



BYLAWS OF EUROPEAN POWDER METALLURGY ASSOCIATION (EPMA)

1. NAME, REGISTERED OFFICE

- 1.1 An international association is hereby constituted under the name of EUROPEAN POWDER METALLURGY ASSOCIATION (EPMA). The Association shall be governed by the Belgian Law of 25 October 1919, as amended by the Law of 6 December 1954.
- 1.2 The registered office of the Association shall be at Avenue Louise 251, Bte 14, 1050 Bruxelles, Belgium. It may be transferred to any other address in the City of Brussels by decision of the Executive Board; any such decision will be published in the Annexes of the Moniteur Belge.
- 1.3 By virtue of the formation of EPMA, the European Powder Metallurgy Federation is dissolved.

2. OBJECTIVES

- 2.1 The underlying objective of EPMA is to contribute to the well-being and development of the European powder metallurgy industry. The Association has no financial objective.
- 2.2 EPMA shall employ all appropriate means and media to increase the awareness of the powder forming route and thereby to enhance the acceptability and desirability of components so produced.
- 2.3 EPMA shall encourage the continuation and development of the sound scientific and technological foundation on which the industry in Europe is founded.
- 2.4 EPMA shall authorise and support events in the four-yearly 'PM in Europe' series of conferences.
- 2.5 EPMA shall act as spokesman for the European PM effort to the CEC and the equivalent bodies in other regions of the world.
- 2.6 EPMA shall encourage European uniformity, cooperation, and initiatives, in such areas as standardisation and test procedures, especially within the context of the increasing unity among EC countries.
- 2.7 EPMA shall act as a central channel for proposals on European co-operation in research and development.
- 2.8 In fulfilling its objectives, EPMA shall, in particular:
 - 2.8.1 Encourage and initiate educational activities through such methods as the promotion of PM education in routine curricula, the initiation or organisation of short courses, the sponsorship of industrial lectures.
 - 2.8.2 Organise seminars for management
 - 2.8.3 Arrange for the gathering, assembly, and distribution to qualifying members, of regular statistical information with due anonymity with regard to source
 - 2.8.4 Arrange for the publication of a regular newsletter
 - 2.8.5 Form working parties, as required, to further specific objectives.

3. SCOPE

- 3.1 The definition of 'Europe' for purposes of full voting membership is:

Albania	Eire	Liechtenstein	Slovak Republic
Armenia	Estonia	Lithuania	Slovenia
Austria	Finland	Luxembourg	Spain
Azerbaijan	France	Macedonia	Sweden
Belarus	Germany	Moldova	Switzerland
Belgium	Georgia	Netherlands	Turkey
Bulgaria	Greece	Norway	Ukraine
Bosnia-Herzegovina	Hungary	Poland	United Kingdom
Croatia	Iceland	Portugal	Yugoslavia (new)
Czech Republic	Italy	Romania	
Denmark	Latvia	Russia	

Other countries may be added upon decision of the General Assembly.

- 3.2 EPMA covers the following types of activity:
- 3.2.1 Metal powder production
 - 3.2.2 PM based parts production, including new technologies
 - 3.2.3 Refractory metals production and processing
 - 3.2.4 PM semi-finished products production and processing including new technologies
 - 3.2.5 Cemented carbides production
 - 3.2.6 Diamond tools
 - 3.2.7 Magnets
 - 3.2.8 Plant and equipment supply to the PM industry
 - 3.2.9 PM applications (users)

4. MEMBERSHIP, ADMISSION, RESIGNATION, EXPULSION

- 4.1 The Founding Members of the Association are the European companies, engaged in the production and processing of metal powders and products thereof, or in related activities, including equipment supply and the application of such powders and powder products, and responding positively to the invitation to found the Association, as listed in appendix A. Additional applications from other companies in Europe similarly engaged shall be considered by the Council of the Association or by a Membership Committee of Council and shall be decided upon by simple majority. Any other application for membership shall also be considered by the Council or by the Membership Committee of Council, and shall be decided by simple majority.
- 4.2 There shall be six classes of Member:
- 4.2.1 Full Member: A European company engaged in powder metallurgy as defined in Article 3 (3.1 and 3.2)
 - 4.2.2 Associate Member: A relevant European company with an interest in powder metallurgy, but not active in the field as defined in Article 3.2; or a subsidiary of a Full Member Company; or a non-European company active in powder metallurgy as defined in Article 3.2; or a university department; or a not-for-profit research and development organisation; or a scientific institution or society.
 - 4.2.3 Affiliate Member: A subsidiary of a Full Member holding company; or a consultant or consultancy with a specific interest in powder metallurgy.
 - 4.2.4 Personal Member: An individual with clear professional interest in the objects of the Association.
 - 4.2.5 Junior Member: An individual under 30 years of age with clear professional interest in the objects of the Association.
 - 4.2.6 Honorary Member: An individual appointed by the Council
- Membership application may not be made by trade associations.
Only Full Members may vote.
- 4.3 Members may resign by giving written notice to the Secretary but may not claim reimbursement of any subscriptions or other moneys paid. Members whose subscriptions remain unpaid three calendar months after the due date can be excluded from the Association upon decision by the Council.
- 4.4 Members may be expelled from membership by the General Assembly upon the recommendation of the Membership Committee mentioned in Article 4 and by a majority vote of 2/3 upon that recommendation.

