

STATUTES

Title I: Legal form – Name – Registered office – Object – Term

Article 0: Legal form

The association shall have the status of an international non-profit association and shall be governed by Title III of the Belgian Act of twenty-seven June nineteen twenty-one on non-profit associations, international non-profit associations and foundations (hereinafter referred to as 'the Act'), as amended by the law of 2 May 2002.

Article 1: Name

The Association shall be called "Waste of Electrical and Electronic Equipment Forum," abbreviated as "WEEE Forum."

The full and abbreviated names may be used together or separately. They must always be preceded or followed by the wording "association internationale sans but lucratif" [international non-profit association] or the initials "AISBL" on all invoices, deeds, letters, announcements, orders and all other outgoing documents of the association.

Article 2: Registered Office

The registered office of the association shall be at the Diamant Building, 80 Boulevard August Reyers, Schaerbeek (B-1030 Brussels).

It may, by decision of the Board of Directors [hereinafter 'Board'], be transferred to any other location in Belgium, in compliance with the legal provisions in force governing the use of languages.

Any and all changes of address of the registered office shall be published in the appendices to the 'Moniteur belge' [Official Gazette] through the agency of the Board.

Article 3: Object and activities

The association does not intend to make a profit.

The international non-profit association has been formed to:

- 1) deal with matters arising from European legislation concerning WEEE;
- 2) optimise the operational efficiency of the members while striving for continuous improvement of their environmental performance;
- 3) promote exchange of know-how and best practice;
- 4) develop standards and technical specifications to fulfill producer responsibility on behalf of producers;
- 5) strive towards harmonisation of procedures in regard to members and associated members or other structures that assume responsibility of producers for the management of WEEE.

The main activities that the association intends to pursue in order to achieve these objectives are to:

- 1) collect, exchange and compare all information from its members, within the limits authorised by the relevant legislation, in order to contribute to an efficient organisation of their operations ;
- 2) liaise with and provide to all parties concerned, including European and international institutions, with all pertinent information to promote the interests of its full members;
- 3) organise and participate in events and projects, for the exchange of information and experiences;
- 4) help members and potential members, upon request, with the planning, creation, implementation and management of their projects in the field of WEEE;
- 5) publish and disseminate codes of practice and provide support services to its members.

In view of the objectives as described above, the association can perform all activities that justify the objectives of the association within the limits of the annually agreed budget.

In a more general manner, the association may carry out any and all actions directly or indirectly related to the achievement of its object and activities, including seeking public and private funding, donations, allocations, fees and financial contributions through its own activities.

Article 4: Term

The association is formed for an unspecified period.

Title II: Members

Article 5: Categories of members – Rights

The association shall be composed of an unlimited number of ‘full members’ and ‘associated members’ who shall be legal persons.

Representatives of full members and associated members are in no way personally liable in connection with the association's commitments.

a) Full members

The number of full members shall not be smaller than three (3).

Full members shall have their registered office in Europe. The capacity of full member shall be reserved exclusively for organisations that:

- organise and finance collection and/or logistics and/or treatment of WEEE, fulfilling producer responsibility on behalf of producers;

- are controlled, directly or indirectly through producer associations, by producers of electrical and electronic equipment as defined in WEEE legislation and its corresponding acts of transposition;
- are formed in accordance with the laws and customs of the jurisdictions in which they have their registered office and approved by the relevant competent authorities;
- do not pay out dividends (or equivalent) to shareholders;
- are committed to cooperating, in good faith, with the other members;
- are in compliance with EU WEEE legislation and its corresponding acts of transposition;
- are committed to fulfilling and implementing the standards that the General Assembly has approved with a majority of members as specified in Article 12;
- are committed to respecting the Charter as a bylaw, which the General Assembly has approved with a majority of members as specified in Article 12.

Full members shall appoint a natural person as representative in accordance with Article 11 of these articles of association.

Only full members shall have the right to vote at the General Assembly and shall enjoy all the rights granted to members by the relevant legislation and these articles of association and by-laws.

