



ASBL EFCC – European Federation for Construction Chemicals Statutes

PREAMBLE

The European producers of construction chemicals decided in 2006 to create a non-profit Association under Belgian Law located in Brussels to promote the general interests of the industry in the field of the construction chemicals industry.

The Association was established as a non-profit association, acronym ASBL., governed by Belgian law (law of 27 June 1921, as adapted by laws of 2 May 2002 and 16 January 2003), and registered on April 2007.

DENOMINATION, NAME, LOCATION

Art. 1. Name

The name of the Association is: the “European Federation for Construction Chemicals”, acronym: EFCC (hereinafter “The Association”).

Art. 2. Location

The head office of the Association is located at the Boulevard du Triomphe 172, 1160 Brussels, Belgium.

The head office may be transferred to anywhere in Belgium by simple decision of the Board.

OBJECTIVES

Art.3.

The objectives of the Association are mainly scientific: the promotion and the protection of the general interests of the industry in the field of the construction chemicals industry.

In executing its objectives, the Association shall in particular:

- Act as the voice of the industry when approaching authorities, institutions, organisations or any other competent body on an European level.
- Provide the common message of the industry to make known its position and views to the European Commission, European Parliament and other Groups dealing with issues such as European legislation, as well as European harmonisation of standards and certification.

¹ Approved by the General Assembly in May 2014 and published in the Belgian Official Journal on 1 August 2014.

- Present the views and interests of manufacturers, contractors and consultants in Technical, Environmental, Health, and Safety matters.
- Work for the improvement of the technical standards of the industry, for example by sharing the technical knowledge and the know-how of the construction chemicals industry, concerning innovation and environmental protection.

The Association will develop its activities on an European level.

In addition the Association will at all-time ensure that its activities comply with legal requirements, in particular regarding compliance with competition laws (for example regarding sensitive individual commercial business information).

DURATION

Art. 4.

The duration of the Association shall be unlimited.

MEMBERS

Art.5.

1. Definition

Full membership shall be open to National and European Associations located in Europe, and to European companies with the focus on manufacture of Construction Chemical Products and raw materials for construction chemicals (hereinafter referred as “Full Member”).

Associated Membership shall be open to Associations or companies outside Europe or interested parties within the field of the Construction Industry (hereinafter referred as “Associated Member”).

Full Members and Associate Members are hereinafter referred collectively as “Members”.

2. Number

The number of the members is unlimited. Nevertheless, the Association will have at least three Full Members.

3. Rights

The members shall have the right to attend the General Assembly. However, only the Full Members will have voting rights in the General Assembly.

All members (full members and associated members) shall have the right to attend the meetings of the Working Committees as defined by the Executive Board.

4. Obligations

The Members are required to

- support the objectives of the Association.
- respect the present Statutes and the By-Laws.
- pay the annual fees.

Art.6. Application for Membership

The candidates for membership - full membership or associated membership – shall submit their application to the Director General.

The Executive Board approves each application by a majority vote of 2/3 of the members present or represented.

Art.7. Withdrawal from Membership

Any member shall have the right to withdraw from membership by written notice to the Director General by 30 September at the latest for the withdrawal to be effective at the end of the same calendar year.

If the withdrawal is sent after 30 September it will be effective at the end of the following year.

During this period the Member will keep his rights and comply with his financial obligations.

Art.8. Expel from Membership

Any member who does not comply with the present Statutes or does not anymore fulfil the membership conditions can be expelled by a decision of the General Assembly adopted with a majority vote of 2/3 of the Members present or represented. The Member shall have the right to present its defence beforehand.

Art.9. Claim on Funds

Any Member who ceases to be part of the Association by withdrawal, exclusion or other, shall have no claim on the Association's funds; and shall have to pay the membership fee for the current year, subject to the requirements of Article 7.

Art.10 List of Members

A list of all the Members of the Association with their Status (Full Member or Associated Member) shall be kept updated by the Director General.

ORGANS OF THE ASSOCIATION

Art.11.

The Organs at the Association are:

- The General Assembly
- The Executive Board
- The Auditors
- The President and the Vice-Presidents
- The Working Groups
- The Board Task Groups
- The Director General

THE GENERAL ASSEMBLY

Art.12. Power and Competence

The General Assembly is the highest organ of the Association and shall have full power enabling the aim of the Association to be achieved.

Beside the powers as laid down in the law, the General Assembly shall inter alia:

- Set and approve the general policy of the Association.
- Decide upon the inclusion and exclusion of the members.
- Nominate the members of the Executive Board.
- Nominate the auditors.
- Decide upon the relieve of the members of the Executive Board and the Auditors.
- Decide upon the dismissal of the members of the Executive Board.
- Decide upon the draft and the adaptation of the Statutes and the By-Laws.
- Approve the activity report of the Executive Board, the budget, the annual fees, and the annual accounts.
- Decide upon changes to the present Statutes or dissolution of the Association.
- Decide upon the destination of the net funds of the Association in case of dissolution.
- Decide the transformation of the Association into another legal form.

Art.13. Composition and Vote

The General Assembly shall be composed of the Members.

