

Re-use and Recycling European Union Social Enterprises -

RREUSE (asbl)

STATUTES

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REUSE ASBL - STATUTES

Chapter I - Name and registered office

Article 1 - Name

A non-profit association has been set up under the name "Reuse and Recycling European Union Social Enterprises", abbreviated to RREUSE.

All deeds, invoices, announcements, notices, letters, orders, websites and other documents, whether in electronic form or not, issued by the association, must contain:

- the name "Reuse and Recycling European Union Social Enterprises", abbreviated RREUSE, immediately followed by the words "Association sans But Lucratif", or the abbreviation "ASBL" ;
- precise indication of the legal entity's registered office;
- the enterprise number;
- the words "registre des personnes morales" or the abbreviation "RPM" followed by the name of the court that corresponds with the location of the association's registered office (ie RPM Bruxelles as long as the legal seat is in the Brussels-Capital Region);
- the number of at least one account held by the association with a credit institution established in Belgium;
- if applicable, the legal entity's e-mail address and website;
- if applicable, an indication that the legal entity is in liquidation.

Any person who issues any of the documents listed above on behalf of the association but omits any of these elements may be declared personally liable for all or part of the commitments made therein.

Article 2 - Registered office

The association's registered office is located in the Brussels-Capital Region, more precisely at Rue d'Edimbourg 26, 1050 Ixelles. It may be transferred to any other location in the Brussels-Capital Region by a decision of the General Assembly.

Chapter II - Purpose, objectives, activities and duration

Article 3 – Purpose and objectives

RREUSE is an organization with social, environmental and economic objectives.

RREUSE aims to represent, support and develop social economy networks, federations, organizations and enterprises involved in the reuse and recycling of materials and products.

RREUSE aims to make a substantial contribution to sustainable development by giving equal representation to the social integration of disadvantaged and at-risk groups, the protection of the environment, economic equality and quality of life.

This objective includes:

- the implementation of a policy aimed at environmentally-friendly waste treatment, such as the reuse of discarded products and the recycling of materials. This implies restricting the incineration and dumping of waste.
- a policy that implements concrete measures to contribute to sustainable development, placing environmental and social objectives on an equal footing. This implies an integrated policy approach.
- the implementation of a policy based on the principle of taking precautions as well as on the principle of taking preventive action, on the principle that damage to the environment should be attributed in the first instance to the source of that damage, and on the "polluter pays" principle.
- justified and efficient use of natural resources. This implies production and consumption patterns that respect the available environmental space that is used, as well as the capacity of the ecosystem.

RREUSE has no party political affiliation.

The interpretation of its aims is within the competence of the General Assembly.

Article 4 - Activities

To achieve its objectives, RREUSE makes every effort to :

1. encourage and strengthen collaboration between member organizations, in order to promote best practices, research and development activities, new initiatives and partnerships;
2. enable member organizations to exchange information on national and local policies, legal and fiscal frameworks relating to reuse, recycling, waste management, import and export, social provisions, social clauses, public procurement, etc;
3. represent and promote the network and its activities at all levels;
4. coordinate the activities of its member organizations, collaborate with them and use all appropriate means and resources to this end.

Article 5 - Duration

The association is established for an indefinite period. It may be dissolved at any time, in accordance with the procedures defined by law and by the present statutes.

Article 6 - Membership categories

The association has two types of members: effective members and subscribing members.

1. Effective members

Effective membership is open to :

- Regional, national or international networks of social enterprises active in reuse and/or recycling and with their legal seat in European countries.
- An individual organization in case that no network of social enterprises active in the field of reuse and/or recycling exists in its country, or if an individual organization wishes to become a completely separate member from one of the existing network organizations which already has the status of an effective member of RREUSE.

Effective members have the right to vote at the General Assembly.

2. Subscribing members

Subscribing members are divided into two categories: associate members and supporting members.

- Associate members

Associate membership is open to :

- Individual social economy organizations with their legal seat in Europe and active in the field of reuse and/or recycling
- Individual networks and/or national, regional or international social economy networks with their legal seat outside of Europe and active in the field of reuse and/or recycling
- Social economy networks (or networks with a prevalence of members from the social economy) that already have the characteristics to become effective members but prefer to remain associate members. In this case, associate membership can only be maintained for a maximum of two years. After this period the organization must become an effective member unless the General Assembly objects to this change. In that case the organization will remain to be an associate member.

- Supporting members

Supporting members may be:

- Municipalities, local authorities, collectives, research and development institutes that share RREUSE's vision and interests.

Associate and supporting members do not have voting rights at the General Assembly.

