



ARTICLES OF ASSOCIATION PETCORE EUROPE

ARTICLE 1. NAME, DOMICILE and TERM

- a) The "PET Container Recycling Europe", abbreviated to PETCORE EUROPE and hereinafter referred to as the Association, shall be an international non-profit association constituted in accordance with the provisions of the Belgian Code on Companies and Associations (hereafter referred to as the "BCCA").

Its registered office shall be established in Belgium and shall be in the Brussels's Capital Region. It may be moved to any other location in Brussels or its suburbs following a decision taken by the Association's Board of Directors and published in the Annexes of the Moniteur Belge.

- b) Its geographical area of activities shall be worldwide with a focus on the EU, EFTA and UK
- c) The Association shall be set up for an indefinite term. Its dissolution shall be possible at any time in accordance with these Articles of Association.
- d) All deeds, invoices, announcements, publications and other documents issued by the Association shall mention the above-mentioned name, immediately preceded or followed by the words "international non-profit association" or the acronym "aisbl", as well as the address of the Association's registered office, the term "register of legal persons", the e-mail address, the website, as well as the VAT number of the Association, and, if applicable, the fact that the Association is in liquidation.

ARTICLE 2. MISSION AND GOALS

The **Mission** of PETCORE EUROPE is "To position PET as packaging material of choice in a sustainable circular economy".

The **Goals** of PETCORE EUROPE, a non profit association, are to (ensure that):

- The entire PET industry is well aligned and joins mutual forces to deliver sustainable growth across the whole value chain for its members and partners.
- PET is recognized as an environmentally friendly material and as an outstanding contributor to the EU Circular Economy.

PETCORE takes initiatives and leads or contributes to specific projects, Working Groups and communication media, which effectively demonstrate such a recognition by:

- Supporting and validating innovative packaging solutions which provide true life-cycle environmental benefits including post-consumer recycling.
- Working with all relevant RPET users to ensure continuous increase of post-consumer PET collection, recycling, and usage.
- Sharing solid expertise to validate the recycling capability of the PET products for both food and non-food applications in the circular economy.

Petcore will rapidly respond to any concern on products made by vPET and/or rPET from the public and the institutions using the expertise of its Members.

Petcore will effectively advocate the benefits brought by the PET value chain so that they are well reflected by the European institutions and other leading European organizations in their respective legal framework and position statements.



The goals will be carried out by:

- Working on projects aimed at increasing the volumes of PET recycled
- Promotion, advertising, and marketing of programs to collect post-consumer PET packaging
- Coordination with the recycling efforts of the PET container users' industry
- Communication of the positive results of the Association's programmes to relevant authorities and into the general public domain
- Co-operative activities with related industry groups; public sector and other parties interested in the purposes of the Association
- Identification, development and promotion of alternative end use applications for reclaimed PET
- Promotion of the efficient use of PET containers by the assembly and dissemination of scientific, engineering, and other information but excluding all matters of a commercial nature
- Communication with the public and authorities, using the technical and presentational expertise of the associations' Members
- In addition, PETCORE Europe will do other things related to the above purposes which are necessary, convenient, or expedient for the best interests of its Members.
- The Association shall ensure however that it does not engage in any activity prohibited by European law nor act in any manner inconsistent with the Association's articles of association, as may be amended from time to time.
- Members shall pay dues at the levels set by the Board of Directors and approved by the General Assembly.

ARTICLE 3. MEMBERSHIP

Section 1. NUMBER OF MEMBERS

The Association should have at least four (4) Members.

Section 2. QUALIFICATIONS FOR MEMBERSHIP

Membership shall be open to associations and individual companies.

