

ERCOFTAC

**EUROPEAN RESEARCH COMMUNITY ON FLOW, TURBULENCE AND
COMBUSTION**

AMENDED BY-LAWS

September 2023

**EUROPEAN RESEARCH COMMUNITY ON FLOW, TURBULENCE AND
COMBUSTION (ERCOFTAC)**

ARTICLES OF ASSOCIATION

ASSOCIATION, NAME, SEAT AND DURATION

Article 1. Association

- 1.1. The Association is an international non-profit association governed by the provisions of the Belgian Code of Companies and Associations of 23 March 2019, published in the Belgian Official Gazette of 4 April 2019 (hereinafter "BCCA").
- 1.2. In all deeds, invoices, announcements, letters, orders, websites and other documents, whether or not in electronic form, emanating from the Association, the Association must state the following details: 1°) name of the association, 2°) legal form, in full or in abbreviated form, 3°) full address of the registered office, 4°) company number, 5°) mention of the "register of legal persons" and the competent court according to the registered office, 6°) if applicable, the e-mail address and the website of the association and 7°) if applicable, the fact that the Association is being wound up.

Article 2. Name

The Association is named: EUROPEAN RESEARCH COMMUNITY ON FLOW, TURBULENCE AND COMBUSTION, abbreviated "ERCOFTAC" (hereinafter referred to as the Association).

Article 3. Registered office

- 3.1. The registered office of the Association is established in the Brussels Capital Region, Belgium
- 3.2. The registered office can be transferred to any place in Belgium by ordinary decision of the Board to the extent that such transfer does not require a change in the language of the by-laws in accordance with the applicable language legislation.

Article 4. Duration

The Association is founded for indefinite time.

DISINTERESTED PURPOSE OF THE ASSOCIATION

Article 5. Disinterested purpose

- 5.1. To promote joint efforts of European Research Institutes and Industries which are active in the fields of Fluid Flow, Turbulence and Combustion, with the object of:
 - exchanging technical and scientific information concerning basic and applied research;
 - developing, validation and maintenance of numerical codes and data bases;
 - promoting industrial application of research by stimulating collaboration between industry, governments, professional societies and research groups;
 - stimulating the creation of advanced training activities in all the fields related to flow, turbulence and combustion.

- 5.2. To promote European Centers (involving super computers, data base organisation, research institutes and experimental facilities) and networks for the advancement of flow, turbulence and combustion.

- 5.3. To promote the establishment of a **Central Administration & Development Office (CADO)**. To promote Centers, hereafter called ERCOFTAC Pilot Centers, in several countries, and further abroad as the Association develops, to act as regional centers for collaboration, stimulation and application of research.

OBJECT (ACTIVITIES) OF THE ASSOCIATION

Article 6. Object

- 6.1. Among the concrete activities through which the Association's purposes will be achieved are:
 - to discuss and organise the work of the Knowledge Network Committee (KNC) and the Scientific Program Committee (SPC) which are appointed by the General Assembly;
 - to discuss and organise the activities of the ERCOFTAC Pilot Centers and Special Interest Groups;
 - to discuss and organise the work of the Central Administration & Development Office (CADO).
 - to inform the public, the research community and industry about the aims and activities of the Association.
 - to establish and promote contacts with the international community in the field of Flow, Turbulence and Combustion;
 - to advise governments and the European Union on research priorities and the strengthening and establishing at European Research Centers on Flow, Turbulence and Combustion;
 - to stimulate, through the creation of Special Interest Groups, well-coordinated worldwide research efforts on specific topics in Flow, Turbulence and Combustion.

- 6.2. In addition, the Association can engage in all activities that directly or indirectly contribute to the realisation of the aforementioned disinterested purpose of international benefit, including incidental commercial activities, the proceeds of which will be allocated to the realisation of the disinterested purposes.

MEMBERSHIP OF THE ASSOCIATION

Article 7. Categories of Members

The members of the Association are:

- a) Voting members;
- b) Associate institutional members;
- c) Associate personal members
- d) Honorary Members and Honorary Presidents.

