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## Statutes

International Non-Profit Making Association– AISBL

1040 Bruxelles, Rue Belliard 40 box 10

### Article 1 – NAME, LEGAL FORM, REGISTERED OFFICE, PURPOSE, OBJECT, DURATION

#### Article 1.1 – Name – Legal Form

An international non-profit association is created (Association Internationale Sans But Lucratif - AISBL) under the name "Fédération Européenne des Industries des Colles, Adhésifs et Mastics (Association of the European Adhesive and Sealant Industry)" in short "FEICA" (referred to hereafter as the "**Association**"). It shall be governed by the Belgian Code on Companies and Associations of 23 March 2019 (hereinafter the "**BCCA**") as modified and amended by subsequent laws.

#### Article 1.2 – Registered office

The registered office of the Association is established in Belgium, in the Brussels Region.

The registered office of the Association may be transferred anywhere in Belgium by decision of the Board of Directors, to be published in the "Annexes du Moniteur Belge" and to be communicated to the Belgian competent authorities within one (1) month of the decision. If the transfer of the registered office implies a change of the applicable language of the present Statutes, only the General Assembly is empowered to take such decision, subject to the rules on the amendment of the present Statutes.

The General Assembly may decide to open branches or offices of the Association in Belgium or abroad.

#### Article 1.3 – Purpose – Object

The Association shall pursue mainly a disinterested scientific purpose of international utility 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 "**Purpose**"). 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.

The Association shall put in place the following activities (the "**Object**") in order to fulfil its aforementioned Purpose:

- 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;
- seek recognition by organisations of relevance to its Purpose and mission including (but not limited to) the European institutions, and act as such. The Association may become a member of any other not-for-profit association/not-for-profit organization provided that said not-for-profit association/not-for-profit organization is legal and its purposes are in line with the Purpose of the Association;
- With the support of its National Associations Members, Direct Company Members and Affiliate Company Members, the Association coordinates, represents and advocates the common interests of our industry throughout Europe.

The Association may undertake any other activity, procedure or initiative or take any other actions that are directly or indirectly related to or necessary or useful to the Object of the Association and the promotion of the Purpose as set out above, including the exercise of commercial and profit-making activities on an ancillary and/or isolated and/or exceptional basis which proceeds shall at all times be allocated to the above mentioned Purpose and in accordance with the above mentioned Object. In the light of the foregoing, and provided that such activity is either expressly contained in the approved budget of the Association or is otherwise approved by the General Assembly, the Association may grant loans to, invest in the capital of, or, in any other manner, directly or indirectly, take participations in other legal entities, associations and companies of private or public nature, governed by Belgian law or foreign laws.

The Association is authorized to collect any resources that are necessary to the realisation of its Purpose.

#### **Article 1.4 – Duration**

The Association shall be formed for an unlimited period.

#### **Article 2 – MEMBERS**

The Association has two (2) categories of members: the Direct Members and the Affiliate Members (hereinafter together referred to as the "**Members**").

The Members shall be legal persons incorporated in accordance with the laws and practices of their country of origin.

#### **Article 2.1 – Direct Members**

Direct Membership shall be subdivided into two (2) subcategories: the National Association Members and the Direct Company Members (hereinafter all referred to as the "**Direct Members**") that respectively fulfil the following criteria:

**2.1.1 National Association Members (NAM):** 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 that the following conditions are met:

- the country of the applicant must belong to the Council of Europe and/or to the World Trade Organisation;
- the applicant must be constituted as a non-governmental association, and
- the applicant must demonstrate that it is able to fulfil the obligations mentioned in the present Statutes.

**2.1.2 Direct Company Members (DCM):** companies manufacturing adhesives, sealant or related chemicals products in European or neighbouring countries and a member of at least one (1) National Association Member may apply for Direct Membership.

## Article 2.2 – Affiliate Members

**2.2.1 Affiliate Company Members (ACM):** 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 Affiliate Membership.

## Article 2.3 – Rights and obligations of the Members

**2.3.1 Rights of the Direct Members:** the Direct Members have the following rights:

- a) to be invited to participate in the meetings of the General Assembly of the Association, with voting rights;
- b) to be eligible or propose a candidate for a position in the Board of Directors or any other body of the Association;
- c) to access information as well as studies, information, data or work developed previously and owned by the Association;
- d) to participate in roundtables, workshops, experts groups, task forces or working group meetings and any other bodies (whether statutory or not), activities and meetings of the Association, as the case may be with the right to vote, in accordance with the applicable governing rules of the Association.

