

# STATUTES & BY-LAWS

## (AS 25 JANUARY 2005) OF THE EUROPEAN ASSOCIATION OF CHEMICAL DISTRIBUTORS (FECC)

### PREAMBLE

In 1954 an international organisation without legal personality was formed in order to represent chemical distribution in the various countries of Europe. This organisation was formed under the name of "Fédération Européenne du Commerce Chimique" (Fecc), and was assigned as a non-profit association, according to the provisions described under III of the Law of 27 June 1921, to promote the technological and economic developments of chemical distribution in Europe.

Aware of the key economic and social roles played by chemical distribution companies at both the European and the international level, and anxious to ensure their full contribution and their direct support to the action of Fecc, the Association Members, at the General Assembly meeting of 14 June 1998, resolved to adopt these Statutes.

### NAME, HEAD OFFICE, DURATION

#### Article 1

1.1 An international non-profit making association is hereby formed. The association is named 'Fédération Européenne du Commerce Chimique' - 'European Association of Chemical Distributors', in abbreviated form: 'Fecc' and hereinafter referred to as 'the Association'. The Association will be governed by the provisions of Title III of the law of 27 June 1921 on non-profit making associations, foundations and non-profit making international associations.

1.2 The head office of the Association is established in the Brussels region. At present the office is established at Rue du Luxembourg 16B, Brussels, Belgium. The Board of the Association can decide by simple majority of its members to transfer the office to any other location in Belgium. The new location must be published subsequently in the Belgian Official Gazette.

1.3 The Association is formed for an unlimited period.

# OBJECTIVES

## Article 2

2.1 The Association has the objective of studying all problems that are of interest to chemical distribution in the widest possible sense, in particular those of a scientific, technical, documentary and institutional nature. To that end, the activities of the Association shall include international co-operation, in particular within the framework of the European Union, as well as research and the realization of related solutions.

2.2 The Association may undertake any acts or operations and take any measures or initiatives likely to promote the achievement of its corporate objective.

# MEMBERSHIP

## Article 3

The Association is composed of legal entities (legally established according to the laws and customs applied in their countries of origin):

1. Non-governmental national associations representing chemical distribution and trade in their respective European countries;
2. companies which fulfil the following conditions:
  - have a centre of operations in one of the European countries and
  - are engaged in chemical distribution and
  - are a member of at least one national chemical distribution association, if one exists.

Both categories of members (a) and (b) must be committed to and directly participating in the Responsible Care Programme run by

- the Association, in the case of a national member association
- their national association(s), in the case of a member company.

The Board may waive this latter requirement, should such a programme not exist and if it is confident that membership by the national association or the company will contribute to achieving the Association's objectives.

3. Associate members, which are companies or associations that are not eligible for full membership but are engaged in producing chemicals or related products, or, engaged in producing or operating distribution facilities. Associate members have no voting rights and are not represented on the Board of the Association.

#### **Article 4**

Following a proposal from the Board, all applications for admission to membership shall be submitted to and decided by the General Assembly. Between General Assemblies, the Board can decide on Membership. Its decision, however, has to be ratified by the next General Assembly. The latter is under no obligation to justify its decision, which shall be final. The admission of a new member requires the majority mentioned in article 10.1.

#### **Article 5**

Every member is entitled to resign at latest at the end of each financial year, via a letter addressed to the Director General. The resignation will only enter into force at the expiry of the following financial year, during which the member will retain its rights and will bear its financial obligations.

#### **Article 6**

Any member that does not comply with the Statutes or no longer fulfils the membership conditions can be expelled by a decision of the General Assembly, This decision requires the majority stated in Article 10.1. The member concerned shall have the right to present its defence beforehand in each case.

#### **Article 7**

A member that ceases to be part of the Association through withdrawal, expulsion or any other cause shall have no claim on the Association's corporate funds but shall remain liable to pay the subscription for the current financial year, without prejudice to the provisions of Article 5.

## **GENERAL ASSEMBLY**

#### **Article 8**

The General Assembly has full powers to enable the Association's objective to be achieved. The General Assembly has the following main competencies: amendment of the statutes, dissolution of the Association, the appointment and dismissal of Board members and the approval of the accounts and budget. The General Assembly also sets the Association's general policy, approves the Board's management report, and elects the President, the Vice-President and the Treasurer.

