

FEICA Constitution

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Statutes

International Non-Profit Making Association– AISBL
Auderghem (1160 Bruxelles), avenue Edmond Van Nieuwenhuyse 2

PREAMBLE

FEICA was created by decision of the first General Assembly on 14 November 1972. It was incorporated in Germany, Düsseldorf, under German law as “Verband Europäischer Klebstoffindustrien e. V” The German Statutes were amended by approval of the General Assembly on 27 April 1979, on 18 May 1984, on 23 September 1993, and on 20 September 1996 and finally on 20 September 2000.

The members of FEICA decided to create a new association under Belgian law, the seat of which will be located in Belgium. The present Statutes were adopted by the founding members on 28 August 2006. The German association will be dissolved once all formalities for creating the Belgium association will be completed.

TITLE, HEAD OFFICE, OBJECTIVE, DURATION

Article 1. An international non-profit association is created (Association Internationale Sans But Lucratif - AISBL) : the Association of the European Adhesive and Sealant Industry (Fédération Européenne des Industries des Colles, Adhésifs et Mastics), denominated : "FEICA" [referred to hereafter as the "Association"]. It shall be governed by the Title III of the Belgian law of 27 June 1921 on non-profit associations, international non-profit associations, and foundations.

Article 2. The registered office of the Association is established in Belgium, in the Brussels area; it is situated at Auderghem (1160 Brussels), avenue Edmond Van Nieuwenhuyse 2.

The registered office of the Association may be transferred to anywhere in Belgium by decision of the General Assembly, to be published in the “Annexes du Moniteur Belge” and to be communicated to the Belgian competent authorities within one month of the decision.

Article 3. The Association shall pursue mainly a scientific purpose by promoting the adhesives, sealants and related products industry, in the widest sense, in the countries where it operates, and its contribution to sustainable development in Europe.

The Association shall put in place the following activities in order to fulfil its aims:

- the study of and possible solution for all issues of interest to the adhesives, sealants and related products industry in the widest possible sense, in particular those of a scientific, technical, environmental, economic, statistical, legal, documentary and institutional nature together with the problems relating to international and European cooperation, as well as research;
- in addition, the Association may take any measures or steps, and initiate any course of action, capable of promoting the achievement of its aim;
- furthermore, the Association will seek recognition by organisations of relevance to its objective and mission such as the Council of Europe, and shall act as such.

Article 4. The Association shall be formed for an unlimited period. The Association shall be granted legal personality at the date of the Royal Decree recognising its incorporation, in conformity of Article 50 paragraph 1 of the law of 27 June 1921

MEMBERS

Article 5. The Association shall be composed of the following categories of members: the Direct Members, being the European National Associations and Companies Members, and the Associate Members, being Associate Companies.

5.1 Direct Members

5.1.A. The National Association Members: Any national non-governmental association representing companies which are actively engaged in the manufacture of adhesives, and/or sealants or related raw materials and services for sale in Europe or in a neighbouring country, may apply for direct membership providing the following conditions are met:

- the country of the National Association of the applicant must belong to the Council of Europe and/or to the World Trade Organisation;
- the National Association of the applicant must be constituted as a non-governmental association, and
- The National Association of the applicant must demonstrate that it is able to fulfil the obligations mentioned in the present Statutes.
- The National Association Members shall be invited to participate in the meetings of the General Assembly of the Association, with voting rights. They may also participate in any other activities of the Association, with voting rights.

5.1.B. The Company Members: Companies manufacturing adhesives, sealant or related chemicals products in European or neighbouring countries and a member of at least one FEICA member National Association may apply for direct membership.

Company Members shall be invited to participate in the meetings of the General Assembly of the Association, with voting rights. They may also participate in any other activities of the Association, with voting rights.

5.2 Associate Members

The Associate Company Members: Companies from either the raw material industry or manufacturers/importers of components or machinery for adhesives, sealants or related products or services, located in Europe or elsewhere in the world may apply for associate company membership.

The Associate Company Members shall be invited to participate in all or part of the meetings of the General Assembly, without voting rights. The Executive Board is empowered to define the activities (including related modalities) to which the Associate Company Members will be invited to participate, without voting rights.