**2.3.2 Duties of the Direct Members:** the Direct Members have the following duties,

- a) respect the present Statutes and Internal Rules (if applicable), the rules of operation and other governing rules of the Association as well as the decisions taken by the governing bodies;
- b) support the mission, Purpose, the policies and activities of the Association;
- c) pay the Membership fees as fixed annually for each Member category by the General Assembly, as submitted by the Board of Directors.

**2.3.3 Rights of the Affiliate Members:** the Affiliate Members have the following rights,

- a) To be invited to participate in all or part of the meetings of the General Assembly, without voting rights;
- b) to be invited to participate in activities (including related modalities) as defined by the Board of Directors, without voting rights;
- c) to participate in roundtables, workshops, experts groups, task forces or working group meetings.

**2.3.4 Duties of the Affiliate Members:** the Affiliate Members have the following duties,

- a) respect the present Statutes and Internal Rules (if applicable), the rules of operation and other governing rules of the Association as well as the decisions taken by the governing bodies;
- b) support the mission, Purpose, the policies and activities of the Association;
- c) pay the Membership fees as fixed annually for each Member category by the General Assembly, as submitted by the Board of Directors.

#### **Article 2.4 – Membership List**

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

#### **Article 2.5 – Admission**

Candidates can apply for Membership by filling in the Membership Application Form provided by the Association, to be submitted by e-mail, mail any other written means of communication, to the Secretary General. The Board of Directors decides on all membership applications for admission of a new Member as soon as practically possible, but at the latest at the following Board of Directors meeting. The decision can be appealed to the General Assembly. The latter is under no obligation to justify its decision, which shall be final.

#### **Article 2.6 – Membership fee**

The Members shall share in the expenses of the Association by means of a Membership fee fixed by the General Assembly on proposal submitted by the Board of Directors on an annual basis. A list of the Membership fees shall be kept up-to-date at the registered office of the Association.

The Membership fees are paid in two instalments (January and July) with a payment term of maximum sixty (60) calendar days or one (1) week prior to the date of the General Assembly or Extraordinary General Assembly whichever is the sooner.

Each Member of the Association shall be liable for the Membership fee fixed by the General Assembly.

#### **Article 2.7 – End of Membership**

Membership in the various membership categories ends (i) in accordance with articles 2.7, Para. 2 or Para. 3 the present Statutes (ii) automatically with immediate effect, by bankruptcy, insolvency, judicial reorganisation, liquidation or dissolution of the concerned Member or (iii) with immediate effect, by dissolution of the Association. The Member whose membership ended is required to fulfil its obligations according to article 2.7 last Para. of the present Statutes.

Membership can be terminated by voluntary resignation of the concerned Member at any time. Any Member wishing to withdraw from membership shall give notice to the Secretary General 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 Membership fee shall remain unaffected as set out in article 2.7, last Para. of the present Statutes.

Any Member who does not comply with the statutes or does not fulfil anymore with its respective membership conditions provided for in article 2.1. and 2.2 of the present Statutes can be expelled by a decision of the Board of Directors. The decision can be appealed to the General Assembly within thirty (30) calendar days from the decision of the Board of Directors. The decision of the General

Assembly is final. The Member concerned shall have, prior to the expulsion, the right in every case to present his defence on the envisaged expulsion, either by oral or written statement.

The expulsion shall be effective either with the expiry of the appeal period or as of the date of the final decision of the General Assembly. The expelled Member is required to fulfil its obligations according to article 2.7, last Para. of the present Statutes.

The end of the Membership during the course of the Association's financial year shall not affect the Member's obligation to pay the Membership fees overdue as well as the Membership fees for the current financial year or any other sum due to the Association on the date of the end of membership. The Member whose membership ended, shall not be entitled to claim neither any of the Association's assets or funds nor any reimbursement of its Membership fees or any other compensation.

### **Article 3 – GOVERNING BODIES**

The governing bodies of the Association are:

- The General Assembly (GA);
- The Board of Directors Board of Directors (BoD);
- The Secretary General (SG).

