

A.SPIRE AISBL – STATUTES

1. LEGAL FORM, NAME AND REGISTERED OFFICE

1.1 An international non-profit association is created (Association Internationale Sans But Lucratif – AISBL) under the name "A.SPIRE" (hereafter '**A.SPIRE**' or the '**Association**'). It shall be governed by the Belgian Code on Companies and Associations of 23 March 2019 (hereafter the '**BCCA**') as modified and amended by subsequent laws from time to time.

1.2 The registered office of the Association is located at Rue Belliard 40, B21, 1040 Brussels, in the Brussels Region, Belgium.

Without prejudice to the application of the Belgian linguistic legislation, the registered office of the Association can be transferred to any other address in Belgium by decision of the Board of Directors.

If the transfer of the registered office requires that the language of the present Statutes must be modified, only the General Assembly is empowered to take such decision, subject to the rules on the amendment of the present Statutes.

2. DURATION

2.1 The Association is incorporated for an indefinite duration.

3. DEFINITIONS

3.1. For the purpose of the present Statutes the following definitions shall apply:

- a) "**Process Industry**" means a set of companies that are active in the transformations and formulations of raw materials using continuous and batch processes into materials or intermediates with new enhanced properties and functionalities.
- b) "**Sector**" means (i) either a set of companies belonging in the Process Industry, that are in the business of producing and delivering materials and/or intermediates that are substantially of the same physical nature (e.g., chemical, cement, ceramics, minerals, steel, non-ferrous metals, etc.), or (ii) a set of companies that are in the business of developing and delivering process technologies, design services or other enabling transformations or solutions needed by the Process Industry to achieve the Purpose (e.g., engineering, water management, waste management, ICT, etc.).
- c) "**Sub-Sector**" means a distinctive branch of a Sector that can be defined depending on production processes, final or intermediary product, end applications and markets, it being understood that
 - (i) the sum of all Sub-Sectors of the same Sector shall be deemed to constitute one (1) single Sector of A.SPIRE; and
 - (ii) in the event that only one (1) Sub-Sector of a specific Sector is represented at A.SPIRE, such Sub-Sector shall be considered as a separate Sector. Article 3.1, c), (i) shall apply accordingly if another Sub-Sector of the same specific Sector is willing to join that Sector at a later date.
- d) "**Europe**" means the European Union, the European Free Trade Area, the countries to whom the EU grants the status of candidate countries to the EU and other countries that are allowed to fully participate in the European framework programmes on research, technological development and demonstration.

4. PURPOSE AND OBJECT

4.1 A.SPIRE operates as a not-for-profit organisation which disinterested purpose of international utility is for the Process Industry, to help the development of enabling technologies and solutions along the value chain that are required to reach long term sustainability for Europe in terms of global competitiveness, ecology and employment (hereafter the '**Purpose**').

4.2 To achieve this disinterested Purpose, A.SPIRE shall, amongst others, but not exclusively carry out the following activities :

- a) prepare for the engagement in a public private partnership with the European Union and help companies and other legal entities towards the establishment of a joint undertaking according to article 187 of the Treaty on the Functioning of the European Union or any other legal form approved by the EU;
- b) help in the preparation of "innovation" consortia without taking directly part into these and take part in any consortia other than the "innovation" consortia;
- c) collaborate with the European Union for the implementation of European framework programmes on research, technological development and demonstration.

4.3 A.SPIRE shall carry out acts, take steps and commit to all activities that are deemed directly or indirectly appropriate or useful in view of achieving its Purpose, including the exercise of economic and profit-making activities on an ancillary basis which proceeds shall at all times be allocated to the realisation of the above mentioned disinterested Purpose of international utility.

A.SPIRE may become a member of any other not-for profit association/not-for-profit organization provided that said not-for-profit association/not-for-profit organization is legal and its purposes are in line with the Purpose of the Association.

4.4 A.SPIRE shall not engage in policy-making and/or represent the interests of the European Process Industry sector on policy fields outside the boundaries of the European framework programmes on research, technological development and demonstration or other related research and innovation support programmes.

5. ETHICAL CONDUCT

5.1. Each Member of the A.SPIRE is committed to unyielding integrity and to respect confidentiality on the Associations' internal documents. They shall maintain and enforce adherence to lawful business practice and shall act in good faith and transparency to other Members. A.SPIRE and its Members shall operate in full compliance with all applicable laws, including but not limited to competition rules.

6. MEMBERSHIP

6.1 General provisions

6.1.1 There are three categories of membership: Industry Members, Research Members and Associate Members (hereafter all referred to as the '**Members**').

6.1.2 Members have to be legal entities established in European countries as defined in article 3.1, d) of the present Statutes. Membership shall not be open for natural persons/individuals.

6.1.3 Members must be legally constituted and operate in accordance with the law and practice of their country of origin. Members, which cease to meet the requirements stated in the present article shall *ipso facto* cease to be Members of the Association.

6.1.4 Each Member shall designate a natural person to act as its permanent representative within the Association (hereafter the '**Member Representative**'). A Member may change its Member Representative at any time by giving written notice by e-mail to the Executive Director.

6.2 Industry Members

6.2.1 Industry Membership is open to industrial and commercial companies, trade associations or any other type of industrial association, cluster, federations or coalitions active in the field of process technologies and process manufacturing in general (hereafter the '**Industry Members**').

6.2.2 There are four types of Industry Members:

- a) Companies belonging to the Process Industry (hereafter the '**Process Companies**').
- b) Companies that have a partner relationship with the Process Industry, either as a supplier or customer (hereafter the '**Partner Companies**').
- c) Organizations founded and funded by businesses or companies from different European countries that operate in a specific Sector or Sub-Sector at EU level (hereafter the '**Trade Associations**').
- d) Industrial associations, clusters or other type of federations or coalitions of companies representing companies belonging to or having a partner relationship with the Process Industry at local or national levels only (hereinafter the '**Local Industry Members**').

