

# Statutes of EPSC

## **I Name**

The name of the organization is the European Process Safety Centre, and the official abbreviation is EPSC.

## **II Seat**

§1. The organization has its seat in Kunstlaan 56, 1000 Brussels.

§2. The seat can be transferred to any other location in Belgium after decision by the Management Board and details of the transfer should be published in the Belgisch Staatsblad within the month following the decision.

## **III Aims and objectives**

EPSC exists to provide an objective technical focus for process safety in Europe.

EPSC has four objectives:

### **1. Information**

To provide advice on how to access safety information and whom to consult, what process safety data bases exist and what information on current acceptable practices is available.

### **2. Research and development**

To collect European research and development (R&D) needs and activities in the process safety and loss prevention field and related topics, to inform members accordingly, to act as a catalyst in stimulating the required R&D and to provide independent advice to funding agencies on priorities. "R&D" here includes experimental research and the development and review of models, techniques, guidance and software.

### **3. Legislation and regulations**

To provide technical and scientific background information and advice in connection with European safety legislation and regulations eg to legislative bodies and competent authorities.

### **4. Experience Exchange**

To provide a platform for development of process safety knowledge for its members and to act as a focal point for dissemination of that knowledge to the European process safety community. Involvement in the Centre's groups gives organisations and individuals the opportunity to meet safety professionals from other companies, to discuss areas of common interest and to share knowledge and experience, thus enabling informed comparisons of safety management systems and practice.

#### **IV Languages**

The official language for all the Centre's activities and business shall be English. Correspondence and other documents received in other languages may be translated into English, whereupon such translation shall be the official version for EPSC purposes.

#### **V Membership**

Whilst recognising that EPSC membership is industrial in nature, EPSC also extends invitation to not only operators of high hazard sites but also to insurers, consultancies and research institutions within the process safety field.

#### **§1 Categories**

There are two categories of membership:

- (a) Full members are in most cases manufacturing companies. They pay the full annual subscription. Their representatives sit on the General Assembly which decides the work to be undertaken by EPSC. They are entitled to vote on which representatives sit on the Management Board, and if elected are entitled to sit on the Management Board; and
- (b) Associates are generally non manufacturing companies or other organisations. They pay a reduced annual subscription. They receive the same information as full members, including Technical Reports, Minutes of the General Assembly and Minutes of Working Parties. Associates' representatives do not attend the General Assembly nor participate in EPSC Working Groups or Contact Groups unless specifically invited.

#### **§2 Membership Approval and Fees**

The decision as to the acceptance of a company into EPSC membership rests with the Management Board.

EPSC membership / fee payment runs per calendar year (January 1 - December 31). The membership will become effective upon receipt of the first membership fee payment. After this, the membership will automatically renew at the end of the year for another 12 months.

All subscriptions are to be invoiced in euros.

#### **§3 Termination of Membership**

Membership can be terminated in written form with a 3 months' notice before the end of a calendar year.

EPSC membership may, at the discretion of the Management Board, be withdrawn from any Member which ceases to comply with the aims and objectives of EPSC. Members may be expelled from membership if the subscription is not paid within 6 months of the due date.

The member in question has the right of appeal against the decision of the Management Board in the next meeting of the General Assembly.

## **VI Governance**

### **§1 The Management Board**

#### **§1.1 Responsibilities**

The Management Board is responsible for strategy, policy, financial matters, and staff appointments associated with the work of EPSC.

The Management Board shall be responsible for approving the budget for EPSC.

The Management Board shall meet at least twice a year.

The Secretary, at the request of the Chairman, will send by e-mail an invitation including the agenda to Management Board members at least three days before the anticipated date.

#### **§1.2 Composition**

The Management Board is composed of:

Elected Board members:

A) At least 3 and maximum 8 representatives elected by the General Assembly. Their term of office is maximum three years, after which they may stand for re-election twice.

Elected Board members have the right to vote within the Management Board.

If the Board considers that additional representatives are necessary, then the Board can co-opt further members. Co-opted members do not have any voting rights in the Management Board.

Ex officio Board members:

B) The Head of Centre

C) The Operations Director

D) A representative of each founding member.

Ex officio Board members do not have voting rights within the Management Board.

The Chairman of the Management Board shall be elected from amongst the elected Board Members by the Board Members and serve for a term of maximum three years, after which the Chairman can be elected for one further term only.

The Operations Director will serve as Secretary to the Board and liaise with the Chairman, Members and EPSC elected Board members, prepare agendas, arrange meetings and write minutes.

#### **§1.3 Quorum and Majorities**

The Management Board can only decide when at least the majority of the Board members with voting rights is present at the meeting.

Decisions will be made by a simple majority of votes.

#### **§1.4 Election of Management Board Members**

The Operations Director will announce the nomination for the vacant positions by electronic means and enclose a description of the role together with expectation of time commitment.

Candidates must be the usual representative of their company on the General Assembly. The company must be a full member of EPSC. General Assembly members wishing to be considered for a Board position shall express their interest in writing. There will be a 4 weeks period to receive nominations.

Voting will be by electronic means on the basis of one vote per full member. There will be a 4 weeks period to receive votes.

The Operations Director will write firstly to the candidates and then to all members indicating who are the successful candidates. No indication will be given of numbers of votes per candidate.

### **§1.5 Election of the Management Board Chairman**

The Operations Director will ask for nominations from amongst the Board for the vacant position. Candidates must be a full member of EPSC.

