in which the election of the missing directors will be made. These missing directors will hold office for the remaining period during which the councilor would remain in office.

The members of the Board of Directors may be dismissed, on justified proposal by the President, in the event of violation of the inspiring ideals and principles of the Association.

The Loss of the councilor qualification undermines automatically the role of the President, the Vice President and and the Secretary.

For the renewal of the Board of Directors, with the exception of the hypothesis of decline for the fulfillment of three years, the President, or the Vice President or a senior councilor, within 30 days starting from the cause of termination by the Board of Directors, will convene shareholder's meeting, which will be held within thirty days. Until the new constitution and limited to urgent business and

management for the ordinary administration of the association, the functions will be performed by the Board of Directors under the system of prorogatio.

**Art. 20 – Technical and scientific Committee**

The Board of Directors appoints a Technical and Scientific Committee with advisory functions. The members of the Technical and Scientific Committee shall be equal in number to six in order to cover the following six areas of interest of the Association:

- 1) Aeronautical and Aerospace;
- 2) Mechanical;
- 3) Electrical and Electronics;
- 4) Energy;
- 5) Biomedical;
- 6) Chemical.

The members of the Technical and Scientific Committee will be chosen and proposed among persons of high moral and intellectual value who share the goals of the Association and come from European Union countries members. The Technical and Scientific Committee shall not be made to a number greater than 3 units of subjects belonging to the same country.

The members of the Technical and Scientific Committee shall hold office for three years with the possibility of renewal of the Board.

The charges are free.

The Technical and Scientific Committee, subject to authorization by the Board of Directors, will:

- a) evaluate from the scientific point of view the information, news, announcements, publications and what the members want to enter into the website off the Association in order to promote the dissemination and transfer of information and knowledge. Each member of the Technical

and Scientific Committee, after the evaluation of the suitability of the information, will send to the competent staff for the on-line publication;

- b) organize, on indication and request of the Board of Directors, the biennial conference of the Association, which will take place in rotation in each of European Union countries. The conference will not be held more than two consecutive years in the same country;
- c) evaluate from scientific point of view of the contributions (abstract) of the participants at the conference;
- d) acquire the extensive contributions (scientific papers) of each participant and assess them according to the parameters of international auditing standard, used by leading scientific journals;
- e) print a book of the conference containing all contributions assessed as eligible;
- f) organize seminars, workshops, discussions, that will take place in locations indicated by the members of the Technical and Scientific Committee or in the headquarters of members who will provide their availability and comply with the membership fee;
- g) any planning of contest with prizes for studies and research;
- h) assess the qualification, expertise and the provision of tools, laboratories (both public and private) and systems industries, companies, organizations, research centers and universities which wish to qualify as a "Centre of European Reference" on Science Surfaces.

#### **Art. 21 - Board of Auditors**

The management of the association is controlled by a Board of Auditors made up of three members appointed by the meeting. They hold office for three years and are renewable. The Board of Auditors shall appoint the Chairman of the Board among its members.

The Board of Auditors meets a notice by fax or telephone at least 48 hours whenever the Chairman

deems it necessary or it is requested by two of its members.

The constitution of the Board of Auditors will be made when there are required by law.

#### **Art. 22 – Rewards of social charges**

All associative charges are free, except for the right to reimbursement of expenses actually incurred and analytically documented for the service provided and as well as otherwise provided by the regular meeting upon proposal of the Board of Directors.

#### **Art. 23 The economic and financial statements and accounting period**

The accounting period coincides with the calendar year.

Within four months from the end of the accounting period, the Board of Directors will submit to the meeting for the approval the budget and final accounts, from which they will be assets, contributions and bequests received.

It is forbidden to distribute, even indirectly, profits and surplus as well as funds, reserves or capital during the life of the association, unless the use or distribution are not required by law or made in favor of NGO by law. Bylaws or regulation are part of the same structure.

The Association also undertakes to use any profits or surplus of the management only for the institutional activities and those directly connected to them.

#### **Art. 24 - Dissolution**

The dissolution is approved by the special meeting which will:

- a) appoint one or more liquidator, by determining their powers and any remuneration;
- b) provide the allocation of any active surplus of the social assets, after operations of liquidations.

In the event of dissolution of the Association, for any reason, all assets shall be donated to another

organization unless otherwise use required by in force law at the time of dissolution.

**Art. 25 – Norms of postponement**

Although it is not expressly provided by this bylaws, the provisions of the law on the subject are valid with reference to the rules of civil law in the field of the associations contained in the first book and V of the Civil Code.