

IIW CONSTITUTION

INTERNATIONAL INSTITUTE OF WELDING

07 July 2019

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Chapter 1

Name, Registered office, Technical field, Objectives and Official language

Article 1 – Name and acronym

It is formed as an association governed by the Italian law and the present Constitution.

The Association is called the "**International Institute of Welding**" (hereafter **IIW**). The Association is established for an indefinite duration.

Article 2 - Registered office

The registered office of the Association is situated in Genoa (Italy), at Lungobisagno Istria n.15. It may be transferred to any other place in Italy by a decision of the Board of Directors.

Article 3 - Technical field

The technical field of the Association shall encompass, but not be limited to, all the matters which relate to joining, cutting and surface treatment of all types of materials by all relevant processes, i.e. by welding, brazing, soldering, thermal cutting, thermal spraying, adhesive bonding, micro-joining, including other related fields such as quality assurance, non-destructive testing, inspection, health and safety, standardisation, environmental, education and training, design and fabrication.

Article 4 - Objectives

The objectives of the Association shall be to act as the world-wide network for knowledge exchange of joining technologies to improve the global quality of life.

For this purpose, the Association shall use forms of activity deemed necessary, both independently or in co-operation with other bodies having similar or complementary goals. In particular, the Association shall:

- organise the exchange of scientific and technical information and provide for the transfer of knowledge related to these techniques;
- identify, create, develop and transfer the best practices.;
- promote the Association and its Member Societies and services in various regions of the world to the mutual benefit of all;
- assist in the implementation of the IIW's outcomes;
- identify, develop and implement the IIW Education, Training, Qualification and Certification Programmes on a global basis;
- assist in the formulation and preparation of International Standardization documents with the International Organisation for Standardisation (ISO);
- provide quality services to the Association, its Member Societies and other organisations.

The IIW is a non-profit distributing organisation. It shall not engage in industrial activities and shall play no part in matters concerning prices, wage rates, markets or agencies.

Article 5 - Working language

The Working language shall be British English. Upon a decision of the Board of Directors, another language may be used if, under particular circumstances, the Association's interests justify it.

All the documents, transcriptions and whatever necessary for the relationship with the national Authorities where the registered office is set will be also written in the official language of the Country hosting the registered office.

Chapter 2 Membership and Subscriptions

Article 6 - Membership

Membership shall be open to legal entities which meet the following requirements:

- to be legally established in accordance with the laws and practice of their country of origin,
- to be non-profit distributing organisations,
- to be so organised and financed as to be able to take into consideration and/or to represent the interests of those industrial domains which make use of techniques within the technical field of the Association,
- to provide the financial resources for sharing the work of the Association and implementing the decisions reached by the General Assembly.

The legal entities which are members of the association are called "Member Societies".

The countries in which there is at least one member society are called "Member Countries."

Where there is only one member society in a member country, it shall be the Responsible Member Society.

Where there is more than one member society in a member country, only one of them shall serve as the Responsible Member Society. The Responsible Member Society shall act on behalf of itself and the other Member Societies. Though the Responsible Member Society has the obligation for the payment of the annual subscription, an equitable agreement concerning the participation of other Member Societies of the country shall be established between the member societies.

Member Societies are:

- a) legal entities being wholly or mainly concerned with the scientific and technical aspects related to the technical field of the Association or,
- b) legal entities which contain a department wholly or mainly concerned with the scientific and technical aspects related to the technical field of the Association.

The admission of members shall be decided by the General Assembly on the proposal of the Board of Directors. The decisions of the General Assembly shall be sovereign and without appeal.

Article 7 - Subscriptions

Members of the Association shall pay a membership fee fixed every year by the General Assembly, on the proposal of the Board of Directors.

Payment of the membership fee implies membership services for the calendar year.

Article 8 - Termination of membership

Membership of the Association shall terminate:

- if a member resigns, in which case the subscription of the current year and the arrears are still owed to the Association or,
- on the decision of the General Assembly on the proposal of the Board of Directors, after having heard the explanations of the representative(s) of the member concerned, or,
 - if the member wilfully refuses or neglects to comply with the provisions of the Constitution or is guilty of any conduct that is unbecoming of a Member or prejudicial to the interests of the IIW or,
 - if the member has not paid his membership fee or,
 - for any other reason considered as valid by the Board of Directors.

Chapter 3 General Assembly

Article 9 - Powers of the General Assembly

The General Assembly shall have full powers to accomplish the objectives of the Association.

Article 10 - Composition

The General Assembly shall consist of the following persons:

- the President or Acting President
- the President Elect when applicable
- up to three Delegates per Member Country, appointed by their Responsible Member Society
- the Directors, Treasurer and Vice-Presidents
- the Immediate Past President
- the Chief Executive
- the Chairmen of IAB and TMB

On the decision of the Board of Directors, any other person may be invited to attend the General Assembly.