All Associations and individual companies applying for membership need to have legal personality.

a) Associations

Membership is open to associations fulfilling the following conditions

- having legal personality
- being a relevant representative of the following PET value chain stakeholders (one or more of the following)
 - ✓ PET resin and PET raw materials (PTA) manufacturers
 - ✓ PET converter
 - ✓ PET recycler
 - ✓ PET packaging brand owners
 - ✓ PET machinery manufacturer
 - ✓ PET end-users
 - ✓ PET additive suppliers
 - ✓ Other PET related industrial companies



b) Companies

Membership is open to companies fulfilling the following conditions:

- Having legal personality
- Being involved in the following activities (one or more of the following):
 - ✓ The manufacture of PTA or ancillary chemicals used to make PET
 - ✓ The manufacture of PET
 - ✓ The commercial manufacturing and sale of PET articles from virgin and recycled PET
 - ✓ The supply of ancillary chemicals used in the manufacture of PET Articles
 - ✓ The commercial manufacture and sale of solid and liquid foodstuffs filled in PET packaging in Europe, provided that a significant volume of their products are sold in PET containers
 - ✓ The commercial reclaim of post-consumer PET containers in Europe, the product of which is sold as flakes or pellets
 - ✓ The sales of equipment used in the value chain from PET manufacture to production of recyclete
 - ✓ Other activities with prevailing interest in PET

Section 3 CLASSES OF MEMBERSHIP, FEES AND VOTING RIGHTS

MEMBERSHIP

There are three classes of membership: Primary Members, Ordinary Members and Adherent Members, jointly “Members”:

a) Primary Members

Primary Membership is only open to associations with a registered office in the EU, EFTA or the UK (“**Primary Member Condition**”). They have to fulfil the conditions set out in article 3 - section 2.a.

b) Ordinary Members

Ordinary Membership is only open to individual companies which, or of which a subsidiary or parent company – within the meaning of art. 1:15 of the Belgian Code of Associations and Companies - has its registered office in the EU, EFTA or the UK (“**Ordinary Member Condition**”). They have to fulfil the conditions set out in article 3 - section 2.b;

c) Adherent Members

Adherent Members are (i) Primary Members not fulfilling the Primary Member Condition and (ii) Ordinary Members not fulfilling the Ordinary Member Condition.

FEES

Each Ordinary Member fulfilling the Ordinary Member Condition shall pay the Flat membership fee which is determined by the General Assembly upon proposal of the Board of Directors (“**Flat Membership Fee**”).

The membership fee for Primary Members fulfilling the Primary Condition is 6 (six) times the annual Flat Membership Fee.

Primary Members can request the Board of Directors to reduce their membership fee between 1-6 x the annual Flat Membership Fee.

The membership fee for Adherent Members is determined by the General Assembly upon the proposal of the Board of Directors. A distinction can be made per type of Adherent Member.



VOTING RIGHTS

Ordinary Members fulfilling the Ordinary Member Condition have one (1) voting right per company.

Primary Members fulfilling the Primary Member Condition have six (6) voting rights per association.

Primary Member that have a reduced Flat Membership Fee will have proportioned voting right between 1-6 depending on and proportional with their annual fee structure. For the sake of clarity, a Primary Member who has a reduced membership fee to three times (3x) the annual flat fee will have three (3) voting rights at the General Assembly.

These votes are referred to as “**Voting Rights**” and Ordinary and Primary Members have Voting Rights pursuant to this Section 3 of this article are hereinafter referred to as “**Voting Members**”.

“Voting Representation” as referred to in Article 5 Section 4 means the total number of voting rights owned by all Voting Members, whether they are present or represented at the General Assembly or not.

Adherent Members shall have no voting right at the General Assembly or at any meeting of the Association.

Section 4. APPLICATIONS FOR MEMBERSHIP

Application for membership shall be made in such form as the Board of Directors may prescribe. Applications for membership shall be submitted to the Chairman of the Board of Directors or Secretary General of the Association and shall be approved by the Board of Directors unless it finds that the application does not meet the qualifications set forth in Section 2 of this Article.

The Board of Directors shall act on each application for membership, either at a meeting or by mail ballot within ninety (90) days following receipt of the application by the Chairman of the Board of Directors or Secretary General. In the case of a mail ballot, members of the Board of Directors not voting within twenty (20) days after the date of mailing of the ballot shall be deemed to have voted to approve the application. Voting will be in accordance with Voting Rights as detailed in Article 6, Section 7.

