

STATUTES OF THE EUROPEAN COIL COATING ASSOCIATION (ECCA) AISBL

Chapter 1 - Denomination, Registered office, Mission, Objectives, Duration

Art. 1. Denomination

There is hereby formed an international non-profit-making association with a non-profit purpose of international usefulness named « EUROPEAN COIL COATING ASSOCIATION AISBL », in abbreviated form « ECCA AISBL » subject to and in accordance with the Belgian law of June 27th, 1921 concerning the non-profit-making associations, the international non-profit-making associations and the foundations.

Art. 2. Registered office

The registered office of the Association shall be located at rue du Luxembourg 19-21, 1000 Brussels, and may be transferred to any other location in Belgium upon decision of the Board of Directors.

Art. 3. Mission Statement

The Association is dedicated to the promotion of the use of coil and/or sheet coated metal as the environmentally sound, the cost effective and the high quality method of finishing.

Art. 3bis. Non-profit international purpose character of the Association

The mission defined in Article 3 of the present Statutes is applicable internationally and has no profit purpose.

Art. 4. Objectives - Activities

The objectives of the Association are as follows:

- Setting quality performance standards and developing test methods
- Promoting the benefits of coil and/or sheet coated metal with particular emphasis on environmental, cost and quality benefits.
- Stimulating product, process, application and market development

- Development and maintenance of a system of quality management
- Ensure the structures and resources to support the strategic plan of the organisation
- Increasing the awareness of coil and/or sheet-coated metal through professional marketing and by organising educational training programmes for non-users
- Creating an industry network and forum for the development and exchange of ideas
- Representation of the Industry in its contacts with Public Officials and Public Authorities
- Providing liaison with other Trade Associations and Professional Bodies.

To achieve these objectives, the Association will make use, amongst others, of the following activities :

- Organisation of scientific and technical seminars and of international meetings between members and with other actors within the sector.
- Production of statistical, scientific and legal studies for the benefit of its members ;
- Establishment of a quality evaluation system and of monitoring of the assessments
- Establishment of a certification system
- Publication of information for the benefit of the public and the users of the products ;
- Liaising with the European and national institutions.

Art. 5. Duration

The Association may perform directly or indirectly all acts which are in furtherance of the above objectives provided no pecuniary revenue at all accrues to a member or members thereof.

The Association shall be constituted for an indefinite period and may be dissolved at any time subject to and in accordance with the provisions of Chapter 11 infra.

Chapter 2 - Members, Admission, Resignation, Debarring

Art. 6. Categories of membership

A member is any company or scientific institute, which pays a membership fee.

The Association comprises ordinary members with voting rights and extraordinary and provisional members without such rights.

The **Ordinary Members** of the Association are divided in four categories, namely "Coater Members", "Supplier Members", "Stockholder Members", and "Technology providers".

May be admitted as "**Coater Member**" any commercial company which has its registered office and manufacturing facility(ies) in one or more European countries and which is actively engaged in the manufacture of organically coil and/or sheet coated metal. Any subsidiary or sister-company in any

European country actively engaged in the manufacture of organically coil and/or sheet coated metal will have the possibility to benefit from the same membership.

May be admitted as "Supplier Member", any commercial company which has its registered office and manufacturing facility in one or more European countries and produces installations and/or plant and equipment, or supply raw materials or coating products used in the manufacture of organically coil and/or sheet coated metal. Any subsidiary or sister-company in any European country supplying the same product will have the possibility to benefit from the same membership.

May be admitted as "**Stockholder Member**", any commercial company which has its registered office and facility in one or more European countries and whose main activity is to hold stock of organically coil and/or sheet coated metal. Any subsidiary or sister-company in any European country having the same main activity will have the possibility to benefit from the same membership.

May be admitted as "**Technology provider**", any scientific institute or commercial company which has its registered office in one or more European countries and whose main activity is to provide technology and technology consultancy services related to coil coating. Any subsidiary or sister-company in any European country having the same main activity will have the possibility to benefit from the same membership.

