

# EUROSTRUCT – EUROPEAN ASSOCIATION ON QUALITY CONTROL OF BRIDGES AND STRUCTURES

## Article 1

### Name

The name of the Association shall be European Association on Quality Control of Bridges and Structures, with the acronym *EuroStruct*, hereinafter abbreviated to Association and shall have unlimited duration.

## Article 2

### Registered Office

The Association shall have its registered office in Universidade do Minho – Campus de Azurém, (4800-058) Guimarães, Portugal and may operate worldwide.

## Article 3

### Aim

1. The aim of the Association shall be to promote, at a European level, the understanding and advancement of practice on quality control of bridges and structures.
2. The Association neither has nor pursues any commercial objectives.

## Article 4

### Objectives

1. The Association has the following objectives:
  - a) Improvement of quality of bridges and structures in Europe;
  - b) to promote worldwide cooperation and understanding through the exchange of knowledge and experience in quality control;
  - c) to encourage awareness and responsibility of structural engineers towards the needs of society;
  - d) to encourage actions necessary for progress of quality control in bridges and structures;
  - e) to improve and foster cooperation and understanding between organisations with similar objectives.
2. For this purpose, the Association may:
  - a) organise meetings, seminars, conferences and related activities independently or in collaboration with other organisations;
  - b) collaborate with other organizations and institutions having objectives consistent with those of the Association;
  - c) publish reports, communications, periodicals, books, amongst others.;
  - d) identify research and development needs;
  - e) initiate and support research activities.

## Article 5

### Membership

1. The membership of the Association shall be of four types, without any restriction on number:
  - a) Individual members;
  - b) Institutional members which shall appoint three representatives who may attend meetings of the Association, and participate in the Association's scientific programme of meetings with the same privileges as individual members;
  - c) Young members, with 25 years or less;
  - d) Honorary members;
  - e) Observer members.
2. The member admission depends on the approval of the Executive Committee.

3. The title of honorary member is conferred by the General Assembly upon proposal of the Executive Committee.
4. The Executive Committee may terminate the membership of any person or organisation.
5. All members of the Association pay an annual membership fee as set by decision of the Executive Committee.
6. The rights of members are:
  - a) To participate in meetings, study meetings, conferences and other technical manifestations of the Association;
  - b) To have free access to documents and other information collected and created by the Association;
  - c) To elect and be elected to the offices of the Association;
  - d) To propose, discuss and vote at the General Meeting;
7. The duties of members are:
  - a) To pay the annual membership fee.
8. Membership shall be terminated either by resignation by the member, for non-payment of the dues of the Association for one year or for other reasons as determined by the Executive Committee. The Executive Committee may waive, reduce, or postpone the payment of dues.
9. The Executive Committee may terminate the membership of any person or institution.
10. Exclusions decided by the Executive Committee may be appealed to the General Assembly.
11. Members shall represent countries located in the European Continent or others that collaborate or wish to collaborate in matters related to the object of the Association.

#### Article 6

##### Organization

1. The organisational units of the Association are:
  - a) The General Assembly, composed of members in accordance with Article 7.
  - b) The Executive Committee, composed of members in accordance with Article 8.
  - c) The Advisory Committee, composed of members in accordance with Article 9.
  - d) The Audit Committee, composed of members in accordance with Article 10.
  - e) The National Groups, composed of members in accordance with Article 11.

#### Article 7

##### General Assembly

1. The General Assembly shall be the highest authority of the Association.
2. The General Assembly shall be composed by individual members, having one vote, and institutional members, with three votes.
3. The General Assembly shall be steered by the Executive Committee President and Secretary. In the absence of the President, the Vice-President shall preside the session opening and propose to the Assembly a member to direct the proceedings.
4. The General Assembly shall be responsible:
  - a) to discuss and approve the annual report, including finances;
  - b) to recommend the holding of scientific and technical studies;
  - c) to consider and adopt, with or without modification, of reports of the President, Secretary, Treasurer and others on the activities and finances of the Association;
  - d) to acknowledge the results of elections for the Executive Committee and the Audit Committee;
  - e) to replace the Executive Committee and the Audit Committee when there are legal or statutory reasons for such;
  - f) consideration of reports of any committees appointed by the Executive Committee and proposals regarding policy and programs of the Association;
  - g) to appoint honorary members proposed by the Executive Committee;
  - h) to monitor compliance with the statutes;