5. GOVERNING BODIES

- 5.1 The policy-making body is the General Assembly which is composed of authorised representatives of all members of the Association (one representative per member).
- 5.2 The General Assembly delegates the responsibility for implementation of policies and decisions to the Council.
- 5.3 The Executive Board acts, as required, in the name of and on behalf of the Council

6. GENERAL ASSEMBLY

The General Assembly has the power and responsibility to:

- 6.1 Decide upon proposed changes in the Constitution.
- 6.2 Endorse the appointments of the President, Vice-Presidents and Honorary Treasurer and decide upon their terms of office.
- 6.3 Appoint members of Council

6.4 Decide general policy. Policies and programmes shall be known as those of the 'First General Assembly', the 'Second General Assembly', etc.

The General Assembly shall be convened, giving 30 days notice in writing, at least once every year, the precise date and place being determined by the President or, failing him, a Vice-President; the interval between any two General Assemblies shall not exceed 15 months.

Where resolutions are put to the vote, such resolutions shall be published to full members at least fourteen days before the Assembly; postal voting is permitted, as is proxy voting, always provided that only one vote per voting Member is cast.

Since postal and proxy voting are permitted, a General Assembly is quorate when the President (or this authorised deputy), the Secretary (or his authorised deputy), and two voting members other than the President or his deputy are present. The results of the vote on any resolution shall be communicated by post to all members immediately after the General Assembly.

Decisions shall be reached by simple majority of the votes cast at the meeting or received before the start of the meeting; the chairman may exercise a deciding vote in the event of a tie; except that changes to the Bylaws or changes to the Articles of Association shall only be made where two thirds of the votes cast are in favour; further, no item may be put to the vote or otherwise decided upon which has not been included in the agenda as set out in the calling notice for the Assembly. Any member may at any time propose items for inclusion on the agenda of any General Assembly, provided that such proposal is notified in writing at least twenty days before the date of the meeting.

Extraordinary General Assemblies may be called upon the request in writing to the Secretary by at least half the voting members of the Association, naming the issue(s) which the meeting is to address.

7. COUNCIL

7.1 The Council shall consist of sixteen representatives of the voting members.

Sector

Metal powders	1 member
PM based parts	1 member
Hard Materials/Refractory metals	1 member
PM semis	1 member
Plant & equipment	1 member
Metal Injection Moulding	1 member
Applications	1 member
Plus 9 other members	

No single country shall have more than seven seats in total. No single company or group of companies shall have all the seats in one sector where the number of seats is greater than one or have more than two seats in total. In the event of a vacancy arising, Council may co-opt a member or members to fill the vacancies until the next elections fall due. The council may choose to increase the number of seats in proportion to increases in the membership of EPMA.

7.2 The Council shall meet normally at least once annually.

The Council has the responsibility of implementing the decisions of the General Assembly and of appointing the Secretary and deciding upon his terms and conditions of employment and upon his remuneration.

The Council may be invited to arrive at decisions by mail between one meeting and the next.

The Council is quorate under the same conditions as those that apply to the General Assembly (Art.8). Extraordinary meetings may be called at the request of at least half of its members.

7.3 The member company has the right to nominate the individual who shall take its seat on Council; that individual shall be known as the 'Member of Council'. A Member of Council may, having given notice, nominate another individual to represent him at a specific meeting.

8. EXECUTIVE BOARD

For normal purposes, the Executive Board directs the operations of the Association on behalf of the Council. The Executive Board shall meet at least once annually, before the meeting of Council. The Executive Board is composed of the President, the Vice-Presidents, the Honorary Treasurer and the Secretary.

9. PRESIDENTS, VICE PRESIDENTS

The chief officers of the Association are the president, the Vice-Presidents, and the Treasurer, all of whom shall be Members of Council and Executive Board, and all of whom shall be elected by the General Assembly. Their terms of office shall be three years, renewable once. The President, or should he be prevented from doing so, one of the Vice-Presidents, shall preside over the meetings of the General Assembly, the Council, and the Executive Board.

The President shall be responsible for the smooth running of the Association and for implementing the decisions of the General Assembly, Council, and Executive Board. Acts which are binding on the Association in respect of third parties shall be signed by the President or the Secretary or in relation to financial matters (for example but not limited to the opening or closing of bank accounts or saving bonds and the transfer of funds) the Treasurer.

Normally, the office of President shall not be filled by a member of the same nationality as his predecessor. Normally, one Vice-President shall succeed the President.

10. SECRETARY

The Executive Board shall appoint and dismiss the Secretary of the Association and, where applicable, the deputy Secretary, after having consulted the Council. The Secretary shall be responsible for the day-to-day administration of the Association under the authority of the President.

The Secretary will be known for operational purposes as the Executive Director

11. SUBSCRIPTIONS, BUDGET, BOOKS OF ACCOUNT

The Members of the Association shall contribute towards its expenses by way of an annual subscription fixed by the General Assembly.

Membership fees are due on such date as shall be indicated on the subscription demand.

The financial year shall run from 1 January to 31 December. The Council shall submit annually for approval to the General Assembly the books of account for the past financial year, and the budget for the following financial year.

12. DIRECTORS' INDEMNITY AND INSURANCE

Subject to paragraph below, a relevant director of the company or an associated company may be indemnified out of the company's assets against—

- (a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company,
- (b) any liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme
- (c) any other liability incurred by that director as an officer of the company or an associated company.

This article does not authorise any indemnity which would be prohibited or rendered void by any provision of law.

The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director in respect of any relevant loss.

In this article—

- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.
- (b) a "relevant director" means any director or former director of the company or an associated company.
- (c) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the company, any associated company or any pension fund or employees' share scheme of the company or associated company.

13. MISCELLANEOUS

The official language of the EPMA shall be English, using British English spelling. Official documents translated into other languages shall indicate that the valid version is that in the English language.