Hereinafter collectively referred to as the "members".

Article 8. Membership

8.1. Voting membership is available to:

- research entities in academic or governmental organizations, hereafter the research members; and
- industrial corporations, hereafter the industrial members;

located in the EU and certain other countries determined by the Executive Board, hereafter called the Board; and engaged in activities involving research on Flow, Turbulence and Combustion. Voting members who represent the entity or corporation are obliged to give evidence of their authorizations to act in the name of the corresponding organization or corporation.

There shall be separate voting registers for research entities and industry. Each member must choose the register on which it wishes to enrol. This preference will be reviewed by the Board. If the Board rejects the preference, the member will have the right of appeal to the Assembly that should have the final decision.

Separate membership fees for research entities and industrial corporations will be defined by the Board.

8.2. Associate institutional membership is available, without voting rights, to

- research entities in academic, governmental or industrial organizations
- industrial corporations

that are engaged in activities involving research on Flow, Turbulence and Combustion. Associated Institutional membership will be granted by the General Assembly, on proposition of the Board, for an initial period of two years. This period can be extended by the Board upon acceptance of an activity report. A separate membership fee will be defined by the Board.

- 8.3. Associate personal membership is available, without voting rights, to individual persons engaged in research on Flow, Turbulence and Combustion that can demonstrate activities to further the objectives of the Association. Associated Personal membership will be granted by the chairman of the Board, hereafter called the Chairman, for an initial period of two years. This period can be extended by the Board. A separate membership fee will be defined by the Board.
- 8.4. The title of honorary Member or honorary President may be granted by the General Assembly to individual persons who have rendered outstanding services to the Association. Honorary Presidents take *juris et de jure* part in the General Assembly and Board meetings without voting rights nor obligation to pay a membership fee.

Article 9. Accession

Candidate members must apply in writing to the registered office of the Association. The Chairman then accepts or refuses the application in writing on behalf of the approving body. The membership begins the moment payment of the membership fee is received.

Article 10. Exclusion and resignation

- 10.1. Members can be excluded from membership by decision of the General Assembly on the prior advice of the Board on the following grounds:
1. non-payment of membership fee
 2. actions that contravene the Purpose or the by-laws of the Association.
- 10.2. The proposal of exclusion of membership will be explicitly mentioned on the agenda of the General Assembly. A member, whose exclusion is being considered, will be formally notified two months prior to any action and will be given the opportunity to give a written defence. The decision of exclusion shall be adopted by a two third's majority of the votes cast by the voting members present at the General Assembly.
- 10.3. The members of the Association can resign by sending a written notification by e-mail and/or ordinary letter to the Chairman. Any member ceasing to be a member of the Association will have no claim on its membership fee.

GENERAL ASSEMBLY

Article 11. Composition

The General Assembly is composed of the voting members, each represented by a representative. All other members (= members without voting rights) may also attend the General Assembly without voting rights.

Article 12. Powers

12.1. The General Assembly is fully competent to carry out the purpose and objectives of the Association.

12.2. The following powers are exclusively reserved to the General Assembly:

1. The General Assembly will set up a Scientific Program Committee, which will recommend the research goals of ERCOFTAC and propose special activities. It also will set up a Knowledge Network Committee that will advise on matters of industrial importance and may also propose special activities.
2. At the General Assembly the Board will present the annual accounts and annual report of the Association. The General Assembly will discuss and approve the annual accounts, will vote on the next year's budget,
3. The General Assembly will decide about the exclusion of a member.
4. The General Assembly will appoint the Board members.
5. The General Assembly will appoint the ERCOFTAC Council members.
6. Appointment, dismissal and release from liability of the statutory auditors and determination of their remuneration.
7. Approval and amendments to the by-laws, as drawn up by the Board.
8. Approval and amendments to the internal working rules, as drawn up by the Board.
9. Dissolution and liquidation of the Association.