Full members shall be subject to provisions laid down in the Charter, including its rules of enforcement. The Board shall, at regular intervals, assess and enforce compliance with the Articles of Association and the Charter.

b) Associated members

Any legal person that is involved in the management of collection and/or logistics and/or treatment of WEEE and does not pay out dividends (or equivalent) to shareholders:

- in which producers (or their representative producer associations), which are operational in sectors other than those regulated by Directive 2002/96/EC (recast) and its corresponding acts of transposition, have a controlling share, or
- which has a registered office, or is operating, outside Europe and has expressed an interest in cooperation with the WEEE Forum or with its members,

shall be eligible for the status of associated member.

Associated members with a registered office or operations in Europe shall comply with the standards and specifications to which full members are subject and other rules as laid down in the by-laws.

Associated members shall enjoy only those rights explicitly laid down by these articles of association or the by-laws. They shall not have voting right. They shall be invited to attend

the General Assembly or meetings of other bodies as laid down by the by-laws, or upon decision of the Board.

Article 6: Admission

Admissions of new members, both full members and associated members, shall be decided with sovereign power by the Board. The Board's decision shall be communicated to the candidate for membership in writing.

The candidate for membership shall file a written, motivated application for admission with the Board, setting out its objectives, articles of association, structures and operating rules, and evidence of compliance with the membership criteria.

The candidate member shall commit in writing to signing the Charter. It shall confirm its commitment to comply with the financial rules relative to its membership.

The capacity of member of the association automatically entails adherence to these articles of association, as well as the association's rules of procedure, Charter and by-laws.

Article 6b: Appeal

In case the application of a candidate for membership as full member or associated member is rejected by the Board, the candidate shall have the right to ask for a new examination of its application by an Appeal Council, which shall be composed of the representatives of three members, who have been a full member for more than five years and are not current Directors in the Board.

The members of the Appeal Council shall be elected by the General Assembly, upon proposal by the Board.

The candidate member shall have the right to present its application before the three members of the Appeal Council within three months of their election. The Appeal Council shall decide within sixty (60) days after the presentation of the candidate's appeal and it shall communicate its decision within ten (10) days to the candidate. The Appeal Council's decision shall be deemed definitive.

Article 7: Membership fee

The full members and the associated members shall pay an annual membership fee, the amount and conditions of which shall be laid down by the General Assembly upon a proposal of the Board.

Article 7b: Charter

The full members and associated members that have their registered office in Europe shall sign a Charter that requires them to comply with the articles of association and with the requirements that the General Assembly has agreed with 2/3 (two-thirds) majority of the full members present or represented.

Article 8: Resignation - Exclusion

The capacity of full or associated member shall come to an end by:

- voluntary resignation, subject to 30 (thirty) days' notice served by registered letter to the Board;
- voluntary dissolution, bankruptcy;
- exclusion, proposed by the Board and decided by the General Assembly by 2/3 (two thirds) majority of the votes cast by the full members present or represented; the full member concerned shall have an opportunity to present its defence before the Board before the decision of exclusion has been taken. Exclusion shall enter into force with direct effect.

Upon resignation, the full member or associated member in question shall be required to pay within thirty (30) days any sums it may still owe, including its fees for the financial year in progress.

Failure to comply with one of the conditions stipulated in these articles of association or by-laws shall be subject of the rules laid down in the Charter.

Resigning or excluded full or associated members, and their successors, shall have no rights to the association's social fund and may under no circumstances claim any reimbursement whatsoever.

Title III: General Assembly

Article 9: Composition – Powers

The General Assembly shall be composed of all full members and associated members.

The General Assembly shall be exclusively empowered to:

- alter the articles of association, the Charter and any other by-laws;
- appoint and dismiss directors and the president;
- appoint and dismiss the auditor(s);
- discharge the directors and any auditor(s);
- approve the budget and membership fees;
- approve multi-year economic commitments and obligations;
- provide discharge of the accounts;
- proceed to the voluntary dissolution of the association and appoint one or more liquidators;
- exclude full members and associated members; and
- take action in all other cases provided by these articles of association or by the relevant legislation, unless delegated to the Board.