May be admitted as an **Extraordinary Member** of the Association any commercial company with its registered office outside Europe which is actively engaged in the manufacture of organically coil and/or sheet coated metal or which manufactures installations and/or plant and equipment, or supplies raw materials or products used in the manufacture of organically coil and/or sheet coated metal as well as any educational, scientific or research institute irrespective of the location of its offices whose interests and aims are deemed compatible with and/or relevant to the objects of the Association.

May be admitted as a **Provisional Coater Member** of the Association any commercial company that has ordered a coil coating line equipment provided it supplies proof of the acquisition of such equipment or the name of said line equipment or the name of the equipment supplier as well as the date the production is expected to start. As soon as production starts, the provisional member is compelled to apply for ordinary or extraordinary membership. Provisional membership is strictly limited to a period defined by the General Meeting and laid down in the Rules of Procedures (Art. 2). Provisional members have no voting rights and are not mentioned on the "Coater Lists".

The Rules of procedure (Art. 1) determine the countries that are part of Europe, in the sense of the present Statutes.

Art. 7. Admission

All applications for membership of the Association shall be sent in writing to the ECCA Head Office and submitted by the latter to the Board of Directors. Decisions regarding admission of new Members shall be taken by the Board of Directors and communicated to the candidates within six (6) months of receipt of said application.

Art. 8. Resignation of membership

Any Member may resign provided written notice be sent to the Board of Directors by registered letter no later than September 30th i.e. three months before the closing of the financial year. The resignation shall only become effective as of January 1st, of the following year.

As a result, upon resignation, the former member shall :

- remain liable for all ordinary or special fees outstanding in respect of their period of membership;
- forfeit all rights to any or all of the assets of the Association; and
- discontinue all reference to Association membership in their business relations, including the use of the ECCA logo.

Art. 9 - Debarring

Is debarred from membership :

- (a) any Ordinary or Extraordinary "Coater Member" who ceases production of organically coil and/or sheet coated metal for more than one year ;
- (b) any Ordinary or Extraordinary "Supplier Member", any "Technology provider" who ceases to supply installations, plant, equipment, raw materials, services or products related to the manufacture of organically coil and/or sheet coated metal ;
- (c) any Provisional Member who has not been admitted as an Ordinary or Extraordinary Member of the Association within the period laid down in the Rules of Procedure according to Article 6 of the present statutes ;
- (d) any Member, upon a two thirds majority decision reached by the General Meeting in accordance with Article 20 of the present Statutes.

The debarring from the membership, made by the Board of Directors (a to c) or by the General Meeting (d), will be notified to the concerned Member by the Board of Directors by means of a registered letter. Only the decision of the Board of Directors shall briefly and succinctly state the grounds for the debarring. This letter will be sent to the registered office or the relevant head office of the debarred Member both having the same value. In the absence of reaction from the debarred

Member within thirty (30) days after receipt of the registered letter the debarring will become effective.

The debarred member who does not agree with the debarring will have the possibility to put his arguments forward in writing within thirty and/or ask to be heard by the General Meeting within (30) days of the mailing date of the notification of the debarring.

The debarred Member will send his notice of protest to the registered office of the Association and this within the foreseen deadline. The General Meeting will take a final decision on the next General Meeting. The final decision shall be sent to the debarred Member by registered letter.

As a result, upon debarring, the former Member shall :

- remain liable for all ordinary or special fees outstanding in respect of their period of membership;
- forfeit all rights to any or all of the assets of the Association; and discontinue all reference to Association membership in their business relations.

Art. 10 - Appeals

In the event of an application for membership being refused by the Board of Directors, the applicant may submit his request to the General Meeting of the Association; there is no appeal from the decision of the General Meeting. However, the candidate may reapply for admission after a period of two years.

No justification need be given concerning the debarring of a Member by virtue of the provisions in Article 9 (d) of the present Statutes.

Art. 11 - Register of members

A register of Members shall be kept by the Secretariat.

Art. 12 – Statistics

The Members are bound and obliged to present their shipment data, and statistics in relation to the coil coating industry, in accordance with the directives, and decisions of the General Meeting laid down in the Rules of procedure.

The precise data, and statistics conveyed by each Member to the Association's Head Office are strictly confidential and may under no circumstances be disclosed to any third party. The Association may however process said data and statistics, then disclose or publish the results provided the disclosed information concerns total figures and the anonymity of each individual Member is safeguarded.