Article 11 - Meetings

An Annual Assembly shall be held each year which includes the General Assembly, meetings of the Board of Directors and of its Committees and meetings of the IIW Working Units.

The Annual Assembly shall be held in a member country, called the “host country”.

An Ordinary General Assembly can be convened by the President of the Association, the Board of Directors or at the request of at least one third of the full members.

An Extraordinary General Assembly can be convened by the President of the Association, the Board of Directors or at the request of at least two thirds of the full member countries.

The place of the meetings shall be either the registered office of the Association or any other place indicated in the notice of meeting.

The notice of all meetings shall be sent not less than 28 days before the appointed date and shall include the agenda.

Article 12 – Voting rights

Each Responsible Member Society shall have one vote.

If a Responsible Member Society cannot send a delegate, it may transfer its power to another Responsible Member Society. A Responsible Member Society cannot hold more than one proxy.

Article 13 - Ordinary General Assembly

The Ordinary General Assembly can validly deliberate only if two-thirds of the Responsible Member Societies are present or represented at the start of the session (the quorum). Withdrawal of a Responsible Member Society after opening of the session does not break the quorum.

Resolutions to be adopted require a simple majority (>50%) of the Responsible Member Societies present or represented. If a quorum is not present at the General Assembly the same agenda is reiterated at a General Assembly to be held within a period of two months, allowing voting per correspondence. Resolutions will be adopted if a simple majority of the expressed votes is reached, whether or not a quorum is present.

The Ordinary General Assembly owns the following powers:

- to approve the strategy of the Association upon Board of Directors' proposal
- to approve the Annual Report of the President
- to decide admission of the members of the Association, on the proposal of the Board of Directors
- to approve the Annual Report of the Treasurer including budget and accounts
- to give full discharge to the Directors
- to approve the amount of the subscriptions
- to approve on the proposed host countries of the Annual Assemblies
- to endorse the establishment and disbandment the Technical Working Units
- to approve the work performed by the Technical Working Units
- to approve the selection of the Secretariat upon Board of Directors' proposal
- to approve the election of the members of the Board of Directors upon proposal of the Board of Directors
- to approve the election of the President Elect upon Board of Directors' proposal
- generally, to discuss the proposals on the agenda
- to approve and comment on the business Plan

Article 14 - Extraordinary General Assembly

The Extraordinary General Assembly can validly deliberate only if two-thirds of the Responsible Member Societies are present or represented (quorum).

Resolutions to be adopted require a two-thirds majority of the Responsible member Societies present or represented. If a quorum is not present at the Extraordinary General Assembly the same agenda is reiterated at an

Extraordinary General Assembly to be held within a period of two months, allowing voting remotely. Resolutions will be reconsidered and will be adopted if a two-thirds majority of the expressed votes is reached, whether or not a quorum is present. The items listed hereunder fall within the competence of the Extraordinary General Assembly:

- to amend the Constitution
- to wind up the Association

Chapter 4

Management of the Association

Article 15 - Board of Directors composition

The Association shall be administered by a Board of Directors.

The Board of Directors shall have a maximum of 15 voting Directors: the President, two Vice Presidents, the Treasurer, the Immediate Past President and a maximum of 10 additional voting Directors.

The IAB Chair, the TMB Chair and the Chief Executive are non-voting Directors. The Board of Directors selects the Chief Executive. The President Elect is a non-voting Director unless he/she simultaneously also holds a position as a voting Director.

There shall not be more than two voting members of the Board of Directors from the same member country at the same time.

One fifth of the voting members of the Board of Directors shall be renewed each year.

Article 16 – Nomination and election of Directors

Candidates are nominated by member countries, subject to the agreement of the candidates.

In the absence of qualified nominations, the Board of Directors may co-opt additional members. The names of the co-opted members shall be submitted to the General Assembly for approval.

The term of office shall be three years. Rules of re-eligibility are described in the by-laws.

At the time of the Annual Assembly, the General Assembly shall confirm, as appropriate, the election of:

- the Directors;
- the President;
- the President Elect;
- two Vice-Presidents;
- the Treasurer;

Article 17 – President Elect

At the General Assembly one year before the end of the term of the President, the Board of Directors shall propose one candidate for President-Elect from among the current or former members of the Board of Directors. The President- Elect shall be confirmed by the General Assembly at that meeting.

The term of office of the President-Elect shall be one year.

Article 18 Powers of the Board of Directors

The Board of Directors shall have full powers to accomplish and formalize all actions and operations that are not reserved for the General Assembly:

- Select Board of Directors candidates from nominations made by Member Societies
- Propose the choice of the Secretariat
- Define the strategy of the Association and govern its activities
- Propose new member countries to be approved by the General Assembly
- Approve the establishment and disbandment WU upon proposals of the TMB
- Review the work performed by the Technical Working Units
- Propose the amount of membership fees
- Amend the Bye-laws
- Establish the budget
- Closing of accounts
- Propose candidates to the General Assembly concerning Chair of TMB and Committees
- Endorse the election of the Chair of IAB and forward it to the General Assembly.