#### **Article 3.1 – General Assembly**

##### **Article 3.1.2 – Powers**

The General Assembly is the supreme body of the Association and shall have the powers explicitly conferred to it by law or by the present Statutes. The following powers are exclusively reserved to the General Assembly:

- a) set the general policy of the Association;
- b) modify the Statutes;
- c) decide on appeal on Membership;
- d) elect and dismiss the President, the Vice-President, the members of the Board of Directors, the Chair of the Regulatory & Sustainability Board and the Honorary Presidents it being understood that the Association cannot have more than two Honorary Presidents);
- e) if applicable, appoint and dismiss the statutory auditor(s) and determine their remuneration.
- f) approve the budgets as well any amendments thereto, and the annual accounts of the preceding financial year;
- g) to vote on the discharge of the Board of Directors members and the statutory auditor(s) (if any);
- h) review and decide on Membership fees with a clear subscription structure;
- i) dissolve the Association;
- j) adopt and modify the Internal Rules if deemed necessary;
- k) open branches or offices of the Association in Belgium or abroad;
- l) any other power as indicated in the law or the present Statutes.

### Article 3.1.3 – Composition

The General Assembly shall be composed of the Direct Members. The Affiliate Members shall be invited to participate in all or part of the meetings of the General Assembly, without voting rights.

Each Direct Member shall designate one (1) natural person who is active in either the respective company or national association they represent to act as its voting delegate at the General Assembly meeting (the "**Member Delegate**"). A Member may change its Member Delegate at any time by giving written notice by e-mail to the Secretary General of the Association.

A Direct Member who is unable to attend may be represented by another Direct Member or a third party by written proxy to be presented or sent by e-mail to the Secretary General.

A Direct Member or a third party may act on behalf of an unlimited number of Direct Members by virtue of a written proxy, if the Belgian law requires that the decision of the General Assembly must be certified by notarial deed.

The Secretary General shall be invited to attend the General Assembly meeting (without voting rights). Other guests may be invited to the General Assembly meeting by the President or the Secretary General of the Association.

### Article 3.1.4 – Voting

Each Direct Member shall have a number of voting rights depending on the annual Membership fee paid by that Direct Member to the Association, provided that the Membership fee for the previous calendar year is paid in full at the date of the annual General Assembly. The number of votes will be allocated according to the following table adopted by the General Assembly upon proposal of the Board of Directors.

Direct Members Voting rights per Membership fee band:

Annual membership fee 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
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In addition, the General Assembly has two voting blocks, the National Association Members (2.1.1) voting block (the "**NAM-Block**") and the Direct Company Members (2.1.2) voting block (the "**DCM-Block**"). In the light of the foregoing, voting in the General Assembly is along with the principle laid down in article 3.1.4, Para. 1 of the present Statutes subject to the following weighted voting principles:

- a) The votes of the National Association Members "NAM-Block" constitute 50 % of the total number of votes at the General Assembly;
- b) The votes of the Direct Company Members "DCM-Block" constitute 50% of the total number of votes at the General Assembly;
- c) Each Direct Member shall have voting rights conforming to his belonging to the NAM-Block or DCM-Block, and proportionally to his Membership fee as determined by the General Assembly;
- d) Accordingly, it is recognised that the value of each vote may have a value that is greater or less than one (1) vote;
- e) In the event of a tie vote, the decision is not taken.

Voting can be done by show of hand, by secret ballot or by electronic means in real time.

If mentioned in the convening notice and if the Association is able to verify the capacity and identity of the Direct Members, votes can be expressed remotely by correspondence (by registered mail or e-mail to the Secretary General) in advance of the General Assembly meeting. In such case, every vote by correspondence validly cast twenty-four (24) hours before the starting time of the General Assembly meeting is taken in consideration for the calculation of the quorum of attendance.

The Direct Member voting by correspondence has to cast its vote without reserves, without presenting an amendment to the proposal and without submitting its vote subject to any condition. Votes by correspondence cast will remain valid for all items mentioned and covered by the agenda communicated according to article 3.1.6. of these Statutes. If the proposal on which a vote by correspondence had been cast is subsequently validly changed by the General Assembly during the meeting, the said vote by correspondence is considered as null and void, but the nullity of the vote will not challenge the calculation of the quorum of attendance.

