

## STATUTES OF FECC

### 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 is governed by the provisions of the Companies and Associations Code applicable to international non-profit associations.

1.2 The head office of the Association is established in the Brussels-Capital Region. To the full extent permitted by law, the Board can decide to transfer the office to another 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 full members and partner members. Members must be legal entities legally established according to the laws and customs applied in their countries of origin.

Full membership is open to the following legal entities:

1. Non-governmental national associations representing chemical distribution and trade in their respective European countries;

2. companies which fulfil the following conditions:
  - have a center 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. However, the Board may waive this latter requirement, should such a company applying for full membership not be a member of one or more national chemical distribution association(s).

Full members pay a subscription and have the right to vote.

Both categories of full members referred to under 1. and 2. to be committed to and directly participating in the Responsible Care Program run by:

- the Association, in the case of a national member association;
- their national association(s), in the case of a member company who is a member of one or more national chemical distribution association(s).

The Board may waive this latter requirement, should such a program not exist.

Partner membership is open to 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. Companies outside Europe can qualify for Partner membership. Partner members pay a subscription but have no voting rights and are not represented on the Board.

In the light of the membership requirements foreseen above, partner membership is open to all types of value chain partners (e.g. logistics' partners, manufacturers, transportation companies, packaging providers, IT companies, banks and insurance companies), to the exclusion of consultants.

#### **Article 4**

All applications for admission to membership shall be submitted to and decided by the Board. The Board is under no obligation to justify its decision, which shall be final. The admission of a new member requires the majority mentioned in article 12.9.

#### **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, the Internal Regulations or the decisions of the bodies of the Association 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.

To the full extent permitted by law, membership also automatically ends in the case of bankruptcy, arrangement with creditors, winding up or any similar situation.

#### **Article 7**

A member that ceases to be part of the Association through withdrawal, bankruptcy, arrangement with creditors, winding up or any similar situation, expulsion or any other cause shall have no claim on the Association's 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 following powers are restrictively reserved to the General Assembly:

- a) setting the Association's general policy;
- b) expulsion of members;
- c) fixing of annual subscriptions;
- d) appointment, dismissal and discharge of the Board members and, as the case may be, determination of their remuneration;
- e) appointment, dismissal and discharge of the statutory auditors and determination of their remuneration;
- f) appointment and dismissal of the President, Vice President and Treasurer of the Association and, as the case may be, determination of their remuneration;
- g) adoption of the Internal Regulations and amendments to the Internal Regulations;
- h) amendments to the Statutes;
- i) dissolution and liquidation of the Association;
- j) any other power reserved to the General Assembly by law or by the Statutes.

### **Article 9**

9.1 The General Assembly is composed of all full members.

Partner members are convened to the General Assembly, may voice their opinion but have no voting rights and are not taken into account in the attendance quorum.

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 full member holds one vote.

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

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

The Board, under conditions which it determines, may also authorize members to remotely vote (including in electronic form) before a General Assembly meeting.

9.4 The meetings of the General Assembly can also be validly held by conference call, videoconference or web-conference.

9.5 Decisions of the General Assembly may be taken by written resolutions provided that each full member has been informed at least 21 calendar days in advance of the decisions to be taken. The

decisions come into effect on the date mentioned on the written resolutions and are deemed to be taken at the registered office 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.

Abstentions, blank and mutilated votes are not taken into account (both in the numerator and denominator).

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 full members are present and unanimously agree to decide on this point.

10.4 The decisions taken by the General Assembly are recorded in minutes that are sent to all members after the meeting. 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 fifth of the full 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 full members representing at least one fifth of the total full membership, including at least two national member associations.

<b>BOARD</b>
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**Article 12**

12.1 The Board has all powers, except those that are reserved by law or the Statutes to the General Assembly.

12.2 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 the Board members are selected on the basis: of a list of candidates presented by the Consultative Assembly of National Member Associations, referred to in Article 16. The other half of the Board members are selected of a list of candidates presented by the Consultative Assembly of Member Companies, referred to in Article 16.

12.3 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.

12.4 The term of office of a Board member 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.

12.5 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.

In the event that a vacancy occurs (including as a result of a resignation), a new Board member may be appointed by the Board. The term of office of the new Board member shall expire at the same time as the term of the replaced Board member. The confirmation of the appointment of the new Board member is submitted for approval, either by the General Assembly at its forthcoming meeting, or by written resolutions of the members.

12.6 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.

The convening notice shall be sent at least five days prior to the meeting. The notice period of at least five days may be shortened in the case of urgency duly justified.

12.7 No proxies shall be allowed at the Board. However, a Board member prevented from attending a Board meeting may give his/her written input on pending decisions to the Director General.

The Board, under conditions which it determines, may authorize Board members to remotely vote (including in electronic form) before a Board meeting.

12.8 The Board will deliberate validly if at least half of its members are present.

12.9 Each Board member holds one vote.

A simple majority of the votes cast by the members present is required for decision making. In the case of tied vote, the President has a casting vote.

Abstentions, blank and mutilated votes are not taken into account (both in the numerator and denominator).

12.10 The meetings of the Board can also be validly held by conference call, videoconference or web-conference.

12.11 Decisions of the Board may be taken by written resolutions provided that each Board member has been informed at least ten calendar days in advance of the decisions to be taken. The decisions come into effect on the date mentioned on the written resolutions and are deemed to be taken at the registered office of the Association.

12.12 The decisions taken by the Board are recorded in minutes that are sent to all Board members after the meeting. 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.

12.13. Board members, as part of their fiduciary duty to the Association, are appointed in that specific capacity and not as a representative of a member. As such, they shall be above all specific national or company interests.

Accordingly, Board members should not allow their corporate or personal interests to conflict with those of the Association. If any item should arise wherein there is a possible conflict of interest, the Board member will say so promptly, and may, at the discretion of the rest of the Board, be asked to leave or recuse himself/herself for that item.

All decisions of the Board are binding on all Board members, including those absent or dissenting.

**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 Director General shall individually represent the Association with respect to all acts of daily management and shall not be obliged to offer proof to third parties of a prior decision of the Board.

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

14.4 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 part but not all of their powers to this Executive Board. When exercising the powers assigned to it, this Executive Board must comply with these rules and Internal Regulations 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 12.2.

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. The Director General may be dismissed by the Board.

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. 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 are determined on the basis of the principles contained in the 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. 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, on the basis of objective, transparent and non-discriminatory criteria, shall have power to reinstate any such member on such terms and conditions decided by the Board.

#### **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.

## **INTERNAL REGULATIONS**

#### **Article 22**

The General Assembly can issue Internal Regulations compatible with the provisions of the 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 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 organization 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 Companies and Associations Code applicable to non-profit international associations in all cases not provided for by the Statutes or the Internal Regulations.

**LANGUAGE**

**Article 25**

These Statutes shall be written in the French and English languages. The French version is the official version of the Statutes and shall take precedence.

English shall be the working language of the Association.

**APPLICABLE LAW AND DISPUTE RESOLUTION**

**Article 26**

Any dispute in connection with the Statutes, the Internal Regulations and/or any decision of the bodies of the Association, shall be governed by Belgian law and shall be submitted to the (French-speaking) Courts of Brussels.

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