

***Statutes of***

***Plastics Europe AISBL***

***[The official text is in French – English convenience translation for information purposes only]***

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## NAME. LEGAL FORM. TERM. REGISTERED OFFICE

### Name. Legal form. Term

**1.1** The international non-profit association named “Plastics Europe” (hereafter: “**Association**”), is constituted for an indefinite period under the provisions of Book 10 and any other provisions applicable to international non-profit associations of the companies and associations Code of March 23, 2019.

**1.2** All acts, invoices, announcements, publications and other documents issued by the Association shall contain the name of the Association, immediately followed or preceded by the mentions “association internationale sans but lucratif” or by the abbreviation “AISBL”, the address of the registered office of the Association, the enterprise number and the mention “registre des personnes morales” or abbreviated “RPM” followed by the court with jurisdiction in the district where the Association has its registered office.

### Registered office. Representation Offices

**2.1** The registered office of the Association is located in the Brussels-Capital Region.

**2.2** The registered office of the Association may be transferred to any other location in Belgium by a decision of the Steering Board, provided that said transfer will not imply a change of the language of these Statutes according to the legal provisions governing the use of official languages in Belgium.

**2.3** If the transfer of the registered office of the Association implies a change of the language of these Statutes according to the legal provisions governing the use of the official languages in Belgium, only the General Assembly will be competent to decide on the transfer of the registered office of the Association according to the presence quorum and voting majority stipulated in Article 21 of these Statutes.

**2.4** The Association may establish offices (e.g. subsidiaries, branches, representation offices, etc.) in any country or place. Representation offices can be opened at a regional level (hereafter: “**Regional Representation Offices**”) or at a national level (hereafter: “**National Representation Offices**”).

## **NON-PROFIT PURPOSE. OBJECT**

### **Non-profit purpose**

- 3.1** The non-profit purpose of international utility of the Association shall be, within Europe, to:
- (a) Act as a voice of the European Plastics manufacturing sector in all matters of public interest and general concern;
  - (b) Be a catalyst for the Plastics industry accelerating sustainable solutions valued by society;
  - (c) Bring to life the responsible actions, partnerships and innovations the European Plastics industry is making to acknowledge and address the Plastics waste issue and enhance confidence in the material's ability to contribute positively to society;
  - (d) Be an optimal, trusted and respected organisation which represents and supports the European Plastics industry as effectively as possible and in the most credible manner in matters of common interests, including but not limited to technical and scientific aspects; and
  - (e) Be an umbrella association for a regional group of associations and other organisations acting in the European Plastics sector by allocating finances, coordinating activities, and aligning advocacy and communication messaging to the extent the scope thereof is within the purpose as mentioned in the Paragraph 1, (a), (b), (c) and (d) of the present Article.

### **Object**

**4.1** To that effect, the Association may develop, alone or in collaboration with third parties, directly or indirectly, all activities related, directly or indirectly, to its purpose. The Association may, in strict compliance with competition law rules, in particular develop the following non exhaustively listed activities for the general or specific account of its Members and/or third parties:

- (a) Study and identify potential solutions for problems of a public and/or legitimate interest in relation to the Plastics manufacturing industry and the use and application of its products, such as amongst others the protection of the environment, health and safety and/or scientific, technical, institutional, documentation and other topics;
- (b) Undertake efforts aimed at furthering sustainable production and the safe economical use of Plastics and thereby contributing to general technological progress;
- (c) Disseminate information and issue publications;
- (d) Organise and arrange congresses, seminars, workshops, and other programs and convenings at international and national levels;

- (e) Participate in the definition and management of technical projects linked to the annual working plan and train employees to deal with problems relating to the industry's products;
- (f) Collect and analyse statistical data;
- (g) Transmit the industry's data to the competent authorities at both European and national level;
- (h) Develop and implement a Europe-wide active communications programme on Plastics;
- (i) Coordinate, as the central entity, the initiatives and/or organisations directly or indirectly linked with the Association, including regional and/or international initiatives;
- (j) Collaborate and communicate with (i) supranational bodies and organisations, including the European Union, the European Council, the UN and OECD organisations, (ii) industrial associations, (iii) the organisations of the Plastics processing sector, (iv) other representative organisations of suppliers and industrial/commercial clients, (v) the consumer associations concerned, and (vi) other public entities, in order to further enhance the non-profit purpose of the Association as well as the interests of the Plastics manufacturing industry;
- (k) Cooperate with and assist other initiatives and/or organisations having a purpose similar to the purpose of the Association, as well as other regional and/or international initiatives and/or organisations; and
- (l) Conclude cooperation, service or other agreements with organisations having a purpose similar to the purpose of the Association, as well as other regional and/or international organisations.

**4.2** The activities of the Association can be of a commercial and profitable nature, provided always that the profits generated through these activities shall at all times and entirely be affected to the realisation of the non-profit purpose of the Association.

**4.3** In addition, the Association may develop, support, incorporate, constitute, set up, participate to, and have interests in (including owning shares, stocks, bonds, warrants, options, participations and/or investments, etc.) any Belgian or foreign legal entity, commercial or not, not-for-profit or for-profit, private or public or semi-public, having the legal personality or not, having similar purposes and activities than the ones of the Association.

## **MEMBERS**

### **Membership**

**5.1** The Association shall have three (3) membership categories: Full Members, Product Group Members and Affiliated Members. The Association shall always consist of at least two (2) Full Members.

**5.2** All references in these Statutes to “Member” or “Members” without any other specification are references to Full Members, Product Group Members and Affiliated Members collectively.

**5.3** The rights and obligations of the Members shall be as defined in and pursuant to these Statutes and, with regard to the services, as further developed in the internal rules, as the case may be.

**5.4** Membership is *intuitu personae* and can neither be transferred nor assigned.

### Full Members

**6.1** The category of Full Membership is open and accessible to any legal entity cumulatively meeting the following criteria:

- (a) Being a company;
- (b) Having a legal personality;
- (c) Being duly constituted in accordance with the laws and practices of its country of origin; and
- (d) Engaging, through an owned and controlled production facility in Europe, in the industrial chemical manufacture of Plastics.

**6.2** Any Member cumulatively meeting the criteria set out in the Paragraph 6.1. of the present Article shall be a Full Member and cannot apply for, be accepted under or fall under another membership category of the Association.

**6.3** Only one (1) legal entity of the same group of legal entities may become a Full Member.

**6.4** Full Members shall enjoy all membership rights, including voting rights.

### Product Group Members

**7.1** The category of Product Group Membership is open and accessible to any legal entity cumulatively meeting the following criteria:

- (a) Having a legal personality;

- (b) Being duly constituted in accordance with the laws and practices of its country of origin;
- (c) Being active in Europe;
- (d) Having a specific interest related to one or more specific topic(s), polymer(s), market(s) or (sub)sections of the Plastics industry, represented by one or more of the Association's Product Groups; and
- (e) Meeting the criteria to be admitted to one or more Product Group(s), as determined in the respective internal rules of that or those Product Group(s).

**7.2** Several legal entities of the same group of legal entities may each become a Product Group Member.

**7.3** Product Group Members shall have the rights specifically granted to them in or pursuant to these Statutes. These rights shall not include voting rights at the General Assembly.

**7.4** If the rights specifically granted to and/or the obligations of the Product Group Members pursuant to these Statutes are amended in accordance with Article 49 of these Statutes, the Product Group Members shall neither be consulted nor have voting rights.

### **Affiliated Members**

**8.1** The category of Affiliated Membership is open and accessible to any legal entity cumulatively meeting the following criteria:

- (a) Not meeting the criteria to be eligible as a Full Member or Product Group Member;
- (b) Having a legal personality;
- (c) Being duly constituted in accordance with the laws and practices of its country of origin;
- (d) Being engaged in the plastic value chain as a converter, chemical and other recycler, additive producer, masterbatches producer and catalyst producer, machinery manufacturer, and/or technology producer, producing through an owned and controlled production facility in Europe ; and
- (e) Having an interest in and supporting the non-profit purpose and object of the Association.

**8.2** Several legal entities of the same group of legal entities may each become an Affiliated Member.

**8.3** Affiliated Members shall have the rights specifically granted to them in or pursuant to these Statutes and as further developed in the internal rules, as the case may be. These rights shall not include voting rights at the General Assembly.



**8.4** If the rights specifically granted to and/or the obligations of the Affiliated Members pursuant to these Statutes are amended in accordance with Article 49 of these Statutes, the Affiliated Members shall neither be consulted nor have voting rights.

### Admission to membership

**9.1** Any applicant to membership shall submit an application for admission to membership via regular means of communication to the Managing Director.

**9.2** The Managing Director shall submit this application for admission to the Steering Board. After having verified that all conditions for membership are complied with, the Steering Board shall submit this application for admission to the General Assembly at its next meeting. The General Assembly, after having verified that all conditions for membership are complied with, shall decide on the admission to membership. The decisions of the General Assembly regarding membership admissions are final, sovereign and the General Assembly shall give reasons for its decisions.

**9.3** At the time of its admission as a Full Member, each new Full Member shall communicate to a trustee appointed by the Association or to the Managing Director the size of its relevant Turnover in accordance with Paragraph 12.1 of these Statutes.

**9.4** At the time of its admission as a Product Group Member, each new Product Group Member shall communicate to the Managing Director the information and/or documents determined by the Product Group(s) in their specific internal rules.

### Representation of Members

**10.1** Each Member shall appoint one or more natural person(s), who is/are employed by or otherwise linked to that Member, called the "Representative(s)", to validly represent it within the Association. If a Member appoints more than one (1) Representative, it must appoint one (1) voter – when applicable – who shall cast the vote of his/her Member (hereafter: "**Voter**"). The Voter shall be the most senior Representative for the Plastics business amongst the Representatives. Each Voter must have full capacity powers to represent his/her Member. If a Member only appoints one (1) Representative, he/she shall be the Voter of his/her Member.

**10.2** If a Representative ceases to be employed by or is no longer otherwise linked to the Member he/she is representing, (i) he/she shall as of right lose his/her capacity as Representative (including any capacity to cast the vote of his/her Member, if any) and (ii) said Member shall immediately replace this Representative unless the Member has another Representative and, if applicable, another Representative who has been appointed as Voter.

**10.3** Each Member shall inform, via regular means of communication, the Managing Director of the identity, contact details, and, as the case may be, appointment or revocation as Voter, of its/their Representative(s).

### **Resignation. Suspension. Exclusion**

**11.1** Members are free to resign from the Association by giving written notice via special means of communication, at the latest by 1 July of each year, to the Managing Director. The Managing Director shall submit the resignation to the Steering Board, which shall in turn acknowledge it. The resignation shall be effective on 31 December of the year during which the written notice has been sent to the Managing Director.