6.2.3 Industry Members enjoy the following rights:

- a) attending or being represented at the meetings of the General Assembly;
- b) voting at the General Assembly;
- c) calling for a General Assembly upon request of at least a third (1/3) of the Industry Members or at least one fifth (1/5) of the Voting Members via the statutory auditor, if applicable;
- d) being excluded only after having been able to present in person its defence before the Board of Directors;
- e) resigning from the Association after having notified this decision to the Executive Director by registered letter to the registered office of the Association;
- f) participating to the activities of the Association with voting rights;
- g) electing the Board of Directors;
- h) except for Local Industry Members, proposing a candidate for election to a position within the Board of Directors in accordance with article 12.1.1 and 12.1.2 of the present Statutes;
- i) participating in the working groups and the advisory groups, with voting rights;
- j) having its Member Representative or another natural person of its company/organization being elected as chairperson of a working group or of an advisory group.

6.2.4 Members Representatives or any other natural person related to and supported by an Industry Member falling under article 6.2.2 a) or b) are amongst others eligible to be elected to the Board of Directors.

Member Representatives or any other natural person related to and supported by an Industry Member that fall under article 6.2.2 c) of the present Statutes only have the right to be elected to the Board of Directors if :

- (i) these Industry Members are specifically mentioned in the list of founding Sectors; or
- (ii) approved by the General Assembly in compliance with article 12.1.1 of the present Statutes as part of a new Sector.

6.2.5 Industry Members shall have the following duties:

- a) to comply with the present Statutes, Internal Rules, the policies and other governing rules of the Association as well as with the decisions of its governing bodies;
- b) to support the mission, the Purpose, the object, the policy and the activities of the Association;
- c) to nominate and notify in writing the name of one (1) Member Representative to the General Assembly of the Association in accordance with articles 6.1.4 and 11.1.2 of the present Statutes;

- d) to act ethically as laid down in article 5 of the present Statutes;
- e) to pay the annual or semi-annual subscription fee in accordance with article 9 of the present Statutes.

6.3 Research Members

6.3.1 Research Membership is open to research institutes and universities active in the field of process technologies and process manufacturing in general (hereafter the '**Research Members**').

6.3.2 Research Members enjoy the following rights:

- a) attending or being represented at the meetings of the General Assembly;
- b) voting at the General Assembly;
- c) calling for a General Assembly upon request of at least one fifth (1/5) of the Voting Members via the statutory auditor, if applicable;
- d) being excluded only after having been able to present in person its defence before the Board of Directors;
- e) resigning from the Association after having notified this decision to the Executive Director by registered letter to the registered office of the Association;
- f) participating to the activities of the Association with voting rights;
- g) electing the Board of Directors;
- h) proposing a candidate for election to a position within the Board of Directors in accordance with article 12.1.1. and 12.1.2 of the present Statutes;
- i) participating in the working groups and the advisory groups, with voting rights;
- j) having its Member Representative or another natural person of its research institute/university being elected as chairperson of a working group or an advisory group.

6.3.3 Research Members shall have the following duties:

- a) to comply with the present Statutes, Internal Rules, the policies and other governing rules of the Association as well as with the decisions of its governing bodies;
- b) to support the mission, the Purpose, the object, the policy and the activities of the Association;
- c) to nominate and notify in writing the name of one (1) Member Representative to the General Assembly of the Association in accordance with article 6.1.4 and article 11.1.2 of the present Statutes;
- d) to act ethically as laid down in article 5 of the present Statutes;
- e) to pay the annual or semi-annual subscription fee in accordance with article 9 of the present Statutes.

6.4 Associate Members

6.4.1 Associate Membership is open to trade associations, non-governmental organisations and other stakeholders that have an interest but are not playing an active role in process technology and process manufacturing (hereafter the '**Associate Members**').

6.4.2 Associate Members enjoy the following rights:

- a) participating in the General Assembly as observers without voting rights;
- b) participating in working groups and in advisory groups without voting rights.

6.4.3 Associate Members shall have the following duties:

- a) to comply with the present Statutes, Internal Rules, the policies and other governing rules of the Association as well as with the decisions of its governing bodies;

- b) to support the mission, the Purpose, the object, the policy and the activities of the Association;
- c) to nominate and notify in writing the name of one (1) Member Representative to the General Assembly of the Association in accordance with article 6.1.4 and article 11.1.2 of the present Statutes;
- d) to act ethically as laid down in article 5 of the present Statutes;
- e) to pay the annual or semi-annual subscription fee in accordance with article 9 of the present Statutes.

7. APPLICATION FOR MEMBERSHIP

7.1 The process of application for membership to the different membership categories or for change of membership category consists of the following steps:

- a) applicants fill in an application form for the desired membership category and, as far as Industrial Members are concerned, for the desired type of membership, which is available on the website of the Association, and which shall be addressed in writing to the Executive Director by e-mail;
- b) the Executive Director of the Association shall be entitled to request additional information from an applicant;
- c) a Memorandum of Understanding, which outlines the agreed areas and terms of co-operation is signed by a person authorised to engage the candidate member; two (2) copies of the signed Memorandum of Understanding have to be sent to the A.SPIRE Office to the attention of the Executive Director by mail;
- d) The A.SPIRE Office submits membership applications or applications for change of membership category at its next meeting to the Board of Directors for approval.

Membership or a change of membership category is granted on a non-discriminatory basis by the Board of Directors to the candidate members that meet the required membership conditions laid down in articles 6 and 7 of the present Statutes.

The Board of Directors is under no obligation to justify its decision. The Executive Director of A.SPIRE shall notify the decision of the Board Directors to the candidate member within fifteen (15) calendar days from the decision. In case of rejection of membership or change of category of membership, the candidate member may appeal against the decision of the Board of Directors to the General Assembly by sending the appeal notice within thirty (30) calendar days to the Executive Director of A.SPIRE. The Executive Director of A.SPIRE shall put the appeal on the agenda of the next General Assembly meeting.

7.2 Every application for membership implies complete adherence to the Statutes of the Association, to its Internal Rules and to all decisions of its governing bodies and an undertaking to actively participate in the activities.

8. TERMINATION OF MEMBERSHIP

8.1 Membership in the various membership categories ends (i) by resignation of the Member, (ii) by exclusion of the Member, (iii) in accordance with article 8.4 of the present Statutes or (iv) by dissolution of the Association.