#### **Article 9**

9.1 The General Assembly is composed of national non-governmental organisations as well as Association member companies. Each member may be represented by one or more delegates. The name(s) of the delegate(s) empowered to act shall be notified to the Director General of the Association.

9.2 Each member of the national non-governmental associations and companies holds one vote.

9.3 A member that is prevented from attending may be represented by another member.

One member, however, may not represent more than two other members; proxies must be notified in writing to the Director General of the Association.

## **Article 10**

10.1 For decisions of the General Assembly, a majority of two thirds of the vote of the present or represented national association members and two thirds of the vote of the present or represented member companies is required, except when these Statutes stipulate otherwise. The necessary quorum for such decisions in each case is 50 % of the total membership plus one member from each of the two membership categories.

10.2 The election of members of the Board is decided by a simple majority of the votes of the members present or represented.

10.3 No decision can be taken on an item which does not appear on the prior circulated agenda, unless all members are present and unanimously agree to decide on this point.

10.4 The Director General shall keep a register of all decisions taken at the General Assembly. This register shall be held at the Association's headquarters.

## **Article 11**

11.1 The ordinary General Assembly shall be held once a year, under the chairmanship of the President of the Association. The convening must be arranged in writing.

11.2 The President is obliged to convene an extraordinary General Assembly if at least one third of the members request this.

11.3 An item has to be included on the agenda of the General Assembly on the request of a group of members representing at least one third of the total membership, including at least two national member associations.

# **BOARD**

## **Article 12**

12.1 In the interval between meetings of the General Assembly, and in accordance with decisions reached by the latter, the Association shall be governed by a Board.

12.2 The Board conducts the affairs of the Association in accordance with the decisions and general policies of the General Assembly.

12.3 The Board shall be composed of twelve (12) members, physical persons, including a President, a Vice-President and a Treasurer, and is elected by the General Assembly. Half of its members are selected:

- on the basis of a list of candidates presented by the Consultative Assembly of National Member Associations, referred to in Article 15;
- on the basis of a list of candidates presented by the Consultative Assembly of Member Companies, referred to in Article 15.

12.4 In order to be nominated for the Board a candidate presented by the Consultative Assembly of Member Companies must be an executive of a member company or another person who in view of his background or of merits in chemical distribution should be considered to qualify for such a position. A candidate presented by the Consultative Assembly of National Member Associations must be a Board member of a national member association.

12.5 The term of office shall be of a two year duration, which may be renewed for consecutive terms of office of up to two occasions. The term of office expires automatically when the member of the Board ceases, for whatever reason, to belong to the member company or member association of which he was a part at the time of his election, or when such a member company or member association ceases to be a member of the Association.

12.6 If the Board temporarily consists of less than twelve members, but no less than seven members, it shall be fully competent to conduct the affairs of the Association.

12.7 The Board shall meet at least quarterly. It must be convened if at least three members of the Board request this. The convening must be arranged in writing.

12.8 In advance of a Board meeting, any Board member may, while taking account of the conditions stipulated in Article 12.4 of these Statutes, nominate a replacement who will act on his behalf. The name of the replacement shall be notified to the Director General of the Association.

12.9 The Board will deliberate validly if at least seven members or their replacements are present.

12.10 Each Board member holds one vote and cannot hold more than two proxies. A majority of three quarters of the votes of the members present or represented is required for decision making.

12.11 The Director General shall keep a register recording all the decisions taken by the Board. This register shall be kept at the Association's headquarters.

# PRESIDENCY, VICE PRESIDENCY AND TREASURY

## Article 13

The General Assembly shall elect a President, a Vice President and a Treasurer of the Association from among the Board members. They shall be elected for two years and may serve for further consecutive terms of office of up to two occasions.

## Article 14

14.1 Acts which bind the Association with regard to third parties and which are not concerned with day-to-day administrative matters, shall, except in the case of a special proxy, be signed by either the President or the Vice-President of the Association, who do not have to account for their powers to third parties.