#### **Article 3.1.5. Voting quorum**

Except when the present Statutes provide otherwise, decisions of the General Assembly shall be adopted by a simple majority of the weighted votes (as specified in article 3.1.4 of the present Statutes) of the Direct Members present, represented or participating remotely in the meeting. Abstentions or blank votes are included in the calculation of the majority and will count as votes against the decision. Invalid votes do not count in the calculation of the majority, neither in the numerator nor in the denominator.

Unless otherwise provided in the present Statutes, the General Assembly shall be deemed validly constituted and is empowered to make decisions when one fourth (1/4) of the Direct Members are present, represented or participating remotely in the meeting. Should this quorum not be reached at the first meeting, a second meeting with the same agenda can be convened; this second General

Assembly meeting shall be declared valid irrespective of numbers of Direct Members present, represented or participating remotely in the meeting.

### **Article 3.1.6 – Meeting Rules**

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 (1/3) of the Direct Members. It must be called at the request of one fifth (1/5) of the Direct Members via the statutory auditor (if applicable). The request for an Extraordinary Meeting of the General Assembly must be given by registered letter to the Secretary General and must give reasons for wanting to call an Extraordinary Meeting of the General Assembly. The Secretary General then - after agreement with the President - sends out invitations of the Extraordinary General Assembly not later than eight (8) weeks after receipt of the request for the meeting.

The invitation to the Ordinary or Extraordinary General Assembly Meetings shall be sent by the Secretary General to the Direct Members and Affiliate Members at least four (4) weeks before the date of the meeting. The invitation shall be sent by e-mail, mail any other written means of communication and includes the date, time, agenda and supporting documents of the meeting, and the place of the meeting.

The Ordinary Meeting and Extraordinary Meeting of the General Assembly is held at a physical location, as determined by the Board of Directors, as the place of the meeting. If technically possible, Members, Board of Directors members and guests can attend the Ordinary and Extraordinary General Assembly meeting, either (i) physically or (ii) via conference call, video conference, web-conference or by any other electronic means of communications made available by the Association and which offers the possibility for the Association to check the identity of the Members, Board of Directors members and guest participating in the meeting. Such electronic means of communication must enable them (i) to directly, simultaneously and uninterruptedly follow the discussion during the meeting, (ii) to speak to each other and (iii), as far as the Direct Members are concerned, to participate in the deliberation, to ask questions and to cast definitively although not simultaneously their vote on all agenda items. With regard to compliance with the quorum and majority requirement rules, Direct Members participating by such means in the General Assembly meeting shall be deemed present at the place where such meeting takes place.

Breakdowns, overloads, line failures, connection failures or any other event, incident, technical problem of the same or similar nature beyond the Association's power and related to the use of such electronic means shall not constitute a ground for annulment of the decision taken by the General Assembly, unless these constitute an irregularity as to the manner in which the decision is adopted pursuant to article 2:42 BCCA. Such technical problems or incidents that have impeded or disturbed the participation by electronic means in the General Assembly or the vote must be mentioned in the minutes of the meeting with sufficient precision.

Unless the decision of the General Assembly results in an amendment of the statutes and 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, an unanimous written decision-making procedure can take place in which the General Assembly may vote in a ballot without personal (physical or virtual) meeting, i.e. by exchange of e-mail or of written letter.



Except in urgent cases, the invitation for a written decision-making shall be sent by e-mail or mail together with the text of the proposal and all supporting documents for decision-making purposes to all Direct Members at least twenty-one (21) calendar days before the deadline for voting.

In urgent cases, replies must be given within the deadline agreed upon by the Board of Directors.

The resolutions that are subject to the written decision-making procedure shall be adopted by unanimous written approval of all Direct Members.

### **Article 3.1.7 – Minutes of meeting**

The minutes of the General Assembly shall be prepared and signed by the Secretary General, and kept at the registered office of the Association, where Members may consult these, in addition, these will be sent by e-mail, mail, or any other written means of communication to all Members of the Association.

## **Article 3.2 – Board of Directors**

### **Article 3.2.1 – Powers**

The Board of Directors acts as a collegial body and is vested with the overall management and administration powers, except for those reserved to the General Assembly in accordance with the applicable laws, the present Statutes and the decisions of the General Assembly.

