

Re-Use and Recycling European Union Social Enterprises

RREUSE (non profit-making association)

RREUSE vzw

STATUTES

Re-Use and Recycling European Union Social Enterprises

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TITLE I

Name and location

Article 1

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Article 1

An association with social, environmental and economic aims is hereby constituted. The association is governed by the law of June 27th 1921, as amended by the law of 2 May 2002 and the law of 16 January 2003 (hereinafter referred to as the "V&S law"), and is called "Reuse and Recycling European Union Social Enterprises". This title can be substituted by the acronym RREUSE. The name Reuse and Recycling European Union Social Enterprises, abbreviated RREUSE, must appear on all deeds, invoices, announcements, notices, letters, orders and other documents issued by the association, followed immediately by the words 'Non Profit-Making Association', or the abbreviation "NPA", with a detailed indication of the location.

Article 2

The association is based in Washington Street 40, Box 7, 1050 Elsene, situated in the judicial district of Brussels. It can be transferred to any other place on a simple decision of the General Assembly. The decision will be published within a month in the Belgian Official Journal.

TITLE II

Objectives

Article 3

RREUSE has no party political affiliation and is a non-profit organisation. RREUSE has as its objectives to represent, support and develop networks, federations, organisations and enterprises from the social economy carrying out activities in the re-use and recycling of material and products.

RREUSE aims to bring 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 and economic equality and quality of life.

This aim comprises:

- the attainment of policy that is aimed at environmentally-friendly treatment of refuse, such as the reuse of scrapped products and the recycling of materials. This implies restricting the

- incineration and dumping of waste.
- the attainment of policy that implements actual measures to contribute to sustainable development by placing environmental and social aims on an equal footing. This implies an integrated policy approach.
- the attainment of policy that is based on the principle of taking precautions, as well as the principle of taking preventive action, the principle that damage to the environment should be primarily for the account of the source of such damage, and the principle that the polluter pays.
- justified and efficient utilisation 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.

To achieve these objectives RREUSE will:

1. encourage and strengthen collaboration between the member organisations, in order to promote good practice, research and development activities, new initiatives and partnerships;
2. enable member organisations to exchange information concerning national and local policy, legal and fiscal frameworks in relation to re-use, recycling, waste management, import and export, social provisions, social clauses, public procurement, etc.;
3. represent and promote the network and its activities at all relevant European and international levels.

To meet its objectives the association co-ordinates the activities of its member organisations, collaborates with them and uses any appropriate means and resources.

With a view to realising its social objective, the association will implement the above through the use of property or corporate rights, letting or rent of goods, recruitment and dismissal of personnel, entering into agreements, the collection and administration of public and private subsidies.

Article 4

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

The association is established for an indefinite period.

TITLE III

Members

Article 5

The association is composed of 3 members:

1. Effective Members:

- Regional, national or international networks of social enterprises active in the field of reuse and/or recycling with their legal seat in the EU.
- An individual organisation can become an effective member of RREUSE in the case where no network of social enterprises active in the field of reuse and/or recycling exists in that country or in the case where an individual organisation desires to become a completely separate member from one of the existing network organisations which already have a status of effective member of RREUSE.
- Effective members have the right to vote in the General Assembly

2. Associate Members:

There exist three types of associated members

- a) Individual social economy organisations having their legal seat in the territory of the EU and active in the field of reuse and/or recycling
- b) Individual networks and/or national, regional or international social economy networks networks having their legal seat outside of Europe and having activities in the field of reuse and/or recycling
- c) Social economy networks (or with a prevalence of members coming from the social economy) who already have the characteristics to become effective members, which prefer to choose to stay as associate member. In this case, the status of associate member can only remain that way for a maximum of two years after which the organisation must become an effective member, unless there is an objection from the general assembly. In this case the organisation will stay an associate member

3. Supporting Members

Municipalities, local authorities, collectives, research and development institutes which share the vision and interests of RREUSE

Associate Members and Supporting Members do not have the right to vote in the General Assembly

