



**European Thermoplastics Independent Compounds**

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**INTERNAL RULES**

**I. NAME, REGISTERED OFFICE AND DURATION**

**Article 1**

1.1 European Thermoplastics Independent Compounds, hereinafter ETHIC, is a Sector Group of EuPC, which is an Association governed by the terms of the Belgian law of 25 October 1919, as amended by the law of 6 December 1954.

**Article 2**

2.1 The main address of ETHIC is established at:

Avenue de Cortenbergh 66  
B-1000 Brussels

2.2 The main address can be moved upon decision of the Annual Meeting.

**Article 3**

3.1 ETHIC is a non-profit making organisation. Its object is the study and discussion of scientific, technical, economic and institutional matters, which are of common interest to European Thermoplastics Compounds with a view of promoting international collaboration.

3.2 ETHIC may also organise conferences and scientific debates in order to promote studies and discussion of these matters.

## **II. TERRITORY**

### **Article 4**

Members of ETHIC can be companies having their decision centre in any European country.

## **III. MEMBERSHIP**

### **Article 5**

ETHIC will have a minimum of eight (8) members. Members of the Sector Group will be admitted from companies in the Territory (as defined under EuPC Working Rules), which satisfy the following conditions:

- Have their main decision centre in the Territory;
- Manufacture and sell thermoplastics compounds in the Territory
- Fulfil the conditions to be member of one of the national plastics associations member of EuPC;
- To be an Independent Compounder. Independent Compounders Companies are characterised by the following features:
  - They do not use predominantly polymers supplied by their mother Company (that is a major polymer producer)
  - They work independently with their own structure and organisation

### **Article 6**

6.1 The founding members of the Sector Group are those members who participated to the constitutive meeting of ETHIC on 26 October 2000 and fulfil conditions of Article 5 as well as those members who will adhere to the Sector Group before or during the first Annual Meeting.

6.2 Admission of new members shall be subject to the following conditions: an application shall be addressed in writing to the registered office of the Sector Group. The Executive Committee shall verify whether the applicant fulfils the

conditions of membership. The application for access shall be submitted to the Annual Meeting of the Sector Group for approval and accepted by an affirmative vote of two thirds majority of the members present or represented at the Annual Meeting.

### **Article 7**

7.1 Any member may resign his membership at any time.

7.2 Resignation of membership will be made in writing and sent by registered letter to the office of the Sector Group at least six months prior to the end of the current membership year. If the resignation is served less than six months before this date, then the membership will cease at the end of the following membership year.

### **Article 8**

8.1 A member ceasing to fulfil the conditions of membership can be excluded from membership by the Annual Meeting by an affirmative vote of a two-thirds majority of the members present or represented.

8.2 The member shall be informed by registered letter of his proposed exclusion and has the right to defend his case before the Annual Meeting.

### **Article 8 bis**

Any change in the Member's Company having an impact on its status with regard to its eligibility as ETHIC member shall be communicated to the EXCOM by written letter addressed to the main address of ETHIC.

### **Article 9**

9.1 The members resigning or being excluded of membership have to fulfil their financial obligations of their last membership year before the end of that year. The members ceasing membership for any reason whatsoever may not avail themselves of any right with regard to the assets of the Sector Group as from the date of notification of their resignation or exclusion.

As from date of resignation, the resigning member will lose any right to services rendered by the Sector Group.

## **IV. ORGANISATION OF THE SECTOR GROUP**

### **Article 10**

The Sector Group is composed of the following bodies:

- The Annual Meeting (AM);
- The Executive Committee (EXCOM);
- Working Groups (WG).

### **The Annual Meeting (AM)**

### **Article 11**

The AM is vested with the most extensive powers with a view to achieving the objectives of the Sector Group. Only members may attend the Annual Meeting subject to the fulfilment of their obligations regarding payment of their membership fee at least 30 days before the AM.

### **Article 12**

The following matters shall fall within the powers of the AM:

- a) Definition of the objectives and general policy of the Sector Group with regard to time and priority;
- b) Approval of budget and accounts of the Sector Group;
- c) Decision on admission or exclusion of members;
- d) Election, discharge and dismissal of the President, the Vice-President, the Treasurer and of the members of the EXCOM;
- e) Approval of reports of activities;
- f) Amendments to the Articles of the Sector Group;
- g) Decision on dissolution of the Sector Group;

h) Fixing membership fees and other contributions.

### **Article 13**

13.1 Each member is entitled to one vote at the AM.

13.2 A member may be represented by another member being holder of a written proxy. A member can not bear more than two proxies.

13.2 In the absence of any provision to the contrary in these Articles of the Sector Group or in the law, resolutions can be adopted by the AM by a simple majority vote of the members present or represented at the meeting. A quorum of 50% of the Company members is required for the AM to be validly constituted.

### **Article 14**

The AM shall appoint from amongst its members the members of the EXCOM.

### **Article 15**

15.1 The AM shall be chaired by the President and in his absence by the Vice-President.

15.2 The AM shall be convened at least once a year by the President.

15.3 The AM shall also be convened when at least 10% of the members with a minimum of 3 members are requesting so in writing to the President. In that case, the President shall serve the notice of convening not later than one month after receiving such request.

15.4 Issues not contained in the agenda may be discussed during the AM by unanimous vote of the members present or represented at the AM.