Article 6. The Members shall be legal persons incorporated in accordance with the laws and practices in their country of origin. In addition, the members undertake to:

- respect the present Statutes and By-laws if adopted;
- support the mission, objectives, the policies and activities of the Association;
- respect the rules of operation of the Association;
- pay the subscriptions as fixed annually for each member category by the General Assembly, as submitted by the Executive Board.

In accordance with their respective category of membership, members shall have rights as determined for each category:

- access to information,
- attend or not statutory and other bodies (with or without voting rights),
- participate or not as a candidate in statutory elections,
- participate in the activities of the Association (with or without voting rights).

Article 7. A list of the Members shall be kept up-to-date at the registered office of the Association.

Article 8. The Executive Board decides on all membership applications for admission of new Member. The decision can be appealed to the General Assembly. The latter is under no obligation to justify its decision, which shall be final.

Article 9. Any Member wishing to withdraw from membership shall give notice to the General Secretary of his withdrawal at least before 31 December of each year. The withdrawal shall take effect at the end of the next financial year; during this period, the membership and obligation to pay the subscription shall remain unaffected.

Article 10. Any Member who does not comply with the statutes or does not fulfil anymore the membership conditions can be expelled by a decision of the Executive Board. The decision can be appealed to the General Assembly. The Member concerned shall have the right in every case to present his defence beforehand.

Article 11. Any Member who ceases to be part of the Association through withdrawal, expulsion or any other cause shall have no claim on the Association's funds; the Members shall remain liable for the subscription of the current financial year, and also for any debts of the Member due to the Association.

GENERAL ASSEMBLY

Article 12. The General Assembly shall have full powers enabling the objective of the Association to be achieved. The following items are reserved to the General Assembly (but are not limited to these):

- a) set the general policy of the Association;
- b) modify the Statutes;
- c) decide on appeal on membership;
- d) elect the President, the Vice-President, the members of the Executive Board, the Chairs of the European Technical and Business Boards and the Honorary Presidents (the Association cannot have more than two Honorary Presidents);
- e) approve the budgets and the annual accounts;
- f) review subscription fees with a clear subscription structure;
- g) dissolve the Association;
- h) adopt and modify the By-laws if deemed necessary;
- i) other powers as indicated in the present Statutes.

Article 13. The General Assembly shall be composed of the Direct Members and Associate Members of the Association. The Associate Company Members shall be invited to participate in all or part of the meetings of the General Assembly, without voting rights. The General Secretary shall be invited to attend (without voting rights). Other guests may be invited by the President of the Association.

Each Direct Member shall possess voting rights dependent on his contribution which shall be defined at the General Assembly.

The National Association Members (NAM) shall each benefit from 50% of the vote during the elections held at the General Assembly or at the Extraordinary General Assembly. The Company Members (DCM) must also hold comparatively 50% of the vote. Each direct member shall have voting rights conforming to his belonging to the NAM or DCM block, and proportionally to his contribution as determined by the General Assembly. The voting allocation rules for each block are mentioned in article 5 of the Statutes. In the event of an equal vote, the President's voice shall have precedence conforming to the instructions promulgated by the Executive Board.

The names of the delegates empowered to act shall be notified to the General Secretary of the Association. These delegates need to be active in either the respective company or association they represent.

A Direct Member who is unable to attend may be represented by another Direct Member.

One Direct Member, however, may not represent more than two other Direct Members in total. Proxies must be notified in writing to the General Secretary of the Association.

Article 14. Except when the present Statutes provide otherwise, decisions of the General Assembly shall be adopted by a simple majority of votes of the Direct Members present or represented.

No decision can be taken on an item which does not appear on the circulated agenda.

The General Assembly is empowered to make decisions only when two thirds of the Direct Members are present or represented. Should this quorum not be attained the General Assembly can decide to call another meeting with the same Agenda; this meeting can be declared valid irrespective of numbers of Direct Members present or represented.

Article 15. An Ordinary Meeting of the General Assembly shall be held at least once a year, under the chairmanship of the President of the Association.

An Extraordinary Meeting of the General Assembly can be called at the request of either the President or at least one third of the Direct Members. The request for an Extraordinary Meeting of the General Assembly must be given by registered letter to the Secretary and must give reasons for wanting to call an Extraordinary Meeting of the General Assembly. The Secretary then - after agreement with the President - sends out invitations of the Extraordinary General Assembly not later than eight weeks after the request for the meeting is first received the written request. .