Article 13. Meeting and notices

13.1. The General Assembly must be convened by the Chairman of the Board and will be presided over by him or her. The agenda of the General Assembly is drawn up by the Chairman of the Board. It may be held at any place specified in the notice convening the meeting.

13.2. The notice calling the meeting indicates the place, date, hour and agenda of the meeting and is sent by e-mail at least 30 calendar days prior to the date of the meeting.

13.3. The General Assembly can also be convened by the Board, ERCOFTAC Council or when a call for a meeting is presented to the Chairman by no less than 1/5 of the voting members.

13.4. Any member with voting rights may be represented by another member with voting rights, provided written authorization has been given. No member qualified to vote may have more than three proxy votes.

Article 14. Proceedings, quorums and votes

14.1. Except in extraordinary circumstances, as stated in the by-laws, a resolution shall be adopted by simple majority of the votes cast by those members with voting rights who are present or represented.

14.2. A resolution adopted by the General Assembly will be valid if and only if at least the lower of (i) five or (ii) one third of the members are present or represented.

14.3. If the quorum is not reached a second General Assembly will be convened with the same agenda which can decide validly, independently of the number of voting members present or represented.

14.4. No resolution can be adopted concerning an item that was not included in the agenda.

14.5. Resolutions of the General Assembly shall be recorded in a register signed by the Chairman and kept at the seat of the Association, who will make it available to the members. All members of the Association shall be notified of the result.

14.6. The voting members may unanimously adopt in writing all decisions that fall within the competence of the General Assembly, except for an amendment to the by-laws. When deciding by unanimous written decision, the formalities of convening a meeting need not be fulfilled. The members of the Board and, where applicable, the statutory auditor, can take note of such resolutions at their request.

14.7. Meetings of the General Assembly may also validly take place via video or teleconference using an electronic means of communication provided by the Association. All voting members except those belonging to the Bureau may participate in the General Assembly by this electronic means.

The means of communication provided must at least enable the participants to:

- verify the capacity and identity of the other participants;
- take note directly, simultaneously and continuously of the proceedings at the meeting;
- exercise their voting rights with respect to all items on which the General Assembly is required to pronounce;
- participate in the deliberations and ask questions.

The notice of the General Assembly shall include a clear and precise description of the procedures relating to remote participation. The Bureau is composed by the Chairman and each person appointed by the latter.

Regarding compliance with the conditions regarding attendance and majority, voting members participating in the General Assembly in this manner shall be deemed present at the place where the General Assembly is held.

ERCOFTAC COUNCIL

Article 15. Powers, Composition and Meetings

- 15.1. The ERCOFTAC Council, hereinafter the Council, is competent for the powers provided for in these by-laws.
- 15.2. The Council is composed of a minimum of 10 members and will be chaired by the Chairman of ERCOFTAC.
- 15.3. The Council shall be composed of elected representatives of voting members. All Pilot Centres may nominate two members to the General Assembly for election. The representatives approved by the General Assembly are hereafter referred to as Council members. The Chairmen and Deputy Chairmen of ERCOFTAC, the Scientific Program Committee and the Knowledge Network Committee and the Treasurer and Deputy Treasurer are ex-officio members of the Council. The Board may propose up to five additional Council members to the General Assembly.
- 15.4. The Council members are appointed by the General Assembly on the following conditions:
- Each Council member shall be elected for a 2 year term and is eligible for re-appointment.
 - They are serving in a personal capacity only. Each year up to half the Council may be changed. This applies only to Council members who have completed two years service.
 - In case of a vacancy, the Council will nominate a temporary substitute. The next General Assembly will elect a permanent replacement. A Council member's two year term shall begin from the date of election by the General Assembly.
 - The position of a Council member is unsalaried.
- 15.5. The role of the Council is to approve reports, the annual budget and accounts of the Board prior to presentation to the General Assembly and to find suitable candidates to serve on the Board. Only the Council can propose candidates for the Board to the Assembly for election.
- 15.6. The Council will convene at least once a year ahead of any General Assembly. The meeting must be convened by the Chairman of the Board and will be presided over by him or her. The agenda of the Council is drawn up by the Chairman. The meeting may be held at any place specified in the notice convening the meeting. Any resolutions of the Council will be adopted by simple majority of the Council members present or represented. The Chairman will hold the casting vote in the event of a tied vote.
- 15.7. A decision of the Council is valid if a minimum of 5 members is present or represented. A Council member may be represented by another Council member. No Council member may have more than one proxy vote.

