

# **Statutes and Articles of ITTC-Association – approved at Extraordinary General Assembly 2021**

## **I Preamble**

0. The International Towing Tank Conference was founded in 1932 and the first Conference of Tank Superintendents was held in 1933. To give continuity from one Conference to another, the 5<sup>th</sup> Conference appointed a “Standing Committee”, and agreed that the Chairperson would be the representative of the country arranging the next Conference. It was in the next Conference celebrated in Washington in 1951 when the Standing Committee suggested that a three-year interval between the Sixth and the Seventh Conference would be desirable. From then on, every three years the Conference has taken place. In 1954 the name “International Towing Tank Conference” was adopted for future conferences.

In 2017 the Full Conference decided to transform the ITTC into a legal entity the ITTC Association (ITTC.A).

## **II Name and Location**

1. The International Towing Tank Conference Association (ITTC.A) is a non-commercial association according to art. 60 of the Swiss Civil Code. ITTC.A is politically and religiously neutral.
2. The International Towing Tank Conference (ITTC.A) is a worldwide independent association of hydrodynamics research organisations that support the designers, builders and operators of ships and marine installations by giving advice and information regarding the performance, safety and environmental impact of ships and marine installations using the results of physical model tests, numerical modelling and full-scale measurements.
3. The domicile of ITTC.A is, as of 20.09.2019:

c/o Forum Rechtsanwälte  
Dr. iur. Diego R. Gfeller  
Universitätsstrasse 100  
8006 Zürich

4. The rules and regulations of the ITTC are relevant by-laws of ITTC.A.

### **III Aims**

5. The aims of the ITTC.A are:

- a) To stimulate progress in solving the technical problems which are of importance to its members;
- b) To stimulate research in areas in which a better knowledge is required in order to improve methods of predicting the full-scale hydrodynamic performance of ships and marine installations;
- c) To stimulate the improvement of methods of model experiments, numerical modelling and full-scale measurements;
- d) To recommend procedures for carrying out physical model experiments, numerical modelling and full-scale measurements of ships and marine installations;
- e) To validate the accuracy of full-scale predictions for quality assurance;
- f) To formulate collective policy on matters of common interest;
- g) To provide an effective organisation for the interchange of information;
- h) To be a contact point to other international organisations such as IMO, ISO, etc. on aspects related to the aims of the association.

### **IV Activities**

6. The aims of ITTC.A shall be pursued by

- a) Stimulating research into specific topics;
- b) Organizing and encouraging meetings to review progress in this research;
- c) Making such recommendations and decisions on joint action and policy as seem desirable to the members of the ITTC.A;
- d) Establishing procedures and guidelines to help the member organisations of the ITTC.A to maintain their institutional credibility with regard to quality assurance of products and services, such as, performance prediction and evaluation of designs by either experimental or computational means.
- e) Recording and publishing discussions taking place at ITTC meetings.

## **V Membership**

Note: unless otherwise stated, whenever the term 'member' is used in these Statutes, it refers to both 'Full membership' and 'Advisory Council membership'.

7. Membership of ITTC.A is open to all members of ITTC (Full Membership) fulfilling the requirements of ITTC Rules for membership.
8. Membership of ITTC.A is furthermore open to all members of the Advisory Council of the ITTC (Advisory Council Membership) fulfilling the requirements of the ITTC Rules for Advisory Council Membership.
9. Commercial, financial and other pressures shall not compromise technical judgements of the members and its staff.
10. Applications for membership shall be made to the Chairperson of ITTC.A.
11. The financial year runs from 1 October to 30 September the following year.
12. A membership fee shall be payable by all members. The membership fees of the different membership-categories can diverge. The amount of the membership fee is proposed triennially by the Executive Committee to be approved by the General Assembly.
13. A member, who has not paid the fee by March 31<sup>st</sup> in the year of the date of payment, shall no longer be a member organisation of ITTC.A and the name of the organisation shall be removed from the membership list. The Executive Committee may extend this deadline if unusual financial or administrative circumstances delay payment of the fee.
14. Membership in ITTC.A expires in case of
  - a) withdrawal by the member;
  - b) expulsion;
  - c) demise or default of the member organisation.
15. The withdrawal by the member shall be made by means of a written declaration to the Executive Committee. It may only take place at the end of the calendar year subject to a six-month notice period.
16. The Executive Committee shall declare any expulsion. The decision is binding. Exclusion may occur without giving reasons. The association, its governing bodies, and its members are not liable for any loss, which might result directly or indirectly from the exclusion pronounced to the statutes.

17. Those members resigning, or considered as resigning, or excluded or their rightful claimants have no right whatsoever to the association's assets. They cannot claim reimbursement of any subscriptions made whatsoever.

