



Organisation of European Copper Alloy Ingot Makers (O E C A M)

Articles of Association

§ 1

Name and Registered Office of Organisation

The name of the Organisation will be as follows:

**Organisation of European Copper Alloy Ingot Makers
Association Européenne d'Affineurs d'Alliages Cuivreux
Organisation Europäischer Hersteller von Kupfergusslegierungen e.V.
Organizzazione dei Produttori Europei di Pani di Leghe di Rame**

The registered office of the Organisation is located in Berlin (Germany).

The Executive Committee determines the establishment of the Secretariat.

§ 2

Aims of the Organisation

The aims of the Organisation are to represent the commercial and political interests of copper alloy ingot makers, especially:

1. The promotion of close cooperation between the European producers of copper alloy ingots in the technical and commercial fields,
2. the exchange of technical and commercial information,
3. the collection and dissemination of statistical data,
4. the representation of common interests to the general public,
5. the elaboration of general agreements between copper alloy ingot makers among themselves as well as with their suppliers and customers to the extent that such agreements are permissible pursuant to the legal regulations.

The association is a non-trading society. The aims of the Organisation are not primarily directed towards commercial profitability.

§ 3

Means of Attaining the Aims of the Organisation

The following ideal and material means will be employed to pursue the aims of the Organisation:

1. Ideal means to be employed:
 - a) Meetings, discussions and lectures,
 - b) the exchange of written reports together with correspondence with firms and experts and with national and international organisations,
 - c) Committees with special scope of activities.
2. Material support will be provided by the following means:
 - a) membership subscriptions
 - b) earnings from Organisation assets.
3. The Organisation assets alone become liable for all Organisation obligations to the exclusion of any kind of liability whatsoever on the part of the members.

§ 4

Acquisition of Organisation Membership

Legally independent enterprises located in Countries within the European Union and the European Free Trade Association that partly or exclusively produce copper alloy ingots and subsequently deliver them to third parties are eligible to become members of the Organisation.

Applications for membership should be submitted in writing to the Secretariat. They will be notified to the members. The acceptance of members will take place through the Executive Committee. Acceptance can be rejected by the Executive Committee without affording reasons. Appeal against such rejection may be made to the General Assembly, whose decision is final.

The entrance fee amounts to 1.550 €.

§ 5

Rights and Duties of Organisation Members

All members of the Organisation are entitled to participate in the General Assembly and to put forward motions and resolutions. They all have an active right to vote.

All members have the right to take part in Organisation events and committee meetings and to request that Organisation publications be forwarded to them.

All members must safeguard the interests and the standing of the Organisation as well as observe the Articles of Association. They are obliged to pay the membership subscriptions to the amount resolved by the General Assembly.

§ 6

Termination of Membership

Membership will be terminated:

- if the member-firm is dissolved
- if notice of termination is given by the member-firm
- if the member-firm is excluded.

Every member may terminate its membership by a written declaration to the Secretariat to take effect at the end of the six months (half year) following the submission of such notice of termination.

Members can be excluded if they deliberately contravene the interests of the Organisation as laid down in the Articles of Association.

Such exclusion shall be unanimously resolved by the Executive Committee. Should the Executive Committee find itself unable to agree on the exclusion of a member, each member of the Committee then has the right to apply that the exclusion be decided by an extraordinary Meeting of the General Assembly. The member excluded by the Executive Committee has the right to demand the calling of an extraordinary General Assembly (within 30 days following the written notification of the exclusion) by written declaration to the Secretariat. The resolution of the extraordinary General Assembly, for which a two thirds majority is required, is binding.

§ 7**Organisation Authorities**

The Organisation authorities are as follows:

1. The General Assembly,
2. the Executive Committee,
3. the Secretariat.

§ 8**General Assembly**

The ordinary General Assembly must be convened every year. Extraordinary General Assemblies must, in addition, be called within two months if at least a third of the members, an Executive Committee member or an excluded member request this.

Motions submitted by the members can only be put on the agenda if they are forwarded in writing to the Secretariat 14 days prior to the holding of such meeting at the latest.

Invitations to attend the General Assembly are sent out by the Secretariat by order of the Chairman or of one of the Deputy Chairmen. They must be forwarded at least a month prior to the date of the General Assembly and contain particulars of the venue, the time of meeting and a provisional agenda.

