

# European Association of Thermology (EAT)

# Constitution

## Version Control

Version	Date	Comments	Author
1	1 October 2024	Created Adopted by founding Committee	P. Plassmann

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# Constitution of the Association

(the "Association")

## 1. Definitions

These definitions apply unless the context requires a different interpretation:

"Accounting Year" means the year beginning on 6<sup>th</sup> of April, the date to which the accounts of the Association will continue to be prepared.

"Committee" means the Board consisting of Officers and Members elected operate and manage the Association.

"Confidential Information" means all information about the Association, about Members, their personal contact information and businesses, and the Association's future plans and policies. It includes information about the Intellectual Property.

"Intellectual Property" means intellectual property of every sort, whether or not registered or registrable in any country, including intellectual property of all kinds coming into existence after today; and including, among others, patents, trademarks, unregistered marks, designs, copyrights, software, domain names, discoveries, creations and inventions.

"Member" means any person who has been admitted into the Membership of the Association.

"Membership" means Membership of the Association as set out in this document.

"Officer(s)" means the holder of any titled office of the Association.

## 2. Name of the Association

The name of the Association is European Association of Thermology (EAT)

## 3. Main objects

The objects of the Association are:

- 3.1. to encourage the exchange of ideas and experiences between national and international thermological associations;
- 3.2. to assist in improving scientific research in the area of thermology and related disciplines in basic research, technology, industry, medicine and biology;
- 3.3. to improve the respective understanding between practitioners of thermological techniques;
- 3.4. to disseminate scientific results in the area of thermology within Europe;
- 3.5. to initiate and support European research groups in the area of thermology;
- 3.6. to create and expand contacts with non-European associations of thermology;
- 3.7. organise a European Congress of Thermology every 3 years;
- 3.8. to function as a non-profit organisation. The Association is pursuing charitable aims only. Assets of the Association may only be used for the charitable aims defined in this constitution. No Member of the Association may receive financial benefits from profits made and may not receive any payment or payment in kind from the Association. When leaving the Association or in the event of the Association being closed down no claims towards the Association's charitable assets may be made by individual Members. Individuals must not receive favours for administrative activities or unreasonably high compensations.

## 4. Membership

- 4.1. The Association has ordinary, extraordinary, supporting and honorary Members.

- 4.1.1 Ordinary Members are those who contribute fully to the activities of the Association.
- 4.1.2 Extraordinary Members are those who support the Association and identify themselves with its aims but do not satisfy the criteria for ordinary Members.
- 4.1.3 Supporting Members are those who support the Association, especially by paying an increased Membership fee.
- 4.1.4 The status of honorary Member recognises special merits for the Association.
- 4.2. It is a condition of Membership that a Member shall at all times comply with the Constitution of the Association and promote the interests and objects of the Association.
- 4.3. A Member cannot transfer Membership to any other person.

## **5. Application procedure**

- 5.1. Ordinary Members can be
  - 5.1.1 any natural person holding an academic qualification and being a citizen of a European country.
  - 5.1.2 any legal person who has, as an association, the aim of promoting the area of thermology and has its headquarters in a European Country.
- 5.2. Extraordinary Members can be
  - 5.2.1 any natural person holding an academic qualification who is a citizen of a non-European country.
  - 5.2.2 any legal person who has, as an association, the aim of promoting the area of thermology and whose headquarters are outside the European Union.
  - 5.2.3 any natural or legal person who has deemed to be suitable by the Committee of the Association, even if they do not satisfy the criteria of sections 5.1 and 5.2.
- 5.3. The Committee of the Association decides on the admission of ordinary and extraordinary Members. Admission may be refused without giving

a reason. If an application for Membership has been refused, the applicant may appeal to the General Assembly of the Association.

