

Plastics Recyclers Europe
Articles of Association 2023

I NAME, REGISTERED OFFICE, SOCIAL PURPOSE & DURATION

ARTICLE 1 NAME-

In accordance with the provisions of the Code of Companies and Associations, an international non-profit association, abbreviated to AISBL, called "Plastics Recyclers Europe" is hereby established.

All deeds, invoices, announcements, publications and other documents issued by the association must mention the name immediately preceded or followed by the words "association internationale sans but lucratif" or the acronym "AISBL", written legibly and in full, as well as the address of the association's registered office.

ARTICLE 2 REGISTERED OFFICE

The registered office of the association is established in the Brussels-Capital Region.

It may be transferred anywhere else in Belgium by simple decision of the administrative body, provided that such a transfer does not require the language of the articles of association to be changed by virtue of the applicable language regulations. This transfer will be published in the Annexes to the Moniteur belge. If the registered office is transferred to another Region, the administrative body may amend the Articles of Association.

If, as a result of the transfer of the registered office, the language of the Articles of Association has to be changed, only the General Meeting has the power to take this decision, subject to compliance with the rules laid down for amending the Articles of Association.

Administrative offices may be created in Belgium or abroad by the decision of the Board.

ARTICLE 3 SOCIAL PURPOSE

The association is a non-profit organisation, whose purposes include:

- To represent and defend the interests of plastics recyclers in 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 Union;
- To maintain close relations with other organisations related to the plastics industry.

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

The activities to pursue this purpose include:

- The organisation of conferences and scientific debates in order to promote the investigation and discussion around any issue relating directly or indirectly to the recycling of Plastics.
- The defence and representation of all Members will at all times and without prejudice take preference over the scientific and educational goals of the association.

ARTICLE 4: DURATION

The association is established for an indefinite period. It may be dissolved at any time.

II. MEMBERSHIP

ARTICLE 5 MINIMUM NUMBER OF MEMBERS and CATEGORIES OF MEMBERS

5.1 The association shall have a minimum of 10 Members.

5.2 The Members of the association fall into three categories: 1. Active Members, 2. Adherent members & 3. Friends. Active Members concern Members who will have the right to vote in the General Assembly of the Association.
Adherent Members & Friends concern Members who can be present at the General Assembly, but who will not have the right to vote.

5.3 Members

5.3.1. **Active Members:**

Production companies and associations, which are valid legal entities and fulfil the following two conditions:

- a) To have their principal decision making and control centre in one of the European Union Member States plus Switzerland, Norway, United Kingdom and the European Union Candidate Countries - that is to say the mother company, the main shareholder, a holding company or any other controlling body
- b) For companies to be active in the plastics recycling sector and producing recycled plastics in a form which complies with the Commission Implementing Decision (EU) 2019/1004.

For associations to be active in the plastics recycling sector.

5.3.2. **Adherent Members:**

Adherent Members are companies or associations, which are valid legal entities, interested in the plastics recycling field. Adherent members might decide to work together on certain topics (f.e. design for recycling). Specific membership rules might in that case apply to these adherent members.

Adherent Members of RecyClass:

Adherent Members of RecyClass are companies or associations, which are valid legal entities, interested in Design for Recycling and in the aims of RecyClass and who do not already belong to the category as mentioned in Article 5.2.2. Specific rules will apply to

them.

5.3.3. **Friends:**

Friends are companies or associations, which are valid legal entities, interested in the plastics recycling field.

ARTICLE 6 RIGHTS OF MEMBERS

All Members (Active and Adherent) have the right to participate at 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

Members have to pay an annual Membership fee according to rules fixed by the General Assembly. The exact amount of the Membership fee will be fixed by the General Assembly.

7.1 *RecyClass*

The exact amount and frequency of the membership fee for RecyClass will be determined by the Steering Board of RecyClass.

ARTICLE 8 ADMISSIONS OF MEMBERS – ADMISSION PROCEDURE

8.1 *Active Members*

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

1. An application must be sent to the registered office of the association.
2. The Board will verify whether the candidate fulfils the required conditions (article 5.2).
3. The application for entry will be submitted to the General Assembly for approval and must be accepted by an affirmative vote of 2/3 of the majority of the Members present or represented by proxy at the General Assembly.
Candidates whose candidacy is not approved, have the right to submit their comments in writing to the General Assembly, which must review them and give a response.