Section 5. RESIGNATIONS

Any Member may withdraw from the Association after fulfilling all obligations to it, by giving written notice of such intention to the Chairman of the Board of Directors or Secretary General at least six (6) months before the effective date of such withdrawal. The Board of Directors will be informed of any notice so given following receipt of such notice by the Chairman of the Board of Directors or the Secretary General.

Members will be expected to pay all pro-rated annual membership fees up to the final date of withdrawal. Any Members withdrawing shall, by the act of such withdrawal, cease to have any further interest in the funds, assets, and activities of the Association and shall not be entitled to any refunds of any type or in any amount.

Section 6. SUSPENSION.

Any Member who is in default in the payment of dues for a period of ninety (90) days after such dues become payable may, in the absence of good cause found to exist by the Board of Directors, be suspended from membership by a majority vote of the Directors present at the duly constituted meeting of the Board or by a mail ballot. Voting will be in accordance with Voting Rights as detailed in Article 6, Section 7.

Any Members so suspended shall, forfeit all rights and privileges of membership in the Association; provided, however, that suspension shall not relieve a Member from the requirement of fulfilling all incurred legal obligations to the Association-including payment of the fees due. In the event of fees not been paid, and after ninety (90) days, the Association could take all legal steps necessary to recover the fees due.



Section 7. TERMINATION FOR LACK OF QUALIFICATIONS

Membership in the Association shall terminate when

- a) A Member ceases to meet the membership qualifications set forth in Section 2 of Article 3
- b) A Member does not respect the duties and obligations as set forth in these articles of association
- c) A Member doesn't comply with EU competition law

In these cases, the Member's exclusion shall be proposed by the Board of Directors, in accordance with voting rights and majority as detailed in Article 6, Section 7.

The exclusion of a Member may only be decided by a majority vote of the General Assembly, in accordance with Voting Rights as detailed in Article 3, Section 3. The Member for whom exclusion is proposed shall not be taken into account in determining the above-mentioned quorum and majority.

Any exclusion of a Member must be duly indicated in the notice of the General Assembly deciding on such exclusion. At least twenty (20) days before the meeting of the General Assembly deciding on the expulsion, the Chairman of the Board shall inform the Member concerned of the reasons for the exclusion. The Member concerned shall have the right to present its defense at the meeting of the General Assembly deciding on its exclusion and to be assisted by a lawyer. The decision to expel shall be notified to the Member. The exclusion shall take effect immediately upon the decision of the General Assembly.

Members who are expelled from the Association shall remain liable to pay membership fees for the entire fiscal year in which they resign or are expelled.

ARTICLE 4. BUDGET AND DUES

Section 1. BUDGET AND ACCOUNTS

A budget of expenditures for each year shall be agreed by the Board of Directors and proposed for acceptance by the Annual General Meeting, acting on a majority vote. Voting will be in accordance with Voting Rights as detailed in Article 3, Section 3.

The Board will approve the Accountant's final end year financial statements (operating statement and balance sheet) reflecting the association's accounts (financial position) to be made available to the members of the Board within ninety (90) days after the close of each budget year. These annual financial statements of the accounts shall be proposed for acceptance by the Annual General Meeting, according to paragraph 1 of Article 4, Section 1.

Section 2. DUES

Members shall pay dues decided, as appropriate, by the Board of Directors. For new Members, dues shall be pro-rated monthly for the portion of that budget year during which they become Members.

Section 3. PAYMENT OF DUES

Dues payable shall be made in advance to the Association on an annual basis.

Section 4. OTHER CHARGES

Additional charges for other services or activities as deemed appropriate and proper may be established by the Board of Directors and will be re-invoiced to the Members. Examples of such charges are: Project Evaluation and Funding, Sub Committee Task Costs...

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ORGANIZATIONAL STRUCTURES

The organizational structures of the Association are:

1. The General Assembly or, as referred to by the law, the "assemblée générale ", hereinafter abbreviated as GA; and
2. The Board of Directors, or, as referred to by the law, the "organe d'administration", hereinafter abbreviated as BoD.