15.5 Resolutions adopted by the AM shall be recorded in the Minutes Book of the AM and signed by the President.

## **The Executive Committee (EXCOM)**

### **Article 16**

16.1 The Sector Group shall be administered by an Executive Committee (EXCOM) – see article 10.

16.2 The EXCOM shall consist of 4 to 6 members including the President, the Vice-President and the Treasurer of the Sector Group.

16.3 The members elected in the EXCOM will be directors or general managers with international responsibilities of company members, to exercise their duties so delegated.

### **Article 17**

The EXCOM shall administer the Sector Group according to the instructions of the AM.

### **Article 18**

The EXCOM is charged with defining and proposing to the AM for approval the strategic orientation of the Sector Group and when approved by the AM, execute and control the activity programme.

### **Article 19**

19.1 The EXCOM shall meet at least twice per calendar year.

19.2 The EXCOM shall be chaired by the President or, in his absence, by the Vice-President.

19.3 Resolutions of the EXCOM shall be passed by a majority vote of the members present or validly represented. A quorum of 50% of the EXCOM has to be present.

19.4 The resolutions of the EXCOM shall be registered in the Minutes Book of the EXCOM and signed by the President.

## **V. ELECTION AND NOMINATION**

### **Article 20**

20.1 The President, the Vice-President, the Treasurer and the members of the EXCOM shall be elected for a term of two years starting on the date of the elections. Their mandates can be renewed by the General Assembly.

20.2 In case of vacancy of an office before the end of the term of two years, the members of the EXCOM will provide promptly for its replacement from the same company, until the next Annual Meeting.

20.3 The mandates of the President, Vice-President, Treasurer and members of the EXCOM are filled gratuitously.

## **VI. WORKING GROUPS OR SPECIAL COMMITTEES**

### **Article 21**

Working groups or special committees can be constituted by the EXCOM (or the Annual Meeting) for special tasks. All members shall be informed of the creation of any Working Group or Committees and invited to participate.

## **VII. ACCOUNTING YEAR**

### **Article 22**

22.1 The membership year and the accounting year start on January 1<sup>st</sup> and end on December 31<sup>st</sup> of each year.

22.2 The EXCOM shall submit the annual accounts and the budget to the AM for approval.

### **Article 23**

22.1 The Sector Group shall be financed mainly by annual membership fees of the members.

23.2 The amount of the membership fee shall be set each year by the AM.

23.3 The members of the Sector Group undertake to comply with the EU rules regarding competition during the meetings and the working groups organised by the Sector Group.

## **VIII. MODIFICATION OF THE ARTICLES / DISSOLUTION OF THE SECTOR GROUP**

### **Article 24**

24.1 Proposals for modifications of the Articles of the Sector Group and for dissolution of the Sector Group shall be sent to the members together with the convening notice of the meeting of the AM.

24.2 Decisions regarding modifications to the Articles of the Sector Group and dissolution of the Sector Group shall be decided upon a two-thirds majority vote of the members present or represented at the AM. A quorum of two-thirds of the members is required.

## **IX. GENERAL REGULATIONS**

### **Article 25**

25.1 In general correspondence, agendas of meetings, working documents and minutes will be drafted in the English language.

25.2 The EXCOM and AM Minutes shall be signed by the President after approval of their content by the members of the EXCOM and the members of the AM.

25.3 The convening notices to the AM and EXCOM to be sent by the President to the members may be served by e-mail. New items to the agenda of these meetings may also be requested by the members by e-mail.

25.4 Each member shall notify to the President of the Sector Group the name of his delegate to the AM. Any change in the representation of a member shall be notified to the President not less than eight (8) days before the AM. Any proxies

given shall be presented to the President at the opening of every meeting of the AM.

25.5 The convening notices to the EXCOM shall be sent by the President two weeks in advance to the members of the EXCOM together with all relevant documentation.

25.6 Travelling and accommodation expenses shall be borne by the members of the Sector Group.

These Internal Rules have been approved by the ETHIC General Assembly on 26/10/2000 and modified by the General Assembly on 7 May 2002.

**Annex 1:** List of founding members

**FOUNDING MEMBERS**  
General Assembly – 26<sup>th</sup> October, 2000

<b>Company</b>	<b>Name</b>	<b>Signature</b>
Ampacet Europe SA	Mr Daniele Peruzzo Mr Mike Gaudio	
Cabot Plastics (B)	Mr. H. Vanhaelen Prod. & Appl. Dev. Manager	
Lati Industria Termoplastici S.p.A. (I)	Prof. Dr. F. Conterno President Dr Jacky-Jean Tarnat Vice president	
Multibase (F)	Mr. M. Poitrenaud	
P-Group srl (I)	Mr. L. Battistoni Marketing Manager	
Polykemi AB (SE)	Mr. O. Hugoson Managing Director	
Polyone	Mr Ott  Mr Bernard Baert General Manager (W.Color)	
Polytechs (F)	Mr. Patrick Coquelet General Manager	
Pongs und Zahn	Mr Yil Yorgan Managing Director  Mr Joachim Schlennstedt Director of supervisory board	
Premix Oy (FIN)	Mr. A. Kiikka Chairman	
Ravago Plastics n.v. (B)	Mr. G. Weyts Managing Director	

