
Plastics Recyclers Europe

Articles of Association 2014

I NAME, REGISTERED OFFICE, DURATION

ARTICLE 1 NAME-DURATION

- 1.1 The "Plastics Recyclers Europe" (PRE) is an international association governed by the Title III of the Belgian law of June 27, 1921 on the non-profit associations, foundations and international non-profit associations.
- 1.2 The association is established for an indefinite period.

ARTICLE 2 REGISTERED OFFICE

The registered office of the association is established at 71, Avenue de Cortenbergh, 1000 Brussels, Belgium.

The registered office can be moved everywhere in Belgium upon decision of the Management Committee. The new registered office will be published in the Annex of the "Moniteur belge".

ARTICLE 3 SOCIAL PURPOSE

The association is a non-profit organisation, including purpose:

- To represent and defend the interests of Plastics Recyclers Europe;
- To carry out scientific and economic studies relating to the common interest of the profession;
- To study and initiate any common action concerning environmental solutions;
- To promote international collaboration within the framework of the European Communities;
- To maintain close relations with other organisations related to the plastics industry.

The association can also organise conferences and scientific debates in order to promote the investigation and discussion of those issues.

Defence and representation of the Members will intervene without prejudice to the main scientific and educational goal of the association.

The object of the association is strictly non-profit. However, it can realise accessory gainful activities, in so far as the benefit is allocated to the corporate purpose of the organisation.

II. MEMBERSHIP

ARTICLE 4 MINIMUM NUMBER OF MEMBERS

The association shall have a minimum of 10 Members.

ARTICLE 5 CATEGORIES OF MEMBERS

5.1 The Members of the association fall into two categories. The Active Members concern Members who will have the right to vote in the General Assembly of the Association. The Adherent Members can be present at the General Assembly, where they will not have the right to vote.

5.2 Members

5.2.1. *Active Members:*

Production companies and associations, which have legal personality and fulfil the following conditions:

a) To have their main decision centre, that is to say the mother company, the main shareholder, a holding company or any other in one of the European Union Member States plus Switzerland, Norway, Albania, Macedonia and the European Union Candidate Countries.

b) To be active in the plastics mechanical recycling sector.

5.2.2. *Adherent Members – Friends:*

Adherent Members are companies or associations, with legal personality, interested in the plastics recycling field.

ARTICLE 6 RIGHTS OF MEMBERS

All Members have the right to participate to the General Assembly of the Association.

Only the Active Members are entitled to vote at the meetings of the General Assembly of the Association.

ARTICLE 7 MEMBERSHIP FEE

Each Member has to pay an annual Membership fee.

The exact amount of the Membership fee will be fixed every year by the General Assembly.

ARTICLE 8 ADMISSIONS OF MEMBERS – ADMISSION PROCEDURE

8.1 *Active Members*

The admission of new Active Members is subject to the following conditions:

1. A written application must be sent to the registered office of the association.
2. The Management Committee will verify whether the candidate fulfils the required conditions (article 5.2).
3. The application for access will be submitted to the General Assembly for approval and accepted by an affirmative vote of 2/3 of the majority of the Members present or represented at the General Assembly. A quorum of 2/3 of the Members is required. The candidate whose candidacy is not approved has the right to submit its comments in writing in the General Assembly, which must review the comments and must respond in writing.

8.2 Adherent Members

The admission of new Adherent Members is subject to the following conditions:

1. A written application must be sent to the registered office of the association.
2. The Management Committee will verify whether the candidate fulfils the required conditions (article 5.2).
3. If the application is valid, the Management Committee will decide on the Membership of the candidate Adherent Member.

ARTICLE 9 RESIGNS MEMBERSHIP

A Member has the right to resign his Membership at any time.

Resignation of Membership must be written and sent by registered mail to the registered office of the association at least six months before the year end of the on-going Membership. The resignation of a Member of the Association becomes only effective on December 31 of the on-going year. If resignation is notified less than six months before this date, the Membership will only cease at the end of the following year.

ARTICLE 10 EXCLUSION OF MEMBERS

10.1 A Member can be excluded from Membership by respecting the procedure described in the article 10.2, in each of the following cases:

- The Member ceases to fulfil the Membership conditions as described in the article 5;
- The Member does not respect his obligation concerning the payment of his Membership fee;
- The Member does not respect or follow the articles or any other rule established by the Association and intended for all Members of the Association.
- The member does not respect EU Competition law.

10.2 Except for what is described in the article 10.3, the exclusion procedure is the following one:

1. The Management Committee proposes the exclusion of a Member at the General Assembly.
2. Before proposing the exclusion, the Management Committee has to inform the Member about this intention. The Member has the right to be heard about his situation by the Management Committee before the exclusion proposal is made to the General Assembly.
3. The General Assembly will vote on the exclusion of the Member, respecting a quorum of 2/3 of the Members, and an affirmative vote of a 2/3 majority of the Members present or represented. The decision of the General Assembly must be motivated.