The General Meeting of the Association appoints the person(s) within the Association who is(are) authorized to receive, access, handle and process the data, and statistics conveyed by each Member. The(se) person(s) will be bound by a confidentiality agreement.

Chapter 3 - General Meeting

Art. 13 - Sovereignty

The General Meeting of the Association is the ultimate authority in the Association.

Art. 14 - Delegates

Each ordinary member company of the Association shall appoint a delegate to participate in and vote at the General Meeting of the Association.

Pursuant to Article 6 of the present Statutes, a corporate group is counted as a single Member.

Art. 15 - Frequency of meetings

The Statutory General Meeting of the Association shall be convened by written notice of the Board of Directors and shall take place during the first six months of each year, due notice together with an agenda for the said meeting are to be sent at least six (6) weeks before the date on which the meeting is convened. Any means of modern communication, like email, may be used to send out the notice validly.

Art. 16 - Powers and competence

The General Meeting shall:

- approve the Board of Directors' report regarding the Association's activities during the preceding year;
- approve the accounts for the preceding financial year, including the provisions and reserves;
- determine the budget ;
- discharge the legal liabilities of the Board of Directors and the Auditors.

The General Meeting shall also be competent to decide upon:

- the debarring of members from the Association ;
- affiliation of members in the case of an Appeal ;
- amendments to the Statutes of the Association ;
- dissolution of the Association ;

- the relevance and application of the rules and method defined and submitted by the Board of Directors, to calculate the annual fees to be paid by each Member of the Association and have it laid down in the Rules of Procedure ;
- the relevance and application of the criteria suggested by the Board of Directors for the determination of the number of votes allocated to each Ordinary Member within a category and/or sub-category of Ordinary Members and have it laid down in the Rules of Procedure ;
- any and all such matters as may be submitted to the General Meeting for a final decision.

Art. 17 - Extraordinary General Meeting

An Extraordinary General Meeting shall be held if judged necessary by the Board of Directors or by one-fifth of the membership of the Association. This Meeting is to be convened by written notice, which must be sent together with an agenda to all members no less than three (3) weeks prior to the date fixed for the Extraordinary General Meeting. Any means of modern communication, like email, may be used to send out the notice validly.

Art. 18 - Chairmanship

Any General Meeting of the Association shall be chaired by the President of the Association or, in his absence, by the Vice-President of the Association, or by a Board member duly designated by the Board of Directors.

Art. 19 - Quorum

The quorum shall be met and the deliberations of the General Meeting on all items on the agenda shall be valid, provided the Ordinary Members present or validly represented at the General meeting represent at least 50% of the votes of all Ordinary Members and at least 50% of the votes of all European "Coater Members".

Failing which an Extraordinary General Meeting shall be called in accordance with Article 17 of the present Statutes and shall deliberate validly irrespective of the number of Ordinary and European "Coater" Members present or validly represented.

Art. 20 - Voting

Abstentions shall be counted as neutral, not as negative.

Decisions of the General Meeting shall be valid on the basis of a simple majority of the votes cast by those Ordinary Members present or validly represented.

However, a two thirds majority of the votes cast by those present or validly represented shall be required in respect of :

- any amendment to the Statutes of the Association, including the extension of qualification of membership ;
- the dissolution of the Association;

Any amendment to the Statutes of the Association shall be submitted for approval to the Minister of Justice and be published in the "Annexes du Moniteur Belge".

Art. 21 - Proxies

Any Member of the Association may be represented at the General Meeting by the delegate of another Ordinary Member, this in advising the Secretariat.

However the maximum number of proxies any Ordinary Member may have is limited to 10 regardless of the number of votes they represent.

Art. 22 - Minutes

The minutes of the General Meeting shall be drawn up by the Secretariat. They are to be signed and attested by the President of the Association or, in his absence, by the Vice-President, and another member of the Board of Directors, after approval of the minutes by the General Meeting.

A copy of the minutes shall be sent to all members of the Association within six (6) weeks of the date of the General Meeting.

Chapter 4 - Board of Directors

Art. 23 - Powers

The Board of Directors of the Association shall have the widest powers to perform all acts of administration and to make all arrangements concerning the Association other than those which are by law or by statutes reserved to the General Meeting.