Article 6

1. RREUSE has at least five effective members, with all rights as defined for members in the V&S law.
2. Organisations that wish to become members of RREUSE NPA, receive a copy of the statutes and the application form. On the application form, the candidate organisation fills in all the administrative details of the association. The candidate organisation encloses a number of relevant documents (statutes, latest report of activities, statement of income and expenditure, possibly a journal, representation in official advisory bodies, etc.) with the application form, so that an accurate overall impression can be formed of the organisation.
3. Written application for effective and associate membership must be sent to the Board of Management.
4. Effective and associate membership applications must be ratified by the General Assembly, on the recommendation, based on the application request, of the Board of Management. Applications to be supporting member must be sent to and approved by a two-thirds majority of the Board of Management.
5. In the event of an objection to a proposal of membership by an existing member a committee made up of a third of the members from the Board of Directors may re-assess the application. To this purpose the committee can call upon the services of advisory specialists. When the committee deems that such objections are unfounded the new member is accepted.

Article 7

Membership of the association requires acceptance of its constitution, internal rules and of decisions

taken in accordance with the constitution.

Organisations accepted as members of the association are authorised to publicise themselves as such.

Article 8

Membership will cease in the event of the member organisation ceasing to exist or becoming dormant, or if the member organisation is expelled.

Expulsion by the General Assembly needs to be mentioned on the agenda. The General Assembly pronounces expulsion after hearing the defence of the member concerned; it is pronounced with a two-thirds majority of votes present and represented, either for failure to pay subscription fees or for taking actions or expressing views contrary to the aims of the association. At least half of the effective members should be present or represented at this meeting. The decision takes immediate effect.

Article 9

A member can at any time tender notice of resignation from the association by forwarding a registered letter to the Board of Management. The resignation takes effect at the end of the financial year in which it has been tendered.

Article 10

The resignation as member does not affect the other contractual obligations, which have been entered into between the association and the member.

A member who ceases to belong to the association does not have any claim on the assets of the association and cannot claim the reimbursement of contributions or membership fees.

Article 11

The effective members and the new members must pay an annual subscription. The annual subscription cannot exceed **10,000 Euro**. The amount, method and payment schedules are set out in the internal rules of the association.

The members are obliged to make available, on request, all information needed for the calculation of the annual subscription.

TITLE IV

The General Assembly

Article 12

The ultimate authority of the Association rests with the General Assembly; among others the General Assembly is authorised to:

1. Modify the constitution and pronounce the voluntary dissolution of the association;
2. Appoint and expel full and associate members;
3. Appoint and dismiss managers;
4. Approve the annual budget and accounts;
5. Adopt and modify internal rules and regulations;
6. Exercise in a general way all powers awarded by law and the constitution.

7. Determine the annual subscription.
8. Approve the one-year or long-term action programme for the period ahead, drawn up by the Board of Management.
9. Approve the report on the association's activities over the past period, drawn up by the Board of Management.
10. Election of the Chair, Vice-chairs, Treasurer and Secretary.
11. Nominate and dismiss the commissioners and determine their remuneration, if a remuneration is granted.
12. The acquittal of the managers and commissioners.
13. The transformation of the association into a company with a social purpose.

Article 13

Without prejudice of the article 12 of the law of June 27th October 1921, as amended by the law of 2 May 2002, any amendments of the constitution or the dissolution of the association can only be proposed to the General Assembly by the Board of Management .

In this case the quorum for the General Assembly consists of two-thirds of voting members. Such decisions are validated by a two-thirds majority of voting members present and represented. If less than a two-thirds majority of voting members is present and represented, a second General Assembly can be convened. This General Assembly can legally amend the constitution, no matter the number of voting members present and represented, as long as these decisions are taken by a two-thirds majority of present and represented voting members. These decisions need to be ratified by Civil Court.

The aims of the association can only be changed with unanimity of the votes.

The text of the amendments and the date of the General Assembly, have to be made known by the Board of Management to all members with at least a three months notice.

Article 14

The effective members, who delegate their representatives, constitute the General Assembly. Only effective members have the right of vote.