Article 10: Meeting – Notice Convening the Meeting – Representation

The General Assembly shall meet upon being convened either by the Board or upon motivated request by at least 1/5 (one fifth) of the full members, each time that the interests of the association so require, or at least once a year, within 6 (six) months after the closing date of the financial year.

The meetings shall be chaired by the chairman of the Board or, in his absence, by the vice-chairman, or in the latter's absence, by the oldest director present.

All the full members and associated members shall be invited.

The notice convening the meeting shall contain the agenda and shall be sent by regular letter, by electronic mail, by fax or by any other type of communication that materialises in a written document, at least 15 (fifteen) days before the date of the meeting. Any proposal signed by 1/5 (one fifth) of the full members must be put on the agenda.

Any proposal to alter the articles of the association or dissolve the association shall be tabled by the Board or by 1/5 (one fifth) of the full members. The notice convening such an extraordinary meeting of the General Assembly shall be sent at least 30 (thirty) days prior to the date of the meeting.

If the General Assembly is called upon to approve the accounts and the budget, said documents shall be attached to the notice convening the meeting.

The General Assembly shall nonetheless be validly convened in accordance with such methods and within such periods as the Board shall deem appropriate, even orally, when the latter has secured the prior, unanimous consent of the full members.

Similarly, if all the full members have agreed to meet and if they are all present or represented or have cast their vote in writing, the General Assembly shall be lawfully constituted without any time limit or notices convening the meeting being required.

Article 11: Voting rights – Representation of full members and associated members at the General Assembly

Each full member shall have one vote in the General Assembly.

Each member shall designate a representative to represent it at the General Assembly.

The representative shall be a natural person, appointed for that purpose by the competent body of the full member or associated member, whose identity shall be notified to the secretary general of the association together with a copy of the appointment record.

Only full members shall have the right to vote at the General Assembly.

Nevertheless, if the representative is prevented from attending the General Assembly for reasons beyond his control, any full member may be represented by a representative of another full member, vested with written power of attorney to represent it and to vote in its stead.

No full member may hold more than 3 (three) powers of attorney.

The power of attorney of the representative, appointed in accordance with this article, may be withdrawn by the full member concerned, by relevant written notice served to the president or secretary general of the association (i) confirming that the power of attorney of the representative has been withdrawn; and (ii) designating a new representative for the full member or associated member concerned.

All correspondence from the association shall be addressed to the representative.

Article 12: Deliberations

The General Assembly shall deliberate on items that are not on the agenda only if all the full members are present or represented, and provided that a decision to that effect has been taken unanimously. The unanimity thus required shall be established if no opposition to the motion is mentioned in the minutes of the meeting

a) Quorum

Except in cases where it is stipulated otherwise by these articles of association, the General Assembly shall deliberate and adopt resolutions validly only if the majority of full members is present or represented

The General Assembly shall deliberate validly on an amendment of the articles of association or the dissolution of the association, the adoption of standards and of the Charter, only if the item is mentioned in the notice convening the meeting and provided that at least two thirds of the full members are present or represented.

If this quorum is not reached, a second meeting may be convened, with the same agenda, which shall deliberate validly irrespective of the number of full members present or represented. The second meeting may not be held earlier than 15 (fifteen) nor later than 90 (ninety) days after the first meeting.

b) Resolutions

Except if stipulated otherwise in these articles of association, resolutions shall be adopted by majority of the votes cast by the full members present or represented.

An amendment to the articles of association and the by-laws, including the Charter and the standards, shall be adopted only with a two-thirds majority of the votes cast by the full members present or represented.

A decision with respect to the dissolution of the association requires at least a 4/5 (four fifth) majority of the votes cast by the full members present or represented

In case of a tied vote, a second round of voting shall be held. In case of a tied vote in the second round of voting, the chairman of the General Assembly shall have the casting voice.

