



## NON-PROFIT CIVIL COMPANY STATUTES

### Article 1

#### Name – Distinctive Title – Headquarters – Duration

- The Name of the Company is «Ελληνικό Ινστιτούτο Συγκολλήσεων» and its distinctive title «ΕΛ.ΙΝ.ΣΥ». However, the distinctive title in case of international business and dealings will be «Welding Greek Institute» (WGI).
- Company's headquarters are located in the region of Attica, in the city of Elefsina, 96 Trapezountos str. Under the decision of the Supporting Members mentioned above, branches of the company could be founded inside the limits of the Greek territory as well as in Cyprus. In case the company's address changes, in the existing limits of its headquarters, there should be no need to modify its statutes.
- The duration of the company is defined in a period of fifty (50) years although it could be extended or renewed by the Supporting Members of the company, once ended.

- Article 2

#### Intention - Scope

The company has Intention to:

- Promote the development and mark out all about the progress in any type, relative and complementary methods included, in the sector of welding in Greece as well in Europe, so that a continuous support in its diffusion, insight and know how, will be established.  
In order to materialize such Intention, the Institute is willing to use all the necessary means and in particular:
- Divulge and facilitate the transmission of knowledge and know how about welding not only inside the Greek territory, but also all over Europe by collecting and elaborating information and data, coming from national and international publications about the development in the welding sector, be in contact and collaborate with national, European and also international organizations, attend to publications relative to the welding sector, where research results will be announced and scientific papers and congresses as well as Institute's assemblies proceedings, useful information about welding coming from Greece or from abroad and bibliography, will be published.
- Promote, manage and materialize publications, studies and economic as well as technical-scientific research and elaborate technical specifications and regulation suggestions in order to create models and protocols. Bulletins, books, magazines, specialized descriptions related to single topics and information coming from other periodicals or the internet, will be issued in Greek as well as in other foreign languages.
- Organize and realize theoretic seminars and workshops intended for the training, further education and the specialization of degree holders in Engineering and Technologic Engineering, technicians and welders. For this reason, "WGI" will strongly promote the creation of independent training foundations, in agreement with the Greek law, in order to encourage the scientific research, training, specialization and education of degree holders in Engineering, technologic Engineering, technicians and welders; such training would be accompanied by the bestowing of degrees and certifications.
- Provide consulting services, support and technical quality inspection in products, production procedures and services supply related to welding. It has also intention to afford the management as well as the realization of European, national and regional projects in order to give support services- activities to relevant actions and goals.
- Certify companies and organizations according to relevant models or specifications for their welding activity or elaboration of metals.
- Organize congresses, visits, expositions, reunions and symposiums about welding.
- Afford any type of activity that is considered useful and beneficial by the administration members of the Institute in order to achieve the goals referred to the statutes.

- Register, evaluate, participate and promote the common interests of the members to national and international Forum, Associations, Organizations, Institutes and foundations relative to welding research, technology and training.
- Participate also in other companies and found branches in the Greek territory to promote Institute's goal. Collaborate and participate in international congresses and meetings, exchange scientists, information and experiences. Participate and collaborate with public institutions with similar or relative activities to the Institute's intentions.
- Inform and sensitize public opinion about Institute's activities concerning welding and all the relative scientific topics.
- Offer all kind of sustain to its members for questions related to the institute's achievements.
- Proclaim competitions to reward and make known remarkable studies so as to support every kind of effort that aims to promote the Institute's goals. Actually, there will be a moral as well as a material reward to institutions or people for their distinguished contribute to the development and diffusion of scientific or technical knowledge about welding.