8.2 Any Member shall have the right to withdraw from membership.

Resignation must be notified by registered letter six (6) months before the close of the financial year; otherwise a sum equal to fifty (50) % of the annual subscription fee will be due for the following financial year. During the notice period the rights and obligations attached to the quality of Member and the obligation to the annual subscription fee remain unchanged. The termination shall take effect on the first day of the next financial year. The above notice period of six (6) months shall not apply in the event that the General Assembly resolves, pursuant to Article 9.2 of the present Statutes, to increase the amount of the annual subscription fee or any other financial contribution by more than twenty-five (25) % compared to the previous financial year. In such event, Members shall be free to resign at any time of the financial year in which such increase has been approved by the General Assembly, it being understood that this termination shall take effect on the first day of the next financial year.

Any Member shall be deemed to have resigned if it has not paid its annual or semi-annual subscription fee in full and, if it remains after final payment notification from the Executive Director sent in accordance with article 9.3, Para. 3 of the present Statutes in default of its obligations. If such deemed resignation becomes effective during the first six (6) months of the calendar year, the Association shall be entitled to claim payment of the subscription fee due up to the end of the current financial year. If the deemed resignation becomes effective during the second half of the calendar year, the Association shall be entitled to claim payment of the subscription fee due up to the end of the current financial year and a sum equal to fifty (50) % of the subscription fee due for the following financial year.

8.3 The Board of Directors may propose the exclusion of any Member to the General Assembly in the following cases:

- a) in the event of serious breach or repetitive contravening to the present Statutes, the Internal Rules or any resolution of the General Assembly;
- b) acting in a manner gravely injurious to the reputation of the Association or the interests of the Members.

The Member whose exclusion has been requested must be allowed to present its defence in person before the Board of Directors. The exclusion of a Member may be decided by an absolute majority of weighted votes as specified in article 11.3.2, Para. 2 of the present Statutes of the Voting Members present, represented or participating remotely in the General Assembly meeting. The decision of the General Assembly is final and the exclusion is effective as of the date of the decision.

8.4 Any cessation of business, merger without any clear legal successor, splitting, nullity, opening of bankruptcy, insolvency or judicial reorganisation proceedings, voluntary dissolution and liquidation proceedings or similar event putting a stop to the activities of a Member shall automatically terminate its membership with immediate effect upon occurrence of such event.

8.5 The Member who sees its membership terminated during the course of the Association's financial years shall not be entitled to claim neither any assets or funds of the Association nor any reimbursement of the annual or semi-annual subscription fee, other contributions already paid or any other compensation.

9. FINANCIAL CONTRIBUTION

9.1 In order to achieve the Purpose of the Association the Members will be required to pay an annual subscription fee. As an exception to the foregoing, a Member which joins the Association in the second half of the year will be required to pay a reduced semi-annual subscription fee.

9.2 The amount of the annual or semi-annual subscription fee as well as the payment terms thereof are decided annually by the General Assembly upon proposal from the Board of Directors. The detailed calculation methods are established in the Internal Rules.

9.3 Members are expected to pay the annual or semi-annual subscription fee within the due date mentioned on the invoice. As of the due date, reminders will be sent every two (2) weeks. As of the second reminder an administrative fee may be charged on top of the amount of the invoice. The amount of this administrative fee will be defined by the Board of Directors in the Internal Rules.

If the annual or semi-annual subscription fee is not settled within fifteen (15) calendar days of the third reminder, the Board of Directors may decide, with immediate effect, to provisionally suspend the Member's voting right at the General Assembly as far as Voting Members are concerned, to limit or refuse the Member's attendance to events and participation in the activities of the Association until the payment of the annual or semi-annual subscription fee is settled. However, the concerned Member has to continue to fulfil all its Membership duties under the present Statutes.

Notwithstanding the foregoing paragraphs, the concerned Member shall be deemed to have resigned in accordance with article 8.2, Para. 3 of the present Statutes, if the Member does not pay or provide a suitable payment plan for its annual or semi-annual subscription fee in spite of a final payment notification sent by

registered letter or by email by the Executive Director giving an additional delay of thirty (30) calendar days to execute the payment.

9.4. The financial commitments and liabilities of the Association shall be exclusively covered by and limited to the assets of the Association. No Member shall be held personally liable for any debt or obligation of the Association even if such debt or obligation was contracted by a Member for the account of the Association by virtue of a valid authorization.

10. ORGANISATIONAL STRUCTURE

10.1 Governing bodies

The governing bodies of the Association shall be:

- a) the General Assembly;
- b) the Board of Directors;
- c) the Executive Director.

10.2 Working groups

10.2.1. The Board of Directors may set up and dissolve working groups in order to consider specific matters of common interest within the Purpose of the Association.

The Board of Directors will need to approve all mission statements and terms of references issued for each working group.

10.2.2. The operational details of the function of the working groups may be further detailed in the Internal Rules.

10.3 Advisory groups

10.3.1. The Board of Directors may set up and dissolve advisory groups in order to advise the Board of Directors on the research work programmes of A.SPIRE or on any other subjects as deemed necessary by the Board of Directors.

10.3.2. The Board of Directors shall specify the role of the advisory group and appoint the chairperson of the advisory group who preferably should be, but does not need to be, a member of the Board.

If the chairperson or any other member of the advisory group is a member of the Board, they shall be the liaison between the Board of Directors and the respective advisory group to ensure (i) that the requests for advice on the research work programmes of A.SPIRE or on any other subjects are properly understood by the advisory group and (ii) that the recommendations of the advisory group are properly comprehended by the Board.

10.3.3. The operational details of the function of the advisory groups may be further detailed in the Internal Rules.

11. GENERAL ASSEMBLY

11.1 Organisation of the General Assembly

11.1.1 The General Assembly of the Association is composed of Industry Members and Research Members (hereafter the '**Voting Members**').

Guests invited by the Chairperson of A.SPIRE, the Board of Directors or the General Assembly may attend the General Assembly meeting, without the right to vote, but with the right to speak.

The Chairperson of A.SPIRE or the Executive Director shall secure confidentiality, in written form, with guests who are third parties to the partnership with the European Union, if the law or the Board of Directors require confidentiality for the items on the agenda or the subject(s) under discussion in which such guests participate.

