

“European Federation of Waste Management and Environmental Services”

Abbreviated to “FEAD”

International Not-for-Profit Association
CBE 439.748.609 – Brussels Business Registry

19 December 2019

“BYLAWS”

I. The Association: Name, Seat, Objects

Article 1 – Name and Legal Structure

The Association is established as an entity with legal personality, more specifically an international not-for-profit association in conformity with the law of 23 March 2019 introducing the Code of Companies and Associations (Code des sociétés et des associations) and various provisions.

1. The name of the international not-for-profit association is “European Federation of Waste Management and Environmental Services”, abbreviated to “FEAD”.

The full and abbreviated name may be used together or separately.

2. This name must appear on all deeds, invoices, advertisements, publications, letters, orders and any documents issued by the association, immediately followed or preceded by the words “association internationale sans but lucratif” or “AISBL” (i.e. international not-for-profit association) and accompanied by the details of the organisation’s seat.

Article 2 - Seat

The seat of the Association is established in the Brussels-Capital Region.

It may be moved to any other location in the Brussels-Capital Region or the French-speaking region of Belgium, by a simple resolution of the board of directors, which has full powers to register formally any resulting amendments to the bylaws. However, this may not entail any change to the language of the bylaws.

Article 3 – Objects - Activities

The Association is exclusively not-for-profit. Its objects, internationally, are:

- to promote best practice in the areas of waste management, protection of health, the environment, resources and climate,*
- to promote the enforcement of competition rules and fair competition between the private and public sectors,*
- to exchange experiences and information,*
- to coordinate joint actions aimed at improving waste treatment and all related matters,*

- to represent the interests of its members through studies, proposals, opinions and any other initiatives relating to European and international institutions and bodies.

In pursuit of these objects, in Belgium and overseas, on its own behalf or on behalf of its members, the Association aims to:

- represent the interests and values of private sector waste management companies, specifically free and fair competition, with European institutions and through cooperation with other European associations,

- monitor European policy and regulations in the areas of the environment, industry, energy, employment, competition, the internal market, and others.

- collect and disseminate information concerning European legislation and regulations,

- promote the exchange of information and the collection of data at the European level regarding technical and legal matters and technological innovation relevant to the sector.

The Association may also pursue any lawful activity which directly or indirectly contributes to achieving the above-mentioned not-for-profit objects, including secondary commercial activities, provided the income derived from them is exclusively dedicated to the achievement of said not-for-profit objectives.

Generally, it has full legal capacity to carry out any actions and operations directly or indirectly connected to its objects, or which may directly or indirectly, fully or partially, facilitate the achievement of those objects.

It may take an interest, by means of association, contribution, merger, financial intervention or by any other means in any companies, associations or enterprises with objects identical, similar or connected to its own, or which are likely to promote the activities and objectives described hereinabove.

It may carry out the functions of director or liquidator in other associations.

It may provide guarantees or liens for legal entities with objects identical, similar or connected to its own, or which are likely to promote the activities and objectives described hereinabove, in the widest sense.

II. Members, Membership Fees

Article 4 – Members

The Association is comprised of full members, associate members and affiliated members. Full members are referred to as “members” and subscribing members are referred to as “subscribers”. Only members enjoy the full rights granted to associates by the law and these bylaws.

The number of members must be higher than or equal to three (3).

The General Assembly may admit associate members, who will contribute to the association’s objective. They will be invited to attend general assemblies in an advisory capacity.

Affiliated membership of the Association is voluntary. A distinction is made between full members, associate members and affiliated members.

Article 5

New members may be admitted on the following conditions:

a) full members: the member must be a legal entity established in or outside the European Union, in the form of a national association of waste management and environmental services companies, supporting the Association's objectives. Each European country may be represented by only one full member.

b) associate members: the member must be a legal entity in the form of a waste management and environmental services company or an association of waste management and environmental services companies, established in an EU country not yet represented by a full member.

c) affiliated members: the member must be a legal entity which does not meet the conditions set out in a) and b), concerned by waste management and the environment, whether or not it is represented with the Association by a full member: these may include, but are not limited to, waste processing service providers, suppliers of equipment, goods and services to these providers, universities, other environmental associations, lawyers, consultancies, etc.

Article 6 – Admission Process

Applications for membership of the Association must be submitted in writing to the General Secretariat. The application must specify the type of membership sought. Applications for full membership must be accompanied by the candidate's registered bylaws and a list of its members.

