



Articles of Association of The Iranian Vacuum Society

Section One

Generalities and Aims:

Article 1- For the purpose of scientific expansion, furtherance and promotion in the field of vacuum sciences and technology as well as systems related to it, quantitative and qualitative development of skilled manpower and improving research and educational affairs in the fields related to vacuum sciences and technology, the Iranian Vacuum Society, hereinafter is called the Society, has been established.

Article 2- This Society is a non profit Society and it has been established for the purpose of Arts, research and scientific activities and it becomes a legal entity as of date of registration and Chairman of the Board of Directors shall be its legal representative.

Article 3- Head office of the Society: Unit No. 13- 5th floor- Shafa Medical Complex- West Italy Street- Vessal Shirazi Ave.- Keshavarz Blvd.-Tehran- Iran. Establishment of its branches in any part of Iran shall be done by approval of Committee for Scientific Societies.

Note: The change of the Head office, whenever deem necessary, shall be done by the approval of the Board of Directors provided that the change of address shall be published in a official gazette with wide circulation and Committee for Scientific Societies of the Ministry of Sciences, Research and Technology to be notified in writing.

Article 4- Duration of the Society is for indefinite period as of date of approval of this Articles of Association by observing laws and regulations of Islamic Republic of Iran.

Section two:

Activities and Duties

Article 5- For the purpose of fulfilling aforementioned aims stipulated in article 1 of this Articles of Association, the Society shall carry out following activities:



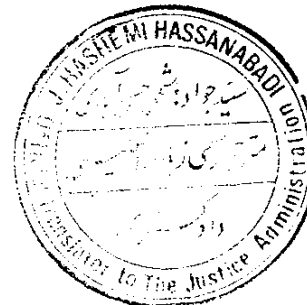


- 5-1 Coordination in conducting cultural and scientific research works in international and national levels in collaboration with researchers and scholars who are involved in the field of vacuum sciences and technology.
- 5-2 Cooperation with national and international research, scientific and executive institutions in evaluating, reviewing and implementing projects and programs related to research and education affairs and to publish books in scientific field related to the object of the Society.
- 5-3 To encourage researchers and to praise and honor distinguished professors and researchers and scholars who are working in the field of vacuum sciences and technology for the purpose of creating a suitable environment for expansion and development of propagation of vacuum sciences and technology in the society.
- 5-4 To render technical, research and educational services to private and state owned organizations through experts and use of other facilities of the Vacuum Society.
- 5-5 Holding scientific conferences and meetings in national, regional and international levels and collaboration in holding specialty courses and classes.
- 5-6 Publishing scientific books and journals containing technical and scientific advances and results of research works conducted in vacuum sciences and technology.
- 5-7 To create suitable environments which raise insight and level of knowledge and information of Iranian experts and to introduce to them latest advancement in this field and to propagate basis of vacuum sciences and technology.
- 5-8 Collaboration in compiling and examining vacuum technology standards.

Section three- Various memberships and its requirements

Article 6- Various memberships:

6-1 **Continuous membership:** Founders of the Society and all those individuals who at least possess Master's Degree in the fields of Basic Sciences and Engineering who are directly involved in vacuum sciences and technology can become permanent and continuous member of the Vacuum Society.





6-2 **Associate Membership:** Those individuals who possess Master's Degree and who have worked for 5 years in one of aforementioned courses, stipulated in clause 1-6 above, can become Associate member of the Vacuum Society.

6-3 **Student membership:** All students who are studying in aforementioned courses, stipulated in clause 1-6 above, can become student member of the Vacuum Society.

6-4 **Honorary membership:** Iranian and Foreign figures whose scientific position in the fields of vacuum sciences and technology is of great importance and who have helped in furtherance of aims of the Society .

6-5 **Organizational (Legal) Membership:** All those companies and organizations which are active in service, research and scientific fields related to vacuum can become member of the Vacuum Society.