**11.2** A Member is deemed resigning if the Member is in one of the following situations:

Voluntary/as of right/legal dissolution/liquidation;  
Bankruptcy or is subject to insolvency proceedings of a similar nature under the laws of any jurisdiction;  
Judicial administration/reorganisation;  
Merger (only if the concerned Member is the acquired legal entity);  
Transfer of a universality; and  
Ceases to satisfy the definition of the membership category it belongs to as set out in Article 6, Article 7 or Article 8 of these Statutes following a (partial) demerger or transfer of a branch of activity.

**11.3** This resignation shall be effective upon a decision of the Steering Board. A Member has the right to defend its position at (or in writing prior to) the meeting of the Steering Board at which decisions are proposed in respect of the resignation of a Member which is in at least one of the situations described under Paragraph 11.2 of the present Article. The decisions of the Steering Board regarding the resignation of Members as referred to in the Paragraphs 11.2 and 11.3 of the present Article are final, sovereign and the Steering Board shall give reasons for its decisions.

**11.4** A Member which (i) ceases to satisfy the definition of the membership category it belongs to as set out in Article 6, Article 7 or Article 8 of these Statutes, or (ii) is not duly or timely or fully complying with these Statutes, the internal rules, if any, and/or any decision validly taken by the bodies of the Association, or (iii) does not pay all its membership fees within the stated period, or (iv) infringes the interests or reputation of the Association, or (v) for any other reasonable cause, may be suspended from part or all of its membership rights (including voting rights) upon decision of the Steering Board.

**11.5** Before deciding to suspend the membership rights of a Member, the Steering Board shall provide the concerned Member with the relevant details in writing via special means of communication at least thirty (30) calendar days in advance of the proposed suspension date. The concerned Member has then time to definitively remedy the consequences of the breach or breaches having led to the proposal of suspension of the concerned Member. The Steering Board may decide to suspend the membership rights of a Member, provided that the concerned Member is convened at the meeting of the Steering Board and has received the possibility to defend its position during the meeting of the Steering Board and prior to the voting on the suspension. The decisions of the Steering Board regarding the suspension of the membership rights of a Member are final, sovereign and the Steering Board shall give reasons for its decisions.

**11.6** The General Assembly may decide to extend the suspension of a Member, provided that the concerned Member is convened at the meeting of the General Assembly and has received the possibility to defend its position during the meeting of the General Assembly and prior to the voting on extending the suspension. The Member concerned by the procedure of suspension shall not participate in the deliberation of the General Assembly regarding such decision or action, and also not to the relevant voting. The decisions of the General Assembly regarding the extension of the suspension of a Member are final, sovereign and the General Assembly shall give reasons for its decisions. The extension of the suspension of a Member shall take effect immediately at the end of the meeting of the General Assembly, unless otherwise provided by the General Assembly.

**11.7** The maximum period of extension of the suspension of a Member is until the end of the next calendar year, and the suspension can be further extended by the General Assembly in accordance with the procedures and terms as set in this Article. Before the expiry of the suspension time, the suspension of a Member may also be revoked by the General Assembly, at its next meeting, without retroactive effect.

**11.8** All membership rights (including voting rights) of the Member concerned by the abovementioned suspension procedure shall be suspended for a period of time, as decided by the Steering Board and at the latest until the next meeting of the General Assembly which shall decide whether or not to extend the suspension and if so, for which period of time.

**11.9** A Member which (i) ceases to satisfy the definition of the membership category it belongs to as set out in Article 6, Article 7 or Article 8 of these Statutes, or (ii) is not duly or timely or fully complying with these Statutes, the internal rules, if any, and/or any decision validly taken by the bodies of the Association, or (iii) does not pay all its membership fees within the stated period, or (iv) infringes the interests or reputation of the Association, or (v) for any other reasonable cause, may be excluded from membership, upon decision of the General Assembly, after a recommendation from the Steering Board.

**11.10** Before recommending the exclusion of a Member to the General Assembly, the Steering Board shall provide the concerned Member with the relevant details in writing via special means of communication at least thirty (30) calendar days in advance of the proposed exclusion date. The concerned Member has then time to definitively remedy the consequences of the breach or breaches having led to the proposal of exclusion of the concerned Member. The Steering Board may decide to propose the exclusion of a Member to the General Assembly, provided that the concerned Member is convened at the meeting of the Steering Board and has received the possibility to defend its position during the meeting of the Steering Board and prior to the voting on the proposal of exclusion. The decisions of the Steering Board regarding the proposal of exclusion of a Member to the General Assembly are final, sovereign and the Steering Board shall give reasons for its decisions.

**11.11** Upon recommendation of the Steering Board, the General Assembly may decide to exclude a Member, provided that the concerned Member is convened at the meeting of the General Assembly and has received the possibility to defend its position during the meeting of the General Assembly and prior to the voting on the exclusion. The General Assembly can validly decide on the exclusion of a Member only if (i) at least two-thirds (2/3) of the Members are present or represented and (ii) the decision to exclude a Member obtains a majority of two-thirds (2/3) of the votes cast by the Members present or represented. The decisions of the General Assembly regarding the exclusion of a Member are final, sovereign and the General Assembly shall give reasons for its decisions.

**11.12** All membership rights of the Member concerned by the abovementioned exclusion procedure shall be suspended (i) until the decision of the Steering Board not to recommend the exclusion of the concerned Member to the General Assembly, or (ii) if the Steering Board decides to recommend the exclusion of the concerned Member to the General Assembly, until the decision of the General Assembly.

**11.13** By derogation to Paragraph 11.12 of the present Article, if a Member fails to pay its membership fee within thirty (30) calendar days after an official final reminder has been sent to it by the Managing Director, all its membership rights shall be automatically and immediately suspended until the payment of the membership fee or the decision of the General Assembly, upon recommendation of the Steering Board, to exclude the concerned Member, in accordance with Paragraph 11.4 of the present Article.

**11.14** A Member which, in whatever way and for whatever reason, ceases to be a Member shall (i) remain liable for its obligations towards the Association, including for the payment of the membership fees (aa) for the financial year during which notice is given and, (bb) in case the notice is served after 1 July, for the financial year during which the notice is given and the following financial year. A Member, that in whatever way and for whatever reason, ceases to be a Member shall (i) have no claims for compensation on the Association or for its assets, (ii) forthwith cease to hold itself out as

a Member in any manner, and (iii) upon decision of the Managing Director, promptly deliver to the Association all material, equipment and software in its possession that have been provided by the Association.

**11.15** A Member which has resigned or has been excluded from the Association and wishes to re-join the Association as a Member may be considered as an applicant to membership. However, a Member can only resign/be excluded and re-join the Association twice within a period of ten (10) years.

### Membership fees

**12.1** Each Full Member shall pay membership fees per year, as proposed by the Steering Board and decided by the General Assembly. The amount of the membership fees and the calculation method of the membership fees for each Full Member shall be proposed by the Steering Board, upon receipt of the non-binding advice from the Product Groups with regard to their annual working costs, and decided by the General Assembly, on the basis of (i) the relevant turnover of Plastics sales at group level in Europe to customers, which include company-owned Plastics processors and fabricators (hereafter: the “**Turnover**”), calculated on a three-year gliding average period, as further detailed in the Internal Rules, (ii) the specific Product Group(s) it is part of, and (iii) the rules determined by this or these Product Group(s) in its or their specific internal rules.

**12.2** At the latest before the end of the Q1 of the current period, each Full Member shall communicate the information requested by the Association, including its relevant Turnover for the period of reference, to a trustee appointed by the Association or to the Managing Director. The trustee or the Managing Director can request to a Full Member that it provides more accurate data to said trustee or to the Managing Director. If the trustee or the Managing Director has comments or doubts about the information received, said trustee or the Managing Director can request an audit thereof in order to determine the relevant Turnover. If a Full Member is unable or unwilling to (timely) communicate the requested information or more accurate data in relation thereof, said trustee or the Managing Director shall determine the relevant Turnover of that Full Member based on historic and any available public information. The decisions of said trustee or the Managing Director regarding the determination of the relevant Turnover of a Full Member are final, sovereign, and said trustee and/or the Managing Director shall give reasons for its decisions.

**12.3** Each Product Group Member shall pay membership fees per year, as proposed by the Steering Board and decided by the General Assembly. The amount of the membership fees and the calculation method of the membership fees for each Product Group Member shall be proposed by the Steering Board, upon receipt of the non-binding advice from the Product Groups with regard to their annual working costs, and decided by the General Assembly, on the basis of (i) the specific Product Group(s) it is part of, and (ii) the rules determined by this or these Product Group(s) in its or their specific internal rules.

**12.4** At the latest by 1 December of each year, each Product Group Member shall communicate the information requested by the Association to a trustee appointed by the Association or to the Managing Director. The trustee or the Managing Director can request to a Product Group Member that it provides more accurate data to said trustee or to the Managing Director. If the trustee or the Managing Director has comments or doubts about the information received, said trustee or the Managing Director can request an audit thereof in order to determine the relevant information. If a Product Group Member is unable or unwilling to (timely) communicate the requested information or more accurate data in relation thereof, said trustee or the Managing Director shall determine the relevant information. The decisions of said trustee or the Managing Director regarding the determination of the relevant information of a Product Group Member are final, sovereign, and said trustee nor the Managing Director shall give reasons for its decisions.

**12.5** Each Affiliated Member shall pay membership fees per year, as proposed by the Steering Board and decided by the General Assembly. The amount of the membership fees and the calculation method of the membership fees for each Affiliated Member shall be proposed by the Steering Board and decided by the General Assembly, on the basis of the rules determined in the internal rules.

**12.6** Members joining the Association part way through a financial year shall pay the amount of applicable membership fees as calculated for their membership category on a pro rata basis as from the date of admission.

**12.7** The Steering Board shall also decide each year on the invoicing procedure and the time for payment of the membership fees.

### **Compliance with the Statutes, the internal rules and Antitrust Law**

**13.1** Any Member shall expressly adhere to these Statutes and the internal rules, if any, as amended from time to time, and commit to (i) actively cooperate towards the achievement of the purpose of the Association, and (ii) pay the annual membership fees, including those for the year in which the Member has been admitted as Member, pursuant to Article 9 of these Statutes.

**13.2** The Association and the Members commit to not enter into any discussion, activity or conduct that may infringe the provisions of EU and national antitrust laws (hereafter: “**Antitrust Law**”). The Association shall take all possible measures in order to ensure that it fully complies with the provisions of Antitrust Law.