The invitation to attend the General Assembly Meetings shall be sent by the General Secretary to the Direct Members and Associate Members at least four weeks before the date of the Meeting. The invitation shall be sent by mail, fax, e-mail, special courier or any other written means of communication.

If a decision cannot be deferred until the following Ordinary Meeting of the General Assembly and does not justify an Extraordinary Meeting of the General Assembly, the Executive Board can adopt a decision, in accordance with Article 19 of the present Statutes. Any decision taken by this route shall be notified by the Executive Board to the General Assembly for confirmation at the subsequent General Assembly.

Article 16. The resolutions of the General Assembly shall be kept at the head office of the Association, where Members may consult these, in addition, these will be sent by mail, fax, e-mail, special courier or any other written means of communication to all Members of the Association.

EXECUTIVE BOARD

Article 17. In the interval between Meetings of the General Assembly, and in accordance with decisions reached by the latter, the Association shall be governed by the Executive Board, which is the governing body. The Executive Board shall in particular:

- appoint the General Secretary of the Association;
- elect the members of the European Technical Board;
- decide on membership;
- delegate on a temporary basis certain tasks to a European National Association Member, in accordance with a "Brief Letter" to be adopted by the Executive Board defining the task(s), the way of working including to act on behalf of the Association for these (in application of the present Statutes), and possible costs to be reimbursed;
- present the annual report of the Association to the General Assembly;
- prepare the Agenda for the General Assembly meetings; check the annual accounts and present these, together with the reports of the Auditor, to the General Assembly;
- prepare the budgets.

The Executive Board is composed of a minimum of five (5) members designated as follows:

- A. The President, and the Vice-President, elected by the General Assembly.
- B. The following members are elected by the General Assembly in the following manner provided candidates are available:
 - Up to four (4) members from the National Association,
 - Up to four (4) members from the Company Members,
 - The Chair of the European Technical Board,
 - The Executive Board may co-opt up to three members.

The Vice President or a member of the Executive Board may take on the role as Treasurer, who has as a mission to supervise the incomes and expenditures of the association. The Treasurer also has the responsibility of presenting the financial report and the budgets to the General Assembly.

A minimum of three (3) member companies is required so that this category of direct member can be represented on the Executive Board.

The tenure of Executive Board members is two years, but may be renewed.

In case of resignation of an Executive Board member, the Executive Board shall have the right to appoint a new Executive Board member whose mandate shall be valid until the next General Assembly Meeting.

The General Secretary shall be invited to attend (without voting rights).

For the Belgian authorities, the Association representatives are composed of the President, Vice President and ETB Chair under the name of Administrators. The same number of representatives of the National Associations and the Company Members shall be ensured.

Article 18. The Executive Board shall meet at least three times a year. It must be convened if at least three Executive Board members request it.

The invitation to attend the Executive Board meetings shall be sent by the General Secretary to the Executive Board members, at least two weeks before the date of the meeting. The invitation shall be sent by mail, fax, e-mail, special courier or any other means of written communication.

Article 19. The proceedings of the Executive Board shall be valid if at least half of its members are present.

Each Executive Board member shall possess one vote. The decisions can be taken at simple majority of the votes of the members present.

An Executive Board member who is unable to attend cannot be represented by another Executive Board member. However, he or she can be represented by a deputy of his or her choice if approved by the President. The approval of the President cannot unreasonably be withheld.

If a decision cannot be deferred until the following meeting of the Executive Board, a written consultation and vote can exceptionally take place. The vote shall only be valid if at least half of the Executive Board members are sending a reply. Except in urgent cases, replies shall be sent within 21 days. A simple majority of votes is required for the adoption of a decision. Any decision taken by this route shall be notified for confirmation at the subsequent meeting of the Executive Board.

PRESIDENCY, VICE-PRESIDENCY

Article 20. The General Assembly shall elect a President and a Vice-President of the Association from among the representatives of its Direct Members.

The President and the Vice-President shall be elected for two years and may serve for a further two-year period. They shall remain in office, however, after the two years term until new elections have taken place.

The President or, in his/her absence, the Vice-President, shall preside over the meetings of the General Assembly and the Executive Board. He/she shall have charge over the proper functioning of the Association and the carrying out of the decisions taken by the General Assembly and the Executive Board.