The Board of Directors has the residual powers and decides upon any other matter or activity serving the Purpose of the Association that has not specifically and explicitly allocated by the present Statutes to another body of the Association.

The powers of the Board of Directors shall include, but are not limited to the following:

- a) Appoint and dismiss the Secretary General of the Association;
- b) co-opt up to three (3) members of the Board of Directors;
- c) approve the members of the Regulatory & Sustainability Board;
- d) decide upon the admission of Members and the termination of membership;
- e) delegate on a temporary basis certain tasks to a Direct Member, in accordance with a "Brief Letter" to be adopted by the Board of Directors 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;
- f) set up the Regulatory & Sustainability 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 Internal Rules;
- g) prepare the agenda for the General Assembly meetings;
- h) prepare the annual accounts, the annual report and the budget and present these, together with the reports of the statutory auditor(s), to the General Assembly for approval;
- i) define the activities (including related modalities) to which the Affiliate Members will be invited to participate, without voting rights;
- j) prepare the Membership fees and present these to the General Assembly for approval;

- k) Without prejudice to the application of the Belgian linguistic legislation, transfer the registered office of the Association anywhere in Belgium.

The Board of Directors may delegate special management or representation powers of the Association regarding legal actions or legal acts involving the Association to one (1) or more Board of Directors members, to the Secretary General or to third parties. In this case, the scope of the delegated powers and the term of the mandate have to be specified.

Without prejudice to article 3.2.1, Para. 4 of the present Statutes, the Board of Directors delegates the daily management powers of the Association, including authority to sign on behalf of the Association and powers of representation relating to such daily management to the Secretary General of the Association.

### **Article 3.2.2 – Composition**

The Board of Directors is composed of a minimum of five (5) members, who are natural persons, 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 that candidates for the respective positions are available:
- Up to four (4) Board of Directors members from the National Association Members,
  - Up to four (4) Board of Directors members from the Direct Company Members,
  - The Chair of the Regulatory & Sustainability Board.
- C. The Board of Directors may co-opt up to three (3) Board of Directors members

The tenure of Board of Directors members is two (2) years but may be renewed. The call for nominations to the Board of Directors shall be sent by the Secretary General to the Direct Members every two (2) years and at least two (2) months before the date of the election at the General Assembly. The nomination form provided by the Association, shall be sent by e-mail, mail any other written means of communication. The list of nominees up for election will be sent together with the invitation to the General Assembly.

### **Article 3.2.3 – End of mandate**

The mandate of a member of the Board of Directors shall end by (i) death, the resignation or the legal disqualification of the Board of Directors member, (ii) the revocation by the General Assembly, or (iii) the expiration of its mandate.

Every Board of Directors member is free to resign at any moment by formally giving written notice by simple letter or e-mail at the Secretariat of the Association.

If a position of an Board of Directors member becomes vacant, the Board of Directors shall have the right to co-opt a new Board of Directors member to fill the vacancy and whose mandate shall be valid until the next General Assembly meeting. The Board of Directors shall co-opt such new Board of Directors member upon proposal of the Direct Member who proposed the Board of Directors member for the position that has become vacant and hence has the first right to propose a replacement. As an exception to the foregoing, the right of the Board of Directors to co-opt a new

Board of Directors member shall not apply in case of vacancy that has occurred following the expiration of an Board of Directors member's mandate.

### **Article 3.2.4 – Meeting Rules**

The Board of Directors shall meet at least three times a year. It must be convened if at least three (3) Board of Directors members request it.

The invitation to attend the Board of Directors meetings shall be sent by the Secretary General to the Board of Directors members, at least two (2) weeks before the date of the meeting. The invitation shall be sent by email, mail or any other means of written communication and includes the date and time of the meeting, the agenda of the meeting, and unless the meeting is a virtual meeting as provided in article 3.2.4., last paragraph of the present Statutes, the place of the meeting. Subject to the provisions and limitations stipulated in the present Statutes or in the Internal Rules of the Association when deemed necessary by the Board of Directors, Members, the Secretary General, and guests invited by the President or the Board of Directors may attend the Board of Directors meetings (without voting rights).