ARTICLE 5. GENERAL ASSEMBLY

Section 1. POWERS

The General Assembly will have the following powers:

- 1) To approve the budget.
- 2) To elect or revoke Directors.
- 3) To approve the accounts of the Association established for the previous fiscal year.
- 4) To grant discharge to the Directors for performance of their duties.
- 5) To modify the articles of association as provided hereafter.
- 6) To decide on the dissolution of the Association.
- 7) To appoint and dismiss the auditors and, where appropriate, determine their remuneration.
- 8) To decide on and modify the membership fees provided in Article 3 Section 3, as suggested by the Board of Directors.

There shall be a minimum of one General Assembly meeting per year for all Members (the annual meeting). This meeting shall be at an appropriate time and place fixed by the Board of Directors.

Section 2. SPECIAL MEETINGS

Special or Extraordinary General Meetings ("EGM") may be called by the Board of Directors.

If an occasion arises where Petcore Europe is bound by its articles of association or the law to call an EGM, the Secretary General may as appropriate email all Members detailing a proposal. Each Member will have thirty

(30) calendar days from the date of this proposal to cast their vote. Any Member who doesn't reply within the thirty (30) days is deemed by default to be in favour of the proposal. The votes will be counted and the proposal passed or rejected in accordance with the articles of association. Any decision adopted by the thirty (30) day rule will be implemented immediately but will have to be ratified at the next General Assembly and the articles of association may need to be amended.

Section 3. NOTICE OF MEETINGS

A notice stating the time, place, agenda and purpose of each meeting signed by the Chairman of the Board of Directors or Secretary General, shall be emailed to the last recorded address of each Member not less than thirty (30) days, nor more than sixty (60) days, prior to the time fixed for the meeting. Such notice shall state any equitable limitation on meeting attendance, other than by Voting Members that may be deemed necessary to assure orderly proceedings.

Section 4. QUORUM

The presence in person or by proxy of one-half of the voting representation of Voting Members of the Association entitled to vote shall constitute a quorum for the transaction of business. Voting will be in accordance with Voting Rights as detailed in Article 3, Section 3.



Section 5. DESIGNATION OF VOTING REPRESENTATIVES.

Each Voting Member shall in advance designate, by email to the Chairman of the Board of Directors or Secretary General, a representative who shall be entitled to vote for the Voting Member at the Association meetings. An alternate representative may also be named for each Voting Member.

The Voting Members may be represented at the Annual General Meetings by a special proxy nominated in advance of the meeting. Such proxy must be a Voting Member of the Association. A special proxy can represent maximum two (2) Voting Members.

Section 6. PLACE OF MEETING & ONLINE MEETINGS

If in person or hybrid, all General Assembly Meetings of the Association shall be held in the EU, EFTA and UK with a preference for Brussels.

The General Assembly can be attended by video- or teleconference via electronic means of communication made available by the Association.

The notice contains the data required to participate in the video- or teleconference as well as a description of the procedure to be followed for remote participation.

The chosen means of communication allows the participants to:

- a) Verify the identity and status of the other participants.
- b) Take direct, simultaneous and uninterrupted cognizance of the discussions during the meeting.
- c) Participate in the deliberations and ask questions.
- d) Exercise their right to vote on all points on which the meeting is required to take a resolution.

Any technical difficulties which have prevented or disrupted participation by electronic means shall be mentioned in the minutes of the General Assembly.

As far as the quorum and majority requirements are concerned, Members who participate in this way at the General Assembly shall be deemed to be present at the place where the General Assembly is held.

The "Bureau" may participate in the General Assembly virtually and does not have to participate physically. For the purposes of quorum and majority requirements, Members who participate in this way in the General Assembly are deemed to be present at the place where the General Assembly is held. The Bureau is composed of the Chairman of the Board of Directors.

Section 7. MEETINGS IN WRITING

Voting Members may, unanimously and in writing, take all resolutions that fall within the powers of the General Assembly, with the exception of amendments to the Articles of Association. The members of the Board of Directors may, at their request, take cognizance of such resolutions.

