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## Articles

### **Name and domicile.**

#### Article 1.

1. The name of the Association is:  
The European Society for Applied Superconductivity.  
The Association may in the daily course of affairs also use the name 'ESAS' as an abbreviated name.
2. The Association is established in Enschede.

#### Object.

#### Article 2.

1. The objects of the Association are:
  - a. to strengthen the European position of Applied Superconductivity;
  - b. to represent Applied Superconductivity in social, scientific, industrial and political forums;
  - c. to promote communication in the area of Applied Superconductivity.The Association is not profit-oriented.
2. Among other things, the Association seeks to achieve its objects by:
  - a. publishing and distributing an Applied Superconductivity Newsletter;
  - b. supporting the organization of conferences, such as the European Conference on Applied Superconductivity EUCAS;
  - c. supporting the organization of workshops and schools in the area of Applied Superconductivity;
  - d. supporting European research proposals and projects in the area of Applied Superconductivity;
  - e. supporting the participation of young scientists in workshops and conferences in the area of Applied Superconductivity.Competition with companies is no object of the Association.

### **Members.**

#### Article 3.

1. Natural persons as well as legal entities may be member of the Association.  
Applications for membership must be addressed to the Board in writing.
2. The Board will decide on the admission of members.  
The person or legal entity involved must be notified of the decision within two months of the application.  
In the event of non-admittance by the Board, the General Meeting may still decide to admit the applicant involved.

3. Starting with EUCAS in two thousand three (2003) the registration package for EUCAS will inform all potential participants they are entitled to become members of ESAS. Of course, every participant can declare that he/she is not willing to become an ESAS member.

#### **Internal Communication.**

##### Article 4.

1. Communication between members and the Association or the Board, between the Board and the Association and between the members of the Board themselves shall take place in writing insofar such appears out of these Articles of Association.
2. "Written" means in these articles all communication that is given through generally accepted media and that may be received in writing, be it that where these articles require explicitly signed documents, such documents must, provided with a signature, be made available for the addressee in original or by telefax.
3. Communication by Email is permitted when the members concerned have no objection thereto.

#### **Register of members.**

##### Article 5.

The Board will keep a register, containing the names and addresses of the members. Each member is obliged to ensure that their address is known to the Board.

#### **Annual contributions.**

##### Article 6.

1. Members are obliged to pay an annual contribution, the level of which will be determined by the General Meeting each year. For this purpose, they may be divided into special categories which pay a different amount in contribution.
2. In special cases, the Board may grant members complete or partial exemption from paying a contribution.

#### **Termination of membership.**

##### Article 7.

1. Membership will end:
  - a. upon the death of a member who is a natural person;
  - b. when a member who is a legal entity ceases to exist;
  - c. by notice of termination by the member;
  - d. by notice of termination by the Association;
  - e. by expulsion.
2. Termination of membership by the member may take place without stating the reasons.
3. Termination of membership by the Association will be done by the Board and will only be possible:
  - a. if a member does not fulfil his obligations with respect to the Association;
  - b. if it cannot in reasonably be required from the Association to allow the membership to continue.

4. Membership may only be terminated in writing through a signed notice. Termination of membership by the member may only take place before the end of a financial year, with due observance of a notice period of at least four weeks. Contrary to what is set out above, a member may terminate his membership with immediate effect if it cannot in reasonably be required from the member to allow the membership to continue as well as within one month of being informed of the resolution to convert the Association into a different legal form or to conclude a merger.  
A member will not be entitled to terminate his membership with immediate effect in the event of a change in financial rights and obligations.
5. Expulsion will take place by the Board and may only occur if a member has acted in violation of the articles, regulations or resolutions of the Association, or has prejudiced the Association in an unreasonable manner.
6. The Board will notify by signed letter the member involved of a decision to terminate the membership by the Association and the resolution to expel him while stating the reasons as soon as possible. The person involved will be entitled to appeal at the General Meeting within one month after the date of receiving the notification. The member will remain suspended during the appeal period and pending the appeal.
7. If the membership is terminated in the course of a financial year, the member involved will still owe the membership fee for the entire financial year.

#### **Financial resources.**

##### Article 8.

The financial resources of the Association will consist of:

- contributions;
  - donations;
  - grants;
  - testamentary dispositions and specific legacies;
- and all other lawful income received.