Article 7 – Resignation

Any member wishing to resign must notify its decision in writing to the General Secretariat, giving at least six (6) months' notice before the end of the calendar year. By resigning, a member forfeits any right to any share of the Association's assets.

Article 8 – Decisions on Admission, Refusal, Exclusion

The General Assembly is responsible for deciding, by a simple majority vote, whether to admit, refuse or exclude a member. Affiliated members are admitted and retain their membership solely with the consent of the full member for their country. Any member excluded forfeits any right to any share of the Association's assets.

Upon proposal by the Board of Directors, the extraordinary General Assembly may resolve to exclude a member which is manifestly acting against the Association's interests.

Article 9 – Membership Fees

Members shall pay an annual fee, the amount of which and the relevant payment arrangements for which shall be determined by the General Assembly based on a proposal by the Board of Directors. The annual membership fee is paid on a biannual basis.

III. Management of the Association

Article 10 - Management Bodies

The Association's management bodies are:

- a) The General Assembly*
- b) The Board of Directors*

c) *The Executive Council*

Article 11 - Composition of the General Assembly

All members are entitled to attend the General Assembly; affiliated members are entitled to attend as guests. Only full members have voting rights.

Each full member shall designate in writing to the General Secretariat the natural person who shall represent it and vote on its behalf at the General Assembly. All members of the Board of Directors and the Executive Council are entitled to attend the General Assembly.

Article 12 - Functions of the General Assembly (General management body)

The ordinary General Assembly is authorised to pass resolutions by a simple majority vote of the members present, provided at least half of the full members are present. If the quorum is not present, a second ordinary General Assembly is convened within two (2) weeks and may take valid resolutions by a simple majority vote of the members present.

The General Assembly has sole and exclusive authority to:

- a) elect the President, Vice-President and the President's successor,*
- b) approve the budget,*
- c) set the amount of membership fees,*
- d) appoint the auditors,*
- e) grant a management discharge to the Directors,*
- f) approve the annual financial statements,*
- g) appoint and dismiss Directors,*
- h) exclude members,*
- i) amend the bylaws,*
- j) merge with another association,*
- k) dissolve the Association.*

If required, an Extraordinary General Assembly may also be convened by the President of the Board of Directors in the following manner:

- At the request of the President of the Board of Directors;*
- At the joint request of the Vice-President of the Board of Directors;*
- At the request of at least three (3) members representing at least thirty percent (30%) of the voting rights.*
-

The extraordinary General Assembly is authorised to pass resolutions by a majority vote of three-quarters (3/4) of the members present, provided at least half of the full members are present. If the quorum is not present, a second extraordinary General Assembly is convened within two weeks and may pass valid resolutions by a simple majority vote of the members present.

Article 13 - Organisation of the General Assembly

1. At least one ordinary General Assembly must be held every year, within six (6) months after the end of the financial year, by written notice from the President at least six (6) weeks before the meeting and which must specify the venue and date of the meeting.

This notice may be given by letter, fax or email. An agenda for the meeting, specifying its exact address, date and time, must be sent to members at least two weeks before the date of the meeting.

2. Any extraordinary General Assembly must be convened within one month if at least three (3) full members representing at least thirty percent (30%) of the voting rights

requested this in writing from the General Secretariat, indicating the items to be placed on the agenda.

3. The President chairs the General Assembly. If the President is unavailable, one of the two Vice-Presidents chair the meeting.

4. Every duly convened General Assembly is authorised to pass resolutions. Each full member has the right, provided that it is fully up to date with the payment of its membership fees, to one vote per five hundred (€500) of membership fees due for the current year.

5. Any member may be represented by another member or proxy, subject to prior notification by the deputing member to the General Secretary at least eight (8) calendar days prior to the meeting. A representative of an affiliated member may grant a proxy to another affiliated member.

6. Voting shall be conducted by secret ballot unless the General Assembly decides otherwise

7. Resolutions passed by the General Assembly shall be recorded in minutes which shall be signed by the president of the meeting and the General Secretary and sent to all members. They must be kept in chronological order at the Association's seat. They are sent to all members by email.

The President is elected by the General Assembly for a term of two years. This term may be extended by an additional year.