Section 8. MINUTES

The deliberation of a General Meeting shall be recorded in the minutes signed by the Chairman of the Board of Directors. The Secretary General will post all minutes on the Petcore Europe Intranet and will send an electronic copy to all Members. All minutes are kept in a register at the Association's seat where all the Members may consult and make a copy thereof.

Section 9. CONFLICTS OF INTEREST

Whenever a Voting Member or its representative of the General Assembly finds himself or herself in a situation that gives rise or is reasonably likely to give rise to a Conflict of Interest, he or she must declare his or her interest to the Members unless, or except to the extent that, the other Members are or ought reasonably to be aware of it already. If any question arises as to whether a Member has a Conflict of Interest, the question shall be decided by a simple majority decision of the General Assembly. Whenever a matter is to be discussed or decided at a meeting and a Voting Member or its representative has a Conflict of Interest in respect of that matter then, he or she must:

- a) remain only for such part of the meeting as in the view of the other Members is necessary to inform the debate;
- b) not be counted in the quorum for that part of the meeting; and
- c) have no vote on the matter.

Whenever a decision at a meeting has been taken and the Conflict of Interest has not been raised by the Voting Member or its representative concerned, the General Assembly decision can be challenged and become invalid once the Conflict of Interest is revealed.

Where Conflict of Interest means: “any direct or indirect interest of a Voting Member or its representative or of a member of the Board of Directors that damages the interests of the Association, that might influence a particular decision-making process affecting the integrity or the reliability of the outcome”.

ARTICLE 6. BOARD OF DIRECTORS

Section 1. POWERS AND DUTIES

The Board of Directors shall be responsible for:

- 1) Coordinating the activities of the Association.
- 2) Recommending changes in the composition of the Board of Directors and ensuring compliance with Belgian Law and EU competition law.
- 3) Effecting the preparation of an audited financial statement reflecting the Association's operations, said statement to be made available to the members of the Board of Directors within ninety (90) days after the close of each budget year.
- 4) Establishing general policies and operating procedures for the Association.
- 5) Preparation of the Association's financial reports, budgets, and investment.
- 6) Selecting an independent accountant, auditors, banking establishments, and investment counsellors for the Association.
- 7) Creating committees of the Board of Directors in accordance with Article 8 where appropriate and necessary.
- 8) Electing the officers of the Association.
- 9) Designating the time and place of meetings of the General Assembly of the Association, as well as meetings of the Board of Directors.
- 10) Amending the Internal Regulations.
- 11) Suspending a Member in accordance with section 6 of article 3.
- 12) Proposing the General Assembly to exclude a Member.
- 13) Any power given in the current articles of association.



14) The Board will be responsible for dealing with any residual matters not covered by these articles of association.

15) Propose to the General Assembly to modify the membership fees.

Section 2. COMPOSITION

The number of member representatives on the Board of Directors will be minimum five (5) and maximum fifteen (15), including a chairman, a vice-chairman and treasurer.

Each Primary Member will have three (3) seats on the Board of Directors. This number will be reduced pro rata related to the factor of any reduction of the membership fee agreed upon.

The members of the Board of Directors are elected and appointed by the General Assembly using the Voting Rights described in Article 3, Section 3.

The Secretary General proposes to the Board of Directors a representative of a Member as potential new Board member that must be a key representative element of the value chain.

Changes in composition of the Board of Directors will be at the recommendation of the Board of Directors and with approval of the Annual General Assembly Meeting.

Facilitation of a proposed change in the designated representative of a Member company will be the responsibility of the Board of Directors.

It will be the responsibility of the Board of Directors to have member representational changes published in the Annexes of the Moniteur Belge.

Section 3. TENURE

Each board member is elected for a period of three (3) years. They can be re-elected only twice except in the event that there is no other candidate, in which case re-election can exceed two times.

The members of the Board of Directors shall rapidly propose the replacement of any vacancy occurring before the end of the three (3) years term, until the end of that period. The leaving representative is preferably replaced by someone who represents the same main activity of the previous Member.

Section 4. CESSATION OF MEMBERSHIP OF THE BOARD OF DIRECTORS

A member of the Board of Directors may resign at any time by sending a registered letter to the Chairman of the Board of Directors who informs the Secretary General and the General Assembly. A member of the Board of Directors shall be considered to have resigned with immediate effect in case he or she ceases to be working or having an official role for a Member he or she represents.