POWERS OF REPRESENTATION OF THE ASSOCIATION

Article 21. Instruments which bind the Association with regard to third parties, and which are not concerned with day-to-day administrative matters, shall, unless subject to special proxy, be signed by either the President or the Vice-President of the Association, who do not have to account for their powers towards third parties.

The Association shall be represented in law by either the President or the Vice-President of the Association or its General Secretary; they shall inform the Executive Board.

EUROPEAN TECHNICAL BOARD, EUROPEAN BUSINESS BOARD, FORUMS, SUBCOMMITTEES, AND OTHER WORKING GROUPS

Article 22. The Executive Board shall be empowered to set up the European Technical Board, Forums, subcommittees and other working groups and which it deems advisable to establish in order to assist it in performing its mission according to the present statutes and by-laws.

The European Technical Board, the Forums and other working groups' role and composition are detailed in the FEICA By-Laws.

GENERAL SECRETARY

Article 23. The General Secretary shall have charge over the day to day administration of the Association, and shall be appointed by the Executive Board. He/she shall report to the Executive Board which shall define his/her powers. More specifically, the General Secretary shall be responsible for the smooth functioning of the Association and for the services provided for the Members. The General Secretary shall see to the strict impartiality and neutrality of the administration of the Association.

SUBSCRIPTIONS, BUDGET, ACCOUNTS

Article 24. The Direct Members shall share in the expenses of the Association by means of a subscription fixed by the General Assembly on proposal submitted by the Executive Board.

A financial subscription may be requested to the Associate Company Members to be decided by the General Assembly on proposal submitted by the Executive Board.

Article 25. Each Member of the Association shall be liable for the subscription fixed by the General Assembly, but shall not incur any individual responsibility as regards the commitments entered into in the name of the Association.

Article 26. The financial year shall extend from 1st January to 31st December of each year.

Article 27. The Executive Board shall submit every year for the approval of the General Assembly the accounts of the past financial year and the budget of the following financial year. An auditor may be appointed in accordance with the applicable law.

The accounts shall be sent to the competent authorities in accordance with Article 51 of the law of 27 June 1921.

AMENDMENTS TO THE STATUTES, BY-LAWS AND DISSOLUTION

Article 28. In the case of a proposed amendment to the Statutes, the text of the latter shall be attached to the notice of the General Assembly which will deliberate on this matter.

Decisions to amend the Statutes, create or delete By-laws, and to dissolve the Association must receive a qualified majority, two third of the votes of the Direct Members present or represented.

If the number of the Direct Members becomes less than three, the Association needs to be dissolved.

Amendments to the Statutes will not become effective until published in the "Annexes of the Moniteur Belge" in accordance with the law of 27 June 1921.

The General Assembly shall decide on the method of dissolution and of liquidation of the Association. The net asset after liquidation may only assign to a legally incorporated person that either pursue a similar aim, or at least a non-profit aim regarding either the chemical industry or chemicals knowledge.

GENERAL PROVISIONS

Article 29. The working languages of the Association shall be English, French and German, except when the applicable Belgian law imposes the usage of French only. The present Statutes are made in French and translated into English. The French version is the only official version and shall prevail in case of doubt.

Article 30. All matters which are not covered by the present Statutes shall be settled in accordance with the provisions of Belgian law, and in particular the law of 27 June 1921.

Article 31. If deemed necessary, the General Assembly may adopt By-Laws on internal proceedings to ensure the smooth functioning of the Association.

DISCLAIMER: The official and legally binding version of the FEICA Statutes is the French version as published in the "Annexes of the Moniteur belge". The English translation is provided for informative purposes only.

FEICA BY-LAWS

INTERNAL PROCEEDINGS

Approved by the FEICA General Assembly of 13 September 2007
Modifications approved by the FEICA General Assembly of 16 September 2008
Modifications approved by the FEICA General Assembly of 16 September 2009
Modifications approved by the FEICA General Assembly of 14 September 2011
and by the Extraordinary General Assembly of 17 October 2011

To further complete the statutes describing the legal and statutory bodies of the association, the by-laws describe the internal proceedings of FEICA.

Art. 1 - European Technical Board Organization, Responsibilities and Composition

1.1 The European Technical Board (ETB):

- Is responsible for managing the technical programmes of FEICA and reports to the Executive Board (EB).
- Nominates the ETB Chairman amongst the elected ETB members.
- Decides upon the creation, the composition and the termination of Technical Working Groups and Subcommittees that shall assist the ETB in performing its mission according to the present statutes and by-laws.
- The ETB should reflect the composition and the expertise of the membership as determined by the EB.
- ETB members shall be re-elected every two years.