- 5.4. The status of honorary Member is granted by the General Assembly following an application to or recommendation by the Committee.
- 5.5. Before the official constitution of the Association, preliminary Memberships are granted by the proponents. These Memberships are valid only after the constitution of the Association.
- 5.6. After the Committee makes final determination, the Secretary shall:
  - 5.6.1 notify the applicant in writing about the decision of the Committee; and
  - 5.6.2 if the Committee has approved the application, then, where applicable, the Secretary shall request the applicant to pay the subscription fee within 28 days of receiving the notification.
  - 5.6.3 After payment, where applicable, the Secretary shall enter the applicant's name in the register of Members whereupon the applicant becomes a Member of the Association.

## **6. Subscriptions**

- 6.1. Payment for Membership is for one year.
- 6.2. A Member's annual subscription shall be such as the Members determine at the General Assembly or from time to time. Current subscription prices are set out in the Schedule.
- 6.3. Subscriptions are due on March 1 in every year for the period of 12 months following that date.
- 6.4. On joining, a subscription is payable pro rata with a full year, for the period from the joining date to the next subscription date.

## **7. Termination of Membership**

- 7.1. Membership terminates by death (or in the case of legal persons by loss of civil status as a legal person), by voluntarily leaving the Association or by dismissal.
- 7.2. Memberships terminate on 30th October each year. The Committee must be informed in writing about the intention to terminate

Membership one month beforehand. If notice is delayed, termination of Membership is valid from the termination date of the following year onwards. The date of posting the written notice is defined as the date notice has been given.

- 7.3. The Committee may dismiss a Member if this Member has – after two written reminders and the granting of a reasonable period for settling – not paid the Membership fee due after six months.
- 7.4. The Committee may also dismiss Members because of gross neglect of Membership duties or because of dishonourable behaviour.
- 7.5. Removal of honorary Membership status may be agreed by the General Assembly for reasons listed in 7.4 following an application by the Committee.
- 7.6. The Committee has the power to suspend (for a period not exceeding twelve months) any Member who infringes any of these Rules or whose conduct, (in the Committee's opinion) is harmful to the good name of the Association, or renders him unfit for Membership.
- 7.7. No Member shall be suspended or dismissed unless the Committee gives the Member notice in writing and the Member fails to remedy the breach (if capable of remedy) within 30 days after being given notice.
- 7.8. Any notice given to a Member in breach shall be without prejudice to any other claim or action against the defaulting Member.
- 7.9. A suspended Member shall not be elected as an Officer nor be entitled to vote at any meeting.
- 7.10. If a Member chooses to resign or is suspended or dismissed in accordance with this paragraph, no part of his subscription shall be refundable.
- 7.11. Dismissal shall be permanent.

## **8. Confidentiality**

- 8.1. Each Member agrees and undertakes to:
  - 8.1.1 not remove from Association's premises or copy or allow anyone else to copy from any document, computer disk, tape or other tangible item which contains any Confidential Information except as may be necessary in the course of this Member's work for the Association;

8.1.2 in respect of any part of the Confidential Information of the Association, from today until the expiry of five years from the termination of Membership, keep it secret and not divulge or make it known to anyone nor use it for own benefit or benefit of any other person.

8.2. This paragraph does not apply to disclosure:

8.2.1 made with the consent of the Officers of the Association, under the authority of the Committee or by order of the court.

8.2.2 of information or knowledge which comes into the public domain otherwise than as a result of the Member's default.

8.2.3 as may be necessary in the course of the Member's work for the Association.

## 9. The Committee

9.1. The Committee is created from 6 Members: the President, Vice Presidents, Secretary, Treasurer and 2 other Committee Members.

9.2. Only ordinary and honorary Members may be Committee Members, nominate a Member (including themselves) and may vote to appoint a Committee Member.

9.3. To nominate a Committee Member, a Member shall write to the Secretary to give the name of the Member he nominates. The Member must do so at least 28 days before a General Assembly. The Committee shall present that nomination at the General Assembly.

9.4. The Members polling the highest number of votes a General Assembly shall be appointed as Committee Members. No Member shall vote for his own appointment.