- i) to proceed with amendments of the Statutes as specified in Article 13;
  - j) to decide on all proposals and issues that are submitted to it, in accordance with the Statutes and Regulations;
  - k) all other business necessary for the promotion of the objectives of the Association.
5. It is the responsibility of the President:
    - a) to convene the Assembly and direct the proceedings;
    - b) to vest in office the Managing Bodies.
  6. The General Assembly meets annually in ordinary session.
  7. On an extraordinary basis, the General Meeting convenes:
    - a) As determined by the Executive Committee President;
    - b) At the request of at least 50 percent of the Executive Committee or the Audit Committee members;
    - c) Upon a reasoned request addressed to the Executive Committee President and signed by at least twenty percent of the members who must attend to the meeting.
  8. Notification for the General Assembly with the agenda shall be sent to all members not less than two months before the date of the meeting.
  9. The convocation for the General Assembly may be sent electronically or through postal mail. In agreement with the member, the convocation may be sent electronically in a readable and reproducible form to the address made available by the member.
  10. The decisions of the General Assembly shall be made by a simple majority of votes cast at a meeting or by electronic means except as otherwise stated by the Statutes. Electronic voting may be organized prior to the General Assembly. Votes expressed electronically shall be considered as valid as votes in person at the General Assembly.
  11. Each member shall have one vote. They may nominate a proxy, who may be the President, and direct that proxy how to vote.

## Article 8

### Executive Committee

1. The Executive Committee shall be responsible for the proper management of the affairs of the Association in accordance with the policy decisions and guidelines of the General Assembly.
2. The Executive Committee shall be composed of a President, a Vice-President, a Secretary, a Treasurer and five Members and shall meet at least twice a year.
3. The term of the Executive Committee shall be three years. After one term, the Executive Committee members shall be eligible for re-election to the same office, but only two terms may be served consecutively.
4. The President shall preside over the meetings of the General Assembly and shall have general responsibility for the execution of the policies and decisions of the General Assembly.
5. The Association shall be represented in law and otherwise by the Executive Committee or by the President and Treasurer.
- 5.1. For acts with an economic value of more than ten thousand euros, a prior resolution of the Executive Committee shall always be necessary.
6. In the event that the Presidency is vacant or that the President is for any other reason unable to fulfil his responsibilities, the Vice-President shall serve for the remaining term of the President or until the President shall again be able to serve, as the case may be. If the Vice-President is for any reason unable to fulfil this responsibility, one of the Members shall be elected by the Executive Committee in his place.
7. If, for any reason, an office becomes vacant, a substitute officer shall be appointed, on the nomination of the President and with the approval of a majority of the Executive Committee.

8. The Executive committee shall be responsible:
  - a) to represent the Association in all acts;
  - b) to comply with and enforce the statutes, regulations and resolutions of the General Assembly;
  - c) to admit members and propose to the General Assembly the election of honorary members;
  - d) to decide on the termination of the members referred to in Article 10;
  - e) To organize meetings, conferences and other scientific and technical and promotional activities under these statutes;
  - f) To initiate and support research activities;
  - g) To propose to the General Assembly, when deemed convenient, the creation of National Groups;
  - h) To present annually to the approval of the General Assembly the report which take account of scientific and technical activities and management accounts.
  - i) In general, take initiatives aimed at implementing the objectives of the Association.
9. The Executive Committee may appoint standing and ad hoc committees.

#### Article 9

##### Advisory Committee

1. The Advisory Committee consists of all Past Presidents;
2. Advisory Committee members shall have an advisory vote at the General Assembly;

#### Article 10

##### Audit Committee

1. The Audit Committee consists of a President, a Secretary and a Rapporteur elected by the General Assembly for a period of three years.
2. The Audit Committee shall be responsible:
  - a) To examine all accounts and reports of the Executive Committee, giving their opinions in writing, which will be presented at the General Assembly;
  - b) To examine, whenever deemed appropriate, all the finances of the Association;
  - c) Assist, in whole or in part, the meetings of the Executive Committee, whenever deemed appropriate or when it asked for.