Article 7 – Conditions of membership

1. Effective members

RREUSE has at least five effective members, with all the rights defined for effective members by law and these statutes.

Organizations that wish to become effective members of RREUSE receive a copy of the statutes and the application form. On the application form, the applicant organization fills in all its administrative details. The application must also include relevant documents such as the applicant organization's statutes, its latest activity report, a statement of income and expenditure, possibly a journal, representation on official advisory bodies, etc.

Membership applications must be submitted in writing to the Board of Directors. The Board presents the applications at the General Assembly.

The General Assembly ratifies effective membership on the basis of the membership application and upon the Board of Directors' recommendation.

2. Subscribing members

- Associate members

Organizations that wish to become associate members of RREUSE receive a copy of the statutes and the application form. On the application form, the applicant organization fills in all its administrative details. The application must also include relevant documents such as the applicant organization's statutes, its latest activity report, a statement of income and expenditure, possibly a journal, representation on official advisory bodies, etc.

Membership applications must be submitted in writing to the Board of Directors. The Board presents the applications at the General Assembly.

The General Assembly ratifies associate membership on the basis of the membership application and upon the Board of Directors' recommendation.

- Supporting members

Applications for supporting membership must be submitted to and approved by a two-thirds majority of the Board of Directors.

In the event of an objection by an existing member to a membership proposal in any membership category a committee comprising one-third of the members of the Board of Directors may re-assess the application. The committee may call upon the services of advisory specialists. If the committee finds that the objection is unfounded, the new member is admitted to the association.

Article 8 - Implications of membership

Membership of the association requires acceptance of its statutes, internal rules and of decisions taken in accordance with the statutes.

Organizations accepted as members of the association are authorized to publicise themselves as such, specifying the membership category to which they belong.

RREUSE is a legally constituted association whose members are not liable for commitments entered into by the association.

Effective members take part in General Assemblies with voting rights. They may be elected to the Board of Directors. They have access to all RREUSE events.

Associate members may attend General Assemblies but do not have voting rights. They may not be elected to the Board of Directors.

Associate members may attend all General Assemblies and participate in association working groups in an advisory capacity. Supporting members, on the other hand, may only attend General Assemblies or take part in working groups when invited to do so.

Article 9 - Loss of membership

- Cessation or dissolution of the present association

Membership is lost through the cessation, liquidation, transformation or dissolution of the present association, carried out in accordance with the law and the present statutes.

- Cessation, dissolution, exclusion or resignation of the member association

Membership terminates if the member organization ceases to exist or becomes inactive, resigns, or if the member organization is expelled.

Article 10 - Resignation

A member may resign from the association at any time by writing to the Board of Directors. The resignation takes effect at the end of the financial year in which it was submitted.

Article 11 - Expulsion

The expulsion of an effective member may only be decided upon by the General Assembly. For the decision to be valid, the expulsion must be mentioned on the agenda.

Grounds for expulsion include failure to pay membership dues, or acts or views contrary to the aims of the association, its statutes or the law.

The General Assembly can only take a decision after the member concerned has been invited to present their observations, and has been given the opportunity to be heard.

An expulsion is decided upon in accordance with the quorum and majority requirements for amending the statutes. The decision takes effect immediately.

The procedures for expelling a subscribing member are identical to those for an effective member.

Article 12 - Consequences of the loss of membership

A loss of membership entails the loss of all the rights conferred on members of the association by law and by these statutes.

A loss of membership does not affect any other contractual obligations entered into between the association and the member.

A member who ceases to belong to the association has no claim on the association's assets and is not entitled to a reimbursement of membership fees or contributions.

Article 13 – Membership fees

Members are required to pay an annual membership fee.

The amount, method and terms of payment for each membership category are set out in the association's internal rules, adopted by the General Assembly. Membership fees for subscribing members are lower than those for effective members. The annual membership fee may not exceed 10,000 euros.

Upon request members are obliged to provide all the information needed for the calculation of the annual membership fee.

Article 14 - Membership register

The association keeps a membership register, under the responsibility of the Board of Directors. This register contains the surnames, first names and addresses of members, or in the case of legal entities, the name of the legal entity, legal form, national registration number and registered office address.

Any changes due to member admissions, resignations or expulsions are entered into the register by the Board of Directors within eight days of the Board becoming aware of the change.

The members register is kept at the association's registered office and may be consulted by any member of the association, without moving the register off premises.

Chapter IV - General Assembly

Article 15 - Composition

Effective members, who delegate their representatives, constitute the General Assembly. Only effective members are entitled to vote.

Associate and supporting members are invited to attend the General Assembly but do not have voting rights.