11.1.2 Each Voting Member is represented with full powers, including the right to vote, at the General Assembly by one (1) Member Representative designated in accordance with article 6.1.4 of the present Statutes.

Each Associate Member that participates to the General Assembly as an observer is represented at the General Assembly by one (1) Member Representative designated in accordance with article 6.1.4 of the present Statutes without the right to vote, but with the right to speak.

Without prejudice to article 6.1.4. of the present Statutes, each Voting Member and each Associate Member may have besides its Member Representative a second representative who attends the General Assembly without the right to vote, but with the right to speak.

11.1.3 The General Assembly meeting shall meet at least once a year. The ordinary meeting of the General Assembly must take place in the first semester of the calendar year.

An extraordinary General Assembly meeting may be convened (i) upon decision of the Board of Directors whenever the latter judges it necessary, (ii) upon request of one third (1/3) of the Industry Members presented to both the Chairperson of A.SPIRE and the Executive Director or (iii) in the cases prescribed by law. As the case may be, the statutory auditor(s) may convene the General Assembly meeting. S/he/they must convene the General Assembly meeting upon request of at least one-fifth (1/5) of the Voting Members. The extraordinary General Assembly meeting has to be convened within two (2) months after the aforementioned requests.

An invitation for the ordinary or extraordinary meeting, in the form of either a letter or electronic mail or any other means of communication, convening the meeting shall be sent by the Chairperson of A.SPIRE or Executive Director at least two (2) weeks before the date fixed for the meeting. The invitation includes the date, time, agenda, supporting documents and, unless the meeting is a virtual meeting in accordance with article 11.1.4 of the present Statutes the venue (which can be anywhere in Europe) of the General Assembly.

11.1.4 The General Assembly meeting may be held with or without physical location designated as the place of the meeting. Voting Members, Directors, statutory auditor(s) and, as the case may be, Associate members, second representatives of the Members, or guests, may attend the meeting in person, but, if so decided by the Board, they can also participate in the meeting via a conference call, a video conference, a web-conference or by any other electronic means which offers the possibility to them (i) to hear each other at the same time, (ii) to speak to each other and (iii), as far as the Voting Members are concerned, to cast definitively although not simultaneously their vote on the agenda items. Any participant to the meeting by such means shall be deemed present at such meeting.

Breakdowns, overloads, line failure, connection failure or any other event of the same or similar nature beyond the Association's will and related to the use of such electronic means shall not constitute a ground for annulment of the decision taken by the General Assembly, unless these constitute an irregularity as to the manner in which the decision is adopted pursuant to article 2:42 BCCA. Such technical problems or incidents preventing or disrupting the participation by electronic means to the General Assembly or the vote must be mentioned in the minutes of the meeting with sufficient precision.

11.1.5 A Voting Member who is unable to attend the General Assembly may be represented by another Voting Member of the Association by written proxy to be presented or sent by e-mail to the Executive Director before each meeting. One (1) Voting Member, however, may not represent more than three (3) Voting Members.

An Associate Member who is unable to attend the General Assembly may be represented by another Associate Member of the Association by written proxy to be presented or sent by e-mail to the Executive Director before each meeting. One (1) Associate Member, however, may not represent more than three (3) Associate Members.

11.2 Powers

11.2.1 The General Assembly is the supreme body of the Association. The General Assembly shall have the powers explicitly conferred on it by law or the present Statutes. The General Assembly approves the general policy of the Association on the basis of proposals of the Board of Directors and gives recommendations to the Board of Directors for its application.

11.2.2 The General Assembly has the following exclusive powers:

- a) deciding on the appeal of a candidate member launched against the rejection of membership decision according to article 7.1, d) of the present Statutes and excluding Members;
- b) amending the Statutes of the Association subject to the specification laid down in article 18.3 of the present Statutes and subject to modifications of the registered office;
- c) electing the members of the Board of Directors and determining their remuneration in the exceptional cases in which they are awarded remuneration;
- d) upon proposal of the Board, revoke the members of the Board of Directors;
- e) approving the designation of the Chairperson A.SPIRE and Vice-Chairpersons of A.SPIRE upon proposal of the Board of Directors;
- f) nominating and revoking the statutory Auditor(s), if any, upon proposal of the Board of Directors and determining its/their remuneration, if allocated;
- g) discharging the Chairperson of A.SPIRE, members of the Board of Directors and the statutory Auditor(s), if any, from liability for the exercise of their mandate;
- h) receiving reports on the activities from Board of Directors in the past year;
- i) approving the main policy lines to be followed by A.SPIRE on the basis of recommendations of the Board of Directors;
- j) approving proposals for resolutions and work programme on proposal of the Board of Directors;
- k) approving the annual accounts of the preceding financial year and the budget of the following financial year proposed by the Board of Directors and, as the case may be, the management report of the Board of Directors;
- l) adopting Internal Rules for the list of matters as laid down in article 19.1, Para. 2 of the present Statutes and the amendments thereof, upon proposal of the Board of Directors;
- m) the adherence of the Association to any other international body or its withdrawal from any such body;
- n) the dissolution and liquidation of the Association;
- o) the merger, splitting or transformation of the international not-for-profit organisation into a not-for-profit organisation or a cooperative company that is authorised to act as a social enterprise or a cooperative company that is recognised as a social enterprise;
- p) completion or acceptance of a gratuitous contribution of a universality of goods, as well as the conversion of the Association into a social enterprise;
- q) admission of a new Sector in compliance with article 12.1.1. of the present Statutes.

11.3 Quorum and adoption of resolutions

11.3.1 The General Assembly is validly constituted and has the quorum to pass resolutions if at least fifty (50) % of the Voting Members are present, represented or participating remotely in the meeting.

11.3.2 Each Voting Member has one (1) vote.

Voting in the General Assembly is subject to the following weighted voting provisions:

- a) the total votes cast by Industry Members present, represented or participating remotely in the meeting shall be deemed to represent eighty (80) % of all votes cast on the relevant resolution or resolutions with such votes being divided equally between the Industry Members;
- b) the total votes cast by Research Members present, represented or participating remotely in the meeting shall be deemed to represent twenty (20) % of all votes cast on the relevant resolution or resolutions with such votes being divided equally between the Research Members.