Note 1: The individuals with having Master's Degree in one of aforementioned courses, stipulated in clause 1-6, can become continuous and permanent member of the Society upon approval of the Board of Directors.

Note 2: Organizational members are considered as Associate member of the Vacuum Society.

Article 7- Each member shall pay an annual membership fee and its amount shall be determined by the General Assembly.

Note 1: Payment of membership fee will create no privileges and claims with regard to assets of the Society for the member.

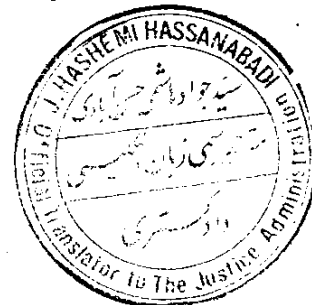
Note 2: Honorary members of the Vacuum Society are exempted from paying membership fee.

Article 8- Membership shall terminate in one of the following cases:

8-1 written resignation

8-2 Failure to pay annual membership fee

Note: the Board of Directors shall confirm termination of the membership.





Section 4- Main Structures of the Vacuum Society:

Article 9- Main Structures of the Vacuum Society are as follow:

- I- General Assembly
- II- Board of Directors
- III- Inspector

Article 10- Permanent (continues) members shall constitute the General Assembly and the latter can be held as ordinary or extraordinary session.

10-1 The General Assembly must convene at least once a year and will reach the quorum with attendance (those who are entitled to vote) of half of all permanent members plus one and decisions shall be valid with majority votes of members.

10-2 The extra ordinary General Assembly shall convene in emergency cases with invitation of the Board of Directors or inspector and/or upon written request of 1/3rd of permanent members.

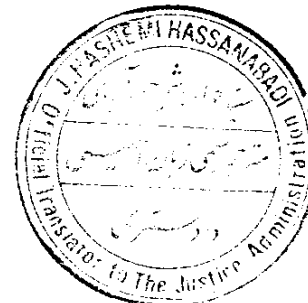
10-3 If the quorum is not established in the first call , the vote shall cast on correspondence basis based on by-law that shall be prepared by the Board of Directors.

Note 1: Invitation for holding General Assemblies shall be submitted in writing or through publishing notice in a newspaper with wide circulation and to be submitted to the permanent (continues) members at least 15 days prior to convention of the Assembly.

Note 2- The Extra Ordinary General Assembly shall be convene on the direct request of 1/3rd of the permanent (continues) members provided that the Board of Directors and/or inspector of the Vacuum Society have already rejected and refused such request and in this case the failure of the Board of Directors or inspector to invite the meeting is explicitly stated in the invitation notice.

Note 3- In case of fulfillment of Note 2, the agenda would be the one that stated in the notice.

Note 4- The requirement for convention of Extraordinary General Assembly is similar to that of the Ordinary General Assembly and decisions shall be valid with 2/3rd of votes.





Article 11- Duties of General Assemblies:

I- Ordinary General Assembly:

- To select members of the Board of Directors and inspector through an election process in a general assembly.
- To approve future policy of the Vacuum Society
- To investigate and approve proposals of the Board of Directors and inspector
- To determine membership fee
- To dismiss Board of Directors and inspector
- To examine and approve balance sheet and income statements as well as financial costs of previous year and budget of the Society for subsequent year.

II- Extraordinary General Assembly:

- To take decision about any change in Articles of Association.
- To take decision about dissolution of the Society.

Note 1: General Assemblies are managed by a presiding board consist of one chairman, one secretary and two observers.

Note 2: Members of presiding board shall nominate themselves in the assembly.

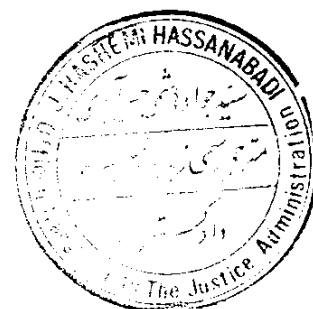
Note 3: Members of presiding board must no be chosen among those who are candidate for membership at the Board of Directors and inspector.

