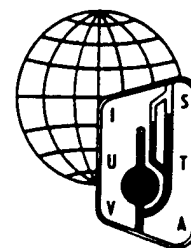


UNION INTERNATIONALE POUR LA SCIENCE, LA TECHNIQUE ET LES APPLICATIONS DU VIDE
 INTERNATIONAL UNION FOR VACUUM SCIENCE, TECHNIQUE AND APPLICATIONS
 INTERNATIONALE UNION FÜR VAKUUM-FORSCHUNG, -TECHNIK UND -ANWENDUNG



Updating the IUVSTA Statutes and By-laws

Reason for Changing the Statutes

As you may be aware, the legal position of IUVSTA is that it is a not-for-profit body registered under the laws of Belgium and therefore has to comply with these laws. The laws governing bodies like ours were changed some time ago, so we are now obliged to bring our Statutes and By-laws into line with the new requirements. We have no choice in the matter if we are to retain our tax-exempt status.

We have taken this opportunity to rewrite the Statutes and By-Laws for greater clarity and have updated some parts to enable the Union to operate more effectively in the 21st Century or to reflect current practice.

Because much of what was previously in By-Laws has now had to be subsumed into Statute, the By-Laws are much reduced over the previous version.

The current Statutes and By-Laws are available on the website www.iuvsta.org

Main Changes to the Statutes

The major change which we must implement is to move from triennial accounting and budgeting to annual accounting and budgeting (Article 32). Although for tax purposes our accounts have been drawn up internally on an annual basis, these have been consolidated into three year periods for presentation to the General Meeting (albeit in preliminary form since the accounting triennium is aligned with the calendar year rather than our General Meeting three year cycle which begins and ends around the middle of the year coincident with the International Vacuum Congress). Similarly, the General Meeting has up till now approved a budget for the forthcoming three year period and the Executive Council has had to work within that budget.

With annual accounting, there will need to be a General Meeting every calendar year to approve the finalised accounts for the previous calendar year and the budget for the forthcoming year.

Given the nature of our organisation and the defined composition of the General Meeting, this could prove to be an administrative and logistical problem, so the Statutes have been carefully drawn up to minimise this.

The pattern of meetings in the future will be as follows –

Every three years, there will be a full General Meeting held during the International Vacuum Congress. This meeting will look very similar to the General Meetings which have been held up till now with admission of new members (Article 8), setting of subscriptions for the succeeding three years (Article 33), the elections of the Officers for three year terms of office (Articles 24 and 18), ratification of the membership of the Executive Council (Article 18), reports of the activities of the Union over the previous three years and plans for the forthcoming three years (Article 13.2 (c)). The accounts presented and the budget will be, however, for one year only. It is expected that National Societies will be represented at this meeting by delegations of up to three delegates with a nominated Head as at present (Article 12). Votes will be according to shares held, again as at present (Article 13.3).

In the intervening years, a General Meeting will be held, normally coincident with an Executive Council Meeting where the sole items of business will be the approval of accounts and the budget (Article 13.1 (b)). This will be normally a rather short and formal meeting. Although National Societies will be entitled to send delegations of up to three delegates with a nominated Head to this meeting, it is anticipated that most Societies will adopt the pragmatic course of nominating delegations comprising their Councillor and/or

Alternate who would be present for the Executive Council Meeting in any case. Such delegations will have the voting strength carried by the Society's shares.

As at present, Societies will be able to be represented at each type of General Meeting by another Vacuum Society which is a member of IUVESTA who may exercise their votes by proxy (Article 15).

Among the other more important changes are the following –

Article 9 (c) determines that if a Member Society is suspended for non-payment of subscriptions, the clock stops at the point of suspension and no further debt is accumulated. This is not clear in the current Statutes.

Pursuant to Article 10 (a), By-Law 2.1 gives the Executive Council the power to determine if a change in the Statutes of a Member Society is such that it sufficiently affects its relationship with IUVESTA and so needs to be placed before a General Meeting for decision on continuing membership.

Article 19 (e) is a new power which allows for the continuing representation of a National Society on the Executive Council if, for any reason, both its Councillor and Alternate are unable to continue serving during the Triennium. At present if this happens, unless a Triennial proxy has been deposited the Society will not be able to exercise its vote on the Executive Council.

Article 31 is new and is necessary under Belgian law. To protect the President, the Executive Council must have the power to appoint, and pay for, legal support for the President should it be necessary. This will be by way of an insurance policy.

Article 32 removes the current requirement to have German as an official language for the Union. It is necessary to have French as the primary language because of our legal status in Belgium and English is the working language at meetings and for the associated paperwork. The necessity to have an official translation of any document into German on request is an unnecessary administrative burden.

Procedure

The procedure necessary to adopt these new Statutes and by-laws is somewhat complicated. We have been informed that a formal meeting to approve the new Statutes will have to take place in Belgium itself.

The procedure therefore proposed is that the draft Statutes and By-laws will be placed before GM 17 in Beijing on 25th August 2010 for formal approval.

If these are agreed, the GM will be asked to amend the penultimate sentence of *current* Statute IV 2 c) to read

“An Extraordinary General Meeting cannot take place less than *three* months before or after an Ordinary General Meeting.”

This is necessary to expedite the process.

An Extraordinary General Meeting under the revised terms of this Statute will then be called to be held coincident with an Executive Council Meeting in Belgium early in 2011 at which the new Statutes and By-Laws will be formally adopted (no amendment being permitted) for implementation.

The Union will then be able to operate under the new circumstances.

The formal wording of the relevant motions will be on the draft agenda for the General Meeting which will be sent to you four months before the General Meeting.

The Officers would be grateful if you could bring this matter to the attention of your Society and trust that your delegation will be able to vote in favour of this new set of procedures.

Please do not hesitate to contact the Secretary General if you need any clarification or have any questions.

R J Reid

Secretary General

25th February 2010