A Director will cease to be a member of the Board of Directors for one of the following reasons:

- a) Revocation by the General Assembly upon proposal by the Board of Directors, in accordance with Article 5 Section 1.2, which may occur at any time for serious and justified reasons in the following circumstances:
 - conducting actions obviously contradicting the interest of the Association.
 - conducting actions obviously contradicting the duties of a member of the Board of Directors, e.g. not attending two meetings of the Board of Directors in a row.
 - conducting actions obviously contradicting the Board of Director's decisions.
 - being in a situation of Conflict of Interest as defined under article 6 Section 11 below.
- b) Termination of his tenure following the Voting procedure in Article 6, Section 2.
- c) Upon death.



In case of resignation or dismissal of a member of the Board of Directors, the vacancy shall be filled immediately after receipt of the notice of resignation or dismissal by the Board of Directors through cooptation. A director thus appointed must be confirmed at the next General Assembly meeting.

Section 5. MEETINGS

The Board of Directors shall hold at least three (3) regular meetings each year. A schedule of the meeting dates will be distributed by the Board of Directors at the beginning of the year. The meetings of the Board of Directors will be called by the Secretary General. Special meetings of the Board of Directors may be called by the Chairman of the Board of Directors, or at the request of not less than three (3) Directors. The place of the meetings will be preferably Brussels (whether in person or hybrid).

Section 6. NOTICE

Notice of the time, place, and agenda of any meeting of the Board of Directors shall be given in writing and e-mailed to the last recorded address of each Director not less than twenty (20) days prior to the date of the meeting.

Section 7. QUORUM AND VOTING

The presence in person of at least a majority of the Directors holding office shall constitute a quorum for the transaction of business.

Each member of the Board of Directors will have one (1) vote.

Except when otherwise provided in these articles of association, the Board shall act by majority vote of those Directors present in person or by proxy.

The Board shall vote by either an open count or, at the request of any Director or Director's proxy, by secret written ballot, and the results shall be tabulated and reported by the Secretary General. In the event of a tied vote the Chairman of the Board of Directors shall have a casting vote.

The voting rights of a member of the Board of Directors may be granted by proxy to another member of the Board of Directors.

Section 8. ANNUAL REPORT

The Board of Directors shall cause to be prepared an Annual Report on the activities and operations of the Association. This report shall include all pertinent and relevant financial data bearing on past operations and plans for the following year.

Section 9. COMPENSATION

Members of the Board of Directors shall not receive any compensation for their services as members of the Board of Directors.

Section 10. MINUTES

The decisions of the Board of Directors are recorded in minutes approved by the Chairman of the Board of Directors. All members of the Board of Directors receive an electronic copy thereof.

All minutes are kept in a register at the Association's seat where all the Members may consult and make a copy thereof.



Section 11. CONFLICTS OF INTEREST

Whenever a member of the Board of Directors finds itself in a situation that gives rise or is reasonably likely to give rise to a Conflict of Interest, it must declare its interest to the other members of the Board unless, or except to the extent that, the other members of the Board are or ought reasonably to be aware of it already. If any question arises as to whether a member of the Board of Directors has a Conflict of Interest, the question shall be decided by a simple majority decision of the Board of Directors. Whenever a matter is to be discussed or decided at a meeting and a member of the Board of Directors has a Conflict of Interest in respect of that matter then, it must:

- a) remain only for such part of the meeting as in the view of the other members of the Board of Directors is necessary to inform the debate;
- b) not be counted in the quorum for that part of the meeting; and
- c) have no vote on the matter.

Where the term Conflict of Interest shall have the following meaning “when a member of the the Board of Directors is called upon to take a decision or give an opinion on a transaction (i) in which he or she has a direct or indirect interest of a proprietary nature which damages to the interests of the Association, (ii) between the Association and another association or company in which he or she also holds a directorship in this other entity, or (iii) in respect of which he or she is aware of sensitive information or would obtain sensitive information that could influence his or her decision within the Association or another association or company in which he or she is also a director.