8.2 *Adherent Members*

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

1. An application must be sent by registered post or electronic means to the registered office of the association.
2. The Board will verify whether the candidate fulfils the required conditions (article 5.2).
3. If the application is valid, the Board will decide on the Membership of the candidate Adherent Member.

- 8.2.1 In the case where the admission of an Adherent Member is solely to be a member of RecyClass, then the Steering Board RecyClass will validate and approve the application in accordance with Article 8.2, which will then be endorsed by the Board.

ARTICLE 9 RESIGNATION of MEMBERSHIP

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

Resignation of Membership must be sent by registered post or electronic means to the registered office of the association at least six months before the year end of the current Membership. The resignation of a Member of the Association only becomes effective on 31 December of the current year. If a resignation is notified less than six months before this date, the Membership can only cease at the end of the following year.

ARTICLE 10 EXCLUSION OF MEMBERS

- 10.1 In any of the following cases, a Member can be removed from Membership of PRE by the Board and the GA by following the procedures described in Article 10.2:
- The Member ceases to fulfil the Membership conditions as described in 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 Article 10.3, the exclusion procedure is the following one:
- The Board proposes the exclusion of a Member at the General Assembly.
 - Before proposing the exclusion to the GA, the Board must inform the Member about its intention. The affected Member has the right to be heard about his/her situation by the Board and before the exclusion proposal is made by the Board to the General Assembly.
 - 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 justified.
- 10.3 In addition if an Active Member does not fulfil the Membership conditions anymore, the Board can propose to the Member in question to become an Adherent Member if he can fulfil the conditions of Article 5.2.2. In the case of compliance and acceptance by the Member, the Board will inform the Members of the General Assembly about the category change of this Member in writing within 3 weeks after the acceptance.
- 10.4 In the case where a Member does not respect the payment obligations related to his Membership fee, the Board has the right to cancel all rights of the Member in the Association, pending discussion about the Member's situation and the possible exclusion of the Member from the Association at the next meeting of General Assembly as mentioned in the article 10.2.

ARTICLE 11 FINANCIAL OBLIGATION IN CASE OF RESIGNATION OR EXCLUSION

The Members who have resigned or have been excluded during the year are liable for their financial contribution for the current year and this must be paid before the end of that current year.

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

III DIVISIONS AND FUNCTIONING OF THE ASSOCIATION

ARTICLE 12 DIVISIONS OF THE ASSOCIATION

12.1 The association is composed of the following bodies:

- The General Assembly (GA);
- The Board .

12.2 Divisions are defined in the following articles.

A) THE GENERAL ASSEMBLY (GA)

ARTICLE 13 POWERS

13.1 The GA is vested with 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) Appointing and Discharging the Managing Director;
- d) Decisions related to admission or exclusion of Members;
- e) Election, discharge and resignation of the President, the Vice-President, the treasurer and the Members of the Board;
- f) Approval of activity reports;
- g) Modification of association articles, approval of the internal Rules and amendments;
- h) Decision related to dissolution of the association;
- i) 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 voting by the Members present or represented. Voting by post and/or by online tools is authorised and permitted.

