

WEEELABEX ORGANISATION
ARTICLES OF ASSOCIATION

ARTICLE 1 - DENOMINATION

- 1.1 The association is denominated the "WEEELABEX Organisation".
- 1.2 The WEEELABEX Organisation is an international non-profit making association, established properly in accordance with the provision of Section 20f et seq. of Act No. 40/1964 Coll., Civil Code, as amended, as an Interest association of legal entities.

ARTICLE 2 - REGISTERED OFFICE

- 2.1 The registered office of the WEEELABEX Organisation is in Prague.
- 2.2 The registered office may be transferred to any other address provided this is approved by the General Assembly and duly published.
- 2.3 The WEEELABEX Organisation may set up additional offices.

ARTICLE 3 – PURPOSE

- 3.1 The purpose of the WEEELABEX Organisation is, on the one hand, to implement and to contribute to the further development of a set of European standards (or "normative requirements") with respect to the collection, sorting, storage, transportation, preparation for re-use, treatment and disposal of all kinds of waste electrical and electronic equipment ("WEEE"), and, on the other hand, to define and manage a set of rules and procedures that guarantee harmonised conformity verification ("WEEELABEX CV"). The document in Annex A 'Architecture and governance of WEEELABEX Conformity Verification' provides the framework for the operation of the WEEELABEX organisation, unless otherwise specified in these Articles of Association.
- 3.2 Within this purpose, the WEEELABEX Organisation can represent and promote the interests of the WEEELABEX Organisation and its members vis-à-vis other stakeholders.
- 3.3 Within its purpose, the WEEELABEX Organisation is free to acquire all manner of property, to enter into contracts, to accept bequests and covenants, to sell, to grant liens, to mortgage or transfer assets, pursuant to the provisions of the law, to the present statutes and to any subsequent amendments thereof. Within its purpose, the WEEELABEX Organisation is entitled to act on behalf of its members in legal proceedings.

3.4 The purpose of the WEEELABEX Organisation will be implemented in particular, but not exclusively, through the following activities:

- Implement and contribute to the further development of normative requirements;
- Decide on uniform WEEELABEX reporting tools, including the frequency of audits;
- Define the requirements and the procedures to be recognised as WEEELABEX auditor;
- Organise WEEELABEX training for candidate WEEELABEX auditors;
- Manage the listing of WEEELABEX auditors;
- Organise WEEELABEX CV and manage the data pertaining to WEEELABEX CV, including appropriate confidentiality safeguards;
- Manage the listing of WEEELABEX processes of operators (“WEEELABEX operators”).

ARTICLE 4 - TERM

The WEEELABEX Organisation is set up for an indefinite period of time.

ARTICLE 5 - INTERNAL RULES

5.1 The Internal Rules of the WEEELABEX Organisation (including any proposed changes thereof) are drafted by the Governing Council and submitted to the General Assembly for approval.

5.2 The Internal Rules determine all organisational, administrative and operational procedures applicable in the WEEELABEX Organisation. The Internal Rules are not part of the Articles of Association. In case of a conflict between the provisions of the Internal Rules and the provisions of the Articles of Association, the latter prevail.

ARTICLE 6 - MEMBERSHIP, RIGHTS AND OBLIGATIONS

The WEEELABEX Organisation includes “Full Members” and may include “Associated Members”.

The first Full Members of the WEEELABEX Organisation are the founders of the WEEELABEX Organisation in accordance with the Articles of Association of the WEEELABEX Organisation. Other persons can become Members of the WEEELABEX Organisation under the provisions contained in these Articles of Association, Internal Rules of the WEEELABEX Organisation and binding legal regulation.

FULL MEMBERS

- 6.1 To be eligible, the application to become Full Member must come from (individual or collective) electrical and electronic waste collection and recovery system (“WEEE system”), located in the European Economic Area or Switzerland, that are **contracted** by producers to undertake producer obligations related to WEEE legislation.
- 6.2 Any WEEE System wanting to become a Full Member submits its application to the WEEELABEX Office (c/o Managing Director), specifying and substantiating by relevant documentation compliance with the conditions set out in article 6.1. A copy of the Articles of Association and Internal Rules, if any, shall be joined with the application. The Managing Director verifies the fulfilment of those conditions after which he submits the application to the Governing Council, which decides whether or not the applicant is admitted as Full Member.
- 6.3 In case an application to become a Full Member is rejected by the Governing Council, the candidate Full Member is entitled to request a re-examination of its application within 30 days after written notification of the decision. The re-examination shall be performed by an *ad hoc* appellate body composed of three representatives, each representing a WEEE system that became Full Member before 1 July 2013 and that is not, at the time of the re-examination, represented in the Governing Council. The representatives concerned are selected by the General Assembly, upon proposal of the Governing Council. The candidate Full Member shall submit its application to the appellate body within three (3) months after their selection. The appellate body shall re-examine the application by the candidate Full Member and communicate its decision within a period of sixty (60) days after the introduction of the said application. The decision by the appellate body is definitive.
- 6.4 Each Full Member pays the membership fee as determined by the General Assembly, upon proposal of the Governing Council.