1.2 The ETB deals with technical issues and delivers European Position and Guideline.

When required by the importance of the issue, the final decision is taken by the EB.

1.3. The European Technical Board is composed in the following manner provided candidates are available:

- a) Up to 7 members representing the Direct Company Members,
- b) Up to 7 members representing the National Association Members,
- c) If approved by the EB, 7 additional members could be appointed,
- d) The chairmen of FEICA Technical Working Groups, with no voting rights,
- e) Up to 3 members co-opted by the ETB, with no voting rights,
- f) Experts could be invited by the ETB to support specific issues, with no voting rights,
- g) Representative of the FEICA Secretariat, with not voting rights.

Art. 2 CONSULTATIVE ASSEMBLIES – FORUMS

Two consultative assemblies shall be created respectively for the members (so-called: National Association Forum and the Company Members Forum) to serve as a platform of communication and consultation amongst their respective members.

2.1 National Associations Forum

The National Association's Forum is a consultative assembly consisting of FEICA members defined as a National Association by Art. 5.1.A of the statutes.

The NA Forum shall in particular:

- Identify issues of special interest for its members and contribute, according to the best of their ability, by providing the necessary expertise to the different working bodies of the FEICA.
- Exchange information related to national developments in compliance with the European law and in particular the competition law.
- Recommend candidates as representatives to the Executive Board (Art.17 of the Statutes) and to the ETB.

2.2 Company Members Forum

The Company Members' Forum is a consultative assembly consisting of FEICA members defined as company by Art. 5.1B of the Statutes.

The Company Members' Forum shall in particular:

- Identify issues of special interest for its members and contribute, according to the best of their ability, by providing the necessary expertise to the different working bodies of FEICA.
- Recommend candidates as representatives to the Executive Board (Art.17 of the Statutes) and to the ETB.

Art 3. Competition Compliance Policy for meetings, forums, working groups, task forces and conferences organized by FEICA.

All companies must at all times comply with the requirements of the competition law as set out in the articles 81 & 82 of the EC treaty. The articles require that companies must not engage any practice, which will or may prevent, restrict or distort competition or constitute an abuse of dominant position.

Art. 4. NA's and Direct Company Members Voting rights and Subscriptions

Art. 4.1 Further to the article 13 of the Constitution, the National Association and Direct Company Member voting rights are defined as follows:

The number of votes awarded to each direct member is determined by the annual subscription paid by the direct member to FEICA. Votes will be allocated according to the following schedule providing that the subscription is paid in full at the date of the annual General Assembly taking place in September or Extraordinary General Assembly whichever is the sooner.

National Association and Direct Company Members Voting rights and Subscriptions:

Annual subscription band	Votes
0 to 9999€	1
10000 to 19999	2
20000 to 29999	3
30000 to 39999	4
40000 to 49999	5
50000 to 59999	6
60000 to 69999	7
70000 to 79999	8
80000 to 89999	9
90000 to 99999	10
100000 to 109999	11
110000 to 119999	12
120000 to 129999	13
And thereafter for each additional 10000€ band.	1 additional vote

Art. 4.2. The total number of votes determined by the allocation key in the By-Laws

In each block shall collectively add up to 50% of the votes to go forward to the General Assembly or Extraordinary General Assembly. Accordingly it is recognised that the value of each vote may have a value that is greater or less than 1 vote at the General Assembly or Extraordinary General Assembly.

Art. 4.3. The subscriptions of the National Associations Members and the Direct Company Members are recommended by the Executive Board and approved by the General Assembly on an annual basis. The subscriptions are paid in two instalments (January and July) with a payment term of maximum 60 days or one week prior to the date of the General Assembly or Extraordinary General Assembly whichever is the sooner.

Contact

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FEICA, the Association of the European Adhesive & Sealant Industry is a multinational association representing the European Adhesive and Sealant Industry. With the support of its national associations and several direct and affiliated members, FEICA coordinates, represents and advocates the common interests of our industry throughout Europe. In this regard FEICA aims at establishing a constructive dialogue with legislators in order to act as a reliable partner to resolve issues affecting the European Adhesive and Sealant Industry.

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