

# **EPSC Bylaws (version 25 Feb 2025)**

## **1. Introduction**

The purpose of these by-laws is to provide a framework for EPSC's primary activities and the organisation required to ensure their effective organisation and operation. The by-laws are additional to or elaborating the EPSC Statutes. In case of any contradiction between the Statutes and these by-laws, the Statutes prevail.

## **2. Organisation**

The EPSC organisation consists of

- Management Board with a Chair
- General Assembly (meeting with the full members)
- Operations Director (via Service Level Agreement)
- A support organisation reporting to the OD (via Service Level Agreement)

### **Role of Management Board (MB)**

The Management Board carries the overall responsibility. This includes the EPSC statutes, strategy, policy, financial matters and staffing. The management board appoints a chair and an operations director for the overall running of EPSC. The management board will approve the EPSC annual report, budget and multi-year plan (strategy). The management board ensures the presence of an adequate staff organisation via service level agreements.

### **Role of the General Assembly (GA)**

The General Assembly are the regular meetings where the members are invited. Responsibilities are the proposals and development of the technical programs of EPSC. The General Assembly approves the yearly budget and accounts after audit by the auditor.

### **Role of the Operations Director (OD)**

The operations director is accountable to the chair of the management board and will ensure

- The running of the EPSC's technical program (General Assemblies, working groups, and other meetings).
- Guidance to the support function to assure financial administration including member invoicing.
- Compliance with all legal and regulatory aspects.
- An EPSC multi-year plan (strategy) that meets the needs of the members and is agreed with the management board.
- Marketing and promotion of EPSC among the process safety and broader technical community in order to ensure adequate influence and credibility.
- Create EPSC visibility in the European Process Safety forums like conferences and symposia.
- EPSC is represented at selected regulatory, governmental or educational projects at EU and/or national level. Furthermore, the operations director

will ensure effective contacts and networks with other relevant industry associations.

- The recruitment of new EPSC members and the maintaining of existing EPSC members.
- An adequate website meeting the needs of members concerning information and as a public interface.

### Support Function

*This will form the basis of the SLA*

The OD will arrange and manage support for EPSC in order to

- Be able to execute payments and banking activities
- Send invoices
- Run a financial administration compliant with applicable legislation
- Organize meetings (locations, logistics, supplies, etc.)
- Make minutes of meetings
- Update information on the website
- Keep EPSC information ordered and findable
- Keep the information of the members up to date and send them information
- Other activities as agreed in SLA or ad-hoc with the Operations Director

### Authorisation matrix (Annex - amounts for discussion!)

The following authorization limits are valid:

Enter into contracts or approve invoices <€500	OD or delegate
Enter into contracts or approve invoices <€2500	OD
Enter into contracts or approve invoices <€10000 > €2500	CoB
Enter into contracts or approve invoices >€10000	OD + CoB + 2*MB

## 3. Primary EPSC member activities

### General Assembly (GA) and technical steering committee (TSC)

All full members are invited to the general assembly. Associate members and guests can occasionally be invited by or in agreement with the OD. The GA will determine the technical program of EPSC (e.g. need for working groups etc.) and will be the primary forum for technical exchange and discussion. The GA will normally take place twice a year. The spring meeting of the GA also serves as the Annual Meeting in which accounts and budgets are approved. Should it be for whatever reason necessary to hold the Annual Meeting at another moment, approval will be sought from the chair of the Management Board and the change communicated accordingly to the GA.

### Working groups

Working groups will be agreed at the GA and will address specific topics in more detail. For each working group the a) scope, b) deliverables and c) primary members will be agreed. All members may participate in all working groups and have free access to all output materials. A (member) chair will be nominated to each working group and a (staff) facilitator appointed as required.

## Technical and scientific information on European legislation

EPSC will participate via staff or assigned members in selected activities related to European safety legislation and regulations, with the objective to provide technical and scientific background information and advice, e.g. to our members, to legislative bodies and competent authorities.

## 4. Membership

EPSC has 2 membership levels. Full members and Associate members. In addition, EPSC recognises partner organisations.