#### **Board.**

##### Article 9.

1. The Board will consist of at least three persons and no more than twenty persons and will be appointed by the General Meeting, whether or not from the members.  
The number of Board members will be determined by the General Meeting with due observation of these limits.  
The Board will draw up a profile for the constitution of the Board, which profile will be enacted by order of the General Meeting. In conformity with this constitution, officers will be put forward for appointment without prejudicing the provisions of paragraph 3 of this Article.
2. If the Board temporarily consists of fewer persons than the number that has been determined, the Board will retain authority, provided that at least three Board members are in office.

In the event of one or more vacancies, the Board will convene a General Meeting as soon as possible, in which this vacancy/these vacancies will be filled.

3. Officers will be proposed for appointment by the Board or by at least three members.
4. Officers will be appointed for a period of six years.
5. The Board will appoint a chairman, a secretary and a treasurer among its number. The offices of secretary and treasurer may be combined.
6. An officer can fulfill the office of chairman, secretary of treasurer for a period of four years. After expiration of that period new appointments for such offices will take place. The secretary and treasurer can be reallocated in such offices. The chairman can't be reallocated in that office.
7. Officers may be dismissed or suspended by the General Meeting at any time.

**Authority to manage the association.**

Article 10.

1. The Board is charged with the management of the association.
2. Provided that it has the approval of the General Meeting, the Board is authorized to conclude agreements to acquire, alienate or encumber registered property and to conclude agreements whereby the association commits itself as surety or joint and several debtor, warrants performance by a third party or provides security for the debt of a third party.  
The fact that the permission as referred to in this paragraph is lacking, can be relied upon with respect to third parties.
3. The Board decides upon submitted proposals by the Board for workshops and conferences, including EUCAS.
4. The Board can establish commissions at any time, which commissions will be entrusted with specific defined tasks, under responsibility of the Board.

**Representation.**

Article 11.

1. The Association will be represented by the Board, subject to the law of the Netherlands.  
The authority to represent the Association will also be vested in the chairman together with either the secretary or the treasurer.
2. In all cases in which the Association has a conflicting interest with one or more officers, it will be represented by the complete Board. In those cases in which the Association has a conflicting interest with the complete Board, it will be represented by the person or persons designated for this purpose - whether annually or not - who will be elected by the General Meeting.

**Board meetings and resolutions.**

Article 12.

1. Board meetings will be held when the chairman considers this desirable or if one of the other officers requests this in writing, stating the matters to be dealt with. If the meeting is not held within three weeks, the person requesting the

meeting will be entitled to convene the meeting himself, provided that the required formalities have been observed.

2. The meeting will be convened in writing at least fourteen days in advance, excluding the day of the convocation and that of the meeting.
3. The notice convening the meeting must state the agenda, in addition to the location and time.
4. If all officers are present at a meeting, valid resolutions may be passed on all matters, provided that they are passed unanimously, even if the provisions for convening and holding meetings have not been observed.
5. Each officer will have one vote.
6. All resolutions will be passed with an absolute majority of votes.
7. The Board may also pass resolutions without holding a meeting, provided that all the officers have been given the opportunity to express their opinion and none of them objects to this method of decision-making.

#### **Financial year.**

##### Article 13.

1. The financial year of the Association runs from the first of June up to and including the thirty-first of May.
2. The Board is obliged to keep such records of the Association's financial position that the Association's rights and obligations can be known from them at any time.
3. The Board is obliged to draw up a balance sheet and a statement of income and expenditure annually.

#### **General Meeting.**

##### Article 14.

1. General Meetings will be held in the place designated by the General Meeting, either or not for each next meeting separately.
2. Annually, within six months of the end of the financial year, except where this period has been extended by the General Meeting, a General Meeting - the Annual Meeting - will be held.
3. During the annual meeting, the Board will report on its management over the preceding financial year. The Board will submit the balance sheet and the statement of income and expenditure to the General Meeting for approval. Approval by the General Meeting of the account rendered will discharge the Board for its policy in as far as this appears from these documents.
4. If a statement of an accountant about the correctness of the documents is not submitted, the General Meeting will each year appoint a committee of at least two non-Board members. This committee will examine the aforementioned documents and report its findings to the General Meeting.
5. Among other things, the purpose of the Annual Meeting is intended for:
  - deal with the annual report and the approval thereof;
  - deal with and the approval of the account rendered;
  - approve the budget for the next financial year;
  - fill vacancies on the Board, if any.