11.3.3 Unless otherwise provided for by law or in another provision of the present Statutes, the General Assembly shall strive to adopt its resolutions by consensus. If a vote proves necessary, the resolution will be adopted by an absolute majority (fifty (50) % + one (1) vote) of weighted votes as specified in article 11.3.2, Para. 2 of the present Statutes of the Voting Members present, represented or participating remotely in the meeting.

For the calculation of the majority, abstentions, blank or invalid votes will not be taken into account, neither in the numerator, nor in the denominator and will consequently not be considered as votes against.

11.3.4 Voting can be done by show of hand, by roll-call, by secret ballot or by electronic means in real time. Voting by secret ballot shall take place on sensitive matters or on personal issues and for any other purposes upon request of the majority of Voting Members present, represented or participating remotely in the General Assembly meeting.

11.3.5 The General Assembly resolves only on the points in the circulated agenda.

11.3.6 Without prejudice to article 11.3.4 of the present Statutes and, upon decision of the Board of Directors, voting can also validly be done by electronic voting or voting by correspondence prior to the General Assembly meeting.

The Voting Member voting by electronic vote or by correspondence has to cast its vote without reserves, without presenting an amendment to the proposal and without imposing any condition on its vote in favor.

Every electronic vote or vote by correspondence validly cast twenty-four (24) hours before the starting time of the General Assembly meeting is taken in consideration for the calculation of the quorum of attendance.

Electronic votes or votes by correspondence cast will remain valid for all items mentioned and covered by the agenda communicated according to article 11.1.3 of the present Statutes.

If the proposal on which an electronic vote or a vote by correspondence had been cast is subsequently validly changed by the General Assembly during the meeting, the said electronic vote or vote by correspondence is considered as null and void, but the nullity of the vote will not challenge the calculation of the quorum of attendance.

11.3.7 Upon proposal of the Board of Directors a written decision-making procedure may be launched in which the General Assembly may vote in a ballot without personal meeting, i.e. by fax, by e-mail, by exchange of written letter in the following cases:

- a) in an urgent matter as defined by the Board of Directors;
- b) approval of the budget of the following financial year;
- c) approval or endorsement of the Chairperson of A.SPIRE proposed by the Board of Directors in compliance with article 12.1.4 of the present Statutes;
- d) approval of a new Sector and election of the Director representing the new Sector in the Board of Directors among the proposed candidates ;
- e) in any other urgent decisions where the General Assembly's approval is mandatory.

The calling notice for written decision-making shall be sent together with the text of the proposal and all supporting documents for decision-making purposes as described in article 11.1.3 of the present Statutes to all Voting Members at least six (6) calendar days before the deadline for voting. A Voting Member giving no response or comment before the expiration of the deadline of voting to the Executive Director is deemed abstaining from voting.

Any Voting Member may in the course of the written decision-making procedure request that the proposal is decided in a scheduled General Assembly meeting with physical presence. If such request is expressed by more than one quarter (1/4) of Voting Members, the matter shall be placed on the agenda of the next General Assembly meeting convened in accordance with article 11.1.3 of the present Statutes.

The majority and quorum requirements and any other voting rules as outlined in the present section of the

Statutes shall apply accordingly.

11.4 Chairperson of the General Assembly

At all meetings of the General Assembly, the Chairperson of A.SPIRE (see article 15 of the present Statutes) acts as chairperson of the General Assembly. In his absence the meeting will be presided over by one (1) of the two Vice-Chairpersons of A.SPIRE or, in case they are unavailable, by a member of the Board of Directors, previously appointed by the Chairperson of A.SPIRE.

11.5 Minutes of meeting

11.5.1 The minutes of the General Assembly are established by the Executive Director of the Association and are signed by the chairperson of the General Assembly and one (1) Member participating at the meeting and shall be circulated to all Members by mail, fax, e-mail, special courier or any other written means of communication.

11.5.2 They have to be electronically archived at the registered office of the Association and be accessible to all Members through the Association website on the Member's only zone.

12. BOARD OF DIRECTORS

12.1 Composition and designation

12.1.1 The composition of the Board of Directors is based on a balanced representation of (i) the active Sectors of A.SPIRE pursuant to article 12.1.2, Para. 2 of the present Statutes and fulfilling the condition laid down in article 12.1.1, Para. 2 of the present Statutes and (ii) of the Research Members.

Each Sector which is represented in the Board of Directors must fulfil the following conditions :

- a) comply with the definition of Sector and Sub-sector provided for in article 3.1, b) and c) of the present Statutes; and
- b) contain at least two (2) Members, preferably one (1) Trade Association representing the Sector at EU level in which case this specific Trade Association might represent either the whole Sector or only one Sub-Sector and one (1) other Industry Member.

If the aforementioned condition is not fulfilled for a continuous period of six (6) months, the General Assembly may decide for the Sector to no longer have a seat on the Board of Directors.

The Association counts the following Sectors: chemicals, steel, minerals, non-ferrous metals, ceramics, cement, engineering and water.

The admission of a new Sector requires the fulfilment of the criteria laid down in article 12.1.1, Para . 2 of the present Statutes, and is submitted, upon proposal of the Board of Directors, for approval to the General Assembly.

In case of admission of a new Sector by the General Assembly, the new sector shall have one (1) seat in the Board of Directors. After the admission of the new Sector, the Director representing the new Sector will be elected in accordance with article 12.1.2 of the present Statutes, as the case may be, at the same or at one (1) of the subsequent General Assembly meetings.

12.1.2 The Association is managed by the Board of Directors whose members are natural persons. The Directors are elected by the General Assembly among (i) the Research Member Representatives, (ii) the Industry Member Representatives other than the Local Industry Members Representatives, or (iii) any other natural person related to or supported by a Research Member or an Industry Member other than a Local Industry Member for a term of office of two (2) years, renewable. The minimum number of Directors on the Board of Directors is nine (9) and the maximum number twenty-nine (29). With the exception of the foregoing, the total number of Directors cannot be higher than the number of Voting Members of the Association less one (1).

