

ARTICLES OF ASSOCIATION

Article 1: Name and form

The Association is a non-profit organisation governed by Belgian the law and its title is: European Advanced Carbon and Graphite Materials Association, in short, ECGA.

All deeds, invoices, advertisements, publications and other documents emanating from the Association must indicate its title, immediately preceded or followed by the words “Association sans but lucratif”, written clearly and in full or by the abbreviation ASBL as well as the address of its registered office.

Article 2: Registered office

The registered office of the Association is established in the region Brussels-Capital.

The registered office may be transferred to any other location within the Brussels-Capital limits by decision of the Board of Board of Directors.

All decisions stating the transfer of the registered offices need to be documented (in detail) in the dossier of the association held at the Greffe of the Tribunal d’Entreprise (Court) and need to be published in the Annexes of the Moniteur Belge.

Article 3: Purpose - Objective

The purpose of the Association is non-profit:

1. The collection of information, the exchange of experience regarding the development and technical improvements of the industries using carbon and graphite products.
2. The collection of data and statistical facts relating to the industrial users of carbon and graphite products.
3. The establishment of links with public authorities and private associations.
4. The collection of information concerning tariff and trade regulations.
5. The co-operation in setting common industrial standards.
6. The exchange of experience concerning issues of environmental protection and safety at work and their practical solution.
7. To act in any other field of interest to the carbon industry and the graphite industry, with the exclusion of any profit-making activity.

The exchange of experience regarding the development and technical improvements of the industries, collection of data and statistical facts or establishment of industrial standards shall be done in strict compliance with the letter and spirit of the competition laws of the European Union and national jurisdictions and shall in no event be used as a means to implement or enforce anti-competitive practices

The Association has, in general, full legal capacity to perform all acts and operations having a direct or indirect relationship with its purpose or which would be of a nature to facilitate, directly or indirectly, entirely or partially, the realization of this objective.

It may take an interest by way of association, contribution, merger, financial intervention or otherwise in any companies, associations or undertakings whose object is identical, analogous or related to its own or likely to promote the activities and objectives described above.

It may exercise the functions of administrator or liquidator in other associations.

It can act as guarantor or provide real sureties for legal persons whose purpose is identical, similar or related to its own or likely to promote the activities and objectives described above, in the broadest sense.

Article 4: Duration

The Association is formed for an unlimited period and may be terminated at any time.

Article 5: Financial year

The business year of the Association shall correspond to the calendar year.

Article 6: Membership

Article 6.1 Full and associate membership

The Association consists of full members and associate members.

Companies eligible for full membership are those involved in producing graphite and carbon products in the European Economic Area (EEA) and Switzerland.

There is no limitation on the number of members. The minimum number of full members shall be fixed at three.

Article 6.2: Obligations of members

Members concerned shall participate in programmes of the Association as decided by the General Assembly in accordance with the Purpose of the Association, as set forth in Article 3 of these articles, for example statistical programmes of the association.

The Association may not disclose exact or approximate data relating to a member company, nor disclose its relative position on the market.

Article 6.3: Membership rights

Full members and associate members shall enjoy the rights conferred by the present Articles of Association including but not limited to the right to consult at any time the membership list, all minutes of the Board of Directors meetings, General Assembly and committee meetings, as well as the accounting and financial documents.

Article 6.4: Admission

Any company wishing to join the Association as a member shall apply in writing to the ECGA Secretariat. Only those companies involved in the production of carbon and graphite products in the EEA and Switzerland may apply for full membership. Companies not fulfilling those criteria can apply for associate membership only (observer status without voting rights), which can be granted by simple majority vote of the General Assembly.

Article 6.5: Fees

Membership of the Association gives rise to an obligation to pay the annual subscription.

The amount of the fixed annual fee shall be determined each year by the General Assembly.

In addition, each member shall contribute to the expenses of the Association by paying a variable amount based on a percentage of the sales of carbon and graphite products manufactured in the EEA and Switzerland.

Subscription fees shall be payable on or before March 30 of each year.

The General Assembly may establish an admission fee, the amount of which it shall determine.

Members, whose subscriptions are more than six months overdue, shall receive formal notice from the Board of Directors to fulfil their obligations. This may be notified by registered letter. If payment has not been carried out within one month of the formal notice, the defaulting member shall be deemed to have resigned.

Article 6.6 Resignation

Members may resign from the Association at any time by notifying the Board of Directors in writing. Such resignation shall be notified by registered letter, at least six months prior to the end of a calendar year.

Article 6.7 Exclusion

Only the General Assembly may decide to exclude a member. This decision shall be made by secret ballot by two-thirds of the members present or represented at the General Assembly and a four-fifths majority of the attending votes in favour, after the General Assembly has heard or invited explanations from the said member.

Members who have resigned or who have been expelled and the trustees or beneficiaries of deceased or bankrupt members may make no claim on the assets of the Association and may claim no reimbursement of subscriptions paid or other services rendered.