## **VI Adherence**

18. Each member is obliged to adhere to the statutes, to the Internal Rules and to all those regulations and decisions made in pursuance of the Statutes or the Internal rules.

## **VII Governing Bodies**

19. The governing bodies of ITTC.A are:
  - a) General Assembly
  - b) Executive Committee
  - c) Advisory Council
20. ITTC.A opts out of the limited audit. The General Assembly appoints two internal auditors from its members for a period of three years and not more than three years to monitor the financial activities of the organisation.

## **VIII General Assembly**

21. The General Assembly is held every third year. It shall be held at the location of the Conference of ITTC.
22. The Executive Committee shall make the invitation at least 20 days in advance, either in writing or by e-mail, specifying the agenda items. Application to the General Assembly must be addressed in writing to the Chairperson no shorter than 10 days in advance.
23. Extraordinary General Assemblies shall be convened by resolution of the Executive Committee when the interests of the Association shall demand such, or upon the request of 1/3 of the members of the Advisory Council, or 1/5 of the ITTC.A Full members. However, such a request will only be valid if submitted in writing and signed by all petitioners, and only if it sets out in clear and precise terms the object of the proposed extraordinary meeting. The Executive Committee shall make the invitation at least 20 days in advance, either in writing or by e-mail, specifying the agenda items.

24. A Global General Assembly may be held at any time without prior specifying the items of the agenda.
25. Powers:

The General Assembly of members decides on all matters that are not reserved to other governing bodies of the association. Its resolutions, adopted in accordance with these statutes are mandatory for all members of the association, including absent, defaulting and dissenting members.

It supervises the activities of the governing bodies and may at any time dismiss members of the latter without prejudice to any contractual rights of those dismissed.

The right of dismissal exists by law whenever justified by good cause
26. Resolutions on matters for which prior proper notice has not been given may be adopted only where the articles of the association expressly permit this.
27. The general assembly passes resolutions with simple majority of the members present. In calculating the vote, the votes of those members abstaining are not included except where quorums of those present or a specified majority are required.
28. All members of the association may attend the meetings of the General Assembly and participate in discussions, which may be initiated by the General Assembly, either in an ordinary or extraordinary meeting of the General Assembly. All members have equal voting rights at the General Assembly.
29. Only members are eligible to vote. The vote shall be exercised by the designated representative. A member organisation that is unable to attend the meeting can delegate the voting rights of the member to another member. The designated representative must inform the chairperson of the Executive Committee of the name of the alternate before the start of the General Assembly at which the vote will take place. Postal or email votes shall not be allowed.
30. Voting may be by secret ballot or a show of hands as determined by the Executive Committee.
31. Each member is by law excluded from voting on any resolution concerning a transaction or dispute between the association on the one part and the member on the other part.

## **IX Executive Committee**

32. The Executive Committee consists of twelve or more members.

33. There shall be one representative from each of the seven geographic areas listed in Annex A of the rules of ITTC (the area representative). Where at all possible, the area representative shall represent a member organisation of the Advisory Council. The Executive Committee may approve exceptions to the area representative being from a member organisation of the Advisory Council. Each area representative shall normally serve for two terms of three years each. The area representatives shall be appointed at least one-half year prior to the Conference by the member organisations of that area. Each region shall decide on its own procedure for selection (election) of its area representative.
34. The Executive Committee consists of
- a) The chairperson of ITTC.A
  - b) The chairperson of the ITTC Conference. The chairperson of the ITTC Conference could, but must not necessarily, be the chair of ITTC.A. In case not being ITTC.A chair, the chairperson of ITTC Conference has no voting right.
  - c) The ITTC Secretary. The ITTC Secretary need not be member of ITTC.A. The ITTC Secretary has no voting right.
  - d) The AC chairperson. The AC chairperson has no voting right.
  - e) The chairperson of the previous ITTC Conference has no voting right.
  - f) The representatives of the geographical regions defined in the ITTC Rules.
35. The Executive Committee shall:
- a) Elect a Vice Chairperson among the EC members.
  - b) Implement the decisions of the General Assembly;
  - c) Represent the ITTC, delegate representation of ITTC in special cases;
  - d) Accept new members;
  - e) Manage the income;
  - f) Appoint committees of ITTC.A and members to such committees as needed;
  - g) Define the triennial membership fee.
36. The chairperson of ITTC.A of the next Executive Committee shall be appointed by the Full Conference at the end of the conference and act as chairperson until the end of the next Conference.
37. The chairperson of ITTC Conference is usually the designated representative of the member organisation that will host the next Conference, but the Executive Committee may propose as its chairperson the designated representative of any member organisation in the area where the next conference will be held. He is responsible for the organisation of the next ITTC Conference.
38. The members of the Executive Committee act as a corporate body; they incur no personal obligation whatsoever for the liabilities of the association. They are responsible only for executing their mandate.