#### Article 11

##### National Groups

1. A National Group consists of all members of the Association having their residence, or for collective members their seat, in one country.
2. At least six members of the Association are required to set up and maintain a National Group.
3. National Groups are, in their field of influence, responsible for the active support of the objectives of the Association. They support the Association in particular through the nomination of members for election to different organizational units of the Association.
4. The Presidents of the National Groups advise the Executive Committee President at meetings called and chaired by the President.

#### Article 12

##### Honorary Members

1. Honorary membership shall be awarded by the General Assembly upon recommendation of the Executive Committee;

2. Honorary members shall be natural persons from any country who have an international recognized curriculum in the scope of the Association;
3. Honorary members shall be exempted of payment of subscription fees.

#### Article 13

##### Observers

1. Observers shall be members from countries recognized as International Countries by the COST Association or an international association;
2. Observer members shall not be members of the Association;
3. Observer members shall have the right to attend General Assembly meetings;
4. Observer members do not have voting rights in the General Assembly.

#### Article 14

##### Election of Officers

1. Proposals to the election of officers shall include representatives for both the Executive Committee and the Audit Committee.
2. The Executive Committee shall be elected by the General Assembly upon submission of proposals until three months prior to the election period and to be validated by the Executive Committee in office.
3. The Executive Committee in office has one month to evaluate and assess all proposals, and communicate the procedure results to General Assembly members.
4. The General Assembly shall then vote on the submitted proposals by electronic vote, and shall be submitted within the period defined by the Executive Committee for this purpose.
5. If a member does not exercise his/her right to vote within the period defined for that purpose, his/her vote shall be considered positive.
6. The election shall be approved by simple majority of the General Assembly members.
7. After the election, there are ten days for any contest.
8. The contests shall be sent to the General Assembly secretariat, who, together with the General Assembly president, has one month to assess and validate them.
9. After this period, if there are not contests or if the contests are considered unfounded, then the new executive committee is officially designated and is communicated to the General Assembly members by the secretariat.
10. If the contest is considered founded, then a new election procedure shall be employed by the General Assembly president.

#### Article 15

##### Finances

1. Financial resources of the Association shall consist of membership dues, donations, contributions and income, if any, from other sources.
2. No donation may be accepted unless approved by the Executive Committee.
3. The membership dues to be paid by members, which may be different for individual and institutional members and for different countries, shall be prescribed by the Executive Committee.
4. In exceptional cases of recognized hardship the Executive Committee may waive, reduce or postpone the payment of dues for which an individual member is liable.
5. The Officers of all Committees shall serve without compensation.

## Article 16

### Reporting

1. The Executive Committee shall submit an annual report to the members within six months of the end of each fiscal year, unless the General Assembly extends this period.
2. The annual report shall include the activities of the Association, a financial statement covering all income and expenditure over the preceding fiscal year and a statement of the assets and liabilities as of the last day of the three preceding years.
3. The financial statement must have been audited by a professional qualified accountant.
4. The report shall be approved by members of the Executive Committee and will be examined by the Audit Committee.

## Article 17

### Amendments to the statutes

1. Amendments to the Statutes can only be decided at the General Assembly meeting.
2. Proposals for amending the Statutes can be submitted by the Executive Committee.
3. Proposals can also be submitted by individual members and must be signed by at least 10 members. The delivery of the proposal has to respect the time schedule in this article.
4. The Executive Committee President shall transmit the proposals and, in case of a proposal submitted under article 17.3, the views of the Executive Committee to all members at least two months before the General Assembly.
5. The proposals for amendments shall be brought forward to the members, who shall be asked to express their opinions. The members may express their opinions electronically before the General Assembly. They may nominate a proxy, who may be the Executive Committee President, and direct that proxy how to vote.
6. Opinions shall be provided and proxies nominated at least 30 days before the General Assembly. The Executive Committee President shall be notified of all nominations for proxies within this period.
7. A majority of two thirds of the votes cast in person including by proxy is required for any amendment to be successful.
8. The dissolution of the Association or the alteration of its name shall be treated as an amendment of its Statutes.

## Article 18

### Language

1. The working languages of the Association shall be Portuguese and English.