Article 7: Board of Directors

Article 7.1: Composition of Board of Directors

The Association shall be managed by a Board of Directors of no less than three and no more than seven Directors. Directors shall be appointed for a maximum period of three years by the General Assembly and may be removed from office by the General Assembly at any time.

Directors may be re-elected.

Retiring Directors shall relinquish their mandates immediately after the annual General Assembly.

Article 7.2: Responsibility

Directors do not contract any personal obligation with regard to the commitments of the Association. Their responsibility is limited to the fulfilment of their mandate.

Article 7.3: Meetings

The Board of Directors shall meet when convened by the President or, if the latter is unable to attend, the Vice-President or, in their absence, the Secretary General or a Director designated by his colleagues, or whenever the interest of the Association so requires and at the request of at least one third of the members of the Board.

Meetings shall be held at the place indicated in the convening notice.

Meetings shall be conducted in the English language.

Article 7.4 Powers

The Board of Directors shall have full powers to execute all acts of administration and disposal involving the Association. It is empowered to perform all acts, which are not expressly reserved, either by law or by these Articles, to the General Assembly.

It has, inter alia, the power to decide upon any operations contributing to the purpose of the Association as defined in Article three above.

It may, inter alia, receive any sums and assets, conclude any agreements and contracts, rent or lease, whether or not on a long term basis, buy, sell or exchange any real or movable property necessary to fulfil the purpose of the Association, accept all gifts and legacies after obtaining the authorisations prescribed by law, grant and accept any pledges, collateral securities, mortgages, in the form of executory deeds, surrender or renounce all rights in rem, liens, claims or resolutive actions, give discharge or cancellation, with or without proof of payment or any registration or extract of charge or mortgage, withdraw oppositions, attachments and other hindrances, waive any act of formal registration, negotiate, act as plaintiff or defendant, comprise or compromise, the foregoing is illustrative and not comprehensive.

The Board of Directors shall, unless it has delegated such power, appoint and discharge any agents, employees and wage earners of the Association and shall determine their salaries and emoluments and bond money if required.

The Board of Directors may confer any special powers on any representatives it may choose.

The Board of Directors may decide to set up or to discontinue any committee.

Article 7.5: Voting

No meeting of the Board of Directors shall be valid unless at least half of its members are present or represented.

Directors who are unable to attend shall be entitled to give one of their colleagues a proxy to represent them at a specific meeting of the Board and to vote on their behalf. However, no one Director can hold proxies for more than two Directors.

Any decision by the Board of Directors shall be taken by majority vote. In the case of a tie, the vote of the President at the meeting shall be decisive.

Article 7.6 Minutes

The meetings of the Board of Directors shall be recorded in minutes, which will be approved by the Board of Directors and signed by the President or by the Vice-President. These minutes shall be recorded in a special register at the registered office.

Article 8: Secretary General

The Secretary General is appointed by the Board of Directors for an unlimited duration. The Secretary General coordinates the activities of the association and carries these out at the registered office of the association as decided by the Board of Directors.

The Secretary General is responsible for the daily management (including the management of the finances) and the representation of the Association according to the Articles of Association and the Belgian legislation.

The Board of Directors may dismiss the Secretary General.

The Secretary General shall attend every Board meeting and General Assembly in a consultative capacity.

Article 9: Legal proceedings

Any legal proceedings, to which the Association is a party, either as plaintiff or defendant, shall be pursued on behalf of the Association by the Board of Directors, at the behest of its Chairman or of a person specially therefore appointed.

Article 10: Administration

All valid actions or deeds binding the Association, powers of attorney, discharges or dismissals of agents, employees or wage-earners of the Association, shall be signed by two members of the Board of Directors.

Article 11: General Assembly

Article 11.1 Powers of the General Assembly

The General Assembly constitutes the supreme authority of the Association. Each member has the right to attend and participate in the General Assembly, either personally or by proxy.

Full members shall enjoy equal voting rights, one vote per member, associate members do not have voting rights.

The General Assembly has the full rights of powers with regard to any strategic decisions taken to obtain the objectives of the association.

The main responsibilities of the General Assembly are the following:

1. Modification of the Articles of Association, provided that two-thirds of the full members are present or represented and four-fifths of the votes are in favour of the modification.
2. Approval of budgets and accounts.
3. Voluntary winding up of the Association.
4. Admission and exclusion of members.
5. Any decision exceeding the powers, entrusted to the Board of Directors either by law or by the present Articles of Association.

Article 11.2 Meetings

At least one General Assembly shall be held each year on June 15th at the latest.

An extraordinary General Assembly may be convened whenever the interests of the Association so require. It must be convened when requested by at least one fifth of the membership.

Any General Assembly shall be held at such time, date and place as may be prescribed in the convening notice.

All members must be notified thereof.

Article 11.3 Notice of meetings

The convening notices shall be issued by the Secretary General at least two weeks before the meeting in writing addressed to each member. They shall contain the agenda; the meeting can only decide validly on the issues indicated in the agenda.