10.3 Nevertheless, in case of an Active Member does not fulfil the Membership conditions anymore, the Management Committee can propose to the Member to become an Adherent Member if he respects the conditions of the article 5.2.2. In case of acceptance by the Member, the Management Committee will inform the Members of the General Assembly about the category change of this Member, by written letter in the 3 weeks after this acceptance.

10.4 In case of a Member does not respect his payment obligations towards his Membership fee, the Management Committee has the right to cancel all rights of the Member in the Association, pending the meeting of General Assembly mentioned in the article 10.2.

ARTICLE 11 FINANCIAL OBLIGATION IN CASE OF RESIGNATION OR EXCLUSION

The Members who have resigned or are excluded during the on-going year are liable for their financial contribution for the current year, before the end of the year.

The Member ceasing Membership has no claim on the social fund of the association from the date of their resignation or exclusion.

III ORGANS AND FUNCTIONING OF THE ASSOCIATION

ARTICLE 12 ORGANS OF THE ASSOCIATION

12.1 The association is composed of the following bodies:

- The General Assembly (GA);
- The Management Committee (MC);
- The Working Groups;
- The Managing Director.

12.2 Organs are defined in the following articles.

A) THE GENERAL ASSEMBLY (GA)

ARTICLE 13 POWERS

13.1 The GA is vested of all the powers of the association to achieve its objectives. The GA shall be composed of all the Members of the association, with the exception of those who have not paid their Membership fee at least 30 days before the GA.

13.2 The following points fall within the powers of the General Assembly:

- a) Definition of the main objectives and the general policy of the association;
- b) Approval of the budget and accounts of the association;
- c) Decisions related to admission or exclusion of Active Members;
- d) Election, discharge and resignation of the President, the Vice-President, the treasurer and the Members of the MC;
- e) Approval of activity reports;
- f) Modification of association articles, approval of the internal rules and amendments;
- g) Decision related to dissolution of the association;
- h) Determining the Membership fee and other contributions.

ARTICLE 14 RESOLUTIONS

14.1 Unless otherwise specified in the statutes or in the Law, a resolution can be adopted at the General Assembly by simple majority of the Members present or represented. The vote by post is not authorised.

14.2 A Member can be represented by another Member being holder of a written, signed and valid proxy.

ARTICLE 15 ELECTIONS

15.1 The GA shall nominate among the Members of the Managing Committee a President, three Vice-Presidents and a treasurer, each for a two years period. At the end of the two years period, from a General Assembly to another General Assembly, they can be re-elected with no limit.

15.2 In case of one of those terms is free before the end of the two years period, a successor must be elected for the remaining period. For the President term, this successor will be one of the Vice-President if possible.

ARTICLE 16 MEETINGS

16.1 The GA shall be chaired by the President and, in his absence, by the Vice-President.

16.2 The GA shall be held at least once a year by the President.

16.3 The GA may also be convened if at least 10% of the Members request it in writing to the President. In this

case, the President will send the notice of convening not later than one month after receiving the demand.

- 16.4 The notice of convening the GA (date, time, place) and the agenda must be sent by the President at least six weeks before to the date of the meeting.
- 16.5 Each member has the right to request in writing to add new items to the agenda, at least three weeks before the date of the meeting. Additional topics can be validly discussed at the GA only if all Members, present or represented, approve it.
- 16.6 The items which do not appear in the circulated agenda can be discussed at the GA, subject to the unanimous vote of all the Members present or represented at the GA. No decision can be taken concerning those items.
- 16.7 Resolutions approved by the GA shall be recorded in the report of the GA and signed by the President.

B) THE MANAGEMENT COMMITTEE

ARTICLE 17

- 17.1 The MC will be composed of a minimum of 8 and a maximum of 14 Members including the President, the Vice-Presidents and Treasurer of the association.

Maximum 4 seats shall be attributed to association Members.

The MC will be assisted by a Managing Director to carry out the administrative tasks of the association. This Managing Director must not be a Member of the Association.
- 17.2 The MC Members are elected by the General Assembly among the representatives of the Active Members. Each one is elected for a period of 2 years. They can be re-elected without limitation.

In case of a vacancy occurring before the end of the mandate the Management Committee will rapidly nominate a successor to serve until the end of the two year mandate. . The leaving representative is preferably replaced by someone who represents de same Member/Working Group.
- 17.3 The terms of President, three Vice-Presidents, treasurer and Members of the MC are filled free.
- 17.4 The MC will administer the activities of the association following the instructions of the General Assembly.
- 17.5 The MC Members will execute their mandate in full compliance with the principles of the Code of Conduct.
- 17.6 In case of non-compliance with the Code of Conduct by a Management Committee Member, the latter will be heard by the Management Committee who can make recommendations for future behaviours when representing PRE.