Section 12. Liability

The members of the Board of Directors and, where applicable, the persons delegated to day-to-day management are not personally bound to carry out the commitments of the Association.

Their liability vis-à-vis the Association and third parties is limited to the fulfilment of their mission in accordance with the provisions of general law, the law and the Articles of Association.

Members of the Board of Directors shall be liable only for decisions, acts or behaviour which manifestly exceed the margin within which normally prudent and diligent directors in the same circumstances could reasonably be expected to differ.

Members of the Board of Directors are only liable for faults which can be attributed to them personally, committed to the performance of their management duties. Members of the Board of Directors are jointly and severally liable but are relieved of their liability if they did not take part in the fault and have reported the alleged fault to all other Members of the Board of Directors. Such denunciation and the discussions to which it gives rise shall be recorded in the minutes.

ARTICLE 7. PRIMARY OFFICERS

Section 1. PRIMARY OFFICERS

The primary officers of the Association shall be the Chairman and the Vice-Chairman of the Board of Directors, the Secretary General (SG) – also known as Executive Director - the Treasurer and the Technical Committee Chairperson.

All officers shall be elected by the Board of Directors as determined in the present articles of association and in the internal regulations for the Technical Committee Chairperson. Each officer so elected shall hold office until his/her successor shall have been duly elected and shall have assumed the duties of office. The primary officers will form a Supervisory Group responsible for checking the adherence of the Association’s activity to the Mission and goals and for helping overcoming Association’s activity hurdles



Section 2. DUTIES OF PRIMARY OFFICERS - REPRESENTATION

- a) The Chairman of the Board of Directors shall be elected from among the members of the Board of Directors; he/she shall preside at the General Assembly meetings and all meetings of the Board of Directors; he/she shall be responsible for assuring that the policies adopted by the Board of Directors are executed by the officers of the Association.
- b) An appointed Board Member will take on the Treasurer's responsibility. He/she will report on the financial condition of the Association at its General Assembly Meeting and at meetings of the Board of Directors, when required.
- c) The Board of Directors can nominate a Secretary General. The Board of Directors will be authorized to hire and dismiss the Secretary General.
- d) An – by the Board of Directors - appointed Board member will act as vice-chairman of the Board of Directors, in the absence of the Chairman of the Board of Directors and shall perform the duties of that officer.
- e) The Association shall be validly represented vis-à-vis third parties in justice and in all acts:
 - either by the Board of Directors or by two members of the Board of directors acting jointly
 - within the limits of day-to-day management or the applicable power of attorney, by the Secretary General, acting alone.
- f) The Association shall further to a valid decision of the Board of Directors, be validly represented vis-à-vis third parties for the opening of the official bank account of the Association by the Chairman of the Board of Directors) or by the Board of Directors.

ARTICLE 8. Technical Working in Petcore Europe

Section 1. Technical Committee and Working Groups

The Board of Directors will as further detailed in the Internal Regulations, form a Technical Committee and WGs as deemed necessary to deal with specific tasks or projects or to provide needed advisory services appointing the WGs leaders. WG leaders will be invited to attend the Board of Directors meetings.

The costs related to WGs need to be discussed and agreed upon by the Board of Directors.

Section 2. ADMINISTRATION

The Association's Secretary General shall provide or arrange for administrative support for committees of the Board of Directors, including, when needed, the employment of outside consultants or advisers.

ARTICLE 9. THE ASSOCIATION'S STAFF

Section 1. STAFF

The Association may employ full-time and/or part-time staff members, specialists and consultants or other outside services, as may be required to carry out its functions and obligations.

Consultants will only be hired upon approval of the Board of Directors.

The staff shall be under the immediate supervision and direction of the Secretary General, who shall have full authority and responsibility for staff organization and management.



ARTICLE 10. LOGOs, TRADEMARKS, OTHER INDICIA

The Association shall have the sole right to adopt and control completely the use of its logo, trademarks or other indicia as it may deem suitable and appropriate.