Associated members and supporting members are invited to the General Assembly but are not entitled to vote.

Article 15

The Board of Management convenes the statutory General Assembly, which is held within 6 months after the end of the financial year, at least once per year with a minimum of 6 weeks written notice. The agenda has to be included with the notice and should specify date, place, venue and time. The notice has to be signed by the Chair or by a nominated manager. The General Assembly is chaired by the Chair of the Board of Management or by a nominated manager.

The Board of Management can convene an extraordinary General Assembly, according to the same rules, as often as it considered useful. The Board of Management is obliged to convene an extraordinary General Assembly when one fifth of the effective members have requested in writing to do so.

Article 16

A General Assembly is validly constituted only if a number of members representing at least one third of the votes are present.

Voting by proxy is allowed in the conditions defined by the internal rules.

Article 17

Simple majority takes decisions unless in exceptional cases foreseen by the constitution or by the law. In the case of a tied vote the Chair shall have the casting vote and his decision is irrevocable.

Article 18

The General Assembly cannot take a legally binding decision over points not mentioned in the agenda unless two-thirds of the members agree to do so. Non-agenda points can be discussed, providing that

those points are not prohibited by the constitution and insofar as this does not concern an amendment of the statutes or the dissolution of the association.

Article 19

Members who have not paid their annual subscription lose their voting right and may not be included for the purposes of the quorum.

Article 20

The minutes of the General Assembly are recorded in a designated minute book and signed by at least two members of the Board of Management. The minute book will be kept by the Secretariat and be available for inspection by any member of the association or by any third party who can prove an interest

Copies of draft minutes will be sent to all members of the association within one calendar month of the General Assembly.

Article 21

If any General Assembly does not have the necessary quorum, another General Assembly can be convened with the same agenda and rules as the previous and it will definitively and validly deliberate and decide motions with the voting members present.

TITLE V. Board of Management

Administration

Article 22

The association is administered by a Board of Management, formed by at least 5 and up to a maximum of 25 managers. In any case, the number of managers must always be lower than the number of persons who are effective members of the association. The managers act as a board.

Article 23

The directors are nominated and dismissed by the effective members of the general Assembly. Members of each Member State, proposed by consensus, are candidates to the Board of Directors, to achieve in principle one manager per country on the Board of Management, to a maximum of 25 managers.

Where there is no national consensus, and for the sake of a representative and balanced composition, the Board of Management can recommend candidates.

Where board seats remain available (up to a maximum of 25), managers can be co-opted from any Member State by the General Assembly.

Article 24

The managers are nominated for a period of two years. On a Directorship seat becoming vacant, the next General Assembly can elect a manager to complete the mandate. If through voluntary resignation or expiry of period of service, the number of directors reverts to below the legal minimum, then the directors will remain in office until their replacements has been elected.

Retiring directors are eligible for re-appointment.

Appointment, dismissal and resignation of a director are made known in the Belgian Official Journal.

Article 25

The General Assembly appoints, by means of a normal majority of votes of the members present and represented, the Chair, at least one Vice-Chair who will substitute the Chair in case of absence, a Secretary and a Treasurer. Together with the executive manager they form the Executive Board. Managers may not hold more than one position.

The Board of Management can, revocably, appoint one or several of its members to exercise some of its powers.

Article

The managers may, at any time, be dismissed by the General Assembly, which decides on such matters by normal majority of votes of the members present or represented. Any member of the Board of Management can also resign by means of a formal letter addressed to the Chair of the Board of Management. A manager is obligated to continue fulfilling his task after dismissal until such time as, in a reasonable sense, a replacement for him has been found.

Article 26

The Board of Management manages the activities of the association and represents the association, both judicially and extrajudicially.

The Board of Management is entrusted with the most extensive powers for the management and policy of the Association for all the matters, which do not come under the competence of the General Assembly. The Board of Management is responsible for the management of the NPA - including daily administration – without additional approval by the General Assembly.

The Board of Management can in this respect enter into contract, sell and purchase, lend and borrow, rent and let, enter into all trade and bank performances, extend mortgages, even with provision to immediate foreclosure or extend mortgages with limited legal capacity.