The President's successor must be chosen at least one year before the expiry of the President's term. The President is assisted by two Vice-Presidents, both elected by the General Assembly.

Article 14 - Composition and remit of the Board of Directors

The Board of Directors is comprised of:

A maximum of four (4) ex officio members representing associations on list A. There is no upper limit on the length of their term.

A maximum of four (4) representatives of other member associations (list B), appointed for a term of three years, which may be extended by additional periods of one year for a maximum of three years. Lists A and B are determined by the General Assembly based on membership fees. The Board of Directors is chaired by a President and two Vice-Presidents.

Appointment conditions:

The General Assembly nominates the Board Directors by a simple majority vote of members present. For the four Directors from list A: based on the proposal of each member concerned. For the three Directors from list B: based on a collective proposal by the members from list B.

Dismissal conditions:

The General Assembly may, by a simple majority vote of the members present, dismiss Directors who no longer meet the appointment conditions, or who are no longer able to discharge their duties in accordance with the Association's interests.

Affiliated members may attend and participate in meetings of the Board of Directors, as guests.

3. The Board of Directors are elected by the General Assembly from among current or former officers. The President's successor must be chosen at least one year before the expiry of the President's term. If not already a Director, he/she shall become a Director by right. In the event of a member leaving the Board of Directors before the end of his/her mandate, the respective association must propose a successor for the remainder of the initial mandate. The members of the Board of Directors are the Directors of the Association.

4. The Board of Directors is chaired by its President. The President is also the Association's spokesperson. He/she reports directly to the Association's management bodies.

5. Each Director has one vote. A quorum of five (5) Directors is required for all decisions of the Board. The Board of Directors decides on the frequency of its meetings. It is convened by the President or at the request of at least three (3) Directors, with two (2) weeks' prior notice. Meetings of the Board of Directors may be held by audio or video conference. The President may arrange for decisions of the Board to be approved by email.

6. The Board of Directors directs the Association. The Board of Directors determines the budget and supervises the tasks it assigns to the General Secretariat. It is responsible for shaping the Association's strategic vision and communication policy.

7. The Board of Directors appoints and dismisses the General Secretary, based on a proposal by the President, with the agreement of the two Vice-Presidents and after consultation with the other Directors.

8. For any transaction above fifty thousand euros (€50,000.00), the prior signature of two (2) members of the Board of Directors and of the General Secretary is required.

9. The Board of Directors may appoint a person, who may but need not be a member of the Board, to handle the Association's day to day management and to represent the Association in matters relating to such management. The person tasked with this day to day management may act individually. This provision is legally binding upon third parties, as provided for by law. Any restriction placed on the powers of representation assigned to the person tasked with the Association's day to day management, for the purposes of such management, shall not be legally binding upon third parties, even where notice of such restriction is published. The person tasked with the Association's day to day management shall bear the title "Administrateur Délégué" or "Directeur Général" (i.e. "Executive Director" or "Chief Executive"), depending on whether he or she is a member of the Board of Directors.

Article 15 – Composition and Remit of the Executive Council

1. The Executive Council is made up of individuals who hold a senior position in the member associations. Each member appoints its representative to the Executive Council.
2. Affiliated members participate in the Executive Council as guests.
3. The Executive Council implements the objectives set by the Board of Directors.
4. The Executive Council creates and dissolves the Committees and working groups necessary to accomplish the missions for which it is responsible and determines the manner in which they function. The Executive Council coordinates and finalises positions and implements the Associations communication strategy.

The President chairs the Executive Council. Where the President is unavailable, the

meeting is chaired by one of the Vice-Presidents.

5. The Executive Council establishes the Association's internal rules and regulations.

Article 16 - Meetings of the Executive Council

1. The President requests the General Secretary to convene meetings of the Executive Council in writing.
2. The Executive Council is properly convened only if the President and two other members of the Board of Directors, and in total at least half (1/2) of the members of the Executive Council are present or represented. The Executive Council is authorised to take decisions by a simple majority vote of the members present. Voting rights are identical to those applicable for the General Assembly.
3. Decisions must be kept in chronological order at the Association's seat.
4. The Executive Council shall comply with the budget.
5. Meetings of the Executive Council may be held by audio-video conference.

Article 17 - General Secretary

The General Secretary is central to the Association's proper operation.

The General Secretary is responsible for managing the Association's daily business as instructed by the Board of Directors and the Executive Council.