The Board of Directors includes:

- a) up to four (4) Directors representing Process Companies from the (bio)chemical sector;
- b) up to two (2) Directors representing Process Companies from each of the following Sectors: steel, minerals, non-ferrous metals;
- c) up to one (1) Director representing Process Companies from each of the following Sectors: ceramics, cement;

- d) Directors representing Partner Companies from the following Sectors: two (2) seats for engineering, one (1) seat for water;
- e) one (1) of the seats for each of the Sectors mentioned above can be taken by a Member Representative from the Trade Associations;
- f) up to four (4) Directors representing Research Members.
- g) up to one (1) seat per new, in compliance with article 12.1.1 of the present Statutes admitted, Sector.

With the exception of the foregoing, the Chairperson of A.SPIRE may be designated outside the Board of Directors in accordance with article 12.1.4 of the present Statutes.

12.1.3 If the number of Directors falls under the minimum of nine (9), the remaining Directors shall call a General Assembly in order to proceed to the requested appointment(s).

12.1.4 The Board of Directors shall agree on the following candidates, among the members of the Board of Directors or, as far as the Chairperson of A.SPIRE is concerned, preferably among the members of the Board of Directors or outside, which will be suggested to the General Assembly for approval:

- a) a Chairperson of the Board of Directors and of the General Assembly, who will be called the **'Chairperson of A.SPIRE'** ;
- b) Two (2) Vice-Chairpersons of the Association;
- c) a Treasurer.

The Board shall be free to create new offices within the Board, where necessary.

12.1.5. Unless decided otherwise by the General Assembly or by the present Statutes, the Directors exercise their mandate within the Association for free.

12.2 End of tenure

12.2.1 The mandate of a Director of the Board of Directors shall end by (i) the death, the resignation or the legal disqualification of the Director, (ii) the revocation by the General Assembly or (iii) the expiration of her/his term.

12.2.2 Every Director is free to resign at any moment by formally giving written notice by simple letter or e-mail to the Chairperson of A.SPIRE. However, the resigning Director must remain in service until her/his replacement can be reasonably ensured and amongst others if her/his resignation implies that the number of directors falls under the minimum number stipulated in article 12.1.2 of the present Statutes.

12.2.3 When, in the course of his or her mandate, a Director ceases the functions occupied within his or her company or association at the time of election, the Director shall be deemed to have resigned, with immediate effect, from function within the Board of Directors of the Association.

12.2.4 In case of serious offense or lack of active participation in the Board meetings as per article 12.4.4. of the present Statutes, the revocation of a Director before the end of the term of her/his mandate can be pronounced, upon proposal of the Board of Directors, by the General Assembly with a two-thirds (2/3) majority of the weighted votes of the Voting Members present, represented or participating remotely in the General Assembly meeting.

12.2.5. If a position in the Board becomes vacant before the expiration of its term, the remaining Directors shall have the power to co-opt a new Director to fill the vacancy based on the proposal of the Industry Members representing the active Sectors or the Research Members.

12.3 Powers

12.3.1 The Board of Directors shall act as a collegial body and is vested with the overall management, administration and representation powers of the Association, except for those reserved to the General Assembly, in accordance with the applicable laws, the present Statutes and the decisions, instructions and recommendations of the General Assembly. The Board of Directors sets the objectives and supervises the Association.

The Board of Directors decides upon any other matter or activity serving the Purpose of the Association that has not specifically and explicitly been allocated by the present Statutes to another body of the Association.

12.3.2 The powers of the Board of Directors shall include, but are not limited to the following:

- a) preparing the consolidated annual work programme of A.SPIRE for approval by the General Assembly, on the basis of input from the working groups and the industrial research and innovation advisory group;
- b) implementing the policy and the annual work programme adopted by the General Assembly upon the proposal of the Board of Directors;
- c) setting up and dissolving working groups, advisory groups and determining the requirement for establishment and the operational details of the functioning of such groups in the Internal Rules;
- d) drafting, approving and amending Internal Rules, except for those mentioned in article 19.1, Para. 2 of the present Statutes ;
- e) employing and dismissing of the Executive Director of the A.SPIRE Office;
- f) proposing the agenda of the General Assembly;
- g) proposing Internal Rules determining the calculation of the Members' annual or semi-annual subscription fees for approval to the General Assembly;
- h) admitting Members;
- i) inviting advisers or honorary members to the Board of Director meetings, as stipulated in 12.4.2 of the present Statutes;
- j) having full power of management, including the right to perform all administrative acts and other necessary arrangements including legal proceedings;
- k) being in charge of the financial management, preparing of budgets, including subscriptions for approval of the General Assembly, budgets and the control of expenditure;
- l) proposing amendments to the Statutes.

12.3.3 The Board of Directors may delegate special management or representation powers of the Association regarding legal actions or legal acts involving the Association to one (1) or more Directors, to the Executive Director, to the Chairperson of A.SPIRE , to a Vice-Chairperson of A.SPIRE or to third parties. In this case, the scope of the delegated powers and the term of the mandate have to be specified.

12.4 Meetings of the Board of Directors

12.4.1 The Board of Directors shall meet at least twice a year and also on the initiative of the Executive Director. The calling notice will be notified by the Chairperson of A.SPIRE by surface mail or email at least two (2) weeks before the date of the meeting and includes the date, agenda as well as the time and, unless the meeting is a virtual meeting as provided for by article 12.4.3. of the present Statutes, the place of the meeting.

12.4.2. Subject to the provisions and limitations stipulated in the present Statutes, Members, experts, or guests invited by the Chairperson of A.SPIRE or the Board of Directors in an advisory capacity or as honorary members may attend the Board meeting. These persons will however not have any voting rights.

The Chairperson of A.SPIRE or the Executive Director shall secure confidentiality, in written form, with experts or guests who are third parties to the partnership with the European Union, if the law or the Board of Directors require confidentiality for the items on the agenda or the subject(s) under discussion in which such experts or guests participate.