Nominations of candidates will take place at a Management Board meeting.

Voting will be on the basis of one vote per Management Board member having voting rights and shall be carried out at a Management Board Meeting.

After the Board has elected the Chairman, the Operations Director shall announce the new Chairman to the EPSC membership as soon as possible.

### **§ 1.6 Discharge & Resignation**

The Management Board members can at all times be discharged by the General Assembly and this with a simple majority.

Every member of the Management Board can also himself resign by notification in writing to the Chairman of the Management Board.

In case of death, discharge or resignation of a member of the Management Board, the Management Board can temporarily appoint a replacement, pending a decision of the next General Assembly.

### **§ 1.7 Liability of Management Board members**

The Management Board members do not enter a personal obligation concerning obligations of the Association. They are only responsible for the realization of the appointed tasks and they are only liable in the case of mismanagement.

## **§2 General Assembly**

### **§2.1 Responsibilities**

The General Assembly is responsible for proposing, developing and reviewing the technical programme of EPSC. The Head of Centre – in cooperation with the EPSC staff - is responsible for ensuring that the agreed programmes of work are carried out.

The General Assembly approves the yearly budget and accounts.

Full Member representatives are entitled to nominate and elect which of the General Assembly members sit on the Management Board. If elected, they are entitled to sit on the Management Board for 1 term after which they may stand for re-election twice.

## **§2.2 Composition**

Each full member may nominate one representative to be a member of the General Assembly. These representatives will have one vote each. Each member may also nominate a named alternate to the usual representative. Normally only one representative from any full member may attend a meeting but others may attend by special request and subject to the approval of the Chairman.

Associates' representatives may not attend the General Assembly, unless specially invited by the Chairman. In case they are invited, they do not have the right to vote.

Members of the European Federation of Chemical Engineering Working Party on Loss Prevention in the Process Industries may be invited to attend the General Assembly and participate as advisers in discussions on the programme of work. They do not have the right to vote.

The General Assembly meets under the chairmanship of the Chairman of the Management Board.

The Chairman may invite guests to attend all or part of the General Assembly.

All member organisations may put forward ideas for future work.

## **§2.3 Quorum and Majorities**

Except for reasons specified by these statutes, the General Assembly can only decide when at least a quarter of the full members is present or represented at the meeting.

Every member can be represented by another member at the General Assembly using a special proxy. A member may not hold more than two proxies.

Except for reasons specified by these statutes, decisions will be made by a simple majority of votes from the present and represented members.

## **§ 2.4 Call of the General Assembly**

The General Assembly shall meet at least once a year.

The call for the General Assembly will be made by the Chairman at least 3 days prior to the meeting and will identify the points on the agenda.

## **§ 2.5 Minutes**

The decisions of the General Assembly will be entered in the minutes and signed by the Chairman. The minutes are kept by the Secretary and are made available to the members.

## **VII Finance**

### **1. Budget and funds**

#### **(i) Income**

EPSC's income shall arise from annual member subscriptions at a level determined by the Management Board, supplemented by a) income from sales of publications agreed by the Management Board to be offered for sale b) delegate registration fees from conferences, together with other such sources of income as may be agreed by the Management Board and c) European Union funding.

#### **(ii) Expenditure**

EPSC's funds shall be used to support all and any of its activities, including staff and administrative support and facilities, member services and the programme of technical and other work.

#### **(iii) Budget**

EPSC's financial management shall be carried out in accordance with an annual budget which shall be agreed in advance by the Management Board.

### **2. Members' expenses**

Expenses of members, or of their representatives, in connection with EPSC's activities shall be the responsibility of such members and shall not be payable from EPSC's funds unless previously agreed by the Management Board.

## **VIII Amendment of the Statutes**

### **§1 Proposal**

A proposal for amendment of the Statutes may be made to the General Assembly by the Management Board. A member may request the Management Board to make such a proposal. All modifications must be explicitly indicated in the working papers of the General Assembly.

### **§2 Quorum and Majorities**

Modification of the statutes can only be lawfully decided upon by the General Assembly when at least two thirds of the full members are present or represented at the meeting.

A modification can only be accepted with a simple majority of the votes of the present and represented members.

### **§3 Insufficient Quorum**

In the event of the General Assembly being inquorate, the Chairman can call for a new General Assembly. The second General Assembly can subsequently lawfully decide without reference to any quorum.

## **IX Dissolution of EPSC**

### **§1 Proposal**

The decision on a proposal to wind up EPSC rests with the General Assembly  
A proposal to dissolve EPSC must be submitted in writing by a full member to the Management Board.

Within 3 months the Management Board has to discuss the proposal for dissolution. The result of the discussion must be notified to all members at least 5 months before the date of the General Assembly, at which the decision on the proposal for dissolution will be taken.

### **§ 2 Quorum and Majorities**

The General Assembly can only decide on the dissolution when at least two thirds of the full members are present or represented at the meeting.

Dissolution can only be accepted by the General Meeting with a majority of two thirds of the members present or represented at the meeting.

After dissolution of the Association the operating net assets will be transferred to another organization with similar objectives as the objectives of the dissolved Association; this organization will be indicated by the General Assembly.

### **§3 Insufficient Quorum**

In the event of the General Assembly being inquorate, the Chairman can call for a new General Assembly. The second General Assembly can subsequently lawfully decide without reference to any quorum.

## **X Legal Representation**

EPSC is lawfully represented in all deeds by the chairman, who acts alone or by 2 Management Board members acting together.