Any and all changes of the object of the association, as well as the activities it intends to carry out to attain said object, shall require an approving royal decree. Alterations to the articles of association relative to the wording referred to in Article 48(5) and (7) of the Act of

twenty-seven June nineteen twenty-one on non-profit associations, international non-profit associations and foundations shall be recorded by notarial instrument.

Article 13: Minutes

Minutes shall be taken at every General Assembly and shall be signed by the president and the secretary general.

Said minutes, with the exception of those recorded by notarial instrument, and their appendices shall be kept by the secretary general at the registered office in their original material form, in a special register for that purpose, or in a secure electronic form, on any medium and under such conditions as to secure the lasting quality, legibility, integrity, and faithful and sustainable reproduction thereof.

Each member shall receive a copy of the minutes.

Except where legally stipulated otherwise, and barring special delegation by the Board, copies or extracts of said minutes for third parties or for the courts and other purposes shall be signed by the president or the secretary general.

Title IV: Administration

Article 14: Board

The association shall be administered by a Board of Directors, composed of at least 5 (five) and at most 15 (fifteen) natural persons, appointed – and dismissed at all times – by the General Assembly for a maximum (renewable) term of 4 (four) years. The directors shall be chosen from among the respective representatives of each full member, and shall be eligible for re-election.

The Chairman of the Board shall be elected by the General Assembly.

The Board shall elect, from among its members, a vice-chairman and a treasurer. The position of secretary shall be vested in the person of a secretary general, any other third person, or one of the directors. [...]

The directors shall serve their term of office free of charge.

Article 15: End of term – Vacancy

A director's appointment shall come to an end by:

- voluntary resignation, subject to 30 (thirty) days' notice served by registered letter to the president of Board;
- expiry of the term of office;
- death;
- loss of capacity of representative of the full member that he represents;
- insolvency, forfeiture of civil rights, interim receivership;

- dismissal by decision of the General Assembly taken by 2/3 (two thirds) majority of the votes cast by the full members present or represented.

If one or more positions on the Board become vacant, the remaining directors may fill it provisionally. The next General Assembly shall proceed to a definitive appointment or decide to proceed to a definitive appointment at a later stage.

If, as a result of a director's voluntary resignation or dismissal, the number of directors is inferior to the minimum number required by the statutes, the director shall remain in his/her function until a regular replacement is in place.

Article 16: Meetings of the Board – Deliberations

The Board shall meet at least two times a year and each time that its chairman or at least two directors so request.

The notice convening the meeting shall contain the agenda and shall be sent in writing 10 (ten) days prior to the meeting.

The meetings shall be held at the registered office or at the location indicated in the notices convening the meetings.

They shall be chaired by the chairman of the Board or, in his absence, by the vice-chairman, or in the latter's absence, by the oldest director present.

The Board shall deliberate validly only if at least 2/3 (two thirds) of its members are present (physically in a meeting or present in a video- or audio conference).

The decisions of the Board shall be taken on the basis of consensus. In the event the Board fails to reach consensus, a vote shall be taken by majority of the votes cast, whereby each director shall have one vote. In case of a tied vote, the chairman of the meeting shall have the casting voice.

In exceptional cases, duly motivated by urgency, decisions may also be taken in writing or by exchange of e-mails or through audio conferences, provided that all the directors have accepted to resort to this procedure. The minutes shall mention such agreement. Decisions shall be taken in accordance with the conditions of deliberation set out in this Article 16.

The decisions shall be recorded in minutes, signed by the chairman of the meeting and by the secretary, as well as by those directors who so wish.

The minutes and their appendices shall be kept by the secretary general at the registered office in their original material form, in a special register for that purpose, or in a secure electronic form, on any medium and under such conditions as to secure the lasting quality, legibility, integrity, and faithful and sustainable reproduction thereof.

Each full member and associated member may consult said minutes at the registered office. Copies or extracts of said minutes for the courts and other purposes shall be signed by the chairman or, if the latter is prevented, by two directors.