9.5. The Committee is elected by the General Assembly. When a Member of the Committee retires, the Committee has the right to co-opt another eligible Member with retrospective approval by the following General Assembly. Should the Committee be unable to deal with this by cooption or is otherwise unable to act, the Financial Auditor must immediately convene an extraordinary General Assembly for the election of a new Committee. Should the Financial Auditor be unable to act or is not available, any ordinary Member who is aware of the situation has the duty to apply for a curator at a respective court of law. The curator then has to convene the General Assembly.



- 9.6. The Committee is elected for three years. Re-election is possible.
- 9.7. The Committee convenes at the initiative of the President. Should the president be unavailable meetings are initiated by the Vice President or, if unavailable, by any other Member of the Committee.
- 9.8. The Committee can make decisions if all Committee Members have been invited and at least half of them are present.
- 9.9. The Committee is chaired by the President, in his/her absence by the Vice President. Should the Vice President also be absent, the oldest Member of the Committee is asked to become chairperson.
- 9.10. The function of a Committee Member terminates by death, after the normal term of duty, by dismissal or resignation.
- 9.11. The General Assembly can dismiss the entire Committee or any of its Members at any time. The dismissal becomes valid after election of a new Committee or Committee Member respectively.
- 9.12. Committee Members can resign in writing at any time. The declaration of resignation is to be directed to the Committee, or in the case of the entire Committee resigning, to the General Assembly. Resignations are in force only after election or co-option of replacement(s).
- 9.13. The President is the Association's representative. Written statements of the Association are only valid with the President's signature, in financial matters the signature of the Treasurer. Legal relationships between Members of the Committee and the Financial Auditors have to be approved by the General Assembly.
- 9.14. Legal proxies to represent the Association in external affairs and signature rights may be given only by the officers mentioned in 9.13.
- 9.15. In emergency situations the President is entitled to act alone in matters usually confined to the General Assembly or the Committee; these actions must be endorsed by the respective organ of the Association retrospectively.
- 9.16. Tasks of the Members of the Committee
  - 9.16.1 The President presides over both the General Assembly and the Committee.

9.16.2 The Secretary supports the president in leading the Association.  
The Secretary keeps the minutes of the meetings of the General Assembly and the Committee.

9.16.3 The Treasurer is responsible for the financial matters of the Association.

9.17. Task of the Committee:

The Committee's tasks are those which this Constitution does not attribute to any other organ of the Association. Specifically these are:

9.17.1 production of the financial plan, the Committee report and the financial report;

9.17.2 preparation of the General Assembly;

9.17.3 call of the ordinary or extraordinary General Assembly;

9.17.4 administration and management of the Association's financial affairs and assets including opening and operating a bank account in the name of the Association;

9.17.5 admission and dismissal of Members;

9.17.6 filling any vacancy on the Committee from among Members until the next General Assembly;

9.17.7 appointing such sub-committees as they believe necessary. Any sub-committee so appointed shall be accountable to the Committee.

9.17.8 taking any action to promote the objects of the Association.

9.18. Quorum for Committee meetings

9.18.1 The quorum for Committee meetings may be fixed from time to time by a decision of the Committee, but it must never be fewer than 3, and unless otherwise fixed it is 3.

9.18.2 Committee decisions require a single majority. If the vote is split, the President's vote is decisive.

9.18.3 If the total number of Committee Members for the time being is less than the quorum required, the Committee must not take any decision other than a decision to adjourn the meeting.

## 10. Other Organs of the Association

### 10.1. The Financial Auditors

10.1.1 Two financial auditors are elected by the General Assembly for the duration of three years. Re-election is possible.

10.1.2 The financial auditors control the ongoing business of the Association and audit the financial report. They submit their report to the General Assembly.

10.1.3 The regulations governing the election, dismissal and resignation of other organs of the Association also apply to the financial auditors.