ASSOCIATED MEMBERS

- 6.5 To be eligible, any application to become Associated Member must come from (individual or collective) WEEE systems, located outside the European Economic Area or Switzerland, that are contracted by producers to undertake producer obligations related to WEEE legislation.
- 6.6 Any organisation wanting to become an Associated Member submits its application to the WEEELABEX Office (c/o Managing Director), specifying and substantiating by relevant documentation compliance with the conditions set out in article 6.5. A copy of the Articles

of Association and Internal Rules, if any, shall be joined with the application. The Managing Director verifies the fulfilment of those conditions after which he submits the application to the Governing Council, which decides whether or not the applicant is admitted as Associated Member.

- 6.7 In case an application to become an Associated Member is rejected by the Governing Council, the candidate Associated Member is entitled to request a re-examination of its application. In such case, the appeal procedure of article 6.3 applies.
- 6.8 Each Associated Member pays the membership fee as determined by the General Assembly, upon proposal of the Governing Council.

COMMON PROVISIONS

- 6.9 Membership of the WEEELABEX Organisation is personal. No Member can transfer or assign its membership of the WEEELABEX Organisation.
- 6.10 Each Member accepts to recognize and to comply with the provisions of the Articles of Association, the Internal Rules of the WEEELABEX Organisation (including any amendment thereof), as well as any other decisions adopted by the WEEELABEX Organisation in accordance with the Articles of Association and/or the Internal Rules. Each Member recognises the WEEELABEX list of WEEELABEX operators and auditors and commits to only use WEEELABEX operators and auditors within the timelines laid down by the General Assembly.
- 6.11 Any Member wanting to terminate its membership for the following calendar year notifies the WEEELABEX Office (c/o Managing Director) thereof by registered mail before 30th September. Any membership fee paid for the current year remains acquired by the WEEELABEX Organisation.
- 6.12 In case of a breach of any of the provisions of the Articles of Association or the Internal Rules by a Member, the Managing Director notifies the Member thereof and gives it the possibility to remedy the breach (if capable of being remedied) within a reasonable period which shall not be less than thirty (30) days. In the absence of adequate remedy, the Governing Council submits a proposal for suspension or exclusion to the General Assembly, stating the reason for the suspension or exclusion. The said Member is invited to the General Assembly and is given the opportunity to present its defence. The final decision is adopted by the General Assembly. The vote of the Member who may be suspended or excluded shall not be taken into account.

- 6.13 In case of suspension or exclusion, the Member concerned is entitled to request a re-examination of the suspension or exclusion. In such case, the appeal procedure of article 6.3 applies. The appeal suspends the decision of the General Assembly.

ARTICLE 7 - WEEELABEX GENERAL ASSEMBLY

COMPOSITION

- 7.1 Each Member appoints one (1) natural person for its representation in the General Assembly. The WEEELABEX Office (c/o Managing Director) maintains a list of natural persons authorized to act on behalf of the particular Members. If the natural person was not on the list maintained by the WEEELABEX Office, then the natural person shall prove its authorization to represent Member by the trade register record or by the full power granted by the person authorized to act on behalf of the Member according to the trade register record. Third parties may be invited to attend the General Assembly with consultative status.

POWERS

- 7.2 Save for the decisions which are explicitly attributed to the Governing Council according to applicable mandatory legislation or pursuant to these Articles of Association, all decisions of the WEEELABEX Organisation are adopted by the General Assembly. The General Assembly has the power to, inter alia:

- Appoint and revoke the President and the other members of the Governing Council;
- Approve the annual report of activities, annual working program, annual budget and annual accounts;
- Grant discharge to the Governing Council;
- Exclude Members;
- Amend the Articles of Association and the Internal Rules;
- Dissolve the WEEELABEX Organisation;
- Set up or dissolve special committees or working groups.

MEETINGS

- 7.3 At least one Ordinary General Assembly is held annually. It is convened by the President, the Vice-President or another member of the Governing Council, or by the WEEELABEX Office on behalf of the Governing Council, and held at the registered office of the WEEELABEX Organisation or at any other venue as stated in the convening notice.