The chairman or one of the deputy chairmen will chair the General Assembly. Valid resolutions can only be passed on the basis of motions submitted which are placed on the agenda. Motions requesting the calling of an extraordinary General Assembly are excepted from this ruling.

At least half of all the members must either be present or represented to constitute a quorum for the General Assembly.

The General Assembly passes resolutions by simple majority. Where there is a tie the resolution counts as not having been passed. Resolutions to exclude a member, to amend the Articles of Association or dissolve the Organisation require a two thirds majority of votes of all members.

Each member has one vote. Members who do not participate in the General Assembly have the right to transfer their vote to a member present at the Meeting and entitled to vote. The transfer of more than two votes to any one member is not permissible. Transfer of voting rights must be proved in writing to the Secretariat.

Minutes of the General Assembly are to be taken. These minutes shall be signed by the Chairman or by one of the Deputy Chairmen. There are no further requirements of form regarding the documentation of the resolutions of the General Assembly.

§ 9

Tasks of the General Assembly

The following tasks are reserved for the General Assembly:

1. Discharge of the board and of the secretariat,
2. election of the Executive Committee and the auditor at intervals of two years as well as dismissal of the Executive Committee and the auditors for compelling reason,
3. fixing the amount of the membership subscription,
4. decision on the rejection of accepting a member,
5. final decision on the exclusion of members because of a motion submitted by a member of the Executive Committee or by members concerned,
6. amendment of the Articles of Association and voluntary dissolution of the Organisation,
7. passing of a resolution on proposals by the committees,
8. passing of a resolution on all other questions entered on the agenda.

§ 10

Executive Committee

The board consists of up to 5 members (Chairman, two Deputy Chairmen, Treasurer and a further Committee member). Only physical persons who are, as far as possible, proprietors, co-proprietors or senior employees of member-firms, are eligible for election. The European dimension of the organisation should be taken into account with regard to the personal composition of the Executive Committee.

The period of office of the Executive Committee lasts for two years and runs from the day of its election to the day of the new election. Re-election is possible.

Every Committee member is entitled to submit his resignation in writing at any time.

The Executive Committee will be convened by the Chairman or, if he is not available, by one of the Deputy Chairmen. Such convention must be arranged at least 14 days prior to the date of the meeting.

The Executive Committee is quorate if at least three of its members are present. It passes resolutions by simple majority, but at least with three votes being cast.

Resolutions of the Executive Committee can be passed in writing on condition that no Committee Member is against this procedure and requests the calling of a Committee Meeting.

§ 11

Tasks of the Executive Committee

It is incumbent on the Executive Committee to manage the Organisation having due regard to the Law, the Articles of Association and the resolutions of the General Assembly.

The Executive Committee lays down the guidelines of the Organisation's work. It appoints from among its members the Chairman, the two Deputy Chairmen and the Treasurer. The Chairman and the Treasurer jointly represent the Organisation to the general public.

It also has the following tasks:

1. Appointment and dismissal of a Secretary,
2. giving instructions to, and providing guidelines for, the Secretary,
3. passing resolutions on the acceptance and exclusion of members,
4. setting up committees and monitoring their activity as well as passing resolutions on their work and their applications to the extent that this is not reserved for the General Assembly.

The Executive Committee may elect honorary members.

§ 12**Secretariat**

The Executive Committee appoints a Secretary who conducts the current Organisation business pursuant to the instructions of the Executive Committee. The Executive Committee determines the remuneration of the Secretary and the members of his staff.

§ 13

The place of Jurisdiction for disputes arising between members and the Organisation is Düsseldorf (Germany).

§ 14

If the Organisation is dissolved, or in the case of loss of tax-favoured purposes, the assets of the association are to be employed for tax-favoured purposes. The General Assembly decides on the future use of the available Organisation assets. Resolutions may only be enacted subsequent to approval by the fiscal authorities.

These Articles of Association were passed in Venice on October 26, 1989 and recast by decision of the General Assembly in Munich on September 14, 1990 as well as in Brussels on September 27, 1996, in Stresa on October 18, 2002 and in Düsseldorf on October 30, 2009.