

**ARTICLES OF ASSOCIATION**  
**revision 06/2026 -**

*The French language version of the Articles of Association is the official document from which translations must emanate. The English version is established for information purpose only.*

**Article 1: Name**

Hereby is created between the members to the present Articles an association governed by the law of 1 July 1901 and the decree of 16 August 1901, bearing the name of:

**European Welding Association**  
**Shortened: EWA**

**Article 2: Purpose**

The association has as its purpose:

- To foster the interests of its sector of industry by clarifying its policy and providing channels of communication and negotiation with other bodies
- To ensure that its sector of industry plays its full part in the interest of the European Union at large and to foster trade in its sector of industry
- To represent the interest of its sector of industry as a whole, or any constituent part thereof, in dealings with the governments of the EU countries, the Commission of the EU, other foreign countries and with trade organisations and all other bodies on matters relating to and affecting its sector of industry
- To revise existing and to promote new technical standards as may from time to time be necessary for trade throughout the EU and the rest of the world
- To join in membership and take an active part in other international organisations as may be from time to time necessary and appropriate
- To organise and facilitate the collection, co-ordination and presentation of reliable statistics for its sector of industry provided that in this and all activities the association shall comply with the requirements of EU Competition law . Only associated members participate to the statistics process.
- To provide senior management members of manufacturers servicing the welding industry a forum to:
  - Improve technical and commercial standards in the welding industry
  - Improve understanding of the welding industry market and its needs
  - Promote the welding industry worldwide
- To enhance the image of welding and welding manufacturing as a career choice and as an industry crucial to building and maintaining the global economic infrastructure.

### **Article 3: Statement on Competition Policy**

Even though one of the purposes of EWA is to bring all industry players together in various meetings, strict enforcement of existing competition laws must be respected.

To that end, during the activities of EWA and/or any related activities, members shall observe the following recommendations:

Each member has the responsibility to avoid raising unsuitable subjects for discussion and to keep in mind that the primary purpose of EWA is to promote the European welding industry in general.

There will be no exchange of information among members relating to costs, sales, profitability, prices, marketing or distribution of any individual company product or service except where information is provided in confidence to an independent third party as part of EWA's statistics schemes.

More precisely, the following may not be discussed, nor information exchanged between members:

- Individual company current or projected pricing, discounts, etc. or data that bears on pricing.
- Industry pricing policies, price levels, price changes, etc.
- Changes in industry production, capacity, or inventory (unless they are of public knowledge).
- Plans of individual companies concerning design, characteristics, production, distribution or introduction dates of particular products.
- Information of strategic nature or with potential strategic impact.

Participation in EWA will not be used as a means of fixing prices or markets, boycotting distributors or otherwise restricting competition.

Nothing in the Articles of association or other rules of EWA shall be construed:

- to limit any member's right to obtain services and products
- neither to prohibit nor restrict any party from independently developing or acquiring competitive materials or systems, nor to limit any member's right to deal with any vendors, suppliers, contractors, or customers.

No member has any obligation to provide intellectual property rights or to waive any such rights because of participation in EWA.

The proceedings at all EWA meeting must be monitored and all discussion minuted.

If the Chairman or Secretary of an EWA meeting is concerned that any discussion may contravene these guidelines, the discussion should be halted until advice has been taken from the EWA General Manager or legal adviser as may be appropriate.

### **Article 4: Location**

The registered office of EWA is established at:

45 rue Louis Blanc – 92400 COURBEVOIE

It may be transferred without need for amendment of the Articles by an ordinary decision of the General assembly

### **Article 5: Membership**

There are 2 types of members: Associated members and Affiliated members

1/ Associated membership is open

- for European national associations of manufacturers of
  - Welding and brazing consumables
  - Arc electric equipment for welding and for cutting
  - Equipment used to implement the flame process and its applications.
  - Equipment assuring health and safety of welders
  - ~~As well as products of related technologies~~

And for manufacturers of the above-mentioned products, provided they have a manufacturing base in Europe. A manufacturing base is a production site or a customization site. If there is a national association, as described above, in the country where the corporate member has its European headquarters, membership of that association is a pre-requisite for direct membership.