In addition, the proposed Industry Member Representative(s) or natural person(s) related to or supported by an Industry Members to represent a potential new Sector(s) can attend the meeting of the Board of Directors with the right to speak, but without the right to vote until the General Assembly approves the new Sector(s) and elects the Director(s) representing the new Sector(s) according to article 12.1.1, Para. 6 of the present Statutes. However, these proposed Industry Member Representative(s) or natural person(s) related to or supported by an Industry Members of a potential new Sector(s) cannot participate into discussions relating to (i) the

admission of these new potential Sector(s), (ii) the election of the Director(s) representing these potential new Sector(s) and (iii) any other subject that could trigger a direct conflict of interest.

12.4.3 Board meetings may be held with or without physical location designated as place of the meeting. Directors, Members, the Executive Director, experts or guests may attend the meeting in person. They can also participate in the meeting via conference call, video conference, web-conference, by any other electronic means which offers them the possibility (i) to hear each other at the same time, (ii) to speak to each other and (iii) as far as the Directors are concerned, to cast definitively although not simultaneously their vote on the agenda items. Any Director, the Executive Director, Member, expert, or guest participating by such means shall be deemed present at such meeting. Nevertheless, it will not be possible to have recourse to such procedures if the nature of a resolution to be adopted requires a certified document.

Breakdowns, overloads, line failure, connection failure or any other event of the same or similar nature beyond the Association's will and related to the use of such electronic means shall not constitute a ground for annulment of the decision taken by the Board or Directors, unless these constitute an irregularity as to the manner in which the decision is adopted pursuant to article 2:42 BCCA. Such technical problems or incidents preventing or disrupting the participation by electronic means to the Board or the vote must be mentioned in the minutes of the meeting with sufficient precision.

12.4.4. In order to ensure the good management of the activities of the Association, the members of the Board of Directors are expected to participate actively in Board meetings through (i) their physical presence, (ii) remote participation or (ii) by casting their vote through proxy voting in accordance with article 12.5.2 of the present Statutes. The Board of Directors may decide to propose to the General Assembly to revoke a Director who attends or participates in less than sixty (60) % of the Board meetings through one (1) of the afore-mentioned options.

12.5 Quorum and adoption of resolutions of the Board of Directors

12.5.1 Each Director shall have one (1) vote.

Members, the Executive Director, experts or guests may attend the Board meeting to which they are invited without the right to vote.

12.5.2 A Director who is unable to attend may be represented by another director by written proxy to be presented or sent by e-mail to the Executive Director before each meeting. Each Director, however, may not represent more than two (2) other Directors.

12.5.3 The Board of Directors is validly constituted if at least sixty (60) % of the Directors are present, represented or participating remotely in the meeting.

12.5.4 The Board of Directors shall strive to reach its decisions by consensus. If a vote proves necessary, resolutions of the Board of Directors are adopted by the qualified majority of fifty (50) % + two (2) votes of the votes of Directors present, represented or participating remotely in the meeting.

Abstentions, blank or invalid votes do not count in the calculation of the majority, neither in the numerator nor in the denominator.

12.5.5 Voting can be done by show of hand, by secret ballot or by electronic means in real time.

12.5.6 In urgent matters, the decisions of the Board may be taken in the framework of a written decision-making procedure in which the Directors may express their votes in writing by e-mail or by exchange of written letter.

The majority and quorum requirements and any other voting rules as outlined article 12.5.3 to 12.5.4 of the Statutes shall apply accordingly.

To that effect, the proposed resolution as well as all supporting documents shall be sent by the Executive Director or the Chairperson of A.SPIRE to all Directors via whatever clear, secure and confidential means of written communication - including electronic means. The mailing shall be accompanied by an explanatory note specifying the urgency reasons for using the written procedure. In this case, a term of at least four (4) working days must be given to the Directors before votes are due. A Director not responding by duly completed written communication to the Board of Directors within this period shall be considered as not having participated in the vote.

Any Director may in the course of the written decision-making procedure request that the proposal is decided in a scheduled Board of Directors meeting with physical presence. If such request is expressed by more than one quarter (1/4) of the Directors, the matter shall be placed on the agenda of the next Board of Directors meeting convened in accordance with article 12.4.1 of the present Statutes.

12.5.7 The resolutions of the Board of Directors shall be distributed to all Directors of the Board of Directors. They shall be electronically archived at the registered office of the Association .

12.6 Conflict of interest

12.6.1 If the Board of Directors is required to take a decision or to take view on an operation within its field of powers for which a Director has a direct or indirect patrimonial interest in relation to the Sector s/he represents or that conflicts with the interests of the Association, the concerned Director must immediately inform the Board of Directors thereof before the Board takes a decision or a view. Her/his declaration and the explanations about the nature of this conflict of interest must be recorded in the minutes of the respective Board of Directors meeting. It is not allowed that the Board delegates said decision.

If the majority of the Directors has a conflict of interest, the decision or the operation will be submitted to the General Assembly for approval. If the latter approves the decision or the operation, the Board may execute them.

12.6.2 The Director having a conflict of interest as laid above leaves the meeting and shall participate neither in the deliberations nor on the vote of the Board or the Directors on the decision or the operation.

13. A.SPIRE OFFICE

13.1 The A.SPIRE Office operates under the authority of the Executive Director and supports the General Assembly and the Board of Directors with the administrative day-to-day management of the Association. It is responsible for the fulfilment of all of the administrative work of the Association which includes amongst others tasks such as:

- a) management of activities;
- b) planning budget and control of financial resources;
- c) communication and payment of invoices and receipts to public authorities and suppliers;
- d) organising events and meetings;
- e) providing information to members and other stakeholders;
- f) archiving resolutions, minutes of the meetings as well as other documents;
- g) performing other tasks assigned.

14. A.SPIRE'S EXECUTIVE DIRECTOR

14.1 The Executive Director shall be a natural person and is appointed by the Board of Directors.

The mandate of the Executive Director shall end by (i) the death, the resignation or the legal disqualification of the Executive Director, (ii) the revocation by the Board of Directors or (iii) the expiration of her/his term.

If the Executive Director is prevented by circumstances beyond his control from fulfilling her/his position for more than thirty (30) consecutive calendar days, the Board of Directors takes back the daily management powers and may appoint an Interim Director to exercise the daily management powers – if possible following the advice

of the Executive Director - until s/he is taking back his position.