Article 16 - Competence

The ultimate authority of the association rests with the General Assembly.

A decision by the General Assembly is required to :

1. Modify the statutes;
2. Appoint and dismiss members of the Board of Directors;
3. Elect, from among the members of the Board of Directors, a Chair, Vice-chair(s), Treasurer and Secretary;
4. Appoint and dismiss the statutory auditor and determine their remuneration;
5. Approve the discharge to be granted to the members of the Board of Directors and to the auditor, as well as, if necessary, the filing of an action by the association against the members of the Board of Directors and auditors;
6. Approve the annual accounts and budget;
7. Dissolve the association;
8. Admit and expel effective and associate members;
9. Adopt and modify the internal rules;
10. Set the annual membership fees;
11. Approve the one-year or long-term action programme, as drawn up by the Board of Directors;
12. Approve the report on the association's activities over the past period, as drawn up by the Board of Directors;
13. Decide to convert the non-profit association (ASBL) into an international non-profit association (AISBL), or *société coopérative agréée comme entreprise sociale* or *société coopérative entreprise sociale agréée* in French (translation note: these are two types of cooperatives foreseen under Belgian law);
14. Make or accept the contribution of a universality free of charge (translation note: this refers to the procedure in case of a merger of two non-profit associations – ASBLs – under Belgian law);
15. Generally exercise all the powers conferred to the General Assembly by law and by these statutes.

Article 17 - Meetings

An Ordinary General Assembly must be held within six months from the end of the financial year, and at least once a year.

The Board of Directors may convene an Extraordinary General Assembly, under the same rules as are in place for an Ordinary General Assembly, as often as it considers it useful.

The Board of Directors is obliged to convene an Extraordinary General Assembly if one-fifth of the effective members request it in writing. In the latter case, the Board of Directors gives notice of the General Assembly within twenty-one days of the submission of the request. The General Assembly is held no later than forty days after the submission of the request.

The Board of Directors gives notice of the General Assembly meeting in writing at least four weeks before the date of the meeting.

The agenda must be attached to the notice of meeting, specifying the date, place and time. The notice must be signed by the Chair, the Vice-Chair or by another member of the Board of Directors appointed by the Board for this purpose. The General Assembly is chaired by the Chair, the Vice-Chair or a member of the Board of Directors.

Any proposal signed by at least one-twentieth of the effective members must be placed on the agenda, provided that it is submitted in time for it to be communicated to members at least twenty days in advance.

Article 18 - Decision making by the General Assembly

The General Assembly is validly constituted only if at least one-third of effective members are present or represented. Voting by proxy is authorized under the conditions defined in the internal rules. Remote participation of members is allowed. The members present on-line or represented by a proxy shall be deemed present for the purposes of quorum and voting.

If this quorum is not reached, a second General Assembly may be convened, with the same agenda. At this meeting members may deliberate and take decisions regardless of the number of members present or represented. More than 15 days must elapse between the two meetings.

Other than in exceptional cases provided for in the statutes or by law, decisions are taken by a simple majority. In the event of a tied vote, the Chair has the casting vote, and their decision is irrevocable. Abstentions are not included in the numerator or denominator.

With the exception of amendments to the statutes, members may take all decisions falling within the powers of the General Assembly in writing, provided they are adopted unanimously.

Article 19 - Amendments to the Statutes

Only the General Assembly can amend the statutes.

The General Assembly can only validly deliberate on modifications to the statutes if the modifications are included on the agenda and explicitly indicated in the notice of the meeting, and if at least two-thirds of the effective members are present or represented.

If this quorum is not reached, a second General Assembly may be convened. At this meeting members may deliberate and take decisions regardless of the number of members present or represented. More than 15 days must elapse between the two meetings.

Amendments to the statutes are only accepted if they are supported by two-thirds of the votes cast by members present or represented. Abstentions are not included in the numerator or denominator.

However, if the modification concerns the objective or the purpose for which the association is constituted, this decision can only be adopted by a majority of four-fifths of the votes of the members present or represented. Abstentions are not included in the numerator or denominator.

Article 20 - Minutes and publicity

The decisions of the General Assembly are recorded in the association's minutes register in the form of minutes signed by the effective member who chaired the meeting.

The minutes register is kept at the association's registered office and may be consulted by any member of the association, without moving the register off premises.

Draft minutes will be sent in a digital format to all effective members of the association within one calendar month of the General Assembly.

The following decisions are filed without delay for publication in the Belgian Official Gazette (*Moniteur Belge*): amendments to the statutes; the appointment of the members of the Board of Directors and the termination of their mandates; the appointment of delegates for day-to-day management and the termination of their mandates; the dissolution, transformation or liquidation of the association; and the annual accounts drawn up in accordance with article 3:47 of the Companies and Associations Code.