EXECUTIVE BOARD

Article 16. Powers and composition

- 16.1. The Association shall be managed by a governing body, called the Executive Board, abbreviated “the Board”.
- 16.2. The Board is vested with all powers necessary for the administration and management, except for the powers granted to the General Assembly and the ERCOFTAC Council.
- 16.3. The members of the Board are appointed by the General Assembly. With the exception of the **Central Administration and Development Office** Manager who will serve for the term of his/her contract, the members of the Executive Board are appointed in their position for a duration of two years, and are eligible for re- appointment. The Chairman, SPC Chairman and KNC Chairman can be re-elected twice.
- 16.4. In case of a vacancy the Board will nominate a temporary substitute. The next General Assembly will elect a permanent replacement. A Board member's two-year term shall begin from the date of election by the General Assembly.
- 16.5. The position of a Board member is unsalaried.
- 16.6. The General Assembly elects on proposal by the ERCOFTAC Council:
- Chairman;
 - The "first" Deputy Chairman;
 - The "second" Deputy Chairman;
 - Treasurer;
 - Deputy Treasurer;
 - Scientific Programme Committee Chairman (“SPC Chairman”);
 - Two Deputy Scientific Programme Committee Chairmen;
 - Knowledge Network Committee Chairman (“KNC Chairman”);
 - Two Deputy Knowledge Network Committee Chairmen.
- 16.7. The "first" Deputy Chairman is elected with the specific expectation that he or she would normally become the next Chairman of ERCOFTAC and hence is regarded as the "Chairman-elect".

Article 17. Meetings and notices

- 17.1. The Board will convene at least once a year. Its resolutions will be adopted by simple majority of the Board members present or represented. The Chairman will hold the casting vote in the event of a tied vote. A decision of the Board is valid if a minimum of 5 members is present. No Board member may have more than one proxy vote.

- 17.2. The Chairman is obliged to convene an Extraordinary Board Meeting if requested in writing by 5 voting Board members. If this Extraordinary Meeting has not been convened within four weeks after the written request, the five members themselves will convene a meeting, and notice of this Extraordinary Meeting will be sent to every Board member.
- 17.3. The resolutions of the Board will be recorded in a register signed by the Chairman and kept at the seat of the Association, who will make it available to the members of the Association.

Article 18. Liability of the members of the Executive Board

- 18.1. The Board members are not personally liable for the obligations of the Association.
- 18.2. Towards the Association and towards third parties, their liability shall be limited to the fulfilment of the assignment given to them in accordance with civil law, the provisions of the law and the by-laws.
- 18.3. Board members shall be liable only for decisions, acts or behaviour manifestly outside the range within which normally prudent and careful directors, placed in the same circumstances, could reasonably differ.
- 18.4. Board members shall only be liable for the faults personally attributable to them as directors in their (daily) management duties and this in accordance with the conditions stipulated in Article 2:56 et seq BCCA. This liability is joint and several unless the directors had no part in the error and have reported the alleged error to all other members of the Executive Board. This report as well as the discussion to which it gives rise shall be recorded in the minutes.

Article 19. Publication requirements

- 19.1. The nomination of the members of the Board and of the persons authorized to represent the Association and the termination of their function are made public by means of deposit in the organization's file at the registry of the Enterprise Court, and by means of an extract of which is to be published in the Belgian State Gazette. From these documents it should in any case be clear whether the persons that represent the Association in matters of daily management, bind the Association either each separately, collectively, or as a board as well as the scope of their powers.