III- Board of Directors:

Article 12- The Board of Directors of the Society composed of 5 principal members and 2 alter nate members who shall be elected once every 3 years among permanent members of the Society with secret ballot.

12-1 None of members can not be elected as the members of the Board of Directors for more than two consecutive terms.

12-2 Membership at the Board is an honorary membership.





12-3 The Board of Directors shall convene its meeting within a maximum 2 weeks after its appointment and by taking vote in writing shall separate its duties.

12-4 All binding and negotiable papers shall be valid with signature of the Chairman of the Board and treasurer with the seal of the Society. Official correspondences shall be valid with signature of the Chairman of the Board or in his absence with signature of the vice-chairman with the seal of the Society.

12-5 The Board of Directors must convene once per month. The interval between sending invitation letter or calling members with date of convention of the Board should be at least 10 days.

12-6 Meetings of the Board shall reach quorum with attendance of majority of members and decisions taken shall be valid with majority of votes.

12-7 All approvals of the Board of Directors shall be registered and after its signature shall be kept in book of minutes.

12-8 Participation of members of the Board in meetings is mandatory and absence of any members of the Board, without a plausible excuse at the discretion of the board, up to 3 consecutive sessions and five intermittent sessions shall be considered as resignation of the absentee and the permanent (continues) members shall be notified of the same in an appropriate manner.

12-9 In case of death, resignation or loss of qualification of any members of the Board, the alternate member shall fill vacant positions for the remaining period.

12-10 The inspector can take part in meetings of the Board without the right to cast vote.

Article 13: The Board of Directors is legal representative of the Society. Its duties are as follow:

13-1 To manage and run current affairs of the Society according to Articles of Association and approvals of the General Assembly.

13-2 To establish scientific groups of the Society, to determine their duties and supervising their activities.





13-3 To enter into any transaction which deem necessary for transfer of immovable properties in exchange for another property or to lien immovable properties and redemption of mortgage and to obtain loan, except for irrevocable transfer of immovable properties which require approval of the General Assembly.

13-4 The Board of Directors enjoy full power to run affairs of the Society within the object of the Society, except in cases which is in explicit competency of the General Assemblies by virtue of provisions of articles of associations.

13-5 The Board of Directors can appoint one legal entity, among its members or from outside, as an executive director and to determine scope of his power. The executive director shall be considered as representative of the Society within powers of authority assigned to him by the Board and he is entitled to sign documents.

13-6 To draw up annual report, balance sheet, income statements, to prepare costs statement of the Society to be submitted to the General Assembly for approval and to submit it to control board at appropriate time.

13-7 To fill any kind of claim and defend against claims made by legal and real entities before all concerned authorities with right of appointing attorney and with the right of substitution.

13-8 To choose and introduce representatives of the Society to take part in national and international scientific meetings and conferences.

13-9 To carry out scientific projects and programs within object of the Society.

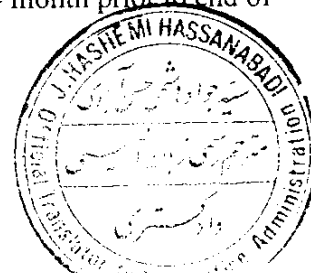
13-10 To attract gifts and gratuitous assistance for the Society.

13-11 To grant educational and research scholarship according to regulations.

13-12 To take decision about membership of the Society in national and international organizations by observing current regulations and laws of country.

13-13 To send necessary reports to committee for Scientific Societies of the Ministry of Sciences, Research and Technology.

13-14 The Board of Directors is required to call for convention of the general assembly and election of the board of directors not later than 4 month prior to end of





its term of office and shall immediately send results together with a minutes of the general assembly to committee for Scientific Societies for investigation.