Article 27

Unless otherwise agreed, the official or legally binding documents of the association and the decisions of the Board of Management are jointly signed and endorsed by the Chair or, in case of his absence, by the Vice-Chair who substitutes for him and by another member of the Board of Management. The Board of Management can delegate part of its power to the manager for the daily administration of the association. The Board of Management is responsible for nominating, deciding on termination of office and possibly dismissing the manager.

Subject to mandate or ratification the Board of Management can allow the association to become a member of other associations or take shares in corporations with a view to realising its policy or interests.

Article 28

Decisions of the Board of Management are taken by a normal majority of members being present .

Each manager has a vote. In the event of a tied vote, the Chair or the person who deputises for him shall have the casting vote and his decision is irrevocable.

Article 29

The minutes of the Board of Management are recorded in a designated minute book and signed by at least two managers. The minute book will be kept by the Secretariat and be available for inspection by any member of the association.

Copies of draft minutes will be sent to all members of the association within one calendar month of the Board of Management.

Article 30

The Board of Management can appoint an advisory body of specialists to support the Board in respect of substantive questions. The Board of Management determines the authority, composition and working of these bodies.

Article 31

The managers receive no remuneration for carrying out duties on behalf of the association.

The managers take, in the exercise of their mandate, no single personal obligation upon themselves or their organisation. The collective responsibility of the Board of Directors is limited to one or several Directors acting within their mandate.

Article 32

The Board of Management meets at least four times a year, convened by the Chair or in exceptional circumstances, convened on a decision of at least two thirds of the Board of Management members.

TITLE VIResources - Budgets**Article 33**

The General Assembly can decide to impose the payment of a subscription fee from all or from some categories of members. The amount can be different for the various categories.

In addition the association can apply for or accept grants from public administration as well as from public or private donors whose activities do not conflict with its aims.

Article 34

The General Assembly can decide to establish a reserve fund. It can fix the amount for each member as well as the methods of payment of the contribution.

Notwithstanding cases of legal dissolution and dissolution ipso jure, only the General Assembly can decide to go over to dissolution, as determined by the provisions of the article 19 and article 20 of the law of 27th of June 1921, as amended by the law of 2 May 2002. The General Assembly in that case appoints one or more liquidators.

In case of dissolution of the association the net assets will be given to an association with an aim comparable to those of RREUSE. the General Assembly will decide on the destination of the net assets.

Article

The bookkeeping is conducted in accordance with the stipulations in article 17 of the V&S law, and the implementing orders applicable in this regard. An independent audit of the accounts is conducted annually by an auditor appointed by the General Assembly.

Article

The annual account is deposited in the file kept in the registry of the commercial court, in accordance with what is stipulated in article 26 novies of the V&S law.

Article 35

The financial year of the association runs from the 1st of January to the 31st of December. The first financial year runs from the day of the establishment to the 31st of December of that year.

The Board of Management is responsible for the preparation of the accounts and the budget and for their presentation to the General Assembly for approval

TITLE VII

Mediation and arbitration

Article 36

In the case of dispute or conflict concerning the use, the interpretation and the implementation of the Statutes, the involved parties will strive for an amicable settlement in order to resolve the conflict.

If no amicable settlement is reached, the conflict will be laid before an internal Arbitration Committee. If this should fail, one or more mediators will be appointed and the matter in dispute will be resolved according to the arbitration regulations as established by the Centre for the Study and Practice of National and International Arbitration (CEPANI). The arbitration will take place in Belgium according to Belgian law and proceeds according to the regulations of CEPANI and in agreement with part six of the Judicial Code.

TITLE VIII

General provisions

Article 37

The official language of the association is English.

Article 38

For all that not specifically provided for in these statutes or in internal rules or regulations, the provisions of the law of 27th of June 1921, as amended by the law of 2 May 2002 and the law of 16 January 2003, are applicable.

Done in copies and with unanimity of votes accepted at the General Assembly, held on 4

November 2004.

(signatures of Chair and Secretary)

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