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European Process Safety Centre IVZW  
Kunstlaan 56  
1000 Brussel  
Ond.nr. 0672.383.313

## **STATUTES**

(adopted by the General Assembly on 13.04.2021)

### **Name**

**Art. 1.** The name of the organization is the European Process Safety Centre, and the official abbreviation is EPSC.

### **Seat**

**Art. 2.** The headquarters of the association is located in the Brussels Capital Region. The Management Board is authorised to relocate the headquarters of the Association within Belgium in so far as the relocation does not obligate the association to change the language of the articles of association in accordance with the prevailing language legislation. Such a decision by the Management Board does not require a change to the articles of association unless the headquarters is relocated to a different Region, and in this latter case the Management Board is authorised to decide to change the articles of association.

If, as a result of the relocation of the headquarters, the language of the articles of association has to be changed, only the general meeting can make that decision with due regard for the requirements for a change to the articles of association.

The Management Board must ensure that any change to the headquarters is published in the appendices of the Belgian Official Gazette.

### **Aims and Objective**

**Art. 3.** The association aims to promote and to share process safety technical and managerial best practices in Europe.

To that end EPSC pursues the following activities:

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.

It is authorised to carry out commercial activities if they are in accordance with the aims specified in the first section and if the profit is used to achieve these aims. It can possess or acquire all moveable and immovable property which it needs in order to achieve its aims and can exercise all its ownership rights and other rights in rem.

Therefore it can carry out all useful legal operations and acts and inter alia conclude agreements, acquire staff, sign contracts, conclude insurance policies, and hire goods both at home and abroad.

It can obtain subsidies both from the government and from private institutions and take part in sponsorship.

## **Duration**

**Art. 4.** The association is formed for an indefinite period. It can be dissolved at any time.

## **Languages**

**Art. 5.** 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.

## **Members**

**Art. 6.** 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.

## *Categories*

**Art. 7.** 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 Meeting 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 Meeting and Minutes of Working Parties. Associates' representatives do not attend the General Meeting nor participate in EPSC Working Groups or Contact Groups unless specifically invited.

#### *Membership Approval and Fees*

**Art. 8.** 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.

#### *Termination of Membership*

**Art. 9.** Any member can resign from the association at any time provided that he or she notifies the association three months in advance, but he or she must first pay any due fees. The resignation should be addressed in writing to the Management Board. This written request can be sent by letter or by e-mail.

A member who refuses to pay the membership fee is deemed to have resigned. With this in mind, the Management Board shall urge non-paying members to pay the membership fee within the term stipulated by the management. After the expiry of this term, the member is automatically deemed to have resigned.

A member can only be excluded by a General Meeting of the association with a two thirds majority of the votes present or represented and after the member has been heard or at least properly called.

Membership ends automatically if the member passes away, is declared bankrupt or incapable, or is put under a provisional legal restraint.

### **The Management Board**

#### *Responsibilities*

**Art. 10.** 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.

#### *Composition*

**Art. 11.** The Management Board is composed of:

Elected Board members:

- (a) At least 3 and maximum 8 representatives elected by the General Meeting. 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 Operations Director

(c) 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.

#### *Quorum and Majorities*

**Art. 12.** 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.

#### *Election of Management Board Members*

**Art. 13.** 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 Meeting. The company must be a full member of EPSC. General Meeting 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.

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

**Art. 14.** 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.

#### *Discharge & Resignation*

**Art. 15.** The Management Board members can at all times be discharged by the General Meeting 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 Meeting.

### *Liability of the Members of the Management Board*

**Art. 16.** The members of the Management Board do not enter into any personal obligation regarding the commitments of the association. Their liability is limited to the completion of the assignment entrusted to them and to shortcomings in their administration.

### *Internal Rules*

**Art. 17.** The Management Board issues all internal rules which it deems necessary. The members are informed of the internal rules and any changes to them.

## **General Meeting**

### *Responsibilities*

**Art. 18.** The General Meeting is responsible for proposing, developing and reviewing the technical programme of EPSC. The Operations Director – in cooperation with the EPSC staff - is responsible for ensuring that the agreed programmes of work are carried out.