Members shall be represented in the General Assembly by delegates. If more than one per member, one of the delegates shall be nominated as voting delegate. The name of the delegate empowered to vote shall be notified in writing to the Secretary General.

Each Full Member shall have one vote.

A Full Member who is prevented from attending may be represented by another Full Member. One Full Member, however, may not represent more than one other Full Member. The written proxy shall be represented to the Director General of the Association.

Art.14. Majority Rule

Decision by the General Assembly shall require a simple majority vote of the Full Members present or represented, except if the present Statutes or the law provide otherwise.

In case of equality of votes, the vote of the President is casting.

Decisions to amend the present Statutes and to dissolve the Association (in other circumstances than mentioned in Article 36 of the present Statutes) shall require a majority of 3/4 of the Full Members present or represented at the General Assembly.

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

Art.15. Invitation, Period of Time

In exceptional cases, votes can be expressed by correspondence.

Furthermore, a written consultation of the Full Members can exceptionally take place when a decision cannot be deferred until the following meeting of the General Assembly, but is not sufficiently important to justify an Extraordinary Meeting of the General Assembly.

Except in urgent cases, replies must be given in writing within 21 days. The absence of a reply within this period shall signify acceptance.

Any decision taken by written consultation shall be submitted for confirmation at the subsequent General Assembly.

Art.16. Annual Meeting

The ordinary Annual meeting of the General Assembly shall be held once a year, under the chairmanship of the President of the Association or under the chairmanship of one of the Vice-Presidents if the President cannot attend.

An ordinary Annual meeting takes place during the first semester of each year, at the head office of the Association or at any other place mentioned in the invitation.

The President of the Association may decide to call an extraordinary meeting of the General Assembly. The President is obliged to convene an extraordinary meeting if 1/3 of the Full Members request it. The invitation to be sent to the Full Members shall substantiate the decision to convene an extraordinary meeting.

Art.17. Invitation and Decisions

The invitation to each General Assembly meeting and the agenda shall be sent by the President or one of the Vice-Presidents or the Director General to the Members at least four weeks in advance..

No decision can be taken on an item which does not appear on the agenda circulated. The Full Members have the right to vote.

No minimum quorum is required.

Art. 18. Minutes

The decisions of the General Assembly will be entered into the minutes.

Each Member will be sent an electronic copy of the minutes (Royal Decree of 27 June 2003).

THE EXECUTIVE BOARD

Art.19. Number of Members

The Executive Board shall consist of the President, two Vice-Presidents, and up to 15 other members.

The Executive Board meetings shall be chaired by the President.

Art.20. Nomination

The members of the Executive Board are nominated by the General Assembly by simple majority.

The members of the Executive Board are nominated for a mandate of two years (from the date of election until the second following General Assembly).

Such mandate may be renewed.

The mandate comes to an end:

- At the expiration of the term.
- By decision of the General Assembly, taken by simple majority.
- For legal reasons.
- Due to causes of *force majeure*.

Art.21. Task description

The Executive Board complies with the Agenda and decisions of the General Assembly as well as the observation of general discussions regarding the development of the European construction chemical industry.

The Executive Board shall decide on matters which have been delegated to them by the General Assembly.

Furthermore, the Executive Board is competent to all actions which belong to good management of the Association, and represents the Association in all legal and extra-legal deeds and actions.

In case of a lawsuit, the Association shall be represented in Court by the President or if the President is not available, by one of the two Vice-Presidents.

The Executive Board can intervene in all legal suits by or against the Association.

The Executive Board legally commits the organisation by signing contractual obligations, except for those which are delegated by law or by these Statutes to the General Assembly.

The Executive Board submits the accounts of the past year of service and the budget for the next year of service, once a year for approval to the General Assembly.

The President together with a Vice-President – or in absence of the President two Vice-Presidents - can with their joint signature commit the Association and represent the Association.

The Executive Board can delegate thirds for a clearly defined assignment.

Art.22. Meetings and Vote

The Executive Board shall meet at least two times a year.

Furthermore, the Executive Board must be convened if at least half of the members of the Executive Board request it.

Notice of each Executive Board meeting shall be transmitted by the Director General to each member of the Board at least two weeks in advance.

The proceedings of the Executive Board shall be valid if at least half of the members are present. On exceptional basis a member may be considered as present if he/she attends the Executive Board meeting by teleconference. Each Board member has one vote.

Decisions by the Executive Board shall require a simple majority of votes by the present members.

THE AUDITORS

Art. 23. Election

At least one auditor shall be elected by the General Assembly for a period of two years.

The mandates shall be renewable. The auditor(s) remain in office after the two years period until the new elections are held.

THE PRESIDENT AND THE VICE-PRESIDENTS

Art. 24. Election and Period of Office

The President is the highest representative of the Association. Two Vice-Presidents are also elected and shall assist the President in his task.

The President and the two Vice-Presidents shall be elected by the Executive Board for a period of two years. They remain in office after the two years period until a new election has taken place.

The term of office ends at the end of the year in which the employment relationship with the company at the time of election ceases, unless otherwise decided by the Executive Board.

President and Vice-Presidents can be currently re-elected.