**Other General Meetings.****Article 15.**

1. Other General Meetings will be held as often as the Board considers this desirable.
2. The Board will also be obliged to convene a General Meeting within a period of no longer than four weeks, if at least one-tenth of the members, though at least three members, entitled to vote request this in writing. If the Board has not taken action on this request within fourteen days, those members may convene the meeting themselves.

**Convening a General Meeting.****Article 16.**

General Meetings will be convened by the Board without prejudicing the provisions of paragraph 2 of Article 14. The convocation notices must be sent at least fourteen days in advance of the General Meeting in writing to the addresses of the members as stated in the membership register, stating the subjects to be dealt with.

**Access and voting rights.****Article 17.**

1. Only members who have not been suspended will have access to the General Meeting.  
Suspended members will have access to the meeting at which the resolution to suspend will be dealt with and will be entitled to speak at such a meeting.
2. Legal entities who are member can only be represented in the General Meeting by one person.
3. The chairman of the meeting will decide on the admittance of persons other than those referred to in paragraph 1.
4. Each member of the Association who has not been suspended will have one vote. A member may give another member who is entitled to vote by written power of attorney a proxy to cast his vote; the principal shall notify the Board of such proxy.

**Chairmanship/minutes.****Article 18.**

1. General Meetings will be chaired by the chairman of the Board or by his deputy. If the chairman and his deputy are absent, another Board member to be designated by the Board will act as chairman. If the chairmanship should not be provided for in this manner, the meeting itself will provide for its chairmanship.
2. Minutes must be kept of the proceedings at each meeting by the secretary or by a person designated by the Board. The minutes will be adopted by the chairman of the meeting and the minutes secretary and signed by them in witness thereof.

**Resolutions by the General Meeting.****Article 19.**

1. In far as the articles of association do not prescribe a larger majority, the General Meeting will pass resolutions by an absolute majority of the votes cast.
2. Blank votes will be considered as not having been cast.
3. All voting will take place by showing hands, unless the chairman of the General Meeting considers a vote by ballot desirable or one of the persons entitled to vote requests this before the vote. Voting by ballot will be by means of sealed and unsigned ballots.
4. The judgement pronounced by the chairman of the General Meeting about the outcome of a vote will be decisive. The same applies to the contents of a resolution which has been passed, when the motion put to the vote had not been written down beforehand. If immediately following the pronouncement of a judgement by the chairman its correctness is disputed, a second vote will take place, if the majority of those present at the meeting or, if the original vote was not a vote by roll-call or in writing, one of those present who is entitled to vote requests this. The legal consequences of the original vote will lapse as a result of this new vote.
5. A unanimous resolution of all the members, even if not convened at a meeting, will have the same force as a resolution of the General Meeting, provided that it has been passed with the prior knowledge of the Board.

#### **Standing orders.**

##### Article 20.

1. The General Meeting may adopt standing orders, in which matters are regulated which are not provided for in the articles.
2. The standing orders may not be in conflict with the law and the articles.

#### **Amendment to the articles.**

##### Article 21.

1. Resolutions to amend the articles may only be adopted by a General Meeting which has been convened specially for this purpose with the notification that an amendment to the articles will be proposed, whilst the text of the proposal for amendment is made available for all members.  
Resolutions to amend the articles may only be passed by a majority of at least two-thirds of the votes cast.
2. Any amendment to the articles of association will only take effect after a notarial deed has been drawn up for this purpose. Each officer will be authorized to have this deed executed.

#### **Dissolution**

##### Article 22.

1. The Association may be dissolved pursuant to a resolution by the General Meeting. The provisions of paragraph 1 of the preceding article will apply accordingly.  
A custodian for the books and documents will be appointed in the resolution to dissolve the Association.

2. In as far as the General Meeting does not appoint any other liquidators, the officers will act as such to liquidate the assets of the Association.
3. The liquidators will distribute among the members equally that which is left of the assets after paying the creditors. In the resolution to dissolve, however, another designation may be given to the credit balance.
4. Following liquidation, the books and records of the Association must be kept for the duration of the legal period by the custodian referred to in paragraph 1.