14.2 The Executive Director is responsible for the (i) daily management of the Association and (ii) for any other specific management or representation powers beyond said daily management regarding legal actions or legal acts involving the Association delegated to her/him according to article 12.3.3 of the present Statutes.

The role and responsibilities of the Executive Director and the outline organisation of the A.SPIRE Office include, amongst others:

- a) the coordination of the execution of the daily management with the A.SPIRE Office;
- b) the coordination, support and planning of the core-content work process of the Association;
- c) planning and controlling financial resources and budget;
- d) coordinating and following up on meetings of the Board of Directors and the General Assembly in coordination with the Chairperson of A.SPIRE;
- e) operating within the general guidelines received from the Chairperson of A.SPIRE and under supervision and authority of the Board of Directors.

The Executive Director shall attend the meetings of the Board of Directors, without voting right.

14.3. In performing her/his duties the Executive Director shall report to the Chairperson of A.SPIRE on the execution of her/his mission. S/he will also inform the Board of Directors in their respective capacities and once a year, the General Assembly on the developments of the activities of A.SPIRE.

14.4. The Executive Director shall be authorised to sub-delegate, under her/his own responsibility, one (1) or more powers within the scope of the daily management or within the scope of the specific management or representation powers going beyond said daily management within the limitations set out in the present Statutes, Internal Rules or the relevant delegation of powers to staff members or third parties.

14.5. Without prejudice to article 16 of the present Statutes, the Executive Director validly represents the Association alone in the daily management of the Association towards third parties.

15. CHAIRPERSON AND VICE-CHAIRPERSONS OF A.SPIRE

15.1 The General Assembly elects, following the suggestion of the Board of Directors, a Chairperson of A.SPIRE and two (2) Vice-Chairpersons of A.SPIRE, which shall be natural persons, for a maximum period of two (2) years. The term of office of the Chairperson of A.SPIRE and Vice-Chairpersons of A.SPIRE can be renewed twice. Their mandate shall be terminated in accordance with article 12.2 of the present Statutes.

15.2 The Chairperson of A.SPIRE and the two (2) Vice-Chairpersons of A.SPIRE are respectively the Chairperson and Vice-Chairpersons of the General Assembly and the Chairperson and Vice-Chairpersons of the Board of Directors.

15.3 The Chairperson of A.SPIRE is in charge of representing A.SPIRE vis-à-vis the political institutions and other stakeholders at high level and on important occasions and important matters and shall chair the meetings of the General Assembly and the Board of Directors.

16. REPRESENTATION

16.1 Unless otherwise stipulated in the present Statutes and without prejudice to articles 16.2 to 16.5 of the present Statutes, the Association is validly represented in law and towards third parties by the Board of Directors.

16.2 All acts binding the Association, other than those related to the daily management, are valid only if signed jointly (i) either by two (2) Directors of the Board of Directors or (ii) by one(1) Director of the Board of Directors and the Executive Director.

16.3 Within the framework of the daily management, A.SPIRE is validly represented by the Executive Director alone.

16.4 A.SPIRE is also validly represented, within the scope of their mandate, by any special proxy holder in accordance with article 12.3.3 of the present Statutes.

16.5 All legal proceedings or arbitration, whether as plaintiff or as defendant, are conducted, in the name of the Association, by the Board of Directors represented by its Chairperson alone, or by its Vice-Chairpersons alone or by the Executive Director alone or by any other person appointed for this purpose by the Board of Directors alone.

17. ACCOUNTS AND BUDGET

17.1 The financial year of the Association starts on 1 January and ends on 31 December of each calendar year.

17.2 The Board of Directors shall submit for approval by the ordinary General Assembly the annual accounts for the previous financial year and the budget for the next financial year.

17.3 The accounts shall be sent to the competent authorities in accordance with article 2:10 §1, 8° of the BCCA.

18. AMENDMENT STATUTES - DISSOLUTION

18.1 Subject to the provisions of article 11.2.2 of the present Statutes, on a proposal from the Board of Directors, the General Assembly may amend the Statutes of the Association or pronounce its dissolution and liquidation.

18.2 The Board of Directors must bring any proposals for the amendment of the Statutes to the attention of the Members of the Association at least three (3) months prior to the date of the General Assembly that will resolve thereon.

18.3 Amendments to the Statutes or the dissolution of the Association are decided upon by a two thirds (2/3) voting majority of the weighted votes of the Voting Members present, represented or participating remotely at the General Assembly convened for this purpose. However, any alteration or expansion of the Purpose and object as included in article 4 of the present Statutes shall require the unanimous vote of Voting Members present, represented or participating remotely in the General Assembly meeting.

18.4 All amendments to the Statutes are subject to any approvals, which might be required by the Belgian Ministry of Justice and will be published in the Annexes of the Belgian State Gazette.

18.5 In case of dissolution of the Association, the General Assembly establishes the method, designates the liquidators and determines their powers and fees. The liquidators shall distribute the net assets of the Association, if any, to a European non-profit organisation with a similar or closely related purpose to that of A.SPIRE.

18.6 No Member of A.SPIRE shall be personally held liable for any remaining debts and liabilities of A.SPIRE after the dissolution and liquidation of the Association.

19. INTERNAL RULES

19.1. Without prejudice to article 19.1., Para. 2 of the present Statutes, the Board of Directors shall adopt the internal rules, which implement and specify the provisions of these Statutes and also regulate the daily activities of the Association (the '**Internal Rules**'). The Board of Directors may amend the Internal Rules of the Association by a majority of two thirds (2/3) of the votes of the Board members present, represented or participating remotely in the Board meeting.

As an exception to the foregoing the General Assembly shall adopt the Internal Rules regarding the calculation of the Members' annual subscription fees and the payment terms thereof.

19.2. Such Internal Rules will complement the Statutes, without however, in any way, infringing their stipulations. In case of contradiction between the Statutes and the Internal rules, the Statutes shall prevail.

19.3. The Internal Rules (version 1 _ September 2013) are available to all Members and are communicated to the latter in accordance with article 2:32 BCCA.

20. APPLICABLE LAW

All questions not covered by these Statutes or by any regulations made for their application shall be settled in accordance with Belgian law, and in particular the BCCA.