The management of the Association can be partly delegated to its President, who can sub-delegate to the Chief Executive or any member of the Board of Directors, on the basis of a written delegation.

Article 19 - Meetings of the Board of Directors

The Board of Directors shall meet at least twice a year upon convocation of the President and each time the interests of the Association requires it.

The place of the meetings shall be either the registered office of the Association or any other place indicated in the notice of meeting.

The notice for all meetings shall be sent not less than 28 days before the appointed date and shall include the agenda.

A consecutive absence to 3 meetings is considered as a resignation at the discretion of the Board of Directors' members.

The Board of Directors may invite to its meeting any person capable to assist it with advice. This person has no voting right.

The Board of Directors can validly deliberate only if a majority of members is present.

Resolutions shall be adopted by a simple majority of the members present. In case of equal number of votes, the President shall have a casting vote.

Article 20 – Powers of the President

The President is the legal representative of the Association; he is thus invested with the power to represent the Association in all the common acts and in any lawsuit. The President shall fulfil the commitments which have been delegated by the Board of Directors as described in Article 18. The President shall chair the meetings of the Board of Directors, the General Assembly and ensure the fairness of the discussion and the proper respect of the Constitution and Bye-Laws of the Association.

Whenever the President is prevented from fulfilling the duties of the office, the Board of Directors shall appoint one of the voting directors to act for the President until the next Ordinary General Assembly.

Article 21 - Treasurer

The Treasurer shall be responsible for the supervision of the financial accounting practices of the Association and shall present an annual report to the General Assembly.

Article 22 - Secretariat

The Secretariat shall be a permanent structure provided by one of the full members of the Association and led by a Chief Executive.

The Secretariat operates under the control of the Board of Directors.

The Secretariat shall be responsible for the day-to-day administrative and financial management of the Association, which is delegated as described in Article 18. Its responsibilities cover but are not limited to:

- preparation of the meetings of the Board of Directors and of the General Assembly,
- drafting of the minutes of the meetings that it has organised,
- recording the income and expenditure of the Association under the control of the Treasurer,
- preparation of the annual budget,
- maintenance of the archives,
- any other tasks which may be described in the Bye-Laws.

Article 23 - Bye-Laws

The present Constitution shall be applied by means of Bye-Laws prepared under the authority of the Board of Directors and approved by it and the Ordinary General Assembly.

The Bye-Laws shall be amended by the Board of Directors. All such amendments shall be approved by the Ordinary General Assembly.

The provisions contained in the by-laws, are effective and operate only within the perimeter of the rules in the Constitution. It is understood that, in the event of any conflict between the provisions contained in the Constitution and those contained in the Bye-Laws, the former will prevail over the latter, which, in fact, would be null and void of relevant legal effects for Third Parties.

Chapter 5

Resources, Financial Year, Reserve Fund, Assets

Article 24 - Resources

The resources of the Association shall be:

- subscriptions paid by the members;
- authorised grants or donations;
- interest and revenue which may be produced by its properties or assets;
- payments received as a counterpart to the services it provides;
- any other legally authorised resources.

Article 25 - Financial year

The financial year of the Association shall be the calendar year.

Article 26 - Reserve fund

The General Assembly may decide to create a reserve fund, fix its amount, and specify the mode of contribution to this fund, including any surplus of income over the expenditure.

Article 27 - Assets

The assets of the Association are the only guarantee for it to fulfil the commitments taken. None of the members or their representative(s), nor even members of the Board of Directors or their employers, can be accountable for the Association.

Chapter 6

Amendments, Winding-up, Disputes, Formalities

Article 28 - Amendments to the Constitution

Any amendments to the Constitution shall only be made upon the decision of an Extraordinary General Assembly.

Article 29 - Winding-up

The Association can only be wound up by an Extraordinary General Assembly. The arrangements for the winding up and the disposal of the property shall be decided by a vote of the same Extraordinary General Assembly provided that any assets remaining after all debts and liabilities have been satisfied in conformity with the Italian law.

The General Assembly shall retain its powers during the winding up and, more particularly, shall give discharge to the former Directors.

Article 30 - Disputes

Any dispute which may arise from the interpretation or the implementation of this Constitution shall be brought to the competent Court of the place where the registered office of the Association is located.

Article 31 - Formalities

The President or the Board of Directors shall carry out the formalities related to the registration and its publication as required by the article 1 of the Italian law 361 of February the 20th, 2000.

Article 32 - Transition

This revised constitution shall come into force on 01/01/2020.