Art.25. Chairmanship

The President - or in his absence one of the Vice-Presidents - leads the meetings of the General Assembly and the Executive Board. The President shall be responsible for presenting the annual report of the Association to the General Assembly.

One of the Vice-Presidents shall be appointed Treasurer of the Association who presents the balance sheet as well as the income/expenditure statement at the General Meeting for approval.

Art.26. Obligations and Signatures

Instruments which bind the Association with regard to third parties, and which are not concerned with day-to-day administrative matters, shall be approved and signed either by the President and one of the two Vice-Presidents or in absence of the President by the two Vice-Presidents.

THE WORKING GROUPS AND BOARD TASK GROUPS

Art.27. Nomination and Terms of Reference

The Executive Board shall be empowered to set up the necessary Working Groups and Board Task Groups to fulfil specific purposes.

Once the Executive Board has established the terms of reference, each Working Group and/or Board Task Group shall define the scope of the task and the methodology in procedural rules which are then subject to the approval by the Executive Board. These Working Groups and Board Task Groups shall report directly to the Executive Board. In addition, their respective Chairpersons shall present a summary report of their yearly work performed to the Ordinary Annual Meeting of the General Assembly.

Working Groups and Board Task Groups can be chaired by any Full Member.

Art.28. Delegation and Chairpersons

The Board Members may appoint specialists to the Board Task Groups. All Members may appoint specialists to the Working Groups.

They must be employed by the Member and directly concerned with the respective specialist field.

The Working Groups and Board Task Groups may hire experts to assist them, upon the approval of the Executive Board. This mandate is limited to an individual and is non-transferable.

Each Working Group and Board Task Groups shall elect amongst its members a Chairperson. Unless otherwise decided by the member delegating a Chairperson mandates shall be for two years and shall be renewable.

Art.29. Invitation

Invitations to the meetings of the Working Groups and Board Task Groups are to be sent by the Director General at the request of the respective Chairperson.

THE DIRECTOR GENERAL

Art. 30. Task Description

The Director General shall be appointed to carry out the day-to-day management of the Association and shall report directly to the Executive Board. The Director General shall be appointed and dismissed by the Executive Board.

The Director General is bound to follow and carry out the instructions of the Executive Board and the resolution carried by the General Assembly and those of the Working Groups and Board Task Groups.

Within the framework of his duties, the Director General is authorized to represent the Association and to sign all documents regarding day-to-day management.

Art. 31. Protection and Secrecy

The Director General is required to actively protect the rights of the Association against members and third parties.

The Director General is prohibited from divulging secret or personal information that he has acquired during the execution of his/her duties to others.

MEMBERSHIP FEES, BUDGET, FINANCIAL ACCOUNTS

Art. 32. Level of Membership Fees, Budget, Accounts

Membership fees shall be charged to cover the costs incurred by the Association.

The level of membership fees shall be approved by the General Assembly based on the recommendation of the Executive Board. They are valid for one year or until new membership fee levels are approved.

If the available funds are not sufficient to cover all costs as approved in the budget any deficit has to be borne by the members in relation to their individual membership fees.

Members who have not paid the membership fee in the first 6 months after the date of invoice will get a reminder to pay the outstanding membership fees within 30 calendar days. If the respective Member does not fulfil its obligation within the aforementioned period, the Membership will be suspended until the first following meeting of the General Assembly which will then decide about the possible exclusion of the Member.

Art. 33. Financial Year

The financial year shall extend from January 1 until December 31 of each calendar year.

MISCELLANEOUS

Art. 34. Belgian Law and Language

The present Statutes shall be governed by, and be construed in accordance with the laws of Belgium. All matters which are not covered by the present Statutes shall be settled in accordance with the provisions of the Belgian law.

The language within the Association shall be English (UK).

In case of contradiction between the English version and the French version of the present statutes, priority shall be given to the English version.

Art.35. Minutes of Meetings

Minutes are to be kept of all meetings of the organs of the Association.

Art.36. Dissolution

The Association is considered as dissolved if the number of Full Members becomes less than three.

Art.37. Method of Dissolution and Liquidation

The General Assembly shall decide on the method of dissolution and liquidation and the destination of the Association's funds.

In the case of dissolution of the Association, the General Assembly shall decide what to do with the net funds after liquidation that can be used to support the further chemical science or the construction chemicals industry, however direct distribution to the Members is not allowed.

The destination of the net funds has to comply with the objectives of the Association as expressed in art.3.

Art. 38. Declaration of Principles

In the event that one or more provisions of the present Statutes shall, or shall be deemed to be invalid or unenforceable, the validity and enforceability of the other provisions of the present Statutes shall not be affected thereby. In such case, the Full Members hereto agree to recognise and give effect to such valid and enforceable provision or provisions, which correspond as closely as possible with the intent of the Full Members.

Art.39. Application of Belgian Law

For all matters not provided in these Statutes the founders refer to the Belgian Law of 27 June 1921, as adapted by laws of 2 May 2002 and 16 January 2003.

The present Statutes were adopted and approved by the constituting General Assembly held in Brussels, on 27 May 2014, in Brussels.

Update of the Address was approved by the Board in January 2019