Article 17: Powers of the Board – daily management

The Board shall be vested with the widest powers for the ordinary management and administration of the association within the limits of the annual budget.

The Board shall, under its own responsibility, delegate the daily management, administration or part of its powers to a secretary general who is not a director, any other third person, or one or more directors. The appointment by the Board shall take place in accordance with the rules as described in article 16 of the Act.

The Board shall determine the scope of the delegated powers.

The person with delegated powers can resign voluntarily. If the voluntary resignation puts the operation of the association in jeopardy, the resignation will be suspended until replacement is in place within a reasonable period of time.

The dismissal of the person with delegated powers shall be subject to the rules laid down in article 16 of the Acts of association.

Documents relative to the appointment and discontinuation of duties of the directors and of the secretary general, or of any other third persons empowered to represent the association, shall be deposited and published in accordance with the relevant legal provisions.

Article 18: Rules of procedure

Rules of procedures and by-laws that specify the provisions of these articles of association and define the practical operating arrangements of the association shall be laid down by the General Assembly upon a proposal by the Board.

Article 19: Representation

The Board's general powers of representation as a collegial body notwithstanding, the association shall be validly represented before third parties, including public officials (such as the registrar of mortgages):

- by two directors, including the chairman of the Board, or the chairman and the secretary general, acting jointly;
- or within the limits of daily management, by the secretary general or any other third person(s) appointed for that purpose.

Title V: Financial Year – Annual Accounts – Budget – Audit

Article 20: Financial year – annual accounts

The financial year shall open on one January and close on thirty-one December of every year.

Every year, the Board shall draw up the annual accounts of the financial year that has just closed, in accordance with the relevant legal provisions, as well as the budget for the subsequent financial year, and shall submit both to the next General Assembly for approval.

The Board shall then file the approved annual accounts in the association's folder held by the registrar of the competent commercial court.

The accounts shall be held in accordance with the relevant legal provisions.

Article 21: Audit – Auditor

The review of the association's financial, situation, annual accounts and regularity in regard to the law and these articles of association for operations to be reported in the annual accounts shall be entrusted to one or more auditors appointed by the General Assembly. Insofar as an audit review is required by law, the auditors shall be appointed from among the members of the Institute of Public Auditors.

The auditors shall be appointed for a renewable three-year term. The emoluments of such directors shall consist of a sum fixed at the beginning of their term by the general meeting. They may not be changed without the consent of the parties.

Title VI: Dissolution – Liquidation

Article 22: Dissolution - Liquidation

Without prejudice to the provisions of Articles 55 and 56 of the Act of twenty-seven June nineteen twenty-one on non-profit associations, international non-profit associations and foundations, the association may be dissolved at any time by decision of the General Assembly taken by four fifths majority of the votes cast.

If the association is dissolved, for whatever reason, it shall be liquidated by one or more liquidators, who shall exercise their duties either by a resolution of the General Assembly or, in the absence thereof, by a court decision sought by any interested party.

Article 23: Allocation of assets

In all cases of voluntary or court-ordered dissolution of the association, at any time and for any reason whatsoever, the allocation of the net assets after liquidation shall be determined by the General Assembly or, in the absence thereof, by the liquidators. These assets shall be allocated for a non-profit purpose that comes as close as possible to the object of the association as described in Article 3.

Title VII: General Provisions

Article 24: Legal reference

Everything not expressly provided for in these articles of association and by the rules of procedure shall be governed by the Act of twenty-seven June nineteen twenty-one on non-profit associations, international non-profit associations and foundations. Consequently, provisions from this Act from which there is no legal derogation, shall be deemed entered in these articles of association, whilst clauses that are or were to become contrary to the imperative provisions of said Act shall be deemed not to have been written.

Article 25: Language

The association's two working languages shall be English and French.

These articles of association were written in English and translated into French. In case of doubt, discrepancy or interpretation problems between the two versions, the French version shall take precedence.

All the documents and records of the association required by the relevant laws and regulations shall be drawn up in the language of the Region where the association's registered office is located.