Art. 24 - Composition

The composition of the Board of Directors shall be as given hereafter:

- the Board of Directors is composed of a maximum of nineteen (19) and a minimum of eleven (11) directors herein included the President, the immediate Past-President, the Vice-President (hereafter defined as ex-officio members) and the Chairmen of the Marketing, Technical and Environment & Sustainability Committees, the latter being co-opted ;
- the Board of Directors shall comprise at least eleven (11) European "Coater Members" ;

- every member of the Board of Directors shall be a delegate of an Ordinary Member ;

At the time of the election of the Board of Directors,

- the President and the Vice-President shall come from different Members and different countries (according to their business address) ;
- the Board of Directors (including ex-officio and co-opted members) shall comprise four (4) persons at the most coming from the same Member ;
- the Board of Directors (excluding ex-officio and co-opted members) shall comprise three (3) persons at the most coming from the same country (according to their business address) but from different Members.

Art. 25 - Elections and voting

1. Elections:

Elections to the Board of Directors shall be organised as stated hereafter:

- The Vice-President is chosen by the outgoing Board of Directors for a two-year term of office. A geographical rotation will be taken into account, it being understood that the President and Vice-President must be from two different countries (according to their business address). The proposal of the Board of Directors shall be submitted to the General Meeting for approval;
- after two years in function, the Vice-President shall automatically become President for a two-year term of office, except in case of incapacity or incompatibility of the present statutes, in which case the President is chosen by the outgoing Board of Directors for a two-year term of office. The Proposal of the Board of Directors shall be submitted to the General Meeting for approval ;
- The terms of office of the President and Vice-President are renewable for one year with the consent of the Board of Directors;
- The immediate Past-President shall have a seat on the Board of Directors provided he is still involved in the coil coating industry and coming from an Ordinary Member;
- Other members of the Board of Directors shall be elected by the General Meeting on the basis of proposals from National Groups, individual member companies, or members of the Board of Directors communicated to the Board of Directors at least 10 weeks before the General Meeting is held;
- The list of vacant positions shall be compiled by the Board of Directors, taking into account a geographical spread and a representation of all classes of membership;
- The list of candidates shall be published six (6) weeks in advance of the General Meeting;

- The co-opted members shall be confirmed by endorsement in their office by the General Meeting.

2. Voting:

- Each Ordinary Member holds as many votes as there are persons to be elected multiplied by the number of votes of the category or sub-category of Ordinary Members he belongs to ;
- The candidate receiving the highest number of votes shall be elected. Account should be taken of the rules set in Article 25, al. 1 of the present Statutes ;
- The votes shall be counted in confidentiality by one or more members of the Head Office in the presence of 2 volunteer supervisors drawn from the participants. The results shall be announced at the end of the statutory General Meeting.

Art. 26 - Term of office

Co-opted members are appointed for a period of three years, renewable for the same function. The other members of the Board of Directors are appointed by the General Meeting for a nominal period of one year, renewable.

In case either chairman of the Marketing, the Technical or the Environment & Sustainability Committee is unable to fulfil his duties by reason of incapacity or incompatibility with the present Statutes, he will be replaced by the assistant chairman of the relevant Committee who will nevertheless only have a function of advisor to the Board of Directors according to Article 32 of the present Statutes and this till the next General Meeting.

Art. 27 - Meetings

The Board of Directors shall meet when convened by the President or, in his absence, by the Vice-President. The Meetings are to be convened by written notice, which must be sent five (5) days prior to the date fixed for the meeting.

Art. 28 - Quorum

The members of the Board of Directors may appoint a representative by proxy in favour of another member of the Board of Directors.

The maximum number of proxies any member of the Board of Directors may have is limited to four.

Decisions of the Board of Directors shall be valid only upon condition that no less than six of its members are actually present and no less than two thirds of its members are present or validly represented.

Art. 29 - Voting

Each member of the Board of Directors holds a single vote. Decisions shall be taken on the basis of a simple majority vote of those present or validly represented. In the event of a tie, the President or, in his absence, the Vice-President shall have the casting vote.