2/ Affiliated membership is open for:

European manufacturers of products of related technologies linked with welding and cutting of metals. As such

- Laser equipment manufacturers
  - Resistance and spot-welding equipment manufacturers
  - Robots manufacturers and integrators
  - Gaz producers for welding and cutting
  - Spraying equipment manufacturers
  - Inspection companies checking the quality of welds
  - Welding schools
  - Representatives of associations of users of welding in their process of fabrication
  - Other companies or associations having a close link with the welding activity, with agreement of the management team
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- ✓ Affiliated members have a production base in Europe for the above-mentioned products or services.
  - ✓ Affiliated members don't have a vote at the general assembly, are not participating at the statistical process, don't have a technical committee
  - ✓ If there are more than **5 affiliated** members producing the same kind of products or services, at their demand, the management team can agree to create a new group with a technical committee and a statistical survey

Each member ( Associated and Affiliated ) is represented by duly authorised legal representatives.

### **Article 5.1: Application for membership of the association**

- All candidates must submit their application for membership (if they meet the above criteria) in writing to the General Manager by mail or email including a general description of their company and its activities and the address of at least one of its industrial sites located in Europe.
- The EWA General Manager will acknowledge receipt of this application by mail within a maximum of 15 days of receipt of the application and attach the membership form
- The candidate must complete the application form within 15 days of receipt of the General Manager's letter
- The duly completed application form will be sent by the Director General to the members of the Management Committee
- Within a maximum period of 3 months following the date of receipt of the application form, the Bureau (management team) will validate (or not) the application provisionally until the general assembly. Membership will be definitively validated after a vote of the members of the general assembly
- The acceptance or rejection of the application will be communicated in writing to the candidate within this period of 3 months
- Any refusal of application will be motivated.
- Membership is effective on the date of sending the written acceptance by the General assembly, subject to payment of the membership fee within 6 weeks after that date.

### **Article 5.2: Resignation or exclusion of the association**

The membership is lost:

- By resignation: a member can notify his resignation, effective by the thirty-first of December of each year, subject to the respect of a prior notice of twelve months. Resignation must be notified by registered letter with acknowledgement of receipt addressed to the registered office of the association. Upon notice of resignation, the member continues to be responsible for paying fees throughout the official term of membership.
- By exclusion:
  - Pronounced by the General assembly for non-payment of the fees or for serious cause (as, for instance, non-compliance with the association's Articles, or non-respect of the code of conduct).
  - The interested member will have been invited beforehand, by registered letter, to provide the Bureau (management team) with explanations, in writing or verbally.
  - The exclusion is decided by a majority vote in the General assembly and will take effect the day of its notification to the concerned member.
  - The notification of its exclusion will be notified to the member concerned by letter from the EWA General Manager stating the reasons for exclusion. A motivational letter referring to the insufficiency of any explanations given by

the member concerned in response to the first letter, will be sent to the member concerned.

- By dissolution of a member
- By merging of a member with another one
- By company takeovers

### **Article 6: Fees**

Each member pays a compulsory basic fee. The amount of this fee is calculated proportionately to the size and scope of the activity of the concerned member. This fee includes two levels approved by the General assembly.

Each member participating in a Technical Committee and in its statistical work pays also a complementary fee. The amount of this fee is calculated proportionately to the size and scope of the activity of the member. This fee includes two levels approved by the General Assembly.

Exceptionally, the Bureau (management team) can agree accept in specific cases and discretionarily that some members pay an amount of compulsory and/or complementary fee different from the one normally estimated.

### **Article 7: Finances**

The association's resources consist of:

1. dues (subscription fees)
2. subsidies
3. various revenues accrued within the framework of the exercise of its activities
4. voluntary contribution and manual gifts
5. all other lawful income.

### **Article 8: Organisation of EWA**

EWA is comprised of the following offices:

- A General Assembly,
- A "Bureau" ( Management team) composed by the President, a minimum of 1 and a maximum of 3 Vice Presidents
- The Technical Committees,

### **Article 9: General Assembly**

The General Assembly is composed by all the Association members and meets once a year within six months after the end of the previous fiscal year.

#### **Article 9-1 Organization and decisions of the Ordinary General Assembly**

Twenty-eight days prior the set date, the President convenes the Association Members by ordinary letter or e-mail.

The agenda, fixed by the "Management team" (the Bureau), is indicated in the convocations. Only those questions included in the agenda will be dealt with at the General Assembly. The agenda is completed with the addition requests expressed by at least three members ten days before the meeting.

The President chairs the meeting, and the President presents the annual report to the General Assembly.

The Vice-President Treasurer assisted by the General Manager reports on the management of the association and submits the balance sheet to the assembly for approval. The General Assembly approves the accounts and the estimated budget of the year.

