



European Masterbatchers and Compounders

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INTERNAL RULES

I. NAME, REGISTERED OFFICE AND DURATION

Article 1

European Masterbatchers and Compounders (*Former European Thermoplastics Independent Compounders*), hereinafter EuMBC (former *ETHIC*), is a Sector Group of EuPC, which is an International Association according to the terms of the Belgian law of 27 June 1921 on non-profit associations and public utility institutions, as amended by the law of 2 may 2002 and by the law of 16 January 2003.

Article 2

2.1 The main address of EuMBC is established at:

Avenue de Cortenbergh 71, B-1000 Brussels

2.2 The main address can be moved upon decision of the General Assembly.

Article 3

3.1 EuMBC is a non-profit organisation. Its objective is the study and discussion of scientific, technical, economical and institutional matters, which are of common interest to European Masterbatchers and Compounders with a view of promoting international collaboration.

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

II. TERRITORY

Article 4

Full Members of EuMBC can be companies having a manufacturing plant and/or in any member country of the European Union and of the EFTA countries. Members from Turkey are accepted without right to vote on the European Regulations.

III. MEMBERSHIP

Article 5

5.1 EuMBC will have a minimum of eight (8) members. Members of the Sector Group will be admitted from companies in the Territory (as defined in article 4), which satisfy the following conditions:

5.11 Manufacture and sell compounds and/or masterbatches in the EU or EFTA countries;

5.2 EuMBC shall have three categories of members:

5.21 Full Members (FM) are companies who fulfil entirely the conditions set in art. 5.1 and have executed these Rules;

5.22 Associated Members (ASM) are companies that do not fulfil the criteria of the Full Members but are interested in the Working Group activities and can contribute to achieve the object of EuMBC as stated under art. 3.1. , e.g pigments/specialties producers and research institutes

Admission of Associated Members shall be proposed by the Board and approved by the GA. Associated members will be entitled to participate to the General Assembly. Associated Members will not have voting rights;

5.23 EuMBC Friends (Friends) are companies that do not fulfil the criteria of Associate Members but are interested in EuMBC overall external activities e.g machinery producers.

Admission of Friends shall be proposed by the Board and approved by the GA. Friends will be not entitled to participate to the General Assembly.

Article 6

6.1 Admission of new members, associated members and Friends shall be subject to the following conditions: an application shall be addressed in writing to the registered office of the Sector Group. The Board shall verify whether the applicant fulfils the conditions of membership. The application for access shall be submitted to the General Assembly of the Sector Group for approval and accepted by an affirmative vote by mail of two thirds majority of the members of the General Assembly.

Article 7

7.1 Any member, associated member and Friend may resign from 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 Full members, associated members and Friends ceasing to fulfil the conditions of membership can be excluded from membership by the General Assembly by an affirmative vote of a two-thirds majority of the members present or represented.

8.2 Payment thirty days after receiving the membership fees invoice, the payment of membership fee is a condition of membership.

8.3 The members, associated members and Friends shall be informed by registered letter of his proposed exclusion and has the right to defend his case before the General Assembly.

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

Article 9

The members, associated members and Friends resigning or being excluded of membership have to fulfil their financial obligations of their last membership year within 30 days after receiving their final invoice. 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 until the end of their paid membership fees.

IV. ORGANISATION OF THE SECTOR GROUP

Article 10

The Sector Group consists of the following bodies:

1. The General Assembly (GA);
2. The Board;
3. Working Groups (WG).

Article 11

The General Assembly (**GA**)

The GA is vested with the most extensive powers with a view to achieving the objectives of the Sector Group. Only members may attend the General Assembly subject to the fulfilment of their obligations regarding payment of their membership fee.

Article 12

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

- 12.1 Definition of the objectives and general policy of the Sector Group with regard to time and priority;
- 12.2 Approval of budget and accounts of the Sector Group;
- 12.3 Decision on admission or exclusion of members, associated members and friends;
- 12.4 Election of the Board (The President, the two Vice-Presidents, the Treasurer and other members);

12.5 Approval of reports of activities;

12.6 Amendments to the Articles of the Sector Group;

12.7 Decision on dissolution of the Sector Group;

12.8 Fixing membership fees and other contributions.

Article 13

13.1 Each FM member is entitled to one vote at the GA.

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

13.3 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 GA by a simple majority vote of the FM members present or represented at the meeting. A quorum of 50% of the Company FM members is required for the GA to be validly constituted.

Article 14

The GA shall appoint from amongst its members the members of the Board.

Article 15

15.1 The GA shall be chaired by the President and in his absence by one of the 2 Vice- Presidents.

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

15.3 The GA shall also be convened when at least 10% of the members with a minimum of 6 FM 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 GA by simple majority vote of the FM members present or represented at the GA.

15.5 Resolutions adopted by the GA shall be recorded in the official report of the GA which will be distributed within one month after the meeting to all members. The content of the report will be considered as approved if no comments are received after one month.

The Board

Article 16

16.1 The Sector Group shall be administered by the Board.

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

16.3 The members elected into the Board will be directors or managers with international responsibilities of company members.

Article 17

The Board shall administer the Sector Group according the instructions of the GA.

Article 18

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

Article 19

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

19.2 The Board shall be chaired by the President or, in his absence, by one of the Vice-Presidents.

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

19.4 The written resolutions of the Board shall be signed by all present members at the end of the Board meeting.

V. ELECTION AND NOMINATION

Article 20

20.1 The President, the 2 Vice-Presidents, the Treasurer and the members of the Board shall be elected for a term of three 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 three years, the members of the Board will provide promptly for its replacement from the same company preferably, until the next General Assembly.

20.3 The mandates of the President, Vice-Presidents, Treasurer and members of the Board are filled unpaid.

VI. WORKING GROUPS OR SPECIAL COMMITTEES

Article 21

Working groups or special committees can be constituted by the Board (or the General Assembly) 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 1st and end on December 31st of each year.

22.2 The Board shall submit the annual accounts and the budget to the GA for approval.

Article 23

23.1 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 GA.

23.3 The members of the Sector Group undertake to comply with the EU Competition laws and EuPC manual on compliance with EU competition law during all activities 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 GA.

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 GA. 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 convening notices to the GA and Board 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.

25.3 Each member shall notify to the President of the Sector Group the name of his delegate to the GA. Any change in the representation of a member shall be notified to the President as soon as possible and before the GA. Any proxies given shall be presented to the President at the opening of every meeting of the GA.

25.4 The convening notices to the Board shall be sent by the President two weeks in advance to the members of the Board 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, 22 March 2007 and by the EuMBC (new name of *ETHIC*) General Assembly on 07/11/2014.