Note: The former board of directors shall continue their duties and run the affairs of the Society until election of new board of directors in a general assembly and approval of the election process by the Committee for Scientific Societies of the Ministry of Sciences, Research and Technology.

IV- Inspector:

Article 14- The General Assembly at the same time of appointing board of directors, shall appoint one person as the principal inspector and one as an alternate principal for 3 years.

Note: Re-election of the inspectors is without any objection.

Article 15- Duties of the inspector:

15-1 To examine financial books and documents of the Society and to draw up a report for the General Assembly.

15-2 To comment on annual report of the Board and to prepare a report about performance and operations of the Society to be submitted to the General Assembly.

15-3 To report any breach of provisions of the articles of association by the Board.

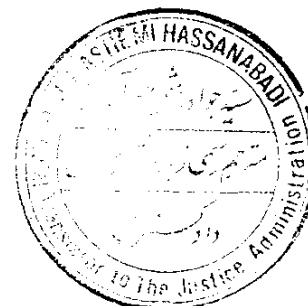
Note: The inspector can request and examine and inspect documents and papers of the Society whether financial or otherwise at any time and the Board shall submit such papers and documents to inspector without any precondition.

Section five: Scientific sub-committees of the Society:

Article 16- The Society can form and establish following groups and sub committees and their duties shall be determined by the Board of Directors.

1- Specialized groups including thin films, Surface physics, Vacuum physics and technology, Nano structures, plasma physics, Vacuum metallurgy, Electronic materials and their fabrication process and the like.

2- Education and Research Committee





- 3- Publications Committee
- 4- Public Relation and Admission Committee
- 5- Committee responsible for holding scientific conferences
- 6- Committee responsible for establishing tie and connection with industry
- 16-1 The Society is also entitled to establish and set up other groups and committees. whenever necessary.

Section six: Budget and Miscellaneous:

Article 17- Financial resources of the Society are as follow:

17-1 Membership fees

17-2 Earnings resulted from rendering research and educational as well as consulting services, selling scientific books and journals.

17-3 To receive donation and gifts

17-4 All incomes and earnings of the Society shall be spend for fulfilling aims of the Society as stipulated in article 5 of this Articles of Association.

Article 18- All incomes and earnings of the Society shall be registered in legal books and it shall be reported each year to Committee on Scientific Societies of the Ministry of Sciences, Research and Technology after its approval in the General Assembly.

Article 19- All funds of the Society shall be deposited in a special account in the name of the Society, the Iranian Vacuum Society, with Iranian banks.

Article 20- None of the founders or shareholders of the Society can not withdraw or allocate profit whether dividend or profit on capital and neither they nor their families can not enter transaction with the Society.

Article 21- All financial files and documents as well as ordinary documents related to activities of the Society shall be kept at Head office of the Society and shall be submitted to competent authorities or to members for their control at any time.





Article 22- Any changes in provisions of the Articles of Association shall be valid upon its approval at Committee on Scientific Societies of the Ministry of Sciences, Research and Technology.

Article 23- The Society is of Iranian Nationality and its members can not participate in political activities or to be affiliated to political parties and groups.

Article 24- In case the General Assembly vote for dissolution of the Society a liquidator shall be appointed and the latter shall examine claims and debts and payment of debts and then to transfer all movable and immovable properties and assets of the Society, with supervision of the Ministry of Sciences, Research and Technology, to one of Educational or Research Institutes.

Article 25- This articles of association has been drawn up in 6 sections, 25 articles and 50 sub articles and 16 notes and approved by the Society's General Assembly on Jan. 25. 2005.

Signatures of founders

Signatures of the Presiding Board of the General Assembly

Signed and Sealed: Registry of Companies and Industrial Ownership of Iran

TRUE TRANSLATION CERTIFIED

CODE: VACUUM SOCIETY-ARTICLES OF ASSOCIATION