**Art. 19.** The General Meeting is composed of the members and is authorised for the provisions in the Company Code (WVV) and later legal amendments:

1. the amendment of the articles of association;
2. the appointment and dismissal of members of the Management Board;
3. the appointment and dismissal of auditors and the stipulation of their salary, if applicable;
4. the discharge of members of the Management Board and auditors;
5. the approval of the budget and the accounts;
6. the dissolution of the association;
7. the exclusion of a member;
8. the conversion of the association to a co-operative with a social purpose;
9. all powers which are assigned by the present articles of association.

**Art. 20.** Full Member representatives are entitled to nominate and elect which of the General Meeting 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.

### *Composition*

**Art. 21.** Each full member may nominate one representative to be a member of the General Meeting. 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 Meeting, 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 Meeting and participate as advisers in discussions on the programme of work. They do not have the right to vote.

**Art. 22.** The General Meeting meets under the chairmanship of the Chairman of the Management Board. The Chairman may invite guests to attend all or part of the General Meeting. All member organisations may put forward ideas for future work.

#### *Quorum and Majorities*

**Art. 23.** Except for reasons specified by these statutes, the General Meeting can only decide when at least a quarter of the full members is present or represented at the meeting. If the quorum required for the General Meeting is not achieved, the chairman can call a new General Meeting. The second General Meeting can then make decisions legitimately without the need for a quorum.

Every member can be represented by another member at the General Meeting 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.

#### *Call of the General Meeting*

**Art. 24.** The General Meeting shall meet at least once a year and this must take place within six months of the closure of the previous financial year. The General Meeting is always called on the initiative of the Management Board. All members must be summoned in writing at least fifteen days before the meeting. The written summons is sent by letter or by e-mail and includes the agenda.

#### *Minutes*

**Art. 25.** The decisions of the General Meeting 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.

### **Finance**

#### **Art. 26.** Budget and funds

##### (a) 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.

##### (b) 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.

##### (c) 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.

**Art. 27.** 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.

## **Budgets and Accounts**

**Art. 28.** The financial year of the association runs from 1 January to 31 December. At the end of each financial year, the Management Board closes the accounts of the past year and draws up the budget for the next year; these items are presented to the annual meeting for approval. The credit balance increases the assets of the association and cannot be paid out to the members as a dividend or otherwise. The accounts are kept in accordance with the Company Code and the relevant implementation decisions.

## **Amendment of the Statutes**

### *Proposal*

**Art. 29.** A proposal for amendment of the Statutes may be made to the General Meeting 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 Meeting.

### *Quorum and Majorities*

**Art. 30.** The General Meeting can only make decisions on changes to the articles of association if at least two thirds of the regular members are present or represented at the meeting. A change can only be accepted by a two thirds majority of the votes cast by members who are present or represented.

### *Quorum not achieved*

**Art. 31.** If two thirds of the members are not present or represented at the Annual Meeting, a second meeting must be called at least 15 days later. This General Meeting can make decisions legitimately, regardless of the number of members present or represented.

## **Dissolution and Liquidation**

### *Proposal*

**Art. 32.** The decision on a proposal to wind up EPSC rests with the General Meeting. 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 Meeting, at which the decision on the proposal for dissolution will be taken.

**Art. 33.** In the event of a voluntary dissolution, the General Meeting or, in the absence thereof, the court appoints at least one liquidator. It determines their authority and the manner of liquidation.

**Art. 34.** In the event of dissolution, the debts are paid off first and then the assets are transferred to the association, foundation, or establishment which pursues similar aims to those of this association; if there are various such associations, the General Meeting makes a choice or divides the assets at its discretion; if there are no such associations,

the assets are transferred to the association, foundation, or establishment with aims which equate most closely to the aims specified above.

#### *Quorum and Majorities*

**Art. 35.** The General Meeting can only make a decision on the dissolution of the association if at least two thirds of the regular members are present or represented at the meeting. The decision of the General Meeting to dissolve the association must be made with four fifths of the votes cast by the members who are present or represented.

#### *Quorum not achieved*

**Art. 36.** If two thirds of the members are not present or represented at the General Meeting, a second General Meeting must be called at least 15 days later. This General Meeting can make a decision legitimately, regardless of the number of members who are present or represented.

**Art. 37.** The procedures for a non-profit agency in dissolution or liquidation are regulated in Articles 2:109 to 2:149 of the Company Code.

#### **Legal Representation**

**Art. 38.** EPSC is lawfully represented in all deeds by the chairman, who acts alone or by 2 Management Board members acting together.