### Full members

Companies and organisations eligible for full membership are companies operating processing or manufacturing facilities with potential process safety risks

- Full members pay the full membership fee based on turnover
- Full members have full voting rights and may nominate candidates to the management board.
- Full members may nominate one general assembly member who will normally vote on behalf of the member.
- All full memberships are subject to approval by the management board

### Associate members

Companies and organisations eligible for associate membership are businesses with a direct interest in mitigating process safety risks but who are not necessarily manufacturing facility operators

- Associate members pay individually agreed membership fees
- Associate members do not have voting rights and may not nominate candidates to the management board.
- Associate members may participate in the general assembly by invitation.
- All associate memberships are subject to approval by the management board
- In general, associate members may participate in working groups and have access to the members' area of the website in order to access technical materials.

### Founding Members

EFCE and Dechema are founding members, that is they have given their support on establishing EPSC, that is also registered in the founding document as registered in Brussels. Some aspects:

- Founding members will not be part of the EPSC board and they have no responsibility or liabilities.
- Founding members do not have voting rights and may not nominate candidates to the management board
- The Chair of the EFCE Working Party Loss Prevention will be invited to participate in the EPSC technical meeting.
- EPSC will inform founding members when a new working group is established. The founding members can nominate a knowledgeable person to participate in the working group.

## Partner Organisations

Partner organisations are organisations that may be able to assist EPSC in its mission to reduce process risks.

- Membership fees & conditions will be decided on a case by case basis and will be described in a memorandum of understanding
- Partner organisations do not have voting rights and may not nominate candidates to the management board
- Partner organisations may participate in the general assembly by invitation

## Membership Fees

Members will be invoiced annual in advance, normally in Q4 of the preceding year.

The annual fee for Full Members is based on the global turnover of the organisation:

€2,000 for turnover up to €300M

€4,000 for turnover up to €600M

€6,000 for turnover up to €900M

€8,000 for turnover up to €1200M

€9,500 for turnover €1500M and above (*from 2025 onwards*)

The annual fee for Associate Members is €1,000.

## Data security, compliance & anti-competitive behaviour policy

EPSC members and staff participating in meetings, working groups or other activities organised by EPSC understand that the sole purpose of these activities is the exchange of process safety related information in the interest of improving process safety in the industry. Under no circumstances will sensitive information related to other areas of business be shared or discussed either formally or informally among members and/or staff. Meetings will have an agenda and minutes to demonstrate this.

To facilitate technical information exchange, members may indicate which proprietary materials shared or discussed during meetings may be made available to the membership. Recording of meetings is not allowed without the permission of the presenting member.

Should any member suspect or witness anti-competitive information exchange, they are requested to inform the chair of the EPSC board or the chair of the meeting concerned.

By participating in any EPSC activities, all EPSC members agree to abide by these terms.

## 5. Election procedure for the members representatives of the Management Board:

- The Management Board shall comprise at least 3 and maximum 8 representatives elected by the Voting Members of the General Assembly.
- The term of office of the elected members is maximum 3 years, after which they may stand for re-election twice.
- The election process will take place by electronic means in the months leading up to the EPSC Annual Meeting in Spring. The term of office of the elected members will start directly after the Annual meeting.
- The Operations Director will announce the nomination for the vacant positions by electronic means and enclose a description of the role together with expectation of time commitment.
- The Full Member companies shall be invited to submit proposals for nominations. Each Full Member has the right to nominate 1 candidate. The proposed candidate must be the usual representative of the Full Member on the General Assembly.
- There will be a 4 weeks period to receive nominations. The nomination(s) must be submitted in writing to the EPSC Office together with a photo, a brief CV and short motivation of the candidate. The list of candidates, CV's and motivations will be made available to the voting Members.
- Voting will be by electronic means on the basis of one vote (voting ballot) per Full Member. There will be a 4 weeks period to receive votes.
- The free positions will be filled by those candidates receiving the highest number of votes. In order to be elected the candidates must have the support of at least 10% of the eligible Voting Members.
- Only in case the number of candidates exceeds the number of free positions: If the selection of candidates is not possible due to an equal number of votes, then a second election will take place among these candidates.
- The Operations Director will firstly inform the candidates about the election results and then announce the successful candidates to the members by written notice. No indication will be given of numbers of votes per candidate.
- In case of death, discharge or resignation of a member of the Management Board, the Management Board can temporarily appoint a replacement, pending the next election by the General Assembly.