## Register of Members

**14.1** The Managing Director shall keep a register of Members, in electronic format, at the registered office of the Association. This register shall contain the legal name, the legal form, the address of the registered office, the enterprise/VAT number or equivalent number, and the details of the main contact person of each Member. In addition, all the decisions regarding the admission, the resignation or the exclusion of the Members shall be included in the register of Members by the Managing Director, immediately after the Steering Board or the General Assembly has taken a decision.

## ORGANISATIONAL STRUCTURE

### Bodies

**15.1** The bodies of the Association are:

- The General Assembly;
- The Steering Board;
- The President;
- The Vice-Presidents;
- The Treasurer;
- The Product Group(s);
- The Strategic Council(s);
- The Advocacy Committee and Communications Committee;
- The Leadership Team;
- The Ad-hoc Group(s) and Task Force(s);
- The Regional Advisory Board(s) and the National Advisory Board(s); and
- The Managing Director.

## GENERAL ASSEMBLY

### Composition. Voting rights

**16.1** The General Assembly shall be composed of all Members. Each Member shall be represented at the General Assembly by maximum two (2) Representatives pursuant to Article 10 of these Statutes.



**16.2** Each Full Member shall have one (1) vote.

**16.3** Product Group Members and Affiliated Members shall have the right to attend the meetings of the General Assembly without voting rights and with the right to be heard upon decision of the chairperson.

**16.4** Each member of the Steering Board shall have the right to attend the meetings of the General Assembly without voting rights and with the right to be heard. Each member of the Steering Board who has been appointed as Voter shall be authorised to vote in this specific capacity for the Full Member he/she represents.

**16.5** The General Assembly shall be chaired by the President. If the President is unable or unwilling to chair the General Assembly, the General Assembly shall be chaired by the oldest Vice-President (in age). If the oldest Vice-President (in age) is unable or unwilling to chair the General Assembly, the General Assembly shall be chaired by the next oldest Vice-President (in age) and this until all Vice-Presidents have been addressed. If none of the Vice-Presidents are able or willing to chair the General Assembly, the General Assembly shall be chaired by the Treasurer. If the President, the Vice-Presidents and the Treasurer are all unable or unwilling to chair the General Assembly, the General Assembly shall be chaired by a member of the Steering Board designated for this purpose by the General Assembly upon recommendation of the Managing Director.

**16.6** The General Assembly may decide to invite one or more third parties to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the General Assembly. Upon authorisation of the chairperson of the General Assembly these third parties will receive the right to speak.

## **Powers**

**17.1** The General Assembly shall have the powers specifically granted to it by law or these Statutes. In particular, the General Assembly shall have the following powers:

- (a) The transfer of the registered office of the Association when it implies a change of language of these Statutes according to the legal provisions governing the use of official languages in Belgium;
- (b) The election and dismissal (*ad nutum/free will*) of the President, the Vice-Presidents and the Treasurer and the determination of the conditions (including the financial conditions, if any) upon which the mandate of the President, the Vice-Presidents or the Treasurer will be granted and exercised as well as the conditions under which said mandates can be terminated;
- (c) The election and dismissal (*ad nutum/free will*) of the members of the Steering Board and the determination of the conditions (including the financial conditions, if any) upon which



- the mandate of each member of the Steering Board will be granted and exercised as well as the conditions under which said mandate can be terminated;
- (d) If applicable, the appointment and dismissal of a statutory auditor and the determination of his/her/its remuneration;
  - (e) The discharge to be given to the members of the Steering Board and, if any, to the statutory auditor;
  - (f) The approval of the amount of the membership fees and the calculation method of the membership fees, upon proposal of the Steering Board;
  - (g) The admission of new Members in accordance with Article 9 of these Statutes;
  - (h) The exclusion of Members in accordance with Article 11 of these Statutes;
  - (i) The decision to extend or revoke the suspension of the membership rights of a Member in accordance with Article 11 of these Statutes;
  - (j) The approval of the annual accounts and the budget of the Association;
  - (k) The amendment of these Statutes;
  - (l) The dissolution of the Association, the allocation of the Association's liquidation balance in case of dissolution, and the appointment of one or more liquidator(s); and
  - (m) The restructuring or transformation of the Association pursuant to any of the procedures provided for under the Books 13 and 14 of the companies and associations Code, unless otherwise provided for by the companies and associations Code.

## Meetings

**18.1** The General Assembly shall meet at least once a year upon convening by the President or the Steering Board, and at such time and place as determined in the convening notice. A meeting of the General Assembly entrusted with the approval of the annual accounts and the budget shall be held within six (6) months following the end of the financial year (hereafter: “**Ordinary General Assembly**”). Each year, the Steering Board shall determine the exact date of the Ordinary General Assembly.

**18.2** A meeting of the General Assembly shall be convened at any time by the President or the Steering Board whenever required by the interests of the Association. A meeting of the General Assembly shall also be convened by the President or the Steering Board at the written request of at least one-fifth (1/5<sup>th</sup>) of the Full Members. In this last case, the President or the Steering Board shall convene the General Assembly within twenty-one (21) calendar days after the request of convening of the Full Members. The General Assembly shall take place at the latest on the fortieth (40<sup>th</sup>) calendar day following this request.

## Proxies

**19.1** Each Member shall have the right, via regular means of communication, always with copy to the Managing Director via similar means, to give a proxy to another Member of its membership category to be represented at a meeting of the General Assembly. No Member may hold more than one (1) proxy.

**19.2** Each Member shall have the right via regular means of communication, always with copy to the Managing Director via similar means, to give a proxy to another Member of its membership category or a third party in case of a General Assembly having to adopt in the presence of a notary public amendments to these Statutes which must be recorded in a notarial deed, provided that these amendments have been previously approved by the General Assembly according to the presence quorum and voting majority stipulated in Article 21 of these Statutes. In that case, each Member or third party may hold an unlimited number of proxies.

### Convening notices. Agenda

**20.1** Convening notices for the General Assembly shall be notified to the Members and the members of the Steering Board by the Managing Director via regular means of communication at least fourteen (14) calendar days before the meeting. The convening notices shall mention the date, time and place of the meeting of the General Assembly. In addition, the convening notices shall mention if the Members can participate to the meeting via electronic means of communication and can vote electronically, if applicable. The agenda shall be attached to the convening notices. The agenda of the meetings of the General Assembly shall be prepared by the Managing Director and adopted by the President or the Steering Board. The material documents necessary for the discussion shall be sent to the Members and the members of the Steering Board via regular means of communication at least ten (10) calendar days before the meeting.

**20.2** Any proposal of additional item(s) on the agenda of the General Assembly signed by at least one quarter (1/4) of the Full Members and notified to the President at least seven (7) calendar days before the meeting must be included in the agenda. In such a case, the President shall inform the Members and the members of the Steering Board of the additional item(s) on the agenda of the General Assembly via regular means of communication at least four (4) calendar days before the meeting of the General Assembly.

**20.3** No vote shall be cast regarding an item that is not listed on the agenda, except if at least two thirds (2/3) of the Full Members are present or represented at a meeting of the General Assembly and vote to proceed with such vote.

**20.4** Each Member and each member of the Steering Board shall have the right, before, during or after a meeting of the General Assembly, to waive the convening formalities and periods required by the present Article. Unless he/she/it disagrees at the beginning of the meeting, any Member present or represented and any member of the Steering Board present at a meeting of the General Assembly shall be considered to have been regularly convened to this meeting.

### **Presence quorum. Voting majority. Votes**

**21.1** Unless otherwise stipulated in these Statutes, the General Assembly shall be validly constituted when at least half of the Full Members are present or represented.

**21.2** If at least half of the Full Members are not present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 20 of these Statutes, at least fourteen (14) calendar days after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate, irrespective of the number of Full Members present or represented, in accordance with the voting majority stipulated in the Paragraph 21.3 of the present Article. In any case, the General Assembly shall always be constituted of at least two (2) natural persons physically or virtually present.

**21.3** Unless otherwise stipulated in these Statutes, decisions of the General Assembly shall be validly adopted if they obtain at least a majority of fifty percent (50%) plus one (1) vote of the votes cast by the Full Members present or represented. Blank votes, invalid votes and abstentions shall not be counted.

**21.4** In the event of a tie, the Full Member whose Representative is the President shall have the decisive vote. In the absence of the Full Member whose Representative is the President (whether represented or not), the Full Member whose Representative is the oldest Vice-President (in age) shall have the decisive vote. In the absence of the Full Member whose Representative is the President and the Full Member whose Representative is the oldest Vice-President (in age) (whether represented or not), the Full Member whose Representative is the next oldest Vice-President (in age) shall have the decisive vote and this until all Full Members whose Representatives are Vice-Presidents have been addressed. In the absence of the Full Member whose Representative is the President and all Full Members whose Representatives are Vice-Presidents (whether represented or not), the Full Member whose Representative is the Treasurer shall have the decisive vote. If the Full Member whose Representative is the President, the Full Members whose Representatives are the Vice-Presidents and the Full Member whose Representative is the Treasurer are all absent (whether represented or not), the Full Member whose Representative has been designated by the General Assembly to chair the General Assembly, upon recommendation of the Managing Director, shall have the decisive vote.

**21.5** The votes are issued by a call out, or by a show of hands, unless a secret ballot is requested by at least one third (1/3) of the Full Members present or represented.

**21.6** By derogation to the Paragraphs 21.3 and 21.4 of the present Article, decisions of the General Assembly regarding the election of one or more member(s) of the Steering Board shall be validly adopted as follows:

- (a) If the number of candidate members of the Steering Board is less or equal to the number of mandates of members of the Steering Board to be fulfilled:
  - i. The General Assembly shall vote once on the list of candidates members of the Steering Board as a whole; and
  - ii. The list of candidate members of the Steering Board shall obtain at least fifty per cent (50%) plus one (1) vote of the votes cast by the Full Members present or represented.
- (b) If (i) there are more candidate members of the Steering Board than the number of mandates of members of the Steering Board to be fulfilled or (ii) the chairperson of the General Assembly decides to derogate to Paragraph 21.6, (a) of the present Article:
  - i. The ballot shall be organised in such a way that each Full Member is able to cast its vote as many times as there are mandate(s) of members of the Steering Board to be fulfilled (e.g. if five (5) members of the Steering Board shall be elected, the Full Member can cast five (5) votes, i.e. one (1) vote per member of the Steering Board to be elected); and
  - ii. The candidate member(s) of the Steering Board shall obtain at least a simple majority of the votes (i.e. it obtains the highest number of the votes) cast by the Full Members present or represented. In the event of a tie between two (2) or more candidate members of the Steering Board, subsequent voting round(s) shall take place until the tie is broken.