Chapter V. Board of Directors

Article 21 - Composition

The association is administered by the Board of Directors with a minimum of 5 and a maximum of 25 members. Members of the Board of Directors are natural persons delegated by, and representing, effective members. Directors act jointly and severally, as a Board.

Article 22 - Appointment of the Board of Directors

Members of the Board of Directors are appointed and dismissed by the General Assembly. Members from each country where RREUSE has effective members, proposed by consensus, are candidates for the Board of Directors. In principle, the aim is for the Board to include one Director per country, with a maximum of 25 Board members.

In the absence of a national consensus, and for the sake of a representative and balanced composition, the Board of Directors may recommend candidates.

If seats on the Board of Directors remain available (up to a maximum of 25), Board members may be co-opted by the General Assembly from any country where RREUSE has effective members.

Members of the Board of Directors receive no remuneration for carrying out their duties on behalf of the association.

Article 23 - Term of office and termination

Members of the Board of Directors are appointed for a period of two years. Retiring Directors are eligible for re-appointment.

Directors' mandates expire at the end of their term of office, upon resignation or removal from office, death in the case of natural persons or, in the case of legal entities, bankruptcy, nullity or dissolution.

Members of the Board of Directors may be dismissed at any time by the General Assembly, which decides by a simple majority of votes of the association members present or represented.

Any member of the Board of Directors may also resign by sending a formal letter to the Chair.

In the event of a vacancy occurring before the end of a Director's term of office, the next General Assembly may elect a new Director to complete the term of office. However, if the number of Directors falls below the minimum stipulated in the statutes, the remaining members of the Board of Directors may appoint a new Director to hold office on a provisional basis until the next General Assembly. The first subsequent General Assembly must ratify the appointed Director's mandate. Without a ratification the appointed Director's term of office ends at the closing of the General Assembly.

The appointment of Directors and termination of their mandates are published in the Belgian Official Gazette (*Moniteur Belge*).

Article 24 - Executive Committee

The Chair, Vice-Chair(s), Secretary and Treasurer are appointed by the General Assembly from among the members of the Board of Directors. Together with the Executive Director they form the Executive Committee.

The responsibilities of the Executive Committee are determined by the association's internal rules.

Article 25 - Powers

The Board of Directors manages the association's activities and represents the association both judicially and extra-judicially.

The Board of Directors is entrusted with the most extensive powers for the management and policy of the association in all matters that do not fall under the competence of the General Assembly.

In this respect, the Board of Directors may enter into contracts, sell and buy, lend and borrow, lease and rent, enter into all trade and banking transactions, grant mortgages, even with an immediate foreclosure clause, or grant mortgages with limited legal capacity.

Article 26 - Decisions and voting procedures

The Board of Directors meets at least twice a year, convened by the Chair or upon request by at least two-thirds of the Board members.

Meetings of the Board of Directors may be held in whole or in part by electronic means of communication allowing Directors to hear and speak to each other simultaneously. Proxy voting is also permitted. Any Director who is unable to attend a meeting may be represented by another Director, with each Director being allowed to hold only one proxy. Directors who are present online or represented by proxy are deemed to be "present" for the purposes of calculating quorum and majorities.

Board decisions are taken by a simple majority of members present or represented.

Each member of the Board of Directors has one vote. In the event of a tied vote, the Chair or their deputy has the casting vote, and their decision is final.

Article 27 - Conflict of interest

A member of the Board of Directors who, in the context of a decision to be taken, has a direct or indirect interest of a proprietary nature which is opposed to that of the association, must disclose this to the other members of the Board of Directors before the Board takes a decision. The respective Board member's declaration and explanation of the nature of this conflicting interest must be included in the minutes of the meeting of the Board of Directors at which the decision is to be taken. The Board may not delegate this decision.

The member of the Board of Directors with the conflicting interest described in the previous paragraph may not take part in the deliberations of the Board of Directors concerning these decisions or operations nor vote on them. If the majority of the members of the Board of Directors present or represented have a conflict of interest, the decision or operation is submitted to the General Assembly. If the decision or operation is approved by the General Assembly, it may be implemented by the Board of Directors.

The present article does not apply when the decisions of the Board of Directors concern customary transactions entered into under normal market conditions and guarantees for transactions of the same nature.

Article 28 - Minutes register

The decisions of the Board of Directors are recorded in a designated register. Minutes are signed by the Chair or, in their absence, by the Vice-Chairman, and by any Directors who so wish.