The Board of Directors may approve the use of the Logo by any Member company to identify itself as a Member of the Association provided however, that the logo may be used by Members only to indicate their membership in the Association in correspondence, advertising material, publications or similar activities, where the use is exclusively and directly related to the conduct of the Member's business. Except as authorised by the Board of Directors the Logo may not be used by any Member for product identification purposes, in standardization or certification programs, or to similar applications. Further, the logo may not be used in any way to imply the Association's approval, endorsement, or sponsorship of any political candidate or cause. The Board of Directors may, where it deems necessary, require the Member to enter into a trademark license agreement or a trademark policy with the Association prior to any use of the Association's trademarks, logo's and/or indicia.

ARTICLE 11. FISCAL YEAR

The fiscal year of the Association shall be from the first day of January until the thirty first day of December each calendar year, having due regard for the requirements of the Internal Revenue Code of Belgium and other applicable laws and regulations.

ARTICLE 12. AMENDMENT OF ARTICLES OF ASSOCIATION

These Articles of Association may be amended, repealed or altered, in whole or in part, by a two thirds majority vote of total Voting Members, present or represented at any duly called and organised general assembly of the Association provided that the two thirds of the Voting Members are present or represented. Voting will be in accordance with Voting Rights as detailed in Article 3, Section 3.

These articles of association may also be modified by a two-thirds majority vote of the two thirds of the total Voting Members, responding to an E-mail ballot, providing a notice of the substance of proposed changes is mailed to all such members at least thirty (30) days prior to the time fixed for the meeting at which a vote will be taken, or the time fixed for a return of E-mail ballots, as the case may be. Voting will be in accordance with Voting Rights as detailed in Article 3, Section 3.

If the required quorum is not reached, a new meeting shall be called (or a new ballot arranged) which shall validly decide on the same agenda whatever may be the number of Voting Members present or represented. In those cases where articles of association changes are made the subject of an E-mail vote, those eligible to cast ballots shall mail the same to the Secretary General. At the time fixed for the counting of the vote, the Secretary General shall open the ballots, canvass the same and report the results in writing to the membership. This procedure shall also apply to the dissolution of the Association in which case, if deemed appropriate, the Board of Directors shall appoint one or more liquidators and determine the powers to be given to them.

An amendment to the Articles of Association relating to:

- the competences, the way of convening, the decision making of the General Assembly
- the conditions under which the decisions of the General Assembly are communicated to the members
- the conditions to which the amendment of the Articles of Association is subject
- the conditions for the dissolution and liquidation of the AISBL and the disinterested purpose to which the AISBL shall allocate its assets at the time of its dissolution
- must be drawn up by authenticated deed.

An amendment to the Articles of Association relating to the precise definition of the disinterested purpose of the AISBL and the activities that are the purpose of the AISBL, must be approved by means of a Royal Decree.



ARTICLE 13. ASSETS AND LIABILITIES

SECTION 1. MEMBERS' INTERESTS IN THE ASSETS OF THE ASSOCIATION

All interests of each Member in the funds, investments and other assets belonging to the Association shall immediately cease in the event that the membership of such Member in the Association shall terminate for any reason including the dissolution of the Association.

In the event of such termination, such Member and the representatives of such Member shall have no claim on account of the other Members, or their representatives, or any of them.

SECTION 2. DISPOSAL OF ASSETS ON DISSOLUTION

Upon dissolution of the Association, and after payment of all indebtedness and obligations of any kind of the Association, the funds, investments and other assets of the Association shall be remitted to a non-profit institution which is in the public interest and which is concerned with the protection of the environment.

SECTION 3. LIMITATION OF MEMBERS' LIABILITY

Members shall only be liable to pay annual dues fixed by the Association's Board and shall in no way be responsible for any claims against the Association.

ARTICLE 14. ADDITIONAL LEGAL PROVISION

For all other issues not covered by the present articles of association the applicable provisions of the BCCA or if not dealt with in the BCCA, other applicable provisions of Belgian law, will be applied.

Any conflict arising out of or in relation to these articles of association shall be governed by and construed in accordance with Belgian Law and shall come under the exclusive jurisdiction of the Brussels courts.