14.2 A Member can be represented by another Member by giving this other Member a written, signed and valid proxy.

ARTICLE 15 ELECTIONS

- 15.1 The GA shall elect from among the Members of the Board a President, one Vice-President and a Treasurer, each to be elected for two consecutive periods, where a period is defined as the time between the date of one GA and the date of the next GA. At the end of the two consecutive periods each candidate can present themselves again for re-election without limit.
- 15.2 In the case where any of those three positions falls free before the end of the two-periods, a successor must be elected for the remaining period. Concerning the position of the President, the successor will be 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.
- 16.2.1 The GA can be held as a physical meeting, a telephone conference call or by any other electronic means which has been approved and minuted by the Board beforehand.
- 16.3 A 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 out to Members not later than one month after receiving the demand in writing.
- 16.4 The notice of convening of a GA (date, time, place) and the agenda must be sent by the President to the Members at least six weeks before the date of the meeting.
- 16.5 Each member has the right to request that new items be added to the agenda: this must be done in writing and at least three weeks before the date of the meeting. Additional topics can be validly discussed at the GA but only if all Active Members, present or represented, have approved their addition beforehand.
- 16.6 The items which do not appear on the circulated agenda can be discussed at the GA, subject to a positive unanimous vote of all the Members present or represented at the GA. No decision whatsoever can be taken concerning any items which are not noted on the official approved agenda.
- 16.7 Resolutions approved by the GA shall be recorded in the report of the GA and signed by the President.
- 16.8 A quorum of 50% of Members (present or represented by proxy) is required in order to hold a GA which can pass votes which are fully valid. If the 50% quorum for the GA meeting is not reached, a second meeting with an identical agenda must be organised and take place within four weeks after the date of the first meeting.

A 50% quorum of members is not required for that second GA and decisions can be taken by normal majority voting unless the law or Articles of Association require otherwise.

B) THE BOARD

ARTICLE 17

- 17.1 The Board will be composed of a minimum of 5 Active Members including the President, the Vice-President and Treasurer of the association.

Each Board Member must have a clearly defined function and mandate within the Board in order to be able to guide and lead the Board and the association in specific tasks and directions.

The Board will be assisted and supported by the Managing Director to carry out the management of the association. The Managing Director must not be linked or associated with any Member of the Association.

- 17.2 The Board Members are elected by the General Assembly and the Board is composed of:

- The Chairmen of the Working Groups representing their respective Working Group which have been approved by the GA;
- The Chairmen of the Task Forces which have been proposed by the Board and approved by the GA;
- The Treasurer who is to be an independent Board member chosen from amongst the representatives of the Active Members;
- The elected President and Vice-president.

Each one is elected for two consecutive periods, where a “period” is the time between one GA and the next GA. They can be re-elected again for further 2 “period” timespans without limitation.

A member of the Board can inform the Board by registered mail that he or she will resign their position.

In case of a vacancy occurring before the end of the mandate, the Board will directly nominate a successor to serve until the end of the current two-period. The departing representative is to be replaced preferably by someone who represents the same Member/Working Group. This successor must be approved by GA at the next meeting of GA after his/her appointment by Board.

- 17.3 The positions of President, Vice-President, Treasurer and Members of the Board are honorary and not remunerated.

The Board has the right to vote and approve expenditure (not remuneration) for a Board member/s to carry out clearly defined activities to further the goals of the Association.

- 17.4 The Board will administer the activities of the association following the instructions and mandates decided and agreed/voted upon at the General Assembly. In the unexpected case of any ambiguity or lack of clarity on an issue, the Board retains the right to make decisions.

- 17.5 The Board 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 Board Member, the exact situation will be reviewed by the Board which can make recommendations and take appropriate action concerning the future behaviour of MC Members when representing PRE.

ARTICLE 18 MEETINGS

- 18.1 The Board will meet at least once every 6 months. The Board meeting is to be convened by the President and in his absence by the Vice-President. These meetings can be organised as physical meetings, as conference calls or by other electronic means.
- 18.2 A Board meeting must be convened if at least three Board Members request it. The request must be made to the President or Managing Director, together with a clear explanation as to why this meeting is needed and its relevance to the needs of the association.
- 18.3 The notice of convening and the agenda has to be sent by email to all Board members at least four weeks before the date of the meeting. On receipt of the agenda, Board Active Members have the right to request that additional items are added to the agenda.
- 18.4 The President for the meetings of the Board is normally the President of the association or in his absence one of the Vice-Presidents.
- 18.5 Members of the Board can be represented by another Member of the Board. A Member of the Board cannot represent more than one other Member by proxy. The proxy must always be in writing and signed.
- 18.6 The decisions of the Board shall be approved by majority vote of the Members present or validly represented. At least 50% of Board Members must be present or represented in order to hold a valid Board meeting. The President will have the casting vote. In the case where the 50% quorum is not reached, the President will convene another meeting (with the same agenda) to take place within 4 weeks from the date of the first meeting. A quorum is not required for this second Board meeting and decisions can be taken by normal majority voting unless the law or the Articles of Association require otherwise.
- 18.7 All decisions of the Board are registered and filed in the minutes of the Board meetings.