The minutes register is kept at the association's registered office and may be consulted by any member of the association, without moving the register off premises.

Draft minutes are sent in a digital format to all Board members within one calendar month of the Board meeting.

Article 29 - Executive Director - delegate for day-to-day management

The Board of Directors may delegate the day-to-day management of the association to an Executive Director. The Board of Directors is responsible for supervising the Executive Director.

The Board of Directors appoints and, if necessary, dismisses the Executive Director.

Day-to-day management includes both: actions and decisions that do not exceed the association's day-to-day requirements; and actions and decisions which, either because of the minor interest they represent, or because of their urgent nature, do not justify the intervention of the Board of Directors.

Article 30 - Board of Directors' liability

Members of the Board of Directors have no personal obligations in respect of the association's commitments, except in the event of misconduct. They are liable to the legal entity for any faults committed in the performance of their duties. The same applies to third parties, insofar as the fault committed is of an extra-contractual nature. However, they are only liable for decisions, acts or conduct which manifestly exceed the margin within which normally prudent and diligent Directors in the same circumstances might reasonably differ.

As the Board of Directors is a collegial body, all its members are jointly and severally liable for the decisions and failings of this body. However, they are released from liability for faults in which they have not taken part if they have reported the alleged fault to all the other members of the Board of Directors. This denunciation and the discussions to which it gives rise are recorded in the minutes of the respective meeting.

Article 31 - Publicity

Deeds relating to the appointment or termination of the members of the Board of Directors or persons delegated to day-to-day management include their surname, first name(s), domicile, date and place of birth.

All deeds are filed as soon as possible with the clerk of the competent company court for publication in the Belgian Official Gazette (*Moniteur Belge*).

Chapter VI - Internal rules

Article 32 - Adoption and amendment of internal rules

The first Board of Directors to be elected following the adoption of these statutes will be responsible for drawing up internal rules.

These internal rules may not contain any provisions that are:

- contrary to mandatory legal provisions or the statutes;
- relating to matters for which a decision by the General Assembly is required.

The internal rules and any amendments thereto are communicated to members in the same way as the minutes of the General Assembly approving their adoption or amendment and together with these minutes, or made available on the association's website.

Chapter VII - Resources - Budget

Article 33 - Budget and annual accounts

The association's financial year runs from 1st January to 31st December.

The Board of Directors is responsible for preparing the accounts and budget and presenting them to the General Assembly for approval.

Accounts are kept in accordance with the provisions of the Belgian Code of Companies and Associations (*Code des sociétés et des associations*) and the Code of Economic Law (*Code de droit économique*). The annual financial statements are filed each year with the Clerk of the Commercial Court (*greffe du tribunal de commerce*) or with the National Bank, depending on the legal requirements.

Article 34 - Reserve funds

The General Assembly may decide to set up a reserve fund. It may set the amount for each member to contribute to this reserve fund and the terms and conditions of the payment of this contribution.

Any member's contribution to the reserve fund in a single year, in addition to the annual membership fee, may not exceed the threshold stipulated in Article 13 of these statutes.

Chapter VIII - Transformation into an international non-profit association (AISBL), dissolution or liquidation

Article 35 - Transformation into an international non-profit association (AISBL), dissolution or liquidation

The General Assembly may only declare the transformation into an international non-profit association (AISBL) or the dissolution of the association under the same conditions as those relating to the modification of the purposes and objectives for which the association was formed.

In the event of a voluntary dissolution, the General Assembly appoints, by a simple majority, a liquidator, determines their powers and remuneration, if any, and indicates the use to be made of the net assets.

In the event of a voluntary or judicial dissolution, the net assets – after the payment of any debts – of the dissolved association are allocated to one or more organizations pursuing non-profit objectives similar or analogous to those of RREUSE.

Chapter IX - Final provisions

Article 36 - Mediation and arbitration

In the event of a dispute or conflict concerning the interpretation and implementation of the statutes, the parties concerned will strive to reach an amicable settlement in order to resolve the conflict.

If no amicable settlement is reached, the conflict will be submitted to an internal arbitration committee, appointed in accordance with the procedures defined in the internal rules.

If this should fail, one or more arbitrators or mediators will be appointed and the dispute will be resolved in accordance with the arbitration rules drawn up by the *Centre d'étude et de pratique de l'arbitrage national et international* (CEPANI). The arbitration will take place in Belgium under Belgian law and will be conducted in accordance with CEPANI's rules and in compliance with the sixth and seventh parts of the Judicial Code.

Article 37 - Governing law

All matters not specifically provided for in these statutes or in the internal rules are governed by Belgian law, and in particular by the provisions of the Companies and Associations Code.