The general Assembly is informed of new members whose candidacies have been provisionally validated by the Bureau. The general assembly definitively validates the membership by a vote.

An associated member who wants to become president or vice-president - when one of these positions is to be filled - must present his candidacy which is submitted to the vote of the other associated members in the general assembly.

The general assembly elects among its associated members, who have proposed their candidacy, and by secret ballot,

- President
- From 1 to 3 vice-presidents

The president and vice-presidents are elected for a term of 2 years. Their mandate is renewable once.

The general assembly appoints the Bureau (management team) which is composed of the President and the vice-presidents

The presence of half of the associated members (present or represented) is necessary for the General Assembly to validly deliberate. Where this quorum is not reached, a second General Assembly is convened with the same agenda after an interval of three weeks. This meeting shall then deliberate validly irrespective of the number of members present or represented.

Each associated member has one vote. An associated member may be represented by another one. Affiliated members don't have a vote

Decisions are taken by the majority of the associated members present and represented. In the event of a tie, the President has the deciding vote.

The general manager may, at the request of the president, take part in the extraordinary and ordinary general assembly.

The general assembly may be held by any means and by video conference

### **Article 9.2: Organization and decision of the Extraordinary General Assembly**

Only an extraordinary General Meeting will have competence to modify the Articles, decide on dissolution of the association and allocation of its assets and its merger with any other association pursuing a similar aim.

It is convened in accordance with the formalities provided for in Article 9-1.

The presence of half of the associated members (present or represented) is necessary for the General Assembly to validly deliberate. Where this quorum is not reached, a second General Assembly is convened with the same agenda after an interval of three weeks. This

meeting shall then deliberate validly irrespective of the number of associated members present or represented.

Each associated member has one vote. An associated member may be represented by another one.

Decisions are taken by at least the two-third majority of the members present and represented.

### **Article 10: The Bureau (Management team)**

The Bureau, elected by the general assembly and is composed of the President and the vice-presidents

It is not a collegial decision-making body.

One of the vice-presidents acts as treasurer of the association

The Director General may, at the request of the President, take part in the meetings of the Bureau.

The Bureau oversees the day-to-day management of the association and in particular, the implementation of the decisions of the general assembly, the preparation of the decisions of the general assembly, the management of memberships and finances and oversees compliance with EWA's legal obligations.

The Bureau meets every 2 months and more if necessary

The Bureau closes the accounts, establishes the annual report and the provisional budget for the coming year. It validates the amount of compulsory and additional contributions.

The meetings can be held by any means and in particular by video conference.

The Bureau will organize at least 2 meetings per year (in the first and last quarter of the year), with all the members to inform them of work in progress

### **Article 11 - President**

The President is charged with implementing the decisions of the General Assembly and ensuring the proper functioning of the association.

The president supervises the actions of the general manager on all the tasks assigned to him (article 15)

The President assumes his duties the day after his election by the general assembly.

The President is appointed by vote of the General Assembly for 2 years. Its mandate is renewable once for a period of 2 years.

He may delegate his signature to a member of the "Management team", or to the General Manager or to an association employee, as necessary, or issue powers of attorney to third parties to represent the Association. These powers for this purpose must be clearly defined and revalidated every two years.

In the event that there is no candidate for the position of President, and the retiring President has completed his maximum term (4 years), including reelection, the President in

place can have an extension of his/her mandate for one year to ensure continuity in the functioning of the association. This extension of mandate has to be confirmed at the General Assembly by a vote.

If the President does not wish to have his/her mandate extended, and there is no other candidate, then one of the Vice Presidents shall act in the position of President for a maximum period of one year, until a new President is elected.

### **Article 12: Vice presidents**

The Vice-presidents can deputise for the President empowered by this latter.

### **Article 13: Technical Committees**

The General Assembly creates Technical Committees to carry out detailed work on the technical aspects of welding, brazing and cutting manufacturing.

Membership of Technical Committees is open to all associated members engaging in the field of activity of the Technical Committee in question.

The Association normally includes 4 Technical committees (TC)

- A TC in charge of welding and brazing consumables
- A TC in charge of electric welding equipment for welding and cutting
- A TC in charge of flame implementation equipment, for welding, brazing or cutting
- A TC in charge of equipment that ensures the safety and health of welders

Affiliated members don't participate at the technical committees, but at their demand they can be invited by the chairman of one TC, as observer, once a year

Others Technical Committees may be created by the General Assembly when requested by at least five members.