14.2 The Association shall be represented in law by the President or the Treasurer of the Association.

14.3 The Association can also be represented by any other person to whom the Board has granted power to do so.

# EXECUTIVE BOARD

## Article 15

The Board may, at any time, appoint an Executive Board consisting of four or more members of the Board, including the President, Vice President and Treasurer, and may at any time delegate all or any of their powers to this Executive Board. When exercising the powers assigned to it, this Executive Board must comply with these rules and by-laws in accordance with Article 22.

# CONSULTATIVE ASSEMBLIES

## Article 16

16.1 The national member associations constitute the 'Consultative Assembly of National Member Associations'. The member companies constitute the 'Consultative Assembly of Member Companies'.

16.2 Each Consultative Assembly shall submit a list of candidates for the election of Board members, as provided for in Article 12.3.

16.3 The Consultative Assemblies serve as platforms for communication and consultation among their members and the Board.

# DIRECTOR GENERAL

## Article 17

17.1 The Board appoints the Director General.

17.2 The Director General looks after day-to-day administration of the Association and implements the Association's policies as set out by the Board. Acts which bind the Association with regard to third parties and which concern day-to-day administrative matters are signed by him. More specifically, the Director General is responsible for the correct provision of services. The Director General ensures the strict impartiality and neutrality of the Association's secretariat staff.

17.3 The Director General participates in meetings of the General Assembly and the Consultative Assemblies and participates in Board meetings, but does not have any voting rights.

17.4 The Director General is responsible for co-coordinating the activities of the General Secretaries of the national member associations and for ensuring good communication between them and the Board. To this end the General Secretaries will meet the Board at least once a year. In the interim, other meetings of the General Secretaries will take place under the chairmanship of the Director General of the Association.

# WORKING GROUPS

## Article 18

18.1 The Board is empowered to set up Working Groups within its midst, when specific issues call for more detailed examination. All such Working Groups shall report their recommendations to the Board.

18.2 The composition of Working Groups is determined by the availability and expertise of individuals from members of the association and the goal of ensuring a fair and objective report on any matter dealt with.

# SUBSCRIPTION, BUDGET, ACCOUNTS

## Article 19

19.1 The members share in the Association's expenses by means of a subscription fixed annually by the General Assembly following a proposal by the Board. These subscriptions will automatically be incorporated into the Association's internal regulations.

19.2 Each member of the Association is bound to pay the subscription fixed annually by the General Assembly, but shall not incur any individual responsibility as regards commitments taken on by the Association.

19.3 If a member's subscription becomes six months overdue, all its rights and privileges of membership shall be forfeited, and its name may be posted in an arrears list at the Association headquarters. If it fails to pay all arrears then owed to the Association after a further six months have elapsed, it shall cease to be a member. The subscription arrears remain a debt to the Association and can be recovered by it. The Board shall have power to reinstate any such member on such terms and conditions as the Board thinks fit.

## **Article 20**

The financial year extends from 1 January to 31 December of each year.

## **Article 21**

The Board must submit the accounts for the past financial year and the budget for the following financial year to the General Assembly each year for approval. The Board must report on the financial situation for the current year.

# BY-LAWS

## **Article 22**

The General Assembly can issue internal regulations compatible with the provisions of the present Statutes, in order to ensure the functioning of the Association and its administration.

# AMENDMENTS TO THE STATUTES AND DISSOLUTION

## **Article 23**

23.1 In a case of a proposed amendment to the Statutes, the text of the latter shall be attached to the convening notice for the General Assembly which will deliberate on this matter.

23.2 Decisions to amend the Statutes and dissolve the Association must receive a majority of three quarters of the vote of the national member associations and the majority of three quarters of the vote of member companies. In any case, the necessary quorum is 50 % of total membership plus one member of each of the two categories (national member associations and member companies).

23.3 Amendments to the Statutes shall be submitted to the Ministry of Justice and will be published in the annexes of the Belgian Official Gazette.



23.4 The General Assembly shall decide on the method of liquidation of the Association and the destination of the Association's funds. Possible net assets after liquidation shall be allocated to an unselfish purpose.

#### **Article 24**

24.1 Where the Association is required to submit an official opinion to an organisation of any kind, care shall be taken to see that any minority opinion is expressed in a suitable manner.

24.2 The Board shall decide in accordance with the provisions of the law in all cases not provided for by the Statutes or the internal regulations.