### 10.2. The Arbitration Council

10.2.1 The Arbitration Council is required in cases of disputes within Association Members.

10.2.2 Three ordinary Members are required to form the Arbitration Council. It is constituted as follows: one of the disputing parties nominates its Council representative to the Committee. The Committee then invites the other disputing party to nominate their representative within 14 days. After informing the Committee of their nomination within 7 days the two arbiters are required to elect another ordinary Member as the third arbiter and president of the Arbitration Council within a further 14 days. If the vote for the third arbiter is split a simple lottery decision is made.

10.2.3 When all Members of the Arbitration Council are present a decision is made by single majority vote. The Council makes its decision based on best knowledge and conscience. In interassociation matters the Council's decisions are final.

## 11. The General Assembly

11.1. Ordinary General Assemblies convene every three years.

11.2. Extraordinary General Assemblies convene within four weeks following a decision by the Committee, by an ordinary General Assembly, on demand by the Financial Auditors or following a written warranted application by at least one tenth but never less than 10 of all Members' voting rights.

- 11.3. To both ordinary and extraordinary General Assemblies all Members are required to receive a written invitation by the Committee at least two weeks beforehand. An agenda must be included.
- 11.4. Applications to the General Assembly must reach the Committee in writing at least 3 days beforehand.
- 11.5. Decisions, with the exception of decisions to convene an extraordinary General Assembly, can only be made to items included in the agenda.
- 11.6. All Members have the right to attend General Assemblies. Only ordinary, honorary and all Committee Members have voting rights. Every Member has one vote. Legal persons are represented by a person with procura. Ordinary Members with the status of a thermological association located in a European country have also only one vote. Voting rights may be transferred to another Member by means of a written proxy. No Member present may represent more than 5 of such proxy votes.
- 11.7. The General Assembly is chaired by the President of the Committee, in his/her absence by the Vice President. Should the Vice President also be absent, the oldest Member of the Committee is given the responsibility of chairperson of the Assembly.
- 11.8. Quorum of a General Assembly
- 11.8.1 The General Assembly is entitled to make decisions if at least half of all Members with voting rights are present. If this situation cannot be met, then the General Assembly is entitled to make decisions to the same agenda, but after a period of 30 minutes has elapsed.
- 11.8.2 In the event of equality of votes for and against a matter, the President shall have a casting vote.
- 11.8.3 Elections and decisions of the General Assembly generally require a simple majority.
- 11.8.4 A decision of the Committee on any of the following matters must be ratified by a vote of at least  $\frac{2}{3}$  of the Members present in the General Assembly to:
- 11.8.4.1 change the Rules of the Association;
- 11.8.4.2 change the Constitution of the Association;
- 11.8.4.3 dissolve the Association.

## 11.9. Tasks of the General Assembly

11.9.1 receiving and accepting reports and financial reports;

11.9.2 accepting the financial plan;

11.9.3 election, approval and dismissal of Members of the Committee, the Council of National Representatives and the Financial Auditors, agreement to legal relationships between Members of the Committee and the Financial Auditors;

11.9.4 discharging of any Committee Members;

11.9.5 setting the Membership fees for ordinary and extraordinary Members;

11.9.6 granting and removing honorary Memberships;

11.9.7 making decisions on appeals against dismissals and changes in Membership status;

11.9.8 making decisions on changes in statutes and termination of the Association;

11.9.9 consultation and decision on any other items on the agenda.

## 12. Finance

12.1. The Accounting Year of the Association shall be from 6th April of each year.

12.2. The Association shall open a bank account in the name of the Association.

12.3. All Membership fees and other money received shall be deposited in the Association bank account.

12.4. Withdrawals from the Association's bank account shall only be made by the President or the Treasurer, or by such other Officers as may be authorised by the Committee.

12.5. The Treasurer shall keep proper accounts of the Association.

12.6. The Financial Auditors elected by the General Assembly shall audit the accounts of the Association before each ordinary General Assembly.

Persons providing other accounting services to the Association shall be disqualified as auditors.