**21.7** Provided that the possibility to participate to the General Assembly via electronic means of communication has been granted by the Steering Board and is detailed in the convening notice, a duly convened meeting of the General Assembly shall be validly held even if all or some of the Members are not physically present or represented, but participate to the General Assembly via any electronic means of communication made available by the Association, such as a telephone, video or web conference, that allows (i) the Association to verify the quality and identity of the Members, (ii) the Members to take direct, simultaneous and uninterrupted notice of the discussions during the meeting and, if applicable, to exercise their voting rights with respect to all matters on which the General Assembly is required to decide and (iii) the Members to participate to the deliberations and ask questions. The Steering Board shall set up the practical procedures to organise this in practice. In such a case, the Members shall be deemed present at the place where the meeting of the General Assembly is held. The members of the bureau of the General Assembly (which is at least the

chairperson of the General Assembly) cannot participate in the General Assembly via electronic means of communication and shall meet physically.

**21.8** Provided that this possibility has been granted by the Steering Board and is mentioned in the convening notice, the Full Members may vote via electronic means during a meeting of the General Assembly. The Steering Board shall set up the practical procedures to organise the vote via electronic means, and shall ensure that the system for electronic voting used allows for (i) the verification of the quality and identity of the Full Members having expressed their vote and (ii) the control of compliance with the prescribed time limit to vote.

**21.9** The minutes of the General Assembly shall mention any technical problems and incidents that prevented or disrupted participation via electronic means of communication in the General Assembly or in the vote.

#### Upfront remote voting via electronic means

**22.1** Provided that this possibility has been granted by the Steering Board and is mentioned in the convening notice, each Full Member may vote remotely before a meeting of the General Assembly, by means of an electronic upfront voting form attached to the convening notice or made available by the Association. The Steering Board shall ensure that the system for upfront remote voting via electronic means used allows for (i) the verification of the quality and identity of the Full Members having expressed their vote and (ii) the control of compliance with the time limit mentioned in the convening notice. The Steering Board shall set up the practical procedures to organise the upfront remote voting via electronic means.

**22.2** The Association must receive the completed and signed electronic upfront voting form within the time limit mentioned in the convening notice. Any upfront remote vote via electronic means which has been validly cast before the adoption of a modified or completed agenda of the General Assembly shall remain valid for those agenda items which have not been modified or added. Any upfront remote vote via electronic means which has been validly cast before the adoption of a modified or completed agenda of the General Assembly, shall not count for those agenda items which have been validly modified or added on the agenda of the General Assembly pursuant to the Paragraphs 20.2 or 20.3 of these Statutes. Notwithstanding the above sentence, a Full Member may cast its upfront remote vote via electronic means with respect to any modified or additional agenda item(s) on the agenda of the General Assembly pursuant to the Paragraph 20.2 of these Statutes within the time limit mentioned in the convening notice.

**22.3** A Full Member who has voted remotely via electronic means before the meeting of the General Assembly in accordance with the provisions of this Article may no longer choose any other way of casting its vote, either during the meeting of the General Assembly or by proxy.

**22.4** All upfront remote votes via electronic means which have been validly sent or submitted to the Association in accordance with the provisions of this Article shall be taken into account for the calculation of the applicable presence quorum in accordance with these Statutes.

**22.5** Blank votes, invalid votes and abstentions shall not be counted.

### Register of minutes

**23.1** Minutes shall be drawn up at each meeting of the General Assembly. Following the meeting of the General Assembly, the draft minutes shall be sent via regular means of communication by the Managing Director to the Members within seven (7) calendar days following the meeting of the General Assembly. The Full Members shall have the possibility to send any comments they may have with regard to these draft minutes to the Managing Director until fourteen (14) calendar days before the next meeting of the General Assembly. The final minutes shall then be approved at the next meeting of the General Assembly and signed by the President and kept in a register of minutes. Copies of the final minutes shall be sent via regular means of communication by the Managing Director to the Members. The register of minutes shall be kept at the registered office of the Association where all Members may consult it, without, however, displacing it.

### Written procedure

**24.1** Except for the amendment of these Statutes, the General Assembly may take decisions via unanimous written procedure (which means regular/registered mail or any other means of written communication (including email, application or platform on a website)). In that case, the convening formalities referred to in Article 20 of these Statutes do not have to be complied with.

**24.2** For this purpose, the Managing Director, upon request of the President or the Steering Board, shall send a notice, including (i) the agenda and (ii) the proposals for the decisions to be taken via regular means of communication to all Members and members of the Steering Board, with request to the Full Members to vote on the proposals and to send their vote(s) back via the mean of written communication designated by the Steering Board and within the time limit mentioned in the notice.

**24.3** If the votes in favor of all of the Full Members regarding the items on the agenda are not received/submitted within the time limit mentioned in the notice, the decisions are deemed not to be taken.

**24.4** For the purpose of the present Article, Full Members are not allowed to grant proxies to other Full Members.

**24.5** The decisions taken via written procedure are deemed to come into force on the date mentioned on the notice sent to the Members and members of the Steering Board.

**24.6** The decisions taken via written procedure shall be sent via regular means of communication by the Managing Director to the Members.

**24.7** The members of the Steering Board and the statutory auditor, if any, may take note of all decisions taken via the procedure of written procedure at their request.

## **STEERING BOARD**

### **Composition**

**25.1** The Association shall be administered by a Steering Board composed of minimum ten (10) and maximum twenty-five (25) members of the Steering Board.

**25.2** The Steering Board shall be composed as follows:

- (a) The President is as of right a member of the Steering Board;
- (b) The two (2) or three (3) Vice-Presidents are as of right members of the Steering Board;
- (c) The Treasurer is as of right a member of the Steering Board; and
- (d) Minimum six (6) and maximum twenty-one (21) additional members of the Steering Board shall be elected by the General Assembly from amongst the persons listed in Paragraph 25.5 of the present Article.

**25.3** Each member of the Steering Board shall be:

- (a) A Representative of a Full Member; and
- (b) A representative at the top decision-making level (e.g. C-level officer, president, secretary general, director general, chairman, director or board member) of the Full Member he/she is employed by or otherwise linked to, and who has an expertise required to pursue the non-profit purpose of the Association.

**25.4** No Full Member shall have more than one (1) Representative being a member of the Steering Board.



**25.5** The General Assembly shall endeavour to elect a Steering Board as representative as possible and shall therefore elect the members of the Steering Board referred to in Paragraph 25.2 (d) of the present Article taking into account and respecting the sectoral diversity within the industry, whereby at least two-thirds (2/3) of the Steering Board shall be composed of Representatives of Full Members whose Gliding Average Turnover, at the time of their election, is equal or exceeds two hundred millions euros (€200,000,000) and maximum one third (1/3) of the Steering Board shall be composed of Representatives of Full Members, whose Gliding Average Turnover, at the time of their election, shall not exceed two hundred millions euros (€200,000,000).

**25.6** Except for the members of the Steering Board referred to in Paragraph 25.2 (a), (b) and (c) of the present Article (who become as of right members of the Steering Board through their respective appointment as President, Vice-President or Treasurer), the General Assembly shall elect the members of the Steering Board. The term of office of the members of the Steering Board is a three (3) years term, indefinitely renewable. Their mandate shall be non-remunerated and their travel costs and other general expenses shall not be covered by the Association.

**25.7** Each new member of the Steering Board referred to in Paragraph 25.2 (d) of the present Article who is elected by the General Assembly to replace a member of the Steering Board, whose mandate has terminated before the expiry of its term, shall only be elected for the remainder of the term of the member of the Steering Board being replaced.

**25.8** Each Full Member may propose one (1) candidate member of the Steering Board to the Steering Board at least thirty-five (35) calendar days in advance of a meeting of the General Assembly at which one or more member(s) of the Steering Board referred to in Paragraph 25.2 (d) of the present Article will be elected. The Steering Board shall inform the Full Members as soon as a new election by the General Assembly is necessary. The Steering Board, taking into account the criteria set out in paragraph 25.3 of the present Article, shall draw up a list of all proposed candidate members of the Steering Board. The list shall be attached to the agenda of the meeting of the General Assembly at which one or more member(s) of the Steering Board will be elected. The list shall indicate for each proposed candidate member of the Steering Board the criteria set out in the present Article.

**25.9** Except for the members of the Steering Board referred to in Paragraph 25.2 (a), (b) and (c) of the present Article whose mandates terminate in accordance with Article 33.5 of these Statutes, the mandate of a member of the Steering Board terminates by expiry of his/her mandate as member of the Steering Board. The mandate of a member of the Steering Board terminates as of right and with immediate effect, (i) by death or incapacity, or (ii) if a member of the Steering Board ceases to be employed by or is no longer otherwise linked to the Full Member he/she is representing, or (iii) if the Full Member the member of the Steering Board represents, for whatever reason, ceases to be a Full Member, or (iv) if the Full Member the member of the Steering Board represents, is in a situation of judicial administration, or bankruptcy, judicial reorganisation, dissolution or liquidation, or is



subject to insolvency proceedings of a similar nature under the laws of any jurisdiction, or (v) if a member of the Steering Board does no longer meet the criteria set out in the present Article.

**25.10** Except for the members of the Steering Board referred to in Paragraph 25.2 (a), (b) and (c) of the present Article whose mandates terminate in accordance with 33.5 of these Statutes, the mandate of a member of the Steering Board also terminates upon dismissal by the General Assembly. The General Assembly may dismiss (*ad nutum/free will*) a member of the Steering Board at any time and is not obliged to give reasons for its decisions, without any compensation or cost becoming due by the Association, and provided that the member of the Steering Board concerned is convened at the meeting and has received the possibility to defend his/her position during the meeting of the General Assembly and prior to the voting on the dismissal.

**25.11** The members of the Steering Board are also free to resign from their office at any time by submitting, via special means of communication, their resignation to the President. In case of termination of the mandate of a member of the Steering Board for whatever reason, except the cases of automatic termination of the mandate of a member of the Steering Board, or dismissal, the member of the Steering Board shall continue performing the duties of his/her office until he/she has been replaced within sixty (60) calendar days.

**25.12** Except for the members of the Steering Board referred to in Paragraph 25.2 (a), (b) and (c) of the present Article who are replaced in accordance with Article 33.5 of these Statutes, if the mandate of a member of the Steering Board ceases before its term, for whatever reason, the Full Member who said member of the Steering Board represented may nominate another Representative to replace this member of the Steering Board. The Steering Board shall decide whether or not it appoints (by co-optation) said nominated Representative for the remainder of the term, provided that the candidate member of the Steering Board fulfils the applicable eligibility criteria and the criteria for the composition of the Steering Board of the replaced member of the Steering Board. The decisions of the Steering Board in this respect are final, sovereign and the Steering Board shall give reasons for its decisions.

**25.13** In case of termination of the mandate of a member of the Steering Board for whatever reason, the member of the Steering Board shall have no claims for compensation on the Association or for its assets, without prejudice to the mandatory labour law provisions and the services agreement provisions, if applicable.

**25.14** The Steering Board shall be chaired by the President. If the President is unable or unwilling to chair the Steering Board, the Steering Board shall be chaired by the oldest Vice-President (in age). If the oldest Vice-President (in age) is unable or unwilling to chair the Steering Board, the Steering Board shall be chaired by the next oldest Vice-President (in age) and this until all Vice-

Presidents have been addressed. If the President and the Vice-Presidents are all unable or unwilling to chair the Steering Board, the Steering Board shall be chaired by the Treasurer. If the President, the Vice-Presidents and the Treasurer are all unable or unwilling to chair the Steering Board, the Steering Board shall be chaired by the oldest member of the Steering Board (in age) present.

**25.15** The Steering Board may invite one or more third party(ies) to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Steering Board.

### Powers

**26.1** The Steering Board shall have all powers necessary to accomplish the purpose of the Association, except for the powers that are specifically granted to other bodies of the Association by law or these Statutes. The Steering Board shall act as a collegial body (in Dutch: “*collegiaal orgaan*” / in French: “*organe collégial*”).

**26.2** The Steering Board shall in particular have the following powers:

- (a) The transfer of the Association’s registered office when it does not imply a change of language of these Statutes according to the legal provisions governing the use of official languages in Belgium;
- (b) The determination of the Association’s strategies and policies, including the determination of the strategic priority direction of the Association, in close cooperation with the Strategic Council(s) and the Advocacy Committee and Communications Committee pursuant to Article 36 and Article 37 of these Statutes;
- (c) The approval of the overall priorities of the Strategic Council(s), the Advocacy Committee and Communications Committee as well as of the Product Group(s);
- (d) The general management and administration of the Association;
- (e) The monitoring of the budget expenditures and the allocation of the budget;
- (f) The execution of the decisions of the General Assembly;
- (g) The submission of applications for admission to membership to the General Assembly;
- (h) The acknowledgement of the resignation of a Member pursuant to Article 11 of these Statutes;
- (i) If applicable, the appointment and dismissal of an external auditor and the determination of his/her/its remuneration;
- (j) The discharge to be given to the external auditor, if any;
- (k) The recommendation of the exclusion of a Member to the General Assembly in accordance with Article 11 of these Statutes;

- (l) The decision to suspend the membership rights of a Member in accordance with Article 11 of these Statutes;
- (m) The appointment and dismissal (*ad nutum/free will*) of the Managing Director, including the discharge to be given;
- (n) The proposal of the amount of the membership fees and the calculation method of the membership fees to the General Assembly;
- (o) Upon receipt of the draft annual working plan, the draft annual accounts and the draft budget from the Managing Director, the finalisation and approval of these documents that must be submitted to the General Assembly for approval;
- (p) The adoption, the amendment and the revocation of the internal rules, if any;
- (q) The decisions to amend 0.2 of these Statutes;
- (r) The adoption of propositions to be submitted to the General Assembly;
- (s) The establishment, dissolution and approval of the working and governance rules and the overseeing of the Product Group(s), the Strategic Council(s), any Ad-hoc Group(s) or Task Force(s), and upon proposal of the Managing Director, the Leadership Team, the Regional Advisory Board(s) and the National Advisory Board(s);
- (t) The approval of the coordination and alignment of the overall priorities of the Strategic Council(s), the Advocacy Committee and Communications Committee as well as of the Product Group(s) upon proposal of the Managing Director;
- (u) The overseeing of the Advocacy Committee and Communications Committee; and
- (v) The adoption of a compliance program on antitrust, anticorruption and Trade sanctions.

**26.3** At any time, the Steering Board may delegate specific powers to one or more member(s) of the Steering Board, or other persons or bodies of the Association, with or without sub-delegation powers to the legal extent possible.

## Meetings

**27.1** The Steering Board shall meet every time the interests of the Association so require and at least four (4) times a year, upon convening by the President or at the request of two (2) members of the Steering Board, acting jointly, and at such time and place as determined in the convening notice. If the President is unable or unwilling to convene the Steering Board, the Steering Board shall be convened by the oldest Vice-President (in age). If the President and oldest Vice-President (in age) are both unable or unwilling to convene the Steering Board, the Steering Board shall be convened by the next oldest Vice-President (in age) and this until all Vice-Presidents have been addressed. If the President and the Vice-Presidents are all unable or unwilling to convene the Steering Board, the Steering Board shall be convened by the Treasurer. If the President, the Vice-Presidents and the Treasurer are all unable or unwilling to convene the Steering Board, the Steering Board shall be convened by the oldest member of the Steering Board (in age).

## Proxies

**28.1** Each member of the Steering Board shall have the right, via regular means of communication, to give a proxy to another member of the Steering Board, to be represented at a meeting of the Steering Board. No member of the Steering Board may hold more than two (2) proxies.

## Convening notices. Agenda

**29.1** Convening notices for the Steering Board shall be notified to the members of the Steering Board by the Managing Director via regular means of communication at least ten (10) calendar days before the meeting of the Steering Board. The convening notices shall mention the date, time and place of the meeting of the Steering Board. In addition, the convening notices shall mention if the members of the Steering Board can vote electronically. The agenda and the material documents necessary for the discussion shall be attached to the convening notices. The agenda of the meetings of the Steering Board shall be prepared by the Managing Director and adopted by the President. If the President is unable or unwilling to adopt the agenda, the agenda shall be adopted by the oldest Vice-President (in age). If the President and oldest Vice-President (in age) are both unable or unwilling to adopt the agenda, the agenda shall be adopted by the next oldest Vice-President (in age) and this until all Vice-Presidents have been addressed. If the President and the Vice-Presidents are all unable or unwilling to adopt the agenda, the agenda shall be adopted by the Treasurer. If the President, Vice-Presidents and the Treasurer are all unable or unwilling to adopt the agenda, the agenda shall be adopted by the oldest member of the Steering Board (in age).

**29.2** Each member of the Steering Board shall have the right to propose additional item(s) to be included on the agenda of the Steering Board, which shall be notified via regular means of communication to the President at least seven (7) calendar days before the meeting. In such a case, the President shall inform the members of the Steering Board of the additional item(s) on the agenda of the Steering Board via regular means of communication at least four (4) calendar days before the meeting of the Steering Board.

**29.3** No vote shall be cast regarding an item that is not listed on the agenda, except if all the members of the Steering Board are present or represented at a meeting of the Steering Board and vote to proceed with such vote.

**29.4** Each member of the Steering Board shall have the right, before, during or after a meeting of the Steering Board, to waive the convening formalities and periods required by the present Article. Unless he/she disagrees at the beginning of the meeting, any member of the Steering Board present

or represented at a meeting of the Steering Board shall be considered to have been regularly convened to this meeting

### **Presence quorum. Voting majority. Votes**

**30.1** Unless otherwise stipulated in these Statutes, the Steering Board shall be validly constituted when at least half of the members of the Steering Board are present or represented.

**30.2** If at least half of the members of the Steering Board are not present or represented at the first meeting, a second meeting of the Steering Board may be convened pursuant to 29 of these Statutes, at least seven (7) calendar days after the first meeting of the Steering Board. The second meeting of the Steering Board shall validly deliberate irrespective of the number of members of the Steering Board present or represented, in accordance with the voting majority stipulated in the Paragraph 30.3 of the present Article. In any case, the Steering Board shall always be constituted of at least two (2) members of the Steering Board physically or virtually present.

**30.3** The first priority shall be to reach decisions by applying the consensus rule. If a decision cannot be reached by consensus or if it is decided by the President to call a vote, decisions shall be taken according to the voting majority stipulated in Paragraph 30.4 of the present Article.

**30.4** Unless otherwise stipulated in these Statutes, decisions of the Steering Board shall be validly adopted if they obtain at least a majority of seventy percent (70%) of the votes cast by the members of the Steering Board present or represented. Each member of the Steering Board shall have one (1) vote.

**30.5** Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the President shall have the decisive vote and in his/her absence (whether represented or not), the oldest Vice-President (in age). In absence of the President and the oldest Vice-President (in age) (whether represented or not) the next oldest Vice-President (in age) shall have the decisive vote and this until all Vice-Presidents have been addressed. In absence of the President and all the Vice-Presidents (whether represented or not), the Treasurer shall have the decisive vote. If the President, the Vice-Presidents and the Treasurer are all absent (whether represented or not), the oldest member of the Steering Board (in age) present shall have the decisive vote.

**30.6** A duly convened meeting of the Steering Board shall be validly held even if all or some of the members of the Steering Board are not physically present or represented, but participate in the deliberations via any electronic means of communication that allow the members of the Steering Board to directly hear each other and directly speak to each other, such as a telephone, video or

web conference. The Managing Director shall set up the practical procedures to organise this in practice. In such a case, the members of the Steering Board shall be deemed present.

**30.7** Provided that the possibility to vote via electronic means is mentioned in the convening notice, the members of the Steering Board may vote via electronic means during a meeting of the Steering Board. The Managing Director shall take the necessary steps allowing the members of the Steering Board to vote electronically. The Managing Director shall set up the practical procedures to organise this in practice, and shall ensure that the system for electronic voting used allows for (i) the identification of the members of the Steering Board having expressed their vote and (ii) the control of compliance with the prescribed time limit.

### Register of minutes

**31.1** Minutes shall be drawn up at each meeting of the Steering Board. Following the meeting of the Steering Board, the draft minutes shall be sent via regular means of communication by the Managing Director to the members of the Steering Board within seven (7) calendar days after the meeting of the Steering Board. The members of the Steering Board shall have the possibility to send any comments they may have with regard to these draft minutes to the Managing Director until seven (7) calendar days before the next meeting of the Steering Board. The final minutes shall then be approved at the next meeting of the Steering Board and signed by the President and kept in a register of minutes. Copies of the final minutes shall be sent via regular means of communication by the Managing Director to the members of the Steering Board. The register of minutes shall be kept at the registered office of the Association where all members of the Steering Board may consult it, without, however, displacing it.

### Written procedure

**32.1** The Steering Board may take decisions via written procedure (which means regular/registered mail or any other means of written communication (including email, application or platform on a website). In that case, the convening formalities referred to in Article 29 of these Statutes do not have to be complied with.

**32.2** For this purpose, the Managing Director, upon request of the President or two (2) members of the Steering Board acting jointly, shall send a notice, including (i) the agenda and (ii) the proposals for the decisions to be taken via regular means of communication to all members of the Steering Board, with request to the members of the Steering Board to vote on the proposals and to send their vote(s) back via the mean of written communication designated by the Managing Director and within the time limit mentioned in the notice.

**32.3** The decisions are deemed to have been taken if (i) at least seventy percent (70%) of the members of the Steering Board have sent their vote(s) back via the mean of written communication designated by the Managing Director within the time limit, and (ii) if the items on the agenda have obtained at least a majority of seventy percent (70%) of the votes cast by the members of the Steering Board having sent their vote(s) back via the mean of written communication designated by the Managing Director. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the decisions are deemed not to be taken.

**32.4** For the purpose of the present Article, members of the Steering Board are not allowed to grant proxies to other members of the Steering Board.

**32.5** The decisions taken by written procedure are deemed to come into force on the date mentioned on the notice sent to the members of the Steering Board.

**32.6** The decisions taken via written procedure shall be sent via regular means of communication by the Managing Director to the members of the Steering Board.

## **PRESIDENT, VICE-PRESIDENTS, AND TREASURER**

### **Election and function of the President, Vice-Presidents, and Treasurer**

**33.1** The General Assembly shall elect a President, between two (2) and three (3) Vice-Presidents, and a Treasurer. The President, the Vice-Presidents, and Treasurer shall be distinct persons. Their mandate shall be non-remunerated. Their term of office is a three (3) years term, once renewable in a row. The mandate performed by a President, a Vice-President or a Treasurer for the remainder of a term shall not be taken into account for the computation of the number of terms of office as referred to in the present Paragraph.

**33.2** Each President, Vice-President and Treasurer shall be:

- (a) A Representative of a Full Member; and
- (b) A representative at the top decision-making level (e.g. C-level officer, president, secretary general, director general, chairman, director or board member) of the Full Member he/she is employed by or otherwise linked to, and who has an expertise required to pursue the non-profit purpose of the Association.



**33.3** Each new President who becomes as of right the President to replace a President whose mandate has terminated before the expiry of its term, shall only take up this mandate for the remainder of the term of the President being replaced.

**33.4** Each new Vice-President or Treasurer who is elected by the General Assembly to replace a Vice-President or Treasurer whose mandate has terminated before the expiry of its term, shall only be elected for the remainder of the term of the Vice-President or the Treasurer being replaced.

**33.5** The mandate of the President, the Vice-Presidents, and the Treasurer terminates by expiry of the term of their mandate. The mandate of the President, the Vice-Presidents, and the Treasurer terminates as of right and with immediate effect, (i) by death or incapacity, or (ii) if the President, the Vice-President, or the Treasurer concerned ceases to be a Representative of the Full Member he/she is representing, or (iii) if the Full Member the President, the Vice-President or the Treasurer represents, for whatever reason, ceases to be a Full Member, or (iv) if the Full Member the President, the Vice-President or the Treasurer represents, is in a situation of judicial administration, or bankruptcy, judicial reorganisation, dissolution or liquidation, or is subject to insolvency proceedings of a similar nature under the laws of any jurisdiction, or (v) if the President, the Vice-President or the Treasurer does no longer meet the criteria set out in the present Article.

**33.6** By derogation to Article 30.3 and Article 30.4 of these Statutes, if the mandate of the President ceases before his/her term, for whatever reason, the Steering Board shall elect by consensus a new President amongst the Vice-Presidents for the remainder of the term of the President replaced. In case the Steering Board cannot elect the new President by consensus, the oldest Vice-President (in age) shall become as of right the President for the remainder of the term. The first upcoming meeting of the General Assembly following the election or, as the case may be, the appointment as of right of the President shall confirm the mandate of the President elected or appointed as of right. If the mandate of the President is confirmed by the General Assembly, said President shall complete the term of office of the replaced President, except if the General Assembly otherwise decides. If the mandate of the President is not confirmed by the General Assembly, the mandate of said President will come to an end immediately after the meeting of the General Assembly, without prejudice to the regularity of the composition of the Steering Board until that date.

**33.7** If the mandate of a Vice-President or the Treasurer ceases before his/her term, for whatever reason, the General Assembly may freely elect a new Vice-President or, as the case may be, new Treasurer for the remainder of the term, provided that the Vice-President or Treasurer elected meets the criteria set out in Paragraph 33.2 of this Article.

**33.8** The General Assembly may further dismiss (*ad nutum/free will*) the President as President, a Vice-President as Vice-President, and the Treasurer as Treasurer at any time and is not obliged to give reasons for its decisions, without any compensation or cost becoming due by the Association, and provided that the President, Vice-President, or Treasurer concerned is convened at the meeting and has received the possibility to defend his/her position during the meeting of the General



Assembly and prior to the voting on the dismissal. The concerned President, Vice-President, or Treasurer shall not participate in the deliberation of the General Assembly regarding such decision or action, and also not to the relevant voting.

**33.9** The President, the Vice-Presidents, and the Treasurer are also free to resign from their office at any time by submitting, via special means of communication, their resignation to the Steering Board. In case of the end of the mandate of the President, the Vice-Presidents, or the Treasurer for whatever reason, except the cases of automatic termination of the membership of the Steering Board, or dismissal, the President, the Vice-Presidents, or the Treasurer as the case may be shall continue performing the duties of his/her/their office until the General Assembly has provided in his/her/their replacement within ninety (90) calendar days, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

**33.10** In case of termination of the mandate of the President, the Vice-Presidents, or the Treasurer for whatever reason, the President, the Vice-Presidents, or the Treasurer as the case may be, shall have no claims for compensation on the Association or for its assets, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

### **Powers of the President, the Vice-Presidents, and the Treasurer**

**34.1** The President shall have the powers specifically granted to him/her by these Statutes. In particular, the President shall have the following powers:

- (a) Adopting the agenda of the meetings of the General Assembly and the Steering Board, after preparation by the Managing Director;
- (b) Presiding the meetings of the General Assembly and the Steering Board;
- (c) Signing and approving the minutes of the meetings of the General Assembly and the Steering Board;
- (d) Determining of the terms and conditions (such as the remuneration) of the mandate of the Managing Director;
- (e) Acting as a conciliator when differences of opinion occur, both within the Association and vis-à-vis third parties; and
- (f) In the event of a tie vote, having the casting vote within the Steering Board.

**34.2** The Vice-Presidents shall have the powers specifically reserved for them by these Statutes. As a general rule, the Vice-Presidents shall replace the President in his/her absence.

**34.3** The Treasurer shall have the powers specifically granted to him/her by these Statutes and by the Steering Board. As a general rule, the Treasurer shall oversee the financial affairs of the Association and report in this respect to the Steering Board, which pertains to (i) maintaining proper books of account of the Association, (ii) maintaining proper custody of the funds and assets of the Association, and (iii) arranging for disbursement of the funds of the Association in accordance with the directions of the Steering Board.

## **PRODUCT GROUP(S)**

### **Product Groups**

**35.1** The Steering Board may, upon proposal of one or more Full Members, establish and dissolve one or more Product Groups. The Steering Board shall give reasons for its decisions to establish or dissolve a Product Group. The Product Groups shall have a supporting role to the Steering Board on specific issues relating to the interests they represent in accordance with Article 35.3 of these Statutes. The Steering Board shall, upon proposal of each Product Group, approve the internal rules established by each Product Group, including amongst others the mission, tasks, composition, powers, conduct of meetings and governance, convening modalities and drafting of agendas, presence quorum, voting majority and voting procedures, and drafting of minutes of each Product Group.

**35.2** The Managing Director is liable for the proper implementation and practical application of the internal rules related to the Product Groups as approved by the Steering Board and any other rule related to the Product Groups as decided by the Steering Board.

**35.3** The Product Groups represent the interests impacting one or more specific topic(s), polymer(s), market(s) or (sub)sections of the Plastics industry, as determined in their internal rules.

**35.4** The Product Groups may establish, dissolve and delegate tasks to one or more sub-committees or sub-bodies as they deem necessary or convenient.

**35.5** The Product Groups are not allowed to take or express any external position or to use the name, logo or brand of the Association vis-à-vis third parties, unless prior approval is obtained from the Managing Director. The practical ways (i.e. *modus operandi* via general guidelines, framework agreements, etc.) on how to obtain such approval shall be decided by the Managing Director, upon proposal of the Product Group concerned and upon non-binding advice of the Leadership Team. In case of disagreement between a Product Group and the Managing Director, the Steering Board will decide whether the Product Group is allowed to take or express any external position or to use the name, logo or brand of the Association vis-à-vis third parties.

**35.6** The Product Groups shall always act under the responsibility of the Steering Board and shall report periodically to the Steering Board and the Managing Director on its/their activities, and/or at the request of the Steering Board and the Managing Director.

**35.7** Each year, the Product Groups shall establish their respective part of the draft annual working plan and provide it to the Steering Board, who shall prepare the final annual working plan and submit it to the Ordinary General Assembly for approval.

**35.8** The Product Groups may invite one or more third party(ies) to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Product Group.

## **STRATEGIC COUNCIL(S)**

### **Strategic Council(s)**

**36.1** The Steering Board may establish, dissolve and delegate tasks to one or more Strategic Council(s). The Strategic Councils shall have a supporting role to the Steering Board on specific issues.

**36.2** The Strategic Councils shall in particular have the following powers, for which they shall work together with the Association's advocacy staff and communications staff:

- (a) Developing common industry internal/technical positions to policies, relevant to the scope of the relevant Strategic Council, in alignment with the strategy as agreed by the Steering Board; and
- (b) Working closely with the Advocacy Committee and Communications Committee to translate agreed positions into external communication and advocacy strategies.

**36.3** Each Strategic Council shall be chaired by a member of the Steering Board. The Steering Board shall further determine amongst others the specific mission, specific composition, powers, conduct of meetings and governance, convening modalities and drafting of agendas, presence quorum, voting majority and voting procedures, and drafting of minutes of the Strategic Councils.

**36.4** The Strategic Councils are allowed to take or express any agreed external position or to use the name, logo or brand of the Association vis-à-vis third parties, in consultation with the Advocacy Committee and/or Communications Committee.

**36.5** The Strategic Councils shall always act under the responsibility of the Steering Board and shall report periodically to Steering Board on its/their activities, and/or at the request of the Steering Board.

**36.6** The Strategic Councils may invite one or more third party(ies) to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Strategic Councils.

## **ADVOCACY COMMITTEE AND COMMUNICATIONS COMMITTEE**

### **Advocacy Committee and Communications Committee**

**37.1** The Advocacy Committee shall work together with the Association's advocacy staff in developing advocacy strategies and work with the Communications Committee and the Strategic Councils in advocating positions on key policy files developed by the Steering Board and/or the Strategic Councils. The Advocacy Committee shall be responsible for translating internal/technical positions created in the Strategic Councils and the Steering Board to determine public policy positions and materials.

**37.2** The Communications Committee shall work with the Association's communications staff to develop and implement communications strategies and campaigns to ensure that the voice of the Association is compelling, substantial, credible, authentic, fact-based and impactful. The Communications Committee shall also work on narrative development, media relations, social media engagement, internal Member and staff communications and Association's events. The Communications Committee shall assess any external support needed in developing and executing the Association's communications campaigns.

**37.3** The Advocacy Committee and the Communications Committee shall be closely coordinated, and draw from positions created in the Association's Strategic Councils or the Steering Board.

**37.4** The Advocacy Committee and the Communications Committee shall each be chaired by a member of the Steering Board. The Steering Board shall further determine amongst others the mission, composition, powers, conduct of meetings and governance, convening modalities and drafting of agendas, presence quorum, voting majority and voting procedures, and drafting of minutes of the Advocacy Committee and Communications Committee.

**37.5** The Advocacy Committee and Communications Committee shall not represent the Association vis-à-vis third parties except if they received a prior and written authorisation from the Managing Director to do so.

**37.6** The Advocacy Committee and Communications Committee shall always act under the responsibility of the Steering Board and shall report periodically to the Steering Board on its/their activities, and/or at the request of the Steering Board.

**37.7** The Advocacy Committee and Communications Committee may invite one or more third party(ies) to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Advocacy Committee and Communications Committee.

### **Leadership team**

**38.1** The Steering Board, upon proposal of the Managing Director, may establish, dissolve and delegate tasks to a Leadership team. The Leadership Team shall have a supporting role to the Steering Board and the Managing Director. The Steering Board shall, upon proposal of the Managing Director, approve the internal rules established by the Managing Director, including, amongst others the mission, the tasks, exact composition, powers, conduct of meeting and governance, convening modalities and drafting of agendas, presence quorum, voting majority and drafting minutes of the Leadership Team.

**38.2** The Leadership Team shall be composed of the Managing Director, the key individuals overseeing the Advocacy Committee and Communications Committee and the Strategic Councils within the Association, as well as directors who are responsible for large Member States or key markets for the Association.

**38.3** The Leadership Team shall not represent the Association vis-à-vis third parties.

**38.4** The Leadership Team is not allowed to take or express any external position or to use the name, logo or brand of the Association vis-à-vis third parties, except if it received a prior and written authorisation from the Managing Director to do so.

**38.5** The Leadership Team shall always act under the responsibility of the Steering Board and the Managing Director and shall report periodically to the Steering board.

**38.6** The Leadership Team may invite one or more third party(ies) to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Leadership Team.

### **AD-HOC GROUP(S) AND TASK FORCE(S)**

#### **Ad-hoc Group(s) and Task Force(s)**

**39.1** The Steering Board, the Strategic Councils and the Advocacy Committee and the Communications Committee may establish, dissolve and delegate tasks to one or more Ad-hoc Groups or Task Forces. The Ad-hoc Groups and Task Forces are temporary bodies established to

leverage specific Member expertise or create focus on a particular issue, subject matter or external challenge. The Ad-hoc Groups and Task Forces shall have a supporting role to the Steering Board, the Strategic Councils, the Advocacy Committee or the Communications Committee on specific issues. The Steering Board, the Strategic Councils, the Advocacy Committee and the Communications Committee shall determine amongst others the mission, composition, powers, conduct of meetings and governance, convening modalities and drafting of agendas, presence quorum, voting majority and voting procedures, and drafting of minutes of the Ad-hoc Groups and Task Forces.

**39.2** The Ad-hoc Groups and Task Forces shall not represent the Association vis-à-vis third parties.

**39.3** The Ad-hoc Groups and Task Forces are not allowed to take or express any external position or to use the name, logo or brand of the Association vis-à-vis third parties, except if they received a prior and written authorisation from the Managing Director to do so.

**39.4** The Ad-hoc Groups and Task Forces shall always act under the responsibility of the Steering Board, the Strategic Council(s), the Advocacy Committee or the Communications Committee and shall report periodically to Steering Board, the Strategic Council(s), the Advocacy Committee or the Communications Committee on its/their activities, and/or at the request of the Steering Board, the Strategic Council(s), the Advocacy Committee or the Communications Committee.

**39.5** The Ad-hoc Groups and Task Forces may invite one or more third party(ies) to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Ad-hoc Groups and Task Forces.

### **The Regional Advisory Board(s) and the National Advisory Board(s)**

#### **The Regional Advisory Board(s) and the National Advisory Board(s)**

**40.1** In each region where the Association has established a Regional Representation Office, the Steering Board may, in cooperation with the relevant Regional Representation Office, establish and dissolve an advisory board (hereafter: “**Regional Advisory Board**”). The Regional Advisory Board(s) shall only have an advisory role to support the implementation of the Association’s common strategies. The Steering Board shall, upon proposal of the Managing Director, determine amongst others the mission, composition, powers, conduct of meetings and governance, convening modalities and drafting of agendas, presence quorum, voting majority and voting procedures, and drafting of minutes of the Regional Advisory Board(s).

**40.2** In each country where the Association has established a National Representation Office, the Steering Board may, in cooperation with the relevant National Representation Office, install an

advisory board (hereafter: “**National Advisory Board**”). The National Advisory Board(s) shall only have an advisory role to support the implementation of the Association’s common strategies. The Steering Board shall, upon proposal of the Managing Director, determine amongst others the mission, composition, powers, conduct of meetings and governance, convening modalities and drafting of agendas, presence quorum, voting majority and voting procedures, and drafting of minutes of the National Advisory Board(s).

**40.3** The National Advisory Board(s) and the Regional Advisory Board(s) may establish, dissolve and delegate tasks to one or more sub-committees or sub-bodies as they deem necessary or convenient.

**40.4** The National Advisory Board(s) and the Regional Advisory Board(s) shall not represent the Association vis-à-vis third parties.

**40.5** The National Advisory Board(s) and the Regional Advisory Board(s) are not allowed to take or express any external position or to use the name, logo or brand of the Association vis-à-vis third parties, except if they received a prior and written authorisation from the Managing Director to do so.

**40.6** The National Advisory Board(s) and the Regional Advisory Board(s) shall always act under the responsibility of the Steering Board and the Managing Director and shall report periodically to the Steering Board and the Managing Director on its/their activities, and/or at the request of the Steering Board or the Managing Director.

**40.7** The National Advisory Board(s) and the Regional Advisory Board(s) may invite one or more third party(ies) to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the National Advisory Board(s) and the Regional Advisory Board(s).

## **MANAGING DIRECTOR**

### **Appointment and function of the Managing Director**

**41.1** The Steering Board shall appoint a natural person or legal entity, not being a member of the Steering Board and not being a Representative, as Managing Director. His/her/its office may be remunerated. When a legal entity is appointed as Managing Director, the latter shall appoint a permanent representative, being a natural person, in charge of the execution of the mission of Managing Director in the name and on behalf of the legal entity. The Association shall cover all reasonable expenses exposed by the Managing Director. The Managing Director’s mandate may be



of a definite or indefinite duration. The terms and conditions of his/her/its office, including his/her/its remuneration, if applicable, shall be determined by the President.

**41.2** The mandate of the Managing Director terminates as of right and with immediate effect, (i) by death or incapacity, or (ii) if the Managing Director is under judicial administration, in bankruptcy, in judicial reorganisation, in dissolution or in liquidation, or is subject to insolvency proceedings of a similar nature under the laws of any jurisdiction.

**41.3** Unless otherwise agreed, the Steering Board may dismiss (*ad nutum/free will*) the Managing Director at any time and possibly with immediate effect, without (i) being obliged to give reasons for its decision, (ii) any compensation or cost becoming due by the Association, and (iii) prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

**41.4** The Managing Director is free to resign from his/her/its office at any time by submitting, via special means of communication, his/her/its resignation to the Steering Board, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable. In case of termination of the mandate of the Managing Director for whatever reason, except the cases of automatic termination of the mandate of the Managing Director or dismissal, the Managing Director shall continue performing the duties of his/her/its office until the Steering Board has provided in his/her/its replacement within ninety (90) calendar days, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

**41.5** In case of the end of the mandate of the Managing Director for whatever reason, the Managing Director shall have no claims for compensation on the Association or for its assets, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

**41.6** The Managing Director shall be a permanent observer at all the bodies of the Association, and shall have the right to attend all meetings of the aforementioned bodies, without voting rights and with the right to be heard. All convening notices to all meetings of the aforementioned bodies shall simultaneously be notified to the Managing Director.

**41.7** Notwithstanding the above Paragraph, the President may decide that the Managing Director cannot attend one or more meeting(s) or part(s) of a meeting(s) of the Steering Board.

### **Powers of the Managing Director**

**42.1** The Managing Director shall have the powers specifically granted to him/her/it by these Statutes. In particular, the Managing Director shall have the following powers:



- (a) The daily management of the Association, within the approved budget;
- (b) The implementation and the practical application of the rules (including those relating to the Product Groups) set out by the Steering Board;
- (c) The recruitment of new Members, without prejudice to Article 9 of these Statutes;
- (d) The collection of the data in relation to the relevant Turnover of the Full Members, and, insofar necessary, the determination of such Turnover pursuant to Article 12 of these Statutes;
- (e) In cooperation with the President, the coordination and the organisation of the meetings of the General Assembly;
- (f) In cooperation with the President, the coordination and the organisation of the meetings of the Steering Board;
- (g) The delegation of tasks to the secretariat of the Association and the overseeing of it;
- (h) The hiring and the dismissal of the members of the staff of the secretariat of the Association, within the approved budget;
- (i) The submission of the applications for admission to membership to the Steering Board;
- (j) The execution of the decisions of the Steering Board;
- (k) The sending of the convening notices of the General Assembly and the Steering Board;
- (l) After consultation with the Treasurer and where necessary in cooperation with the Product Groups, the preparation of the draft annual working plan, the draft annual accounts and the draft budget that must be submitted to the Steering Board for finalisation and approval;
- (m) The proposal of the establishment, dissolution and approval of the working and governance rules and the overseeing of the Leadership Team, the Regional Advisory Board(s) and the National Advisory Board(s) to the Steering Board;
- (n) The supervision of the financial affairs of the Association, under the supervision of the Treasurer;
- (o) The approval of the taking or expressing of an external position or the use of the name, logo or brand of the Association vis-à-vis third parties by the Product Groups, the Leadership Team, the Advocacy Committee and the Communications Committee and the Regional Advisory Board(s) and the National Advisory Board(s);
- (p) The maintaining of close contacts with value chain partner associations and any other organisations recommended by the Steering Board;
- (q) The maintaining of the coherence of the subjects handled by the Strategic Council(s) and the avoidance of overlaps or gaps between the various (Ad-hoc) Groups and Task Forces;
- (r) The coordination and alignment of the overall priorities of the Strategic Council(s), the Advocacy Committee and Communications Committee as well as of the Product Group(s), to be approved by the Steering Board;
- (s) Ensuring the public relations of the Association, particularly regarding communication and where appropriate, advocacy with third parties; and
- (t) Stewarding, overseeing and implementing a compliance program on antitrust, anticorruption and trade sanctions.

**42.2** The Managing Director shall always act under the responsibility of the Steering Board and within the approved budget. The Managing Director shall report periodically to the Steering Board on his/her/its actions and activities, and/or at the request of the Steering Board.

## **LIABILITY**

### **Liability**

**43.1** The members of the Steering Board, the President, the Vice-Presidents, the Treasurer, and the Managing Director are not personally bound by the commitments of the Association. Their liability shall be limited to the execution of their assigned tasks and the faults committed in the (non-) performance of their duties and tasks.

**43.2** The Members, in their capacity of Members, shall not be held liable for the commitments taken on by the Association.

### **External representation of the Association**

**44.1** The Association shall be validly represented vis-à-vis third parties and with regard to all judicial and extra-judicial deeds by the President acting alone, or by two (2) members of the Steering Board, acting jointly.

**44.2** Within the framework of daily management, the Association shall also be validly represented vis-à-vis third parties and with regard to all judicial and extra-judicial deeds by the Managing Director, acting alone.

**44.3** None of the aforementioned persons must justify his/her/its powers vis-à-vis third parties.

**44.4** In addition, the Association shall also be validly represented vis-à-vis third parties, within the framework of their mandates, by one or more proxy-holder(s) duly mandated by the Steering Board, the President acting alone, or two (2) members of the Steering Board, acting jointly, or, within the framework of daily management, by the Managing Director, acting alone.

### Internal rules and procedures

**45.1** To detail and complete the provisions of these Statutes, the Steering Board may adopt, amend and/or revoke internal rules.

**45.2** On the date of the last amendments to these Statutes, the last version of the internal rules has been adopted on December 2nd , 2025.

**45.3** The Steering Board is further entitled to adopt Steering Board internal procedures and any other kind of statement that falls within the scope of its powers.

## **FINANCIAL YEAR. ANNUAL ACCOUNTS. BUDGET. AUDITING OF THE ANNUAL ACCOUNTS**

### Financial year

**46.1** The financial year of the Association shall run from 1 January to 31 December.

### Annual Accounts. Budget

**47.1** The Steering Board shall establish each year the draft annual accounts of the past financial year, as well as the draft budget for the next financial year. The currency of the Association shall be the euro for the annual accounts and all other official accounting, tax and legal documents.

**47.2** Each year, within six (6) months following the end of the financial year, the Steering Board shall submit the draft annual accounts and the draft budget to the Ordinary General Assembly for approval.

**47.3** The draft annual accounts and the draft budget shall be circulated amongst all Members at least fourteen (14) calendar days before the Ordinary General Assembly.

**47.4** The Steering Board shall create an earmarked fund (in Dutch: “*bestemde fondsen*” / in French: “*fonds affectés*”) to cover the Association’s social liabilities (e.g. severance indemnities and other related benefits under Belgian law) vis-à-vis its employees should the Association be dissolved or its activities otherwise curtailed or terminated.

### Auditing of the annual accounts

**48.1** If the law requires so, the General Assembly shall appoint a statutory auditor, chosen between the members of the Belgian “*Instituut der Bedrijfsrevisoren / Institut des Réviseurs d’Entreprise*”, for a three (3) year term.

**48.2** If the Association is not required by law to appoint a statutory auditor, the General Assembly may still appoint a statutory auditor or an external auditor to audit the annual accounts.

**48.3** The statutory auditor or the external auditor, as the case may be, shall draw up an annual report on the annual accounts of the Association. This report shall be submitted to the Ordinary General Assembly before the approval of the annual accounts.

## AMENDMENTS TO THESE STATUTES

### Amendments to these Statutes

**49.1** The General Assembly can validly decide on amendments to these Statutes only if (i) at least two-thirds (2/3) of the Full Members are present or represented and (ii) the decisions to amend obtain at least a majority of two-thirds (2/3) of the votes cast by the Full Members present or represented. Blank votes, invalid votes and abstentions shall not be counted.

**49.2** If at least two-thirds (2/3) of the Full Members are not present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 20 of these Statutes, at least fourteen (14) calendar days after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate, irrespective of the number of Full Members present or represented, in accordance with the voting majority stipulated in the Paragraph 49.1 of the present Article, and decide on the amendments. However, the General Assembly shall always be composed of at least two (2) natural persons physically or virtually present.

**49.3** By derogation to Paragraph 49.1 of the present Article, the Steering Board can also validly decide on amendments to 0.2 of these Statutes.

**49.4** The main terms of any proposal to amend these Statutes shall be explicitly mentioned in the agenda or a separate document both included in or attached to the convening notice to the Members and the members of the Steering Board.

**49.5** The date on which the amendments to these Statutes shall enter into force shall be determined in the internal rules, if any, or by the decision of the General Assembly regarding the amendments to these Statutes.

**49.6** Any decision of the General Assembly relating to the amendments of these Statutes is subject to the additional requirements imposed by applicable law. In particular, when the law requires it, the amendments to these Statutes must be acknowledged by a Royal Decree or recorded in a notarial deed.

## **DISSOLUTION. LIQUIDATION**

### **Dissolution. Liquidation**

**50.1** The General Assembly can validly decide on the dissolution of the Association only if (i) at least two-thirds (2/3) of the Full Members are present or represented and (ii) the decision obtains a majority of at least a two-thirds (2/3) of the votes cast by the Full Members present or represented. Blank votes, invalid votes and abstentions shall not be counted.

**50.2** If at least two-thirds (2/3) of the Full Members are not present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 20 of these Statutes, at least fourteen (14) calendar days after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate, irrespective of the number of Full Members present or represented, in accordance with the voting majority stipulated in the Paragraph 50.1 of the present Article, and decide on the dissolution. However, the General Assembly shall always be composed of at least two (2) natural persons physically or virtually present.

**50.3** Any proposition to dissolve the Association shall be explicitly mentioned in the agenda included in or attached to the convening notice to the Members and the members of the Steering Board.

**50.4** Except in case of a dissolution and liquidation of the Association in a single notarial deed, the General Assembly shall decide upon: the appointment of one or more liquidator(s), the decision-making process of the liquidators if several liquidators are appointed, and the scope of his/her/its/their powers. Failing the appointment of one or more liquidator(s), all the members of the Steering Board shall be deemed to be jointly in charge of the Association's liquidation.

**50.5** The General Assembly shall also decide upon the allocation of the liquidation balance of the Association, provided however that the liquidation balance of the Association may only be allocated to a disinterested purpose being a non-profit institution which is concerned with the protection of the environment.

## **VARIA**

### **Definitions**

**51.1** Unless otherwise stipulated in these Statutes, the following term shall be understood as follows within the context of these Statutes:

- Except for Article 12.1 of these Statutes, "Europe", "European countries" and "European" shall be construed as referring to the Member States included in the Council of Europe;
- For the purpose of Article 12.1 of the Statutes, "Europe" shall be construed as referring to the 27 member states plus Norway, UK, Switzerland, Turkey, Russia and Ukraine; and
- "Plastics" shall be construed as referring to those products listed in the EEC Combined Nomenclature (CN) code item numbers 3901 up to and including 3913.

### **Notifications**

**52.1** Any notice or other communication under or in connection with these Statutes shall be written in English, subject to compliance with the legal provisions governing the use of official languages in Belgium. Additionally, with respect of the sending of any notice or communication under or in connection with these Statutes, the terms below shall be defined as follows:

- "Regular means of communication" means regular mail or any other means of written communication (including email); and
- "Special means of communication" means registered mail or any other means of written communication (including email), with acknowledgment of receipt.

### **Computation of time**

**53.1** For the use of the computation of time limits set out in these Statutes, the terms below shall be defined as follows:

- “Month(s)” mean(s) (a) calendar month(s); and
- “Calendar day(s)” mean(s) that when calculating a period of notice, this period excludes the calendar day when the notice is given or deemed to be given and the calendar day for which it is given or on which it is to take effect.

### Abstentions

**54.1** For the determination of the voting majorities set out in these Statutes, “abstentions shall not be counted” means that (i) the person having abstained shall not be taken into account in the number of persons present or represented on the basis of which the voting majority shall be calculated and (ii) the abstention shall neither be considered as a vote “in favour” nor a vote “against” the proposed decision.

### Secret ballot

**55.1** For the voting regulated in these Statutes, the term “secret ballot” means a voting method in which the voters’ (i.e. the Full Members, the members of the Steering Board, etc.) votes are anonymous. However, such a voting method shall not ensure anonymity of the votes vis-à-vis the bureau of the concerned meeting, the Managing Director and the staff of the Association.

### Varia

**56.1** Anything that is not provided for in these Statutes or the internal rules, if any, shall be governed by the provisions of Book 10 and any other provisions applicable to international non-profit associations of the companies and associations Code of March 23, 2019. In the event there is a conflict between these Statutes and the internal rules, if any, internal procedures, or any other kind of rules of the Association, these Statutes shall prevail.

**56.2** Membership of the Association does not imply or represent any endorsement by the Association of a Member or of an activity undertaken by a Member. Members shall not use the Association’s name and logo(s) in any manner unless they received a prior and written authorisation from the Managing Director to do so. Members shall have no claim on the Association’s assets.

**56.3** For the performance of their duties, members of the Steering Board may elect domicile at the registered office of the Association.

**56.4** The business of the Association shall be conducted in English, without prejudice to applicable legal obligations. These Statutes are written in French and English, but only the French version shall be the official text.

#### Transitory provision

**57.1** By derogation to Article 6.3 of these Statutes, legal entities of a same group which are Full Members of the Association on the day of the meeting of the Extraordinary General Assembly of December 15, 2022 shall all remain Full Members following the adoption of these Statutes until their resignation or dismissal. Their membership is *intuitu personae* and can neither be transferred nor assigned.

**57.3** By derogation to Article 12.1 of the Statutes, for the financial year closed on December 31, 2026, the membership fees for each Full Member shall be calculated as follows: (i) fifty percent (50%) of the membership fees shall be calculated based on the Full Member's gliding average membership fees of the past four (4) years divided by the sum of all Full Members' gliding average membership fees of the past four (4) financial years, and applying this percentage to the total membership fees, and (ii) fifty percent (50%) of the membership fees shall be calculated according to the new rules provided in Article 12.2 of these Statutes.