General Assembly in writing

Members can, by simple majority and in writing, whether by post or electronically, take all decisions that fall within the powers of the general meeting, with the exception of amending the articles of association. In this case, the convening formalities do not have to be completed.

General Assembly by electronic means of communication

The administrative body may provide for the possibility for members to participate in the general meeting remotely using an electronic means of communication made available by the non-profit organization.

With regard to compliance with the quorum and majority conditions, the members who participate in this way in the General Assembly are deemed to be present at the place where the General Assembly is held.

The Association sets up a procedure allowing it to be able to control, by the means of electronic communication used, the quality and identity of the member participating remotely. Additional conditions may be imposed for the use of the electronic means of communication, with the sole objective of guaranteeing the security of the electronic means of communication.

Without prejudice to any restriction imposed by or by virtue of the law, the means of electronic communication must at least allow the members participating remotely to take cognizance, in a direct, simultaneous, and continuous manner, of the discussions within the Assembly and of exercise their right to vote on all the points on which the meeting is called upon to vote.

The means of electronic communication must also allow the members in question to take part in the deliberations and to ask questions, unless the administrative body does not justify in the convocation to the General Assembly the reason for which the Association does not have such a means of electronic communication.

The invitation to the General Meeting contains a clear and precise description of the procedures relating to remote participation.

When the non-profit organization has a targeted website that has been published in the Annexes to the Belgian Official Gazette, these procedures are made accessible to those who have the right to participate in the General Assembly on the association's website.

The minutes of the general meeting mention any technical problems and incidents that have prevented or disrupted electronic participation in the General Meeting or in voting. The members of the office of the General Assembly cannot participate in the General Assembly by electronic means.

The administrative body may authorize any member to vote remotely before the General Meeting in electronic form, according to the procedures it determines.

Article 11.4: Presidency

The General Assembly is chaired by the President of the Board of Directors, the President, the Vice-President, or, in his/her absence, by one of the other directors.

Article 11.5 Minutes

The decisions of the General Assembly are recorded in a register signed by the President. This register is kept at the registered office of the Association, where it may be consulted by third parties. If the third party is not a member but can show justifiable reason for its interest in consulting the register, it must obtain the written authorisation of the President or of two members of the Board.

Copies or extracts from the minutes shall be signed either by the President or by two members of the Board of Directors.

Article 12: Accounts

Each year and on May 30 at the latest each year, the accounts of the past fiscal year shall be finalised, and the budget of the next fiscal year shall be prepared at the latest. Both shall be submitted for approval to the following ordinary General Assembly.

Each year the Board of Directors shall designate an auditor who may not be a member of the Board. The auditor has full powers to check and the obligation to certify the accounts of the Association.

The Board of Directors may pay an allowance to the auditor.

The liability of the auditor is limited to the carrying out his mandate in accordance with the rules of the accounting profession.

The accounts of ECGA are managed by the Secretary General.

Article 13: Amendments to the Articles of Association

The General Assembly requested to decide on the amendments to the articles of the Association will be convened in writing by the Board of Directors sent to the members at least three months before the date of the meeting. Proposed amendments to the Articles of Association shall be annexed to the communication convening the General Assembly.

Resolutions shall only be valid if at least two thirds of the full members are present or represented and if four/fifths of the votes are in favour of the amendments.

If less than two thirds of the members are present or represented, a new General Assembly will be convened as set forth here-above, not earlier than fifteen days after the first meeting. This General Assembly will decide on the proposal to modify the Articles of Association or to wind up the Association, irrespective of the number of members present or represented.

Any such decision must be published (in detail) in the dossier of the association which is kept at the at the Greffe of the Tribunal de l'Entreprise (Court) of the registered office of the association and must be published in the annexes of the Moniteur Belge.

Article 14: Winding-up

The General Assembly shall determine the method of winding-up and liquidation of the Association.

In case of a voluntary winding up of the Association, the General Assembly shall appoint liquidators and determine their powers. The disposal of assets shall be determined by the General Assembly or the appointed liquidator(s) following the Belgian Law.

In a case of judiciary liquidation, a court appointed liquidator shall convene a General Assembly of the members for the same purpose.

The net assets of the association after liquidation need to be destined for a non-profit-purpose to be determined by the General Assembly.

Any such decision must be published (in detail) in the dossier of the association which is kept at the at the Greffe of the Tribunal de l'Entreprise (Court) of the registered office of the association and must be published in the annexes of the Moniteur Belge.

Article 15: Applicable Jurisdiction

For any dispute between the association, its members, administrators, auditors and liquidators relating to the affairs of the association and the execution of these statutes, exclusive jurisdiction is assigned to the courts of the seat, unless the company waives it. expressly.

Article 16: General legislation applicable

The provisions of the Companies and Associations Code which are not lawfully derogated from are deemed to be included in these articles of association and the clauses contrary to the mandatory provisions of the Companies and Associations Code are deemed to be unwritten.