The General Secretary may use all appropriate and modern means of communication: electronic voting, meetings, audio-video conference.

The General Secretary participates in meetings of the Association's management bodies in an advisory capacity.

Article 18 - Conflicts of Interest

If a Director directly or indirectly has material interests that are in opposition with a decision or transaction falling within the remit of the Board of Directors, he must disclose them to the other Directors before the Board of Directors makes a decision. His disclosure, along with the reasons for the conflicting interest relating to the Director concerned, must appear in the minutes of the meeting of the Board of Directors at which the relevant decision is made. He/she must also inform the Auditor, if one has been appointed. The Board of Directors shall describe, in the minutes, the nature of the decision or transaction concerned, and provide its reasons for the decision taken and the material consequences for the Association. The management report must contain the full minutes. If an Auditor has been appointed, their report must also include a separate description of the material consequences for the Association of decisions taken by the Board of Directors which included a conflict of interest, within the meaning of this article.

The Director concerned may not be present while the Board of Directors discusses and votes on these transactions or decisions, nor vote on them. This article shall not apply where decisions of the Board of Directors concern usual transactions concluded under normal conditions for transactions of the same kind.

Article 19 – Representation

All formal documents legally binding upon the Association, with the exception of special powers of attorney, must be signed by the President of the Board of Directors

or by two Directors acting jointly, who shall not be required to provide third parties with proof of the powers vested in them for this purpose.

Any legal proceedings in which the Association is concerned, whether as claimant or respondent, shall be overseen by the Board of Directors, represented by its President or by a Director duly appointed by him/her for this purpose.

IV. Budget

Article 19 - Financial Year, Budget

The financial year begins on the first of January and ends on the thirty-first of December of each year.

Article 20 - Working Languages

Only the French version of the bylaws shall be considered as the official text. The official working language for meetings of the Association is English.

V. Amendments to the Bylaws and Dissolution

Article 21

Without prejudice to statutory provisions, proposed amendments to the bylaws or proposals to dissolve the Association may only be submitted by the Board of Directors or at least three-quarters (3/4) of the full members of the Association.

The Board of Directors must provide the members of the Association with at least three months' prior notice of the date of the General Assembly that will resolve on such proposals.

The General Assembly may duly and validly deliberate solely where at least two-thirds (2/3) of the Association's members with voting rights are present.

No resolution shall be adopted unless passed by a two-thirds majority vote.

However, if at least two-thirds of the Association's members are not present at the General Assembly, a new General Assembly shall be convened in the same conditions, to resolve definitively and validly on the proposal concerns, by the same two-thirds majority, regardless of the number of members present or represented.

Resolutions concerning powers and responsibilities, notices of meetings, the decision-making process of the Association's general management body, as well as the conditions in which its resolutions are brought to the attention of its members, and/or those concerning amendments to the bylaws, dissolution or liquidation of the Association, and the disposal of the Association's assets, shall be filed in the registry of the Commercial Court (Tribunal de l'Entreprise) and published in the Belgian Official Gazette.

Furthermore, and in accordance with the law, resolutions to change the objects of the Association shall take effect only after the approval of the King is published in the Belgian Official Gazette. Other resolutions to amend the wording of the bylaws shall not be sent for acceptance by the Belgian minister responsible for justice or his delegate.

Article 22 - Liquidation and Disposal of Assets

In the event that the Association is dissolved, whether voluntarily or by court order, the General Assembly shall appoint one or more liquidators, and shall determine the procedure for liquidating the Association.

After liquidation, any net assets shall be allocated to a not-for-profit legal entity governed by private law, whether international or not, that has similar objectives to those of the association, or otherwise has a charitable purpose.

VI. General Provisions

Article 23 - Address for Service

For the enforcement of these bylaws, any full or associate member, director, or liquidator, who is domiciled overseas, shall designate address for service at the seat of the Association, where all notices may be validly served upon them.

Article 24 - Ordinary Law

All matters not provided for by these bylaws shall be subject to the law, and any clauses contrary to the essential provisions hereof shall be deemed null and void.

Article 25 - Jurisdiction

Any disputes arising between the Association, its members, associates, creditors, directors, auditors and liquidators, relating to the Association's business and the enforcement of these bylaws, shall be subject to the exclusive jurisdiction of the courts of the Association's seat, unless the Association expressly waives this clause. "