39. Votes by the Executive Committee may be by a show of hands or secret ballot at the call of the chairperson. A simple majority shall carry a motion. Any member of the Executive Committee unable to attend can, by written confirmation, confer upon another member the power to act and vote in his name, for that meeting only. A member can only represent one other member. For decisions of the Executive Committee to be valid, at least six members shall be present or represented, except in case of extreme urgency, in which case decisions may be made irrespective of the number of members present or represented.
40. In special cases also virtual meetings of the Executive Committee, such as Audio meetings or Internet meetings can be arranged.
41. Signatory power:
- Two members of the Executive Committee who are not accountable to third parties for a previous decision of the Executive Committee (Chairperson and Vice-chairperson) sign all transactions concerning the association, all letters of procuration, and all transactions requiring the assistance of a public official. Documents concerned with routine management, receipts from and credits to third parties, the railways, the post, telegraph and telephone services, giro accounts and all other government services and their internal administrative divisions and international or supranational bodies are signed by those people, to whom the Executive Committee has granted, by a special decision, such powers within the limits and conditions determined by it.
42. All signed expenses not prior approved by the Executive Committee need afterwards to be justified to the Executive Committee.
43. The ITTC Secretary shall undertake all administrative and secretarial tasks in support of the operation of ITTC.A.
44. The duties of the ITTC Secretary may include maintaining lists of members, publishing Newsletters and maintaining the website. The ITTC Secretary provides secretarial support to the Executive Committee and the Advisory Council.
45. The ITTC Secretary shall be responsible for the administration of ITTC.A funds. The ITTC Secretary shall:
- a) set up a bank account for ITTC.A funds;
  - b) collect ITTC.A membership fees;
  - c) make records of income and expenditure;
  - d) prepare proposed budgets and financial reports for the Executive Committee and General Assembly;
  - e) make authorized withdrawals from the account;
  - f) finish the accounting every year;
  - g) keep the minutes of the meetings

## **X Advisory Council**

46. The Advisory Council proposes to the Executive Committee the topics that should be addressed by the ITTC, bearing in mind that the primary aim of the ITTC is to solve technical problems of importance to its members. It proposes new technical committees and recommends terms of reference for all technical committees based on input from technical committees, ITTC members at large and the expertise and priorities of Advisory Council members.

The Advisory Council proposes recommended procedures and guidelines to the Executive Committee based on proposals by technical committees and groups.

The Advisory Council may provide advice or recommendations to the Executive Committee on any other topics agreed by the Chairmen of the Executive Committee and Advisory Council

The Advisory Council may set up mechanisms to support and monitor the work of Technical Committees. The Advisory Council may communicate with technical committees through the ITTC Secretary.

Votes on matters other than the appointment of the Chairperson or Vice Chairperson may be by show of hands or secret ballot at the call of the Chairperson. A simple majority shall carry a motion.

The Advisory Council shall meet at least three times between Conferences at times and places coordinated with meetings of the Executive Committee.

47. Advisory Council members between one year and one-half year prior to the next Conference shall elect the Chairperson and Vice Chairperson of the Advisory Council. The election shall be by secret ballot, the candidate with the maximum number of votes shall be elected. The Chairperson shall take office immediately following the end of this Conference. In the absence of the Chairperson, the Vice Chairperson shall conduct the meetings of the Advisory Council.
48. The ITTC Secretary shall provide secretarial support to the Advisory Council.

## **XI Liability**

49. ITTC.A is liable for its obligations with its assets. Such liability is limited to the assets (Art. 75a Swiss Civil Code).



## **XII Amendments to the Articles/Dissolution**

50. The General Assembly shall approve amendments to the Articles of association with the exception of changes in the aims of the association or the dissolution of the association, with the absolute majority of the votes cast. In the event of a tie, the amendment shall be deemed to have been rejected.
51. The General Assembly of the ITTC Association may, if half of the members present representing at least two-thirds of the member votes are in favour of the move, change the aims or dissolve the Association. If this quorum is not represented in the General Assembly, a second meeting is convened with the same agenda, after at least three weeks prior notice, this meeting with two-thirds majority of votes being valid regardless of the number of members represented.
52. In the event of the voluntary dissolution of this association, the General Assembly in deciding on such dissolution will determine at the same time the conditions for liquidation. It will appoint one or more liquidators who will act in accordance with those conditions, will determine his/her or their powers and will determine the disposal of assets remaining after the settlement of the liabilities.

The Chairperson:

The ITTC Secretary: