

**ARTICLES OF ASSOCIATION**

**OF**

**« THE BUREAU OF INTERNATIONAL RECYCLING »**

**IN SHORT**

**«B.I.R.»**

International non-profit association  
Avenue Franklin Roosevelt 24  
1050 Brussels

Enterprise number: 408.270.228

## **CHAPTER I: NAME, REGISTERED OFFICE, DURATION AND PURPOSE**

### **Article 1: Name**

An international non-profit association named the Bureau of International Recycling, Bureau International du Recyclage in French, abbreviated as B.I.R., hereinafter referred to as the “Association”, has been constituted under the laws of Belgium.

The full names and the abbreviated name may be used indistinguishably.

All acts, bills, announcements, publications and other documents coming from the Association mention its name preceded or followed immediately by the initials “aisbl” and the address of its registered office.

### **Article 2: Registered office and duration**

The registered office of the Association is in the Brussels urban area, and is currently located at Avenue Franklin Roosevelt 24, 1050 Brussels.

The registered office may be transferred anywhere in the Brussels-Capital Region upon the decision of the Executive Committee. The decision to move the registered office must be published in the Annexes to the Moniteur belge.

The decision of the Executive Committee to move the registered office of the Association is not considered as an amendment to the Articles of Association and does not require a decision of the General Assembly. The Executive Committee is entitled to establish the coordinated version of the Articles of Association and file it with the Commercial Court.

The Association may open representation offices in Belgium or abroad upon decision of the Executive Committee.

The Association is incorporated for an unlimited period of time.

### **Article 3: Purpose**

The objectives of the Association are:

1. To be the unified voice of the international recycling industries on a world level, developing the international authorities and the public's awareness of the economic, social and environmental contributions of its membership.
2. To promote free-trade and the environmental sound management and use of recycled materials and to encourage manufacturers to design their products with increased understanding of recycling.

3. To provide its members with a proper forum to discuss issues of importance to the development of recycling worldwide.
4. To promote and primarily defend the collective interests of the members of the Association pertaining to the Association's area of activity.
5. To provide members with a fast and effective mean of resolving commercial disputes by providing for an arbitration service.

The Association is empowered to accomplish all acts or operations relating directly or indirectly to its purpose.

The Association may also exercise, lend its support to, or take interest in, all similar, comparable, accessory or connected activities that would foster directly or indirectly the accomplishment of its purpose.

The Association may also carry out ancillary commercial activities, either directly or indirectly, so long as these ancillary commercial activities are compatible with the purposes of the Association and with the activities necessary for achieving these purposes. Any income generated by ancillary commercial activities shall be used by the Association to carry out such purposes.

## **CHAPTER II: MEMBERS**

### **Article 4: Membership requirements and rights and duties of the members**

Membership may be granted to:

#### **A - Effective Members with the right to vote**

Any company, professional organisation, federation or association involved in the collecting, trading and/or processing of recyclables and in the production of recycled materials, and actually belonging to the recycling sector:

##### **1. National Federation or National Sectoral Organisation**

i.e. any national professional organisation representing one or more commodity sector(s) in the field of recycling, which is/are represented within the Association (i.e. the National Federation or the National Sectoral Organisation itself and not its members).

##### **2. Supranational or Continental Federation**

i.e. any international professional organisation representing one or more commodity sector(s) in the field of recycling, which is/are represented within the Association (i.e. the Supranational or Continental Federation itself and not its members).

3. Company with trading or industrial activities, involved in one or more commodity sector(s) in the field of recycling which is/are represented within the Association. This company will either be a Supporting Member if it is a member of a National Federation or a National Sectoral Organisation member of the Association or an Associate Member if it is not a member of a National Federation or National Sectoral Organisation member of the Association.

Any Supporting Member, which resigns or is expelled from a National Federation or a National Sectoral Organisation member of the Association will lose its supporting membership as of the date of the entry into force of its resignation or expulsion and will automatically become an Associate Member of the Association on this latter date.

#### B - Partner Members with no right to vote

Any company with trading or industrial activities, association or organisation, interested or involved in recycling, which does not fulfil the requirements for effective membership.

Effective Members and Partner Members will be charged membership dues.

All members (a) must be validly incorporated under the laws and customs of their country of origin (b) must agree in writing to abide with the competition laws and the anti-trust guidelines of the Association, the Articles of Association, the Internal Regulations, the objectives and policies of the Association, and the decisions of its bodies and (c) pay in due time the membership dues.

#### **Article 5: Admission of members**

Any application for membership will be submitted for examination to the Director General which will examine whether or not the application meets the membership requirements. The Director General will submit its assessment and recommendation to the Membership Committee. The details of any applicant which meets the membership requirements will be published by the Membership Committee on the Association's website and the Effective Members will be allowed to express their opinion on the application to the Membership Committee during 15 calendar days from the publication; their opinion will not be binding. The Membership Committee will then submit a written proposal to the Executive Committee, which will either endorse that proposal, or if unsupported, return it with written grounds to the Membership Committee for further assessment and decision. The decision of the Executive Committee will be taken with a majority of two-thirds of the votes cast. In case of rejection of the Membership Committee's proposal, the Membership Committee will make a final proposal to the Executive Committee which will then take its decision with a majority of two-thirds of the votes cast.

A final decision concerning the admission of a member should be taken within six months of the submission of the application.

Any decision refusing an application for membership shall contain the grounds upon which the decision is made.

The General Assembly will be informed about the admission of the new member at the following meeting of the General Assembly.

#### **Article 6: Resignation, suspension and expulsion of members**

Members may resign from the Association after giving six months' written notice addressed to the Director General. The resigning member is bound to respect all its obligations until the end of the financial year in the course of which the resignation comes into effect. The Director General will inform the Membership Committee, then the Executive Committee and finally the General Assembly accordingly.

If a member fails to meet its financial obligations for one financial year, it will be considered as having resigned as from the last day of the following financial year. In addition, and to the extent permitted by law, membership automatically ends in the case of bankruptcy, arrangement with creditors, winding up or any similar situation. However, the member will remain liable for its financial obligations vis-à-vis the Association until the end of the financial year during which the membership ends.

The expulsion of a member from the Association may be ordered by the General Assembly which, after having heard representations in the defense of the member concerned and the recommendation of the Membership Committee, shall take its decision with a majority of two-thirds of the votes cast.

A member can be expelled (a) for breach of the Articles of Association and/or the Internal Regulations, (b) for any act which might be prejudicial to the Association or its members, such as criticizing the Association's policy in a public forum or during a plenary meeting of the Association in a manner that is either primarily or solely damaging in intent and or disruptive, derogatory, demeaning, or defamatory in expression, (c) for non compliance with the Association's arbitral award of the Arbitration Tribunal, or (d) for the failure to fulfill a commercial arbitration finding or legal judgment having force of law, upon completion of due process, in the context of disputes opposing at least two members of the Association, or (e) for a criminal sentence against it which according to the Executive Committee is incompatible with its member quality.

The expulsion decision sets forth the grounds on which the expulsion is based and is final.

The Director General will send a copy of the decision to the expelled member by registered letter, within fifteen calendar days as of the date of the decision. The expulsion shall come into force immediately after the decision of the General Assembly but the expelled member will remain liable for its financial obligations to the Association until the end of the financial year.

In addition, until a decision has been taken by the General Assembly on the expulsion, the Executive Committee is entitled to suspend the member including its voting right, if applicable, for one or more grounds referred to under article 6, §4 above. The suspended member will remain liable for its financial obligations to the Association during the suspension.

A member whose membership ceases through resignation or expulsion or any other reason has no right whatsoever to the assets of the Association.

**CHAPTER III: ASSOCIATION BODIES**

**Article 7: Association bodies**

The bodies of the Association are:  
- the General Assembly;  
- the Executive Committee; and  
- the Director General.

**CHAPTER IV: GENERAL ASSEMBLY**

**Article 8: Composition and powers**

The General Assembly is the main decision-making body of the Association. It shall consist of all Effective Members. Third parties may be invited to attend a meeting of the General Assembly, upon invitation of the Executive Committee.

The decisions taken by the General Assembly will be binding on all members, including those absent or dissenting.

The following powers are reserved to the General Assembly:

1. consideration and approval of the reports on the activities of the Association;
2. approval of the annual accounts;
3. approval of the budget for the new financial year, including the membership dues of the various membership categories, as recommended and motivated by the Executive Committee;
4. appointment, dismissal and release from liability of the auditors and approval of their remuneration, as recommended by the Executive Committee;
5. approval of the appointment of the Executive Committee members and decision to dismiss the Executive Committee members;
6. amendments to the Articles of Association;
7. dissolution and liquidation of the Association;
8. approval of the venue and date of the next General Assembly and conventions, as recommended by the Executive Committee;
9. expulsion of member(s) from the Association.

## **Article 9: Meetings and notices**

An ordinary meeting of the General Assembly shall take place at least once a year, in the spring, at the place mentioned in the convening notice under the presidency of the President of the Executive Committee or, if he is prevented from attending, of a Chairman chosen by the Executive Committee from among the Executive Committee members. The Director General is responsible for convening the General Assembly. Partner Members have the right to be convened and attend the ordinary meetings of the General Assembly.

In addition to the ordinary General Assembly, an extraordinary meeting of the General Assembly shall be called by the President of the Executive Committee, the majority of the members of the Executive Committee or the Director General, where the interests of the Association so require or at the request of one quarter of the Effective Members. Extraordinary meetings of the General Assembly are exclusively open to Effective Members.

Any request for an extraordinary meeting of the General Assembly shall state the items to be considered. If the extraordinary meeting is called at the request of one quarter of the Effective Members, any Effective Member may send a request to the Director General for a point to be added to the agenda at the latest fourteen calendar days before the date of the extraordinary meeting of the General Assembly.

The notice calling the meeting indicates the place, date, hour and agenda of the meeting and is sent by letter, facsimile, or any other written means (including electronic format) at least thirty calendar days prior to the date of the meeting.

As the case may be, the working documents are attached to the notice.

## **Article 10: Representation**

Each Effective Member may be represented by another Effective Member, but under no circumstances can an Effective Member exercise more than 10% of the total voting rights or hold more than 70 proxies.

As an exception to the previous rule, an Effective Member may be represented by another Effective Member which may hold an unlimited number of proxies, in the event that the law provides that the decisions of the General Assembly need to be taken by a notarial deed.

The proxy must be submitted in writing to the Director General at least fifteen calendar days before the date of the meeting.

## **Article 11: Proceedings and votes**

### a) Proceedings

An attendance list, indicating the member's name shall be signed prior to the meeting by the representative of each member, except for the ordinary General Assembly, held during the spring convention, where Effective Members registered for the spring convention are deemed to be present at the ordinary General Assembly.

Decisions may not be taken on points which do not appear on the agenda, unless all Effective Members are present or represented and there is a unanimous agreement to discuss other matters. All other decisions are taken irrespective of the number of members present or represented.

### b) Votes

Each Effective Member has one vote.

Decisions are taken by a simple majority of the votes cast, except in exceptional cases mentioned in articles 6, 14 and 28 of the Articles of Association.

For all decisions of the General Assembly:

- (i) abstentions shall not be taken into account and, in the case of a written vote, blank and mutilated votes will not be counted in the votes cast;
- (ii) all votes will be taken by a show of hands, unless at least 10% of the Effective Members request a secret ballot.

### c) Written decision-making

Decisions may also be taken by written resolutions provided (i) that each Effective Member has been informed at least thirty calendar days in advance of the decisions to be taken and (ii) that the decisions are immediately dispatched to each Effective Member.

Failure of the Effective Member to communicate its vote in writing within thirty calendar days from the date of the mailing of the written resolutions to be taken shall be deemed an acceptance of the decisions.

The decisions come into effect on the date mentioned on the written resolutions and are deemed to be taken at the registered office of the Association.

## **Article 12: Minutes of meetings**

The decisions of the General Assembly will be recorded in a minute book signed by the President of the Executive Committee and kept by the Director General, who will hold it at the disposal of the members.

The minutes of the physical meetings will be deemed to have been approved by the General Assembly fifteen days after they have been mailed to the Effective Members, in the absence of explicit written opposition by an Effective Member.

## **CHAPTER V: EXECUTIVE COMMITTEE**

## **Article 13: Composition**

The Association is managed by an Executive Committee consisting of the President, the Treasurer and the Presidents of the Commodity Divisions who act as Vice-Presidents of the Association.

The candidatures of the President and the Treasurer are proposed by the Nominating Committee of the Association to the Executive Committee and must be approved by the General Assembly. The Presidents of the Commodity Divisions are elected by their respective Divisions on the recommendation of their respective Nominating Committees but their appointment to the Executive Committee must be approved by the General Assembly.

The term of office of the President and the Treasurer of the Executive Committee will be two years. They may be re-elected only once consecutively.

The Internal Regulations will govern the term of office of the Vice-Presidents of the Association.

The office of the members of the Executive Committee is not remunerated.

## **Article 14: Dismissal, resignation and vacancy of members of the Executive Committee**

Members of the Executive Committee can be dismissed, at any time, by the General Assembly on the basis of a decision taken by a majority of two thirds of the votes cast.

Any member of the Executive Committee wishing to resign must send a written notice of his or her resignation to the President. If the President wishes to resign, he or she shall send a written notice of his or her resignation addressed to the members of the Executive Committee. Nonetheless, the resignation will only come into force on the date of the next meeting of the Executive Committee or the General Assembly providing for his or her replacement.

In the event that a vacancy occurs (including as a result of a resignation), a new member of the Executive Committee can be appointed by the Executive Committee. If the vacancy concerns the mandate of President or Treasurer, the new member will be appointed upon proposal of the Nominating Committee of the Association. If the vacancy concerns the

mandate of Vice-President, the new member will be appointed upon proposal of the Nominating Committees of the Division of the member whose mandate becomes vacant. The term of office of the new member shall expire at the same time as the term of the replaced member would have expired. The next meeting of the General Assembly ratifies the appointment of the new member.

The appointment, resignation and dismissal of the members of the Executive Committee must be published in the Annexes to the *Moniteur belge*.

### **Article 15: Powers**

The Executive Committee enjoys all the powers of management and administration, subject to the powers reserved by the law or the Articles of Association to the General Assembly.

Besides its managing role, the Executive Committee has, in particular, the power to:

- 1) prepare and submit all recommendations regarding the organisation of the Association and the internal and external policy of the Association;
- 2) give its instructions to the Director General;
- 3) implement the decisions of the General Assembly.

The Executive Committee may delegate, under its responsibility, a part of its powers for particular or specific purposes to a third party.

### **Article 16: Commodity Divisions and Commodity Committees**

Upon decision of the Executive Committee and under its responsibility, Commodity Divisions and Commodity Committees may be formed to tackle specific areas of activity of the Association, provided that 30% percent of Effective Members active in the sector to be represented by a Commodity Division or a Commodity Committee support its creation. The Chairmen of the Commodity Committees will have an advisory role to the Executive Committee.

### **Article 17: Meetings and notices**

The Executive Committee will meet four times a year or under special convocation of its President, two of its members or the Director General.

The meetings of the Executive Committee will be chaired by its President or, in his/her absence, by a member chosen by his/her peers.

The notice calling the meeting indicates the place, date, hour and agenda of the meeting and is sent by letter, facsimile or any other written means (including electronic format) at least fourteen calendar days prior to the date of the meeting. As the case may be, the working documents are attached to the notice.

The validity of the meeting cannot be challenged if all members are present or validly represented.

The Chairmen of the Commodity Committees may attend the meetings as observers, with no voting rights, upon invitation of the Executive Committee.

### **Article 18: Representation**

Any member of the Executive Committee may designate another member of the Executive Committee by letter, facsimile or e-mail to represent him/her at the meeting of the Executive Committee. Any member may hold two proxies at most. The proxies must be sent to the Director General at least one calendar day before the date of the meeting.

### **Article 19: Proceedings, quorums and votes**

#### a) Quorum

Decisions shall be valid where at least half the members of the Executive Committee are present or represented.

When this quorum is not reached, a new meeting of the Executive Committee shall be called no earlier than fourteen calendar days after the first meeting. The second meeting of the Executive Committee shall be entitled to take valid decisions irrespective of the number of members present or represented.

#### b) Votes

Each member of the Executive Committee has one vote.

Its decisions will be taken by a simple majority of the vote cast except in the case mentioned in articles 5 and 26. The President has a casting vote.

Abstentions shall not be taken into account and, in the case of a written vote, blank and mutilated votes will not be counted in the votes cast. All votes will be taken by show of hands, unless at least two members request a secret ballot.

#### c) Meetings by telephone and videoconference

Decisions may be taken by conference call or by videoconference provided (i) that each member of the Executive Committee has been informed at least fourteen calendar days in advance of the decisions to be taken and (ii) that the decisions are immediately dispatched to each member. The decisions come into effect on the date of the telephone conference or the video conference and are deemed to be taken at the registered office of the Association.

d) Decision-making by written procedure

Decisions may be taken in writing provided (i) that each member of the Executive Committee has been informed at least fourteen calendar days in advance of the decisions to be taken and (ii) that the decisions are immediately dispatched to each member.

Failure of the member to communicate its vote in writing within fifteen calendar days from the date of the mailing of the written resolutions to be taken shall be deemed an acceptance of the decisions.

The decisions come into effect on the date mentioned on the written resolutions and are deemed to be taken at the registered office of the Association.

**Article 20: Minutes of the meetings**

The decisions of the Executive Committee will be recorded in minutes signed by the President and kept by the Director General.

The minutes of the physical meetings and of the meetings held by telephone and videoconference will be deemed to have been approved by the Executive Committee fifteen days after they have been mailed to the members of the Executive Committee in the absence of explicit written opposition by a member.

The minutes are kept in a register, at the disposal of the members of the Executive Committee at the registered office of the Association.

**Article 21: Advisory Council**

The Advisory Council consists of the members of the Executive Committee, the Chairmen of the Commodity Committees, the Chairmen of the Special Committees (referred to in the Internal Regulations) and the former presidents of the Association.

The Advisory Council is under the responsibility of the Executive Committee.

Its competences and rules of procedure are described in the Internal Regulations.

<b>CHAPTER VI: DIRECTOR GENERAL</b>
-------------------------------------

**Article 22: Director General**

The Executive Committee may delegate the daily management, under its supervision, to a Director General.

The Director General shall be convened and shall attend, with an advisory voice, the meetings of the General Assembly, the Executive Committee, the Advisory Council and, generally, all meetings of the Association, except in the event of a conflict of interest.

The Executive Committee shall fix the extent and limitations on his or her powers. The Executive Committee can put an end to the function of Director General in accordance with the law and the Association's contractual obligations.

The Director General shall assure the functioning of the Association's general secretariat and all administrative services that fall under his/her powers.

## **CHAPTER VII: ANNUAL ACCOUNTS – BUDGET – DUES – AUDIT**

### **Article 23: Annual accounts and budget**

The financial year shall commence on 1 January and end on 31 December each year.

The Executive Committee is required to submit, every year, the accounts of the past financial year and the budget for the next financial year, for approval by the General Assembly.

Approval of the annual accounts by the General Assembly grants a release from liability to the members of the Executive Committee for the operations listed therein as well as for those that have been communicated to the General Assembly.

### **Article 24: Dues**

The dues to be paid by the Association's members shall be determined in euros by the General Assembly on an annual basis, upon proposal of the Executive Committee.

The Director General shall inform each member in writing of the amount of dues that are owed. These dues shall be payable within three months that follow this written notification, unless provided otherwise. Should payment not be made within this period, interest may rightfully be applied at legal rate, without any prior notice.

The Executive Committee may decide to allocate part of the members' dues to the establishment of a reserve fund and to set its amount.

The dues for any member who is no longer a part of the Association, for whatever reason, rest due or acquired by the Association under the terms and conditions of these Articles of Association.

### **Article 25: Audit**

To the extent required by law, the audit of the financial situation, the annual accounts and the verification that the transactions set out in the annual accounts comply with the legal requirements or the Articles of Association, shall be entrusted to one or several auditors, appointed amongst the members of the Institute of Auditors (*Institut des Réviseurs d'Entreprises/ Instituut der Bedrijfsrevisoren*).

In the case that Belgian law does not require the appointment of an auditor, the Association is still entitled to appoint one or more auditors; they need not to be members of the Institute of Auditors (*Institut des Réviseurs d'Entreprises / Instituut der Bedrijfsrevisoren*).

The auditor(s) shall establish an audit report.

## **CHAPTER VIII: INTERNAL REGULATIONS**

### **Article 26: Internal Regulations**

The Executive Committee may adopt and amend the Internal Regulations of the Association. The decision must be taken with a majority of two-thirds of the votes cast.

The Internal Regulations regulate the functioning of the Association and its bodies in general and may not conflict with the Articles of Association.

## **CHAPTER IX: LIMITED LIABILITY**

### **Article 27: Limited liability**

Members will not be personally liable for the commitments of the Association. Their liability is limited in respect of their financial obligations.

Members of the Executive Committee, the Advisory Council and the Director General are responsible only for carrying out their duties. They do not contract any personal obligation, by reason of their function, with regard to the liabilities of the Association.

## **CHAPTER X: AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND LIQUIDATION**

### **Article 28: Amendments to the Articles of Association and liquidation**

Any proposal to amend the Articles of Association or to dissolve the Association must emanate from the Executive Committee or from the majority of the Effective Members of the Association.

Motions containing amendments to the Articles of Association or the dissolution of the Association shall not be voted on unless attached to the notice calling the meeting.

No decision regarding the amendments to the Articles of Association or the dissolution of the Association will be valid in this respect unless it has been taken with a majority of two-thirds of the votes cast by the General Assembly.

Concerning the liquidation of the Association, the General Assembly shall also decide with a simple majority of the votes cast on (i) the appointment, powers and remuneration of the liquidators, (ii) the methods and procedures for the liquidation of the Association and (iii) the destination to be given to the net assets of the Association, that will have to be allocated to a non-profit purpose.

## **CHAPTER XII: FINAL PROVISIONS**

### **Article 29: Representation of the Association**

All acts (including court proceedings), by which the Association would be committed, must be signed by the President and another member of the Executive Committee who shall not be obliged to offer proof to third parties of a prior decision of the Executive Committee.

The Director General shall individually represent the Association with respect to all acts of daily management (including court proceedings), and shall not be obliged to offer proof to third parties of a prior decision of the Executive Committee.

The Association is also validly represented by an attorney-in-fact, within the limits of his/her power-of-attorney.

### **Article 30: Language**

These Articles of Association shall be written in the French and English languages. The French version of the Articles of Association shall take precedence.

The internal working and external communication documents of the Association will be, unless otherwise specified, published and distributed in English by the General Secretariat.

The communication language between the members of the Association and the General Secretariat is English, without prejudice of the legislation on the use of languages in employment matters. Other languages may be admitted during the conventions and all committees, according to special agreements to be made, case by case.

### **Article 31: Applicable law**

Anything that is not expressly covered in the Articles of Association or, as the case may be, in the Internal Regulations, shall be governed by Belgian law.

**Article 32: Competent courts**

Any dispute in connection with the Articles of Association of the Association, its Internal Regulations, and/or any decision of one of its bodies, shall be governed by Belgian law and shall be submitted to the Brussels courts.