Board of Directors meetings may be held with, or to the extent legally admitted without a physical location designated as the place of the meeting. Board of Directors members, Members, the Secretary General and, if applicable, guests may participate in the meeting physically or via conference call, video conference, web-conference or by any other electronic communication means which offers the possibility to for the Association to check the identity of the Board of Directors members. Such electronic means of communication must enable the participants (i) to directly, simultaneously and uninterruptedly follow the discussions during the meeting, (ii) to speak to each other and (iii) as far as the Board of Directors members are concerned to participate in the deliberation, to ask questions and to cast definitively although not simultaneously their vote on all the agenda items. With regard to compliance with the quorum and majority requirement rules, any Board of Directors member participating by such means shall be deemed present at such meeting.

Breakdowns, overloads, line failures, connection failures or any other event, incident, technical problem of the same or similar nature beyond the Association's power and related to the use of such electronic means shall not constitute a ground for annulment of the decision taken by the Board of Directors, unless these constitute an irregularity as to the manner in which the decision is adopted pursuant to article 2:42 BCCA. Such technical problems or incidents that have impeded or disturbed the participation by electronic means to the Board of Directors or the vote must be mentioned in the minutes of the meeting with sufficient precision.

### **Article 3.2.5 – Voting – Quorum - Majority**

Each Board of Directors member has one (1) vote. The Secretary General and Guests may attend the Board of Directors meetings without the right to vote. An Board of Directors member who is unable to attend cannot be represented by another Board of Directors member.

Voting can be done by show of hand, by secret ballot or by electronic means in real time. Voting by secret ballot takes place on sensitive matters and for any other purposes upon request of a minimum of half (1/2) of the Board of Directors members present or participating remotely in the meeting.

If mentioned in the convening notice, votes can be expressed by correspondence (by registered mail or e-mail to the Secretary General) remotely in advance of the Board of Directors meeting. In such case, every vote by correspondence validly cast twenty-four (24) hours before the starting time

of the Board of Directors meeting is taken in consideration for the calculation of the quorum of attendance.

The Board of Directors member voting by correspondence has to cast its vote without reserves, without presenting an amendment to the proposal and without submitting its vote subject to any condition. Votes by correspondence cast will remain valid for all items mentioned and covered by the agenda communicated according to article 3.2.4. of these Statutes. If the proposal on which a vote by correspondence had been cast is subsequently validly changed by the Board of Directors during the meeting, the said vote by correspondence is considered as null and void, but the nullity of the vote will not challenge the calculation of the quorum of attendance

The meeting of the Board of Directors shall be deemed validly constituted and has the quorum to take a decision, if at least half (1/2) of the Board of Directors members are present or participating remotely in the meeting.

The decisions can be taken at simple majority of the votes of the Board of Directors members present or participating remotely in the meeting. Abstentions or blank votes are included in the calculation of the majority and will count as votes against the decision. Invalid votes do not count in the calculation of the majority, neither in the numerator nor in the denominator.

If a decision cannot be deferred until the following meeting of the Board of Directors, a written decision making procedure can exceptionally take place in which the Board of Directors may vote in a ballot without person (physical or virtual) meeting, i.e. by exchange of e-mail or of written letter.

Unless otherwise required by law, the vote shall only be valid if at least half of the Board of Directors members are sending a reply. Except in urgent cases, the invitation for a written decision-making shall be sent by e-mail or mail together with the text of the proposed resolution and all supporting documents for decision-making purposes to all Board of Directors member at least twenty-one (21) calendar days before the deadline for voting. In urgent cases, replies must be given within the deadline agreed upon by either the Secretary General or the President. An Board of Directors member giving no reply within the deadline of voting is deemed abstaining from voting.

Unless otherwise required by law, a simple majority of votes of the Board of Directors members is required for the adoption of a written decision.

### **Article 3.2.6 – Minutes of meeting**

Minutes of the Board of Directors meeting shall be prepared and signed by the Secretary General. The original minutes shall be kept at the registered office of the Association.

## **Article 4 – PRESIDENCY, VICE-PRESIDENCY**

### **Article 4.1 – Election and Responsibilities**

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 (2) years and may serve for a further two-year period. They shall remain in office, however, after the two (2) 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 Board of Directors. 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 Board of Directors.