No member of the Board of Directors shall vote on an issue concerning the company they belong to or are associated with. The Rules of procedure determine when a member of the Board of Directors is considered to be associated with a company.

Art. 30 - Remuneration

The Members of the Board of Directors shall perform their duties without remuneration.

Art. 31 - Advisors to the Board of Directors

The Board of Directors, on its own initiative and responsibility, may invite to its meetings or to a part thereof, in a purely consultative capacity, any other persons whose presence may be considered useful or necessary by the Board.

Art. 32 - Delegation of powers

The Board of Directors shall appoint and duly authorize a person or persons empowered to commit and represent the Association either generally or with regard to a specific purpose.

As far as daily affairs and legal actions are concerned, the Board of Directors confers powers as follows:

- A) the President and the Vice-President of the Board of Directors, acting jointly and together, are invested with the widest powers to ensure a good management and validly represent the Association in all judicial and extra-judicial acts ;
- B) the President, the Vice-President and the immediate Past-President of the Board of Directors, the Managing Director of the Association, the latter ones as special proxies :
 - 1) Any of these four persons acting alone are authorized to sign all letters and documents related to the day-to-day affairs of the Association comprising neither financial operation nor contractual obligation.
 - a) The Managing Director of the Association acting alone engages the Association up to an amount of 25 000, 00 € ;

- b) the Managing Director of the Association is authorised to make any payment of the rent and related costs due for the offices in which the Association's Head Office is established, any payment of taxes payable to the Ministry of Finances or other authorities (including income tax from wages) and any payment to the Office National de Sécurité Sociale;

The Managing Director of the Association, and this with no limitation, shall sign all act and document for the internal transfer of funds between bank accounts of the Association as well as for bank deposits and the acquisition of state bonds in view of securing an increase of the Association's assets by obtaining interests

- c) The Managing Director of the Association acting together and jointly with either the President, the Vice-President or the immediate Past-President may engage the Association with no limitation by any act and document for the withdrawal and transfer of funds by bank draft or order of transfer from the assets in any bank, as well as all remittance and acknowledgement of negotiable bills or documents and other similar documents, all correspondence and document comprising financial operations and contractual obligations ;

- 2) With exception to the above, one of the four persons mentioned above, acting alone, may certify the invoices issued by the Association and acknowledge receipt on behalf of the Association to any third party and notably to any postal, telegraph, railway company or carrier.

Art. 33 - Minutes

Minutes shall be drawn up at each meeting of the Board of Directors and shall be signed and attested by the President or, in his absence, by the Vice-President or the immediate Past-President .

Chapter 5 - Executive Committee

Art. 34 - Composition

The composition of the Executive Committee shall be as given hereafter:

The Executive Committee comprises the President, the immediate Past-President, the Vice-President, the Marketing Committee, the Technical Committee, the Environment and Sustainability Committee chairs and the Managing Director of the Association (non-voting member).

Art. 35 - Purpose

The purpose of the Executive Committee is defined thus, to supervise the day-to-day management of the Association, to prepare the meetings of the Board of Directors, and should the case arise, to carry out or supervise any such task or tasks as may be specifically delegated to it by the Board of Directors.

Chapter 6 - Committees

Art. 36 - Establishment

The Association may set up such Committees as deemed necessary for the implementation of projects or the co-ordination of the activities of the Association.

Art. 37 - Composition and modus operandi

The composition and modus operandi of the standing committees of the Association shall be defined in the first instance by the Board of Directors and subsequently ratified by the General Meeting.

There currently exist three standing committees: the Marketing Committee, the Technical Committee and the Environment and Sustainability Committee who shall work in close association where necessary.

The Members of a Country may appoint a delegate to the Marketing Committee, a delegate to the Technical Committee and a delegate to the Environment and Sustainability Committee.

Chapter 7 - National Groups

Art. 38 – National Groups and National Associations

The Members of the Association are free to set up a National Group or a National Association in each European country. They may adopt the statutes they see fit provided the statutes and decisions of the National Group/National Association are consistent with –and do not contradict- the Statutes, values and objectives of the European Association. All Members of the Association are free to join the relevant National Group/National Association.

Members of National Groups or National Associations must be prior Members of the European Association before being a member of the National Association.