- Article 3

Funds – Resources

The economic resources of the Institute will derive from:

- Partners and Members' regular contributions for all expenses concerning foundation, transport, functions, activities promotion and activities everyday support. Apart the Honorary Members and the Students of the Institute, all the other members are obligated to pay a regular annual contribution of 100 euros that could be readjusted by the Members' General Assembly.
- Supporting Partners' extra contributions in order to cover Institute's needs.
- Incomes from National or European subsidies and financings, donations and allowances from public services as well as national and international public and private companies so as to support Institute's aims.
- All kind of donations and incomes, under the condition that they will first be approved by the Execute Secretariat in order to ensure that the effect of the added value results positive for the Institute and is not opposed to its goals and clauses.
- It is not permitted the distribution of company's profits to its partners neither during the company is operative nor after its dissolution.
- Company's activity will be annual and the balance sheet will be formulated by the end of every calendar year. The first application of such activity will be completed on the 31st of December 2008.
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- The company is a non-profit legal person and its function is governed by Greek Civil Code's clauses. The fate of the company's assets and its disposition, in case the legal person gets dissolved, will be determined by the Supporting Partners' decision.

- Article 4

Company's composition - Members

There are 5 member categories:

- Honorary Members  
As Honorary Members are assessed either eminent personalities with a remarkable theoretical or practical offer in the welding sector or persons that contribute in a special way to the Institute's development.
- Fisical Persons, company's members  
Fisical Persons are considered all those, in Greece or abroad, who are interested in welding aspects and applications.
- Legal Persons and Associations or Organizations  
Legal Persons and Associations or Organizations are assessed Companies, Associations, Universities, Research Institutes, Public Administration and Organizations and all type of Institutions involved in the welding sector.

- Supporting Partners  
Supporting Partners are considered the members of the categories «a», «b», «c» that assist with considerable economic amounts the Institute and all together form its Executive Secretariat.
- Students  
Students coming from Universities, Technologic Institutions and Technical Lyceums with studies related to welding would be able to be registered as members.
- All the company's members have the right to:
  - Participate in all the demonstrations organized by the Institute
  - Attend to the activities of the technical committees and have access to the technical substantiation.
  - Take advantage of the discounts for the Institute's services.
  - Consult the Institute's library.
  - Receive for free Institute's press release.
- Institute Management, is defined in two (2) administration levels.:
  - The Executive Secretariat that is exclusively composed by the Supporting Partners, responsible for all the administration and economic matters as well as for eventual commitments against the state or/and others.
  - The General Assembly of the Company's Members that is exclusively involved in technical and scientific issues and matters.
- A new member, in order to be registered should make a written application and wait for the General Assembly's decision where he should be elected by the simple majority of the registered members.
- Concerning the registration of a new member, it would also be enough a simple decision of the Executive Secretariat. The Supporting Partners that compose the Executive Secretariat are evidently considered also members of the company and have the right to vote during the General Assembly of the Members. The registration of a new member should be notified to the competent authorities if this results necessary from the law.
- There is no case that the members of the company are responsible for demands of thirds against the company, or for commitments towards the state or common benefit Organizations.
- Article 5  
Administration – Association Organs  
The organs that direct, bind the company and administrate its matters are the following, by circumstance:
  - The General Director with his surrogate (assistant) for the scientific and technical matters.
  - The Executive Secretary with his surrogate (assistant) for all the matters concerning the financial management and administration of the Company.
  - The General Assembly of the members, for all the competences and responsibilities of the General Director.
  - The three-member Disciplinary Council.
- The term of the first two Administration Organs should be triennial (3 years) and could limitlessly be reconstituted.
- Article 6  
General Assembly
  - The members General Assembly is the highest association organ of the company and decides about every matter out of the Executive Secretariat's pertinence. The General Assembly assesses the General Director and substitute's pertinences regarding scientific and technical matters. It assigns technical committee meetings, charges company's representatives to congresses and International Forums of scientific or technical interest, approves the daily order topics proposed by the General Director and precedent period transactions, in base of the approved daily arrangements, establishes a priorities and interferences' program concerning technical- scientific matters, proposes eventual statutes modifications or implementations of actions and activities with eventual economic costs, to the Executive Secretariat, authorizes the technical commissions' regulation, decides for all the members' proposals related to rewards and grants as well as the assignment of the Honorary Members.
  - The General Assembly is convoked regularly by the General Director once a year at the company's headquarters and exceptionally when the 2/3 of the registered members ask for it written or is

decided by the Executive Secretariat. The invitation for a General Assembly is served to the members at least (10) days before such convergence. In the invitation is mentioned the date, time and the topics of the daily arrangements. The General Assembly has a quorum and is in valid session when the 2/3 of the registered members is present. If this does not happen, the General Assembly is repeated after 7 days, at the same time and place, and is considered valid no matter the number of the coming members.