## **Article 5 – TREASURER**

### **Article 5.1 – Election and Responsibilities**

The Vice President or a member of the Board of Directors may be designated by the Board of Directors as Treasurer.

The Treasurer supervises the incomes and expenditures of the Association. The Treasurer also has the responsibility of presenting the financial report, the budgets and the annual accounts to the General Assembly.

## **Article 6 – REPRESENTATION OF THE ASSOCIATION**

Unless otherwise stipulated in the present statutes and without prejudice to articles 3.2.1, Para. 4 and 5 and article 6, last paragraph of the present Statutes, the Association is validly represented with respect to all legal acts other than those of daily management towards third parties (i) by the Board of Directors or (ii) by either the President, the Vice-President or the Treasurer of the Association, each acting jointly with the Secretary General and who do not have to account towards third parties for their powers conferred to them to this end.

The Association shall be validly represented in all legal actions or arbitration, as plaintiff or defendant before Courts, tribunal or other jurisdictions by either the President, the Vice-President, the Secretary General or the Treasurer of the Association, each acting alone; they shall inform the Board of Directors.

The Secretary General shall validly represent the Association towards third parties with respect to all acts of daily management, including the authority to sign on behalf of the Association for such daily management matters.

## **Article 7 – REGULATORY & SUSTAINABILITY BOARD, FORUMS, SUBCOMMITTEES, AND OTHER WORKING GROUPS**

The Board of Directors shall be empowered to set up the Regulatory & Sustainability 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 Internal Rules.

The Regulatory & Sustainability Board, the Forums and other working groups' role and composition are detailed in the Internal Rules.

## **Article 8 – SECRETARY GENERAL**

### **Article 8.1 – Appointment – End of mandate**

The Secretary General shall be appointed by the Board of Directors. Both natural persons or legal entities may be proposed as candidate for the position as Secretary General.

The mandate of the Secretary General shall end by (i) death or legal disqualification if the concerned Secretary General is a natural person, or by bankruptcy, insolvency, judicial reorganisation, liquidation or dissolution if the Secretary General is a legal entity, (ii) resignation, (iii) expiration of the term of mandate or (iv) the dismissal by the Board of Directors.

## **Article 8.2 – Role and responsibilities**

He/she shall be in charge of (i) the daily management of the Association formally delegated to him/her by the Board of Directors according to article 3.2.1, Para. 5 of the present Statutes and (ii) for any other specific management or representation powers or tasks beyond said daily management powers regarding legal actions or legal acts involving the Association delegated to him/her according to article 3.2.1, Para. 4 of the present Statutes.

Daily management covers (i) all acts and decisions that do not exceed the needs of the daily life of the Association and (ii) all acts and decisions that, either due to the level of minor interest they represent or due to their urgent character, do not justify the intervention of the Board of Directors or the General Assembly. More specifically, the Secretary General shall be responsible for the smooth functioning of the Association and for the services provided for the Members. The Secretary General shall see to the strict impartiality and neutrality of the administration of the Association.

Upon prior explicit approval by the Board of Directors, the Secretary General shall be authorised to sub-delegate, under his/her own responsibility, one or more powers delegated to him/her falling within the scope of the daily management or within the scope of the specific management or representation powers going beyond said daily management within the limitations set out in the present Statutes or the relevant delegation of powers. Sub-delegation of powers may be done to any other staff member of the Association or to third parties.

The Secretary General shall report to the Board of Directors who is responsible for the oversight of the Secretary General and his work.

## **Article 9 – BUDGET, ACCOUNTS**

### **Article 9.1 – Financial year**

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

### **Article 9.2 – Accounts – Budget**

The Board of Directors shall submit every year for the approval of the General Assembly the annual accounts of the past financial year and the budget of the following financial year. One or several statutory auditor(s) may be appointed in accordance with the applicable law.

Once approved by the General Assembly, the accounts shall be sent to the competent authorities in accordance with Article 3:47 BCCA.

## **Article 10 – LIABILITY**

The Association shall only be liable for its debts up to the amount of the Association's own assets. The Members shall not incur any personal liability and/or responsibility for the debts or for any other commitments of the Association nor for any other liability of whatever nature.