## **13. Dissolution**

- 13.1. A decision for the voluntary termination of the Association can only be made by an extraordinary General Assembly specifically called for this reason. A 2/3 majority is required.
- 13.2. This extraordinary General Assembly must also decide over the liquidation of any remaining funds. A liquidator will be selected and a decision will be made with respect to the beneficiaries of funds remaining after settlement of any outstanding claims or debts.
- 13.3. After termination of the Association or after the loss of charitable status any remaining funds are to be used in for Charitable Purposes as defined by the United Kingdom Charities Act of 2011.
- 13.4. The last President of the Association is required to inform the respective authorities of the voluntary termination of the Association within 4 weeks. Where applicable, the president must also publish the voluntary termination in the respective official publication.

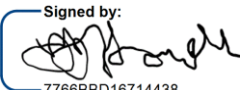

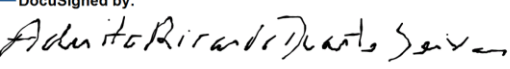
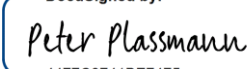
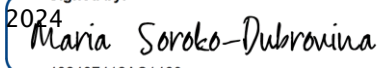

## **14. Rights and Duties of Members**

- 14.1. Members are entitled to participate in all events of the Association and to use the facilities of the Association. Only ordinary and honorary Members have active and passive voting rights in the General Assembly (see 11.6).
- 14.2. It is the duty of all Members to support the activities of the Association as much as possible and to refrain from any activities that may be detrimental to the aims and standing of the Association. Members are required to observe the Statutes and the decisions of the Organs of the Association. Members are required to pay their fees in time and to the full amount as set by the General Assembly.
- 14.3. Honorary Members pay no Membership fees. Ordinary Members and Extraordinary Members with the status of an association of thermology pay one Membership fee.
- 14.4. All ordinary Members have an active voting right. Ordinary Members with the status of an association of thermology located in a European country or country outside of Europe have also only one voting right

which is administered by a designated delegate of the Member association.

- 14.5. All natural persons who are ordinary Members or Members of the Committee have a passive voting right.
- 14.6. Members have the right to be informed by the Committee of the Association at the General Assembly about the activities and financial affairs of the Association. Should one tenth but never less than 10 of all Members demand such information and give reasons why this should be the case, the Committee has to supply the information demanded to those Members within 4 weeks.
- 14.7. Ordinary and extraordinary Memberships may be suspended for a period of up to three years by the Committee following a Member's warranted application. No fees are due while Membership is suspended.

The Constitution set out in this document is adopted by the Committee:

<b>Name of Officer</b>	<b>Officer Function</b>	<b>Date</b>	<b>Signature</b>
<b>Dr. Kevin Howell</b>	President	01 October 2024	Signed by:  4 7766BBD16714438...
<b>Prof. Manuel Sillero-Quintana</b>	Vice-President	01 October 2024	Signed by:  4 821FBB3380B64CA...
<b>Adérito Ricardo Duarte Seixas</b>	Secretary	02 October 2024	DocuSigned by:  4 AD77DC25B22A436...
<b>Dr. Peter Plassmann</b>	Treasurer	01 October 2024	DocuSigned by:  4 4477C8741BE7475...
<b>Dr. Maria Soroko-Dubrovina</b>	Committee Member	01 października 2024	Signed by:  4 482487412AC1460...
<b>Prof. Jose Priego-Quesada</b>	Committee Member	01 de octubre 2024	Firmado por:  4 65F7B1CF6FE048A...



## Schedule 1: Annual Subscription Fees

This Schedule can be changed in a General Assembly with a simple majority.

The annual Membership Fee is **50 Euros** (or the equivalent in other currencies at the time of payment).

<b>Membership Type</b>	<b>Annual Subscription Fee</b>
Ordinary	100% Membership Fee
Extraordinary	100% Membership Fee
Supporting	As set by the Committee from time to time
Honorary	No Fee
Suspended	No Fee