- All the company members participate at the General Assembly -except category «e» (Students) that are voter less- either personally or by their representatives defined written that should also result members and could liberally be recalled or replaced by the Members. The document of another member's appointment as a representative should be notified in time to the Company's General Director.
  - General Assembly decisions are made by a single majority of the registered members. In case of equal votes prevails the vote of the General Director in commission.
  - A Members' disagreement in the interpretation of the conditions assessed by the statutes about their rights and commitments gets resolved at the General Assembly.
  - Every company's member has to contribute in order to service company's goals and interests.
  - There will be kept registers for the decisions taken that will be inserted into the minute book.
  - There will be formulated a Regulation for the Internal Running of the company approved by the General Assembly in order to settle, among others, questions related to the working out of the technical committees, assess the Organization Chart and determine the competences and responsibilities of the organization chart levels.
  - The company's members that do not wish to continue with such quality could hand in for their resignation. However, all the members that have not accomplished their economic duties for one year, are considered ipso jure not active, cannot participate in the General Assemblies and get crossed out.
  - The first convocation of the General Assembly will take place within the first six months from the company's founding and will only assess the election of the General Director and his surrogate if necessary as well as two (2) members of the Disciplinary Council.
- Article 7  
General Director & his Surrogate
    - The General Assembly with a single majority assesses the General Director, a person commonly acceptable, Greek citizen, mother tongue Greek with a very good knowledge of English and cultural background in welding, non truculent tests or quality reservation. He needs to be a member of the Greek Technical Chamber.
    - The General Director is exclusively occupied with technical and scientific matters, assigns the Responsible in order to Accredite, Certificate, Train and Inspect, is involved with the Institute recognition procedures by International Organizations and Institutions, assigns representatives to technical meetings and congresses, represents the company himself, when necessary, in Forums & Symposiums; in this way, he administers the collection of all the scientific and technical information and knowledge about welding in the company.
    - The General Director answers for the management of the company's business of his concern to the General Assembly and is responsible for the performance of its decisions.
    - The General Director convokes the General Assembly, is the chairman, conducts the meetings and makes known the process of the company's affairs -orally or written- to the members.
    - The General Director convokes the General Assembly, is the chairman, conducts the meetings and makes known the process of the company's affairs -orally or written- to the members.
    - The General Director Surrogate gets in by the General Assembly; his competences are assigned by the General Assembly or the General Director when authorized by the Members General Assembly.
    - From now on until the first General Assembly, the General Director position is assigned to Artemis Vamvakousis, Ph.D Metallurgist Engineer, specialized in Non Truculent Tests.
  - Article 8  
Executive Secretariat – Executive Secretary & Surrogate

- The Executive Secretariat is composed by the sum of the Supporting Members.
  - The Executive Secretary is assigned by the Executive Secretariat -which consists on the sum of the Supporting Partners. The Executive Secretary service is assessed in 5 years.
  - The Executive Secretary represents the company for what regards its business to thirds and operates any action of management reduced to the company's goal and subject.
  - Meletios Tzaferis, degree holder in Mechanic Engineering is assigned on recommendation the Executive Secretary.
- Article 9  
Disciplinary Council
    - The Disciplinary Council is three-member. It gets in annually during the regular General Assemblies. The two members get in by the Members General Assembly while the third one who is the chairman is assigned by the Executive Secretariat. Disciplinary Council competence is the Members' deletion or their substitution from the company's organs because of disciplinary misconducts, defective execution of duties or behavior that offends the image and the prestige of the Company. Disciplinary Council decisions are obtained by single majority.