## **Article 11 – AMENDMENTS TO THE STATUTES, INTERNAL RULES AND DISSOLUTION**

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

Unless stated otherwise in this article 11 of the present statutes, the meeting and voting rules set out in articles 3.1.4 to 3.1.6 of the present Statutes apply *mutatis mutandis*.

Unless stated otherwise by law, decisions to amend the present Statutes, adopt, amend or abolish Internal Rules, and to dissolve the Association shall require a qualified majority, i.e. two third (2/3) of the weighted votes of the Direct Members present, represented or participating remotely in the General Assembly meeting. Abstentions or blank votes are included in the calculation of the majority and will count as votes against the decision. Invalid votes do not count in the calculation of the majority, neither in the numerator nor in the denominator.

If the number of the Direct Members becomes less than three (3), 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 BCCA.

In case of deliberate dissolution, the General Assembly shall decide in the resolution of dissolution on the method of dissolution and liquidation of the Association and, if applicable, appoint one (1) or several liquidators, determine their powers and indicate the allocation of the net assets of the Association.

In all cases of deliberate or judicial dissolutions, the net asset after liquidation of the dissolved Association may only be allocated to a legal person that either pursue a similar disinterested purpose than that pursued by the Association, or at least a non-profit purpose related either the chemical industry or chemicals knowledge.

## **Article 12 – INTERNAL RULES**

Internal Rules may be drawn up by the Board of Directors and adopted by the General Assembly in order to implement and further detail the present Statutes, to facilitate the regulation and management of the Association and to adopt internal proceedings to ensure the smooth functioning of the Association. The most recent version of the Internal Rules dates from [...].

The Internal Rules may be amended according to the rules provided for in article 11 of the present Statutes.

The Internal Rules are available to all Members and are communicated to the latter in accordance with article 2:32 BCCA.

The Internal Rules complete the Statutes and subordinate the latter. In the case of any contradiction between the Internal Rules and the Statutes, the latter shall prevail.

## **Article 13 – GENERAL PROVISIONS**

### **Article 13.1 – Working language**

The working languages of the Association shall be English, French and German. In accordance with the applicable Belgian law the language used for official documents and relations with Belgian authorities shall be French. The present Statutes are made in French and translated into English.

The published French version is the only official version and shall prevail in case of doubt or dispute.

### **Article 13.2 – Governing Law**

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

### **Article 13.3. – Jurisdiction**

Any dispute in connection with the present Statutes, the Internal Rules, the policies of the Association and/or any decision of one of the governing bodies of the Association shall be governed by Belgian law and shall be brought to the competent Brussels Court.



# FEICA Internal Rules

## INTERNAL RULES

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  
Modifications approved by the FEICA Extraordinary General Assembly of 20 May 2021  
Modifications approved by the General Assembly of 11 September 2024

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To further complete the statutes describing the legal and statutory bodies of the Association, the Internal Rules describe the internal proceedings.

### Art. 1 - Regulatory & Sustainability Board Organization, Responsibilities and Composition

#### 1.1 The Regulatory & Sustainability Board (RSB):

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

#### 1.2 The RSB 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 BoD.

#### 1.3. The Regulatory & Sustainability 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 BoD, 7 additional members could be appointed,
- d) The chairs of FEICA Technical Working Groups, with no voting rights,
- e) Up to 3 members co-opted by the RSB, with no voting rights,
- f) Experts could be invited by the RSB to support specific issues, with no voting rights,
- g) Representatives of the FEICA Secretariat, with no voting rights.

### Art. 2 Consultative Assemblies – Forums

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

#### 2.1 National Associations Forum

The National Associations Forum is a consultative assembly consisting of the Direct Members defined as a National Association by Art. 2.1.1 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 Board of Directors and to the RSB.

## **2.2 Direct Company Members Forum**

The Direct Company Members' Forum is a consultative assembly consisting of the Direct Members defined as company by Art. 2.1.2 of the Statutes.

The Direct 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 the Association.
- Recommend candidates as representatives to the Board of Directors and to the RSB.

## **Art 3. Competition Compliance Policy for meetings, forums, working groups, task forces and conferences organized by the Association.**

All companies must at all times comply with the requirements of the competition law as set out in the articles 101 and 102 of the Treaty on the Functioning of the European Union (TFEU). 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.