ARTICLE 18 MEETINGS

- 18.1 The MC will meet at least every 6 months. The Management Committee is convened by the President, in his absence by one of the Vice-Presidents
- 18.2 The Management Committee has to be convened if at least three Members request it by explaining the reason for the session, according to the needs of the association.
- 18.3 The notice of convening has to be sent by email at least four weeks before the date of the session.
- 18.4 The President of the meeting of the MC is the President of the association or in his absence one of the Vice-Presidents.
- 18.5 Members of the MC can be represented by another Member of the MC. A Member of the MC cannot represent more than one other Member by proxy. The proxy must be written.

18.6 The decisions of the MC shall be approved by majority votes of Members present or validly represented. At least 50% of MC Members should be present or represented to have a valid MC meeting. The President has a casting vote.

18.7 The decisions of the MC are registered in the minutes of the MC.

C) THE WORKING GROUPS

ARTICLE 19

The MC is empowered to set up and dissolve working groups to advise the association on issues or specific projects, which are related to its interests. Their role is thus strictly advisory.

D) THE MANAGING DIRECTOR

ARTICLE 20

20.1 The MC can nominate a Managing Director for the Association who must not be a Member of the Association. The MC will determine its dismissal conditions, its salary and the duration of his term.

20.2 The Managing Director will be responsible for the daily management of the association.

IV BUDGET AND FINANCE

ARTICLE 21

21.1 The Membership and the financial year shall end on the 31 December of each year.

21.2 The MC will submit to the General Assembly the yearly accounts and the budget for approval.

21.3 The yearly accounts of the international non-profit association, established according the article 53 of the law, must be deposited every year to the Department of Justice.

ARTICLE 22

22.1 The association shall be financed mainly by the Membership fees paid by the Members, contributions or grants, sponsoring, own revenue (obtained according the social objective of the association), other revenue authorised by the law.

22.2 The amount of the fees shall be fixed each year by the General Assembly.

22.3 The fee is annual and its payment will be processed within 40 days after receipt of the invoice.

22.4 The GA may decide to constitute a reserve fund and fix the amount and the frequency of the fees that must be paid by the Members in order to fill this fund.

V POWER OF REPRESENTATION

ARTICLE 23

23.1 The Association will be validly represented in all legal procedures and in all acts by the President and in the daily management by the Managing Director of the association.

23.2 The President or in his absence one of the Vice-Presidents can give a proxy to the Managing Director to represent the Association in some limited procedures or tasks.

VI MODIFICATION OF THE ARTICLES OF ASSOCIATION AND DISSOLUTION

ARTICLE 24

24.1 Any proposals for modifying the Articles of Association and for the dissolution of the association shall be deposited by the MC, or by at least 50% of the votes of Members.

24.2 The MC must inform the Members about such proposals at least a month before the meeting of the General Assembly, which will discuss them. A 2/3 quorum of present votes or represented votes is required to discuss these proposals. If the quorum is not reached, a second meeting will be organised within 6 weeks after the first meeting. A new convening will be sent by written at least 2 weeks before the second meeting. The participants to meeting can then take a decision on the proposal whatever the number of Members present. A vote at the majority of 2/3 is necessary.

ARTICLE 25

The modifications of statutes must be submitted at the Department of Justice and be officially published in the Annex of the "Moniteur belge".

ARTICLE 26

In case of dissolution of the Association, the MC will elect one or more liquidator. The MC shall determine the nomination conditions of the liquidator, his dismissal, salary and exact role.

ARTICLE 27

In case of dissolution and liquidation of the Association, the resulting net assets must be allocated to a non-profit purpose. The MC must decide the exact destination of the net assets.

VII VARIOUS

ARTICLE 28 INTERNAL RULES – APPLICABLE LAWS

The General Assembly may issue internal rules which, with the Articles of Association, will govern the functioning of the association. These Internal Rules must be in compliance with the articles of the Association and cannot contradict. The adoption and amendment of these Internal Rules can be voted by a 2/3 majority and with majority plus one Members present or represented. Any subject which is not mentioned in the articles of the Association or in the Internal Rules shall be governed by the applicable laws.

ARTICLE 29 MINUTES

- 29.1 The minutes of organ the association shall be sent within one month following the meeting to all Members of the same organ and duly approved.
- 29.2 A book containing all minutes and decisions of the General Assembly will be kept at the registered offices of the Association. Each Member has the right to consult this book on request.

ARTICLE 30 OFFICIAL LANGUAGE

The official version of these Articles of Association is French. An English translation is possible for internal use by the association.

ARTICLE 31

All matters which are not covered by the present Articles of Association or by the internal rules shall be governed by the provisions of the Belgian law of 27 June 1921 on the non-profit associations, the foundations and the international non-profit association.