Each Technical Committee elects its chairman among its members; this nomination is subjected to the approval of the General assembly of the Association.

Technical Committees meet at least once a year and when necessary. The members are convened by the committee Chairman according to the proceedings defined by their internal rules.

### **Article 14: General Manager**

The General Assembly appoints the General Manager according to the recommendations of the Bureau (management team).

By delegation of the President, he represents the association in all civil acts and is invested with all powers to this end. In particular, he has the capacity to take proceedings in the name of the association, acting either as petitioner or respondent, and to approve all transactions without prior authorization from the General Assembly.

By delegation of the vice president treasurer, he is in charge of the accounting management of the association, he collects the receipts, makes payments. He keeps regular account of all transactions and reports to the Bureau and the general assembly, which oversees the management.

By delegation of the president and vice president treasurer, he opens and operates, in the name of the association, at any bank or credit institution, deposit and/or current accounts. He creates, signs, accepts, endorses and pays all cheques and transfer orders necessary for the functioning of the accounts.

The General Manager undertakes the executive management of the association, with responsibility for:

- Increasing the membership of the EWA and enhancing the funding available to the association from non-member sources.
- Management of the functions of EWA, in particular in the work of the Technical Committees and the prompt and accurate provision of the statistics.
- Management of legal issues affecting EWA and its members with the assistance of legal counsel;
- All logistical issues for satisfactory performance of EWA.

The general manager makes an annual report, on the actions realized, to the President, which will be presented to the General Assembly.

The general manager reports on his work at each meeting of the Bureau

His immediate superior is the President

#### **Article 15: Statistics process**

EWA organises European statistics for associated members, for the product ranges they sell in European countries by quarter, half-year or year.

Every associated member declares directly his sales in different European countries, in volume or value (depending of the survey) in return only the associated members (who have declared) receive the consolidated data

Any statistics shall be circulated to the Associated members only in aggregated form and on an historical basis (with an appropriate time lag). The level of aggregation and safeguards applied shall be sufficient to prevent the identification or deduction of any individual member's data.

For that purpose, the software of the statistics platform , used for the statistic process, create automatically secrets cells where if there are less than 3 participants and/or if one participant declares represent more than 85% of the total sales.

This consolidated data is strictly confidential and can't be communicated outside of the association - if an external communication of consolidated data is asked, the authorization of the management team is necessary. The communication will be done by the General Manager , only, after having received the agreement of the management team

Only the EWA statistic manager and the EWA general manager have access to all data, they have signed a confidentiality agreement to respect that no individual data can't never be communicated

#### **Article 16: Internal rules of procedure**

Other Internal rules of procedure can be drafted by the Bureau then validated by the general assembly.

This regulation is intended to resolve various points not provided for in the Articles, notably those which deal with the association's internal administration.

### **Article 17: Fiscal year**

The association's fiscal year is from the 1<sup>st</sup> of January until the 31<sup>st</sup> of December of each year.

The accounts of the association will be audited annually by a firm of chartered accountants who will submit their report and comments. The report will be presented to the Management team and to the general assembly

Every 2 years, an audit can be carried out by one of the associated members of the association in order to verify the processes of the association. this audit report will be presented to the Management team and to the general assembly

### **Article 18: Formalities for declaration of modifications**

By delegation of the President, the General Manager must declare to the "Prefecture" the following matters provided in the article 3 of the Decree of 16 August 1901, concerning in particular:

- modifications being made to the Articles,
- a change of title for the Association,
- transfer of the registered office,
- changes in membership of the Bureau (Management team)
- a change of purpose,
- merger and acquisition of the association,
- dissolution.

### **Articles 19: Conflicts**

in case of conflict between a member and the association, the Bureau (management team) will try to find a solution through conciliation. If this solution is not possible, then the member concerned, and the association may bring in a mediator. The choice of a mediator can be made with the help of the legal department of the French Federation of mechanical industries. The association being under French law

Disputes between members are not the responsibility of the association

### **Article 20 : Dissolution**

In the event of dissolution pronounced by the Extraordinary General Assembly, one or more liquidators are appointed by it and the assets, where such exist, are allocated in accordance with Article 9 of the Law of 1st July 1901 and Decree of 16th August 1901.

**President**  
**M Harald Scherleitner**

**Vice President**  
**M Luigi Frasson**

**Vice President**  
**M Frederic Lanz**

**Vice President**  
**M Gregory Doria**