However, a National Group or National Association may confer the status of associate member to artificial or natural persons who are not involved in business activities within the coil coating industry provided the Members of the Association and the National Group or National Association refrain from leaking information and documents from the Association to associate members. The associate members of the National Groups/National Associations shall also refrain from using the acronym («ECCA»), logos and social denomination of the Association and refrain from mentioning or suggesting any membership to the Association.

Each National Group/National Association may present candidates to the elections of the Board of Directors of the Association.

Membership to the Association remains exclusively regulated by the present statutes.

Any disputes relating to:

- the respective rights of the Association and the National Groups/National Associations;
- the respective duties of members towards the Association or the National Groups/National Associations, where these duties are incompatible;

fall within the exclusive competence of the Board of Directors of the Association which shall give, in the role of arbiter, a final decision in the matter.

Chapter 8 - Head Office

Art. 39 - Establishment

The Association shall set up and maintain an independent Head Office located in Belgium at the registered office.

Art. 40 - Powers

The Head office is responsible for the day-to-day management of the Association. It shall, at all times and in all circumstances, act on the authority and following the instructions of the Board of Directors.

Chapter 9 - Membership fees

Art. 41 - Annual fees

In pursuance of Article 16, every Member of the Association shall be liable to pay each financial year, an annual fee, the level and the deadline of payment of which shall be set by the General Meeting of the Association for each category and sub-category of Members.

Art. 42 - Extraordinary fees

The General Meeting may decide, within the scope of the Association's budget, to levy an extraordinary fee the level of which it also sets.

Art. 43 - Initiation fee

An initiation fee shall be levied once at the time of affiliation to the Association. Its level shall be set in the first instance by the Board of Directors.

Chapter 10 - Reporting requirements

Art. 44 - Financial year

The financial year shall be concurrent with the civil year.

Art. 45 - Accounts

The annual accounts of the Association shall be drawn up each year and submitted to the General Meeting for approval.

Art. 46 - Auditors

Because of the international character of the Board members, prior to submission to the General Meeting, the annual accounts of the Association shall be examined by a trustee financial auditing company approved by the Board of Directors of the Association. The annual accounts shall be filed each year with the Ministry of Justice.

Chapter 11 - Dissolution

Art. 47 - General Provisions

Dissolution of the Association may be decided upon at any time but shall be pronounced only at an Extraordinary General Meeting convened specifically for this purpose.

Art. 48 - Quorum

The General Meeting may only pronounce the dissolution of the Association provided the Ordinary Members present or validly represented at the General Meeting represent at least three quarters of the votes of all Ordinary Members. Should the General Meeting not be quorate, another General Meeting shall be called within twelve (12) weeks. The latter may decide upon the dissolution of the Association regardless of the number of Members present or validly represented.

Art. 49 - Voting

A majority of not less than two thirds of the votes of those present or validly represented shall be required to pronounce the dissolution of the Association.

Art. 50 - Disposal of assets

Should the Association be dissolved, the General Meeting shall make the necessary provisions for the disposal of the possible net assets remaining after the winding up of the Association on basis of proposals prepared by the Board of Directors, provided the disposal of these assets be allocated to a disinterested purpose.

Chapter 12 - Miscellaneous stipulations and general requirements

Art. 51 - Rules of Procedure

Without prejudice to the present Statutes, the Association shall draw up and implement specific Rules of Procedure for the Association governing the day to day conduct and administration of the Association's affairs.

Art. 52 – Disclosure - «ECCA » acronym and logos

Members of the Association shall be prohibited from divulging technical or commercial information relating to other members of the Association where access to such information derives solely from the fact of membership of the Association.

The Association holds the rights on the «ECCA» acronym, logos and its social denomination. The Members of the Association are authorized to use these acronym, logos and social denomination but only in accordance with the Rules of Procedures regulated by the General Meeting.

Art. 53 - Liability of members

No member of the Association shall be held personally liable for any debts contracted or obligations entered into by the Association.

Art. 54 – Closing rule

What has not been specifically provided by the present Statutes shall be ruled by the provisions set in Title III of the Belgian law of June 27th, 1921 concerning the non-profit-making associations, the international non-profit-making associations and the foundations.

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