Article 20. Representation

- 20.1. The Board can delegate the power to represent the Association for daily management to the Chairman, or a Board member, or an employee.
- 20.2. All acts binding on the Association, unless special powers of attorney are granted, shall be signed by the Chairman or the Treasurer who will not be obliged to prove their power of attorney to third parties.

- 20.3. All legal actions, whether the Association acts as plaintiff or a defendant, shall be taken, initiated or proceeded with by the Board, represented by its Chairman or a Board member appointed for that purpose.
- 20.4. The Executive Board can designate authorized agents of the Association, acting by proxy. Only exceptional and limited powers for a specific or a series of specific legal actions are permitted. The authorized agents bind the Association within the scope of their mandate, the limitations of which bind third parties in accordance with the rules of agency.

FINANCING AND ANNUAL ACCOUNTS

Article 21. Control by an auditor

- 21.1. In the event that the Association meets the thresholds set out in article 3:47, §6 jo. 1:24 of the BCCA, the General Assembly shall appoint one or more statutory auditors in charge of auditing the financial situation, the annual accounts and the regularity of the transactions to be reflected in the annual accounts of the Association in light of the law and these by-laws.
- 21.2. This statutory auditor is nominated by the General Assembly out of the members of the Institution for Statutory Auditors for a period of 3 years. The General Assembly determines the fees of the statutory auditor.

Article 22. Financing

- 22.1. The Association will be financed by membership fees, by way of grants, subsidies, allowances, gifts, contributions, donations, legacies and other provisions made in last wills and testaments, given for the general purposes of the organisation as well as for the support of a specific project.
- 22.2. The Association can also collect funding by any other means that are not in violation with the legal requirements.

Article 23. Accountancy

- 23.1. The financial year begins on January 1st and ends on December 31.
- 23.2. The Board shall each year present the annual accounts of the financial year and the budget for the next financial year to the ERCOFTAC Council for approval who then presents these to the General Assembly for final approval.

AMENDMENTS OF THE BY-LAWS AND DISSOLUTION

Article 24. Amendments of the by-laws and dissolution

- 24.1. Any voting member can present to the Executive Board a proposal to amend the by-laws or to dissolve the Association. Each proposal that has as its purpose the amendments of the by-laws or the dissolution of the Association shall be considered by the Executive Board and communicated to the General Assembly.
- 24.2. If the Executive Board wishes this proposal to be discussed by the General Assembly it shall give the members at least three months notice of its intention.
- 24.3. A decision relating the amendment of the by-laws or the dissolution of the Association is adopted by the General Assembly if and only if at least the 2/3 of the voting members are present or represented and if passed by a 2/3 majority of the members present or represented.
- 24.4. If the quorum is not reached a second General Assembly with the same agenda can be convened which can decide validly by a 2/3 majority of the present or represented voting members, regardless of the number of voting members present or represented.
- 24.5. According to Article 2:5, §4 of the BCCA:
- Modifications to the by-laws relating to the statutory purpose or the activities by which such purpose is pursued must be approved by Royal Decree;
 - Modifications to the by-laws relating to the powers and functioning of the General Assembly must be recorded in a notarial deed; and
 - Modifications to the by-laws relating to the conditions for modifications of the by-laws or dissolution or allocation of the assets must be recorded in a notarial deed.
- 24.6. In the event that the proposal for dissolution is approved, the General Assembly shall appoint one or more liquidator(s) whose assignment it shall define.
- 24.7. All decisions concerning the dissolution, the conditions of liquidation, the appointment and termination of office of the liquidators, the closing of the liquidation and the appropriation of the assets shall be filed with the clerk's office and published in the Annexes to the Belgian Official Gazette in accordance with the provisions of Articles 2:7, 2:13 and 2:136 of the CCA and the implementing decrees.

GENERAL CLAUSE

Article 25.

Everything that is not foreseen by the by-laws and all the publications to be made in the "Annexes au Moniteur Belge" (in Bijlagen Belgisch Staatsblad), will be carried out according to the legal provisions of the law.

Article 26.

The General Assembly can adopt internal working rules on proposal of the Board.