IV WORKING GROUPS & TASK FORCES

A) THE WORKING GROUPS

ARTICLE 19

The Board is empowered to set up and dissolve working groups.

WGs report to Board and are responsible to advise the Board about the issues relating to the recycling of specific polymers and specific polymer products. In particular, a WG's remit is to overview and be active and knowledgeable as to how specific polymers are being recycled and also about the development of these recycling markets. This is without limitation.

Their role is thus strictly advisory.

B) TASK FORCES

ARTICLE 20

The Board shall create Task Forces to assist it in performing its mission according to the Articles of Association. The Chairman of each Task Force shall be a Board Member and shall report to the Board. Task Forces shall be responsible for specific activities and policies and can decide how they are to be structured. Their role is thus strictly advisory.

V THE MANAGING DIRECTOR

ARTICLE 21

- 21.1 The Board can nominate a Managing Director for the Association who must not be linked to or associated with a Member of the Association. The Board will determine the conditions of engagement of the Managing Director to include salary, duration of his/her term, conditions for dismissal. This is not exhaustive.
- 21.2 The Managing Director will be responsible for the management of the association.

VI BUDGET AND FINANCE

ARTICLE 22

- 22.1 The Membership and the financial year shall end on the 31 December of each year.
- 22.2 The Board will submit to the General Assembly the yearly accounts and the budget for approval.
- 22.3 The yearly accounts of an international non-profit association, established according to the article 53 of the law, must be lodged every year in the Department of Justice.

ARTICLE 23

- 23.1 The association shall be financed mainly by the Membership fees paid by the Members, contributions or grants, sponsoring, own revenue (obtained according to the social objective of the association) and other revenue as permitted by the law.
- 23.2 The level of all membership fees shall be fixed and validated by the General Assembly.
- 23.3 The fee is annual, and payment must be made within 30 days after the date on the invoice.
- 23.4 The GA may decide to set up a reserve fund and will fix the amount of the fees that must be paid to this fund by the Members and the frequency of payment.

VII POWER OF REPRESENTATION

ARTICLE 24

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

VIII MODIFICATION OF THE ARTICLES OF ASSOCIATION AND DISSOLUTION

ARTICLE 25

- 25.1 Any proposals for the modification of the Articles of Association and/or for the dissolution of the association must be put forward by the Board or by at least 50% of the Members, who are entitled to vote.
- 25.2 The Board must inform the Members about such proposals at least a month before the General Assembly, where these modifications will be discussed. A 2/3 quorum of votes from those voting members present or represented is required to discuss these proposals.

If the quorum is not reached a second GA with the same agenda will have to be organised within four weeks after the date when the first GA was supposed to take place. No member quorum is required for that second GA.

In all cases a 2/3 majority of votes will be necessary to modify the articles of association.

ARTICLE 26

Modifications relating to the purpose of the association will require approval by Royal Decree. All modifications of the articles of association shall be officially published in the Annex of the “Moniteur belge”.

ARTICLE 27

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

ARTICLE 28

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

IX VARIOUS

ARTICLE 29 INTERNAL RULES – APPLICABLE LAWS

The General Assembly may issue Internal Rules which, together with the Articles of Association, will be used to govern the management of the association. These Internal Rules must be in compliance with the articles of the Association and cannot contradict them. Any subject matter which is not specifically mentioned in the Articles of Association or in the Internal Rules shall be governed and covered by the applicable laws.

ARTICLE 30 MINUTES

- 30.1 The minutes of a meeting of the association shall be sent within one month following the meeting to all Members. Modifications and approval of these minutes must be agreed and approved at the next meeting.
- 30.2 An electronic folder 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 31 OFFICIAL LANGUAGE

The official version of these Articles of Association is the version in the French language.
An English translation of the original French AoA is available for internal use by the association.

ARTICLE 32

For all matters not provided for in these Articles of Association, reference shall be made to the Code of Companies and Associations, and clauses contrary to mandatory provisions shall be deemed unwritten.