- 7.4 The President and/or the Vice-President are entitled to convene an Extraordinary General Assembly at any time. The President and/or the Vice-President convene(s) an Extraordinary General Assembly upon the written request of at least one fifth (1/5th) of the Full Members. The meeting is held within two (2) months of the receipt of the said request.
- 7.5 Convening notes, including the agenda and the proposed resolutions to be adopted, are sent by the WEEELABEX Office on behalf of the President, or as the case may be, the Vice-President, at least fifteen (15) days before the date of the General Assembly, either by mail, electronic mail or fax. The General Assembly can only take decisions on items on the agenda.
- 7.6 The General Assembly is chaired by the President or, in his absence, by the Vice-President. The Managing Director is the secretary of the General Assembly. In the absence of the Managing Director, the President appoints an alternative secretary of the General Assembly.
- 7.7 A register is kept of dates and minutes of the meetings of the General Assembly. The minutes of the meetings of the General Assembly must be signed by the President and the secretary and be communicated to the Full Members.

QUORUM

- 7.8 The General Assembly is deemed to have the authority to deliberate and vote on the items on the agenda if at least a simple majority of the Full Members are present or validly represented. If that is not the case, the General Assembly has to be convened again and can validly vote without quorum.
- 7.9 A Full Member who is unable to attend a General Assembly, either physically or via video or telephone conference, can give a written proxy to another Full Member, to be sent to the President, via the WEEELABEX Office, at least ten (10) days before the date of the General Assembly. A Full Member can hold a maximum of three (3) proxies. Votes by mail are not accepted.

VOTING

- 7.10 Unless otherwise stated in the Articles of Association, decisions are taken by a simple majority of the votes of Full Members present or validly represented. Each Full Member has one (1) vote.

The following decisions require at least a majority of 2/3 of the votes of the Full Members present or validly represented at the General Assembly:

- Setting up of additional offices;
- Suspension or exclusion of a Member;
- Revocation of the mandate of the members of the Governing Council;
- Changes or amendments to the Articles of Association or the Internal Rules;
- Dissolution and liquidation of the association

ARTICLE 8 - WEEELABEX GOVERNING COUNCIL

COMPOSITION

8.1 The Governing Council is composed of minimum three (3) and maximum fifteen (15) representatives of Full Members.

APPOINTMENT BY GENERAL ASSEMBLY

8.2 Each Member has the right to submit one (1) candidate for the position as president of the Governing Council and one (1) candidate for the position as member of the Governing Council.

8.3 The President and the other members of the Governing Council are appointed with a simple majority of the votes of the Full Members present or validly represented for a period of [three years]. If the number of candidates exceeds the number of mandates available, the candidates with most of the votes are appointed. In case of a tie, the candidate proposed by the Full Member with the longest membership of the WEEELABEX Organisation shall be appointed. If the criterion of the longest membership of the WEEELABEX Organisation will be unable to decide on the appointment, a draw can be used to decide about the appointment. For the purpose of this paragraph, the date of the establishment of membership does not precede the date of 17 April 2013.

8.4 The members of the Governing Council can be re-elected.

8.5 After the appointment of the President and the members of the Governing Council by the General Assembly, the Governing Council chooses a Vice-President and treasurer amongst its members.

TERMINATION

8.6 During the term of the mandate, the membership of the Governing Council ends in the following cases:

- Revocation of the mandate by the General Assembly in case a member of the Governing Council (i) acts against the interests of the WEEELABEX Organisation or (ii) is not fulfilling his responsibility properly;
- Termination of the professional relationship between a Full Member and the member of the Governing Council who was working for that Full Member. In such case, the mandate ends automatically without further notice;
- Resignation by a member of the Governing Council;
- Decease or any other circumstance which renders the performance of the mandate impossible.

8.7 In the above cases, should the number of members of the Governing Council drop below the minimum number stated in article 8.1, an Extraordinary General Assembly shall be convened immediately to elect member(s) to replace the terminated member(s) for the remainder of the term of the mandate.

POWERS

8.8 The Governing Council is entrusted with all powers explicitly attributed to it according to applicable mandatory legislation or pursuant to the Articles of Association. The Governing Council acts as a college. The Governing Council is the body which transposes the general political strategy of the General Assembly into practice. The Governing Council has the following powers:

- Admit Members;
- Propose to suspend or exclude Members to the General Assembly;
- Appoint and supervise the WEEELABEX Office staff;
- Suspend or de-list WEEELABEX auditors, such decisions to be motivated, objective and non-discriminatory;
- Propose annual working programs, budget, annual reports and accounts to the General Assembly;
- Set up or dissolve special committees or working groups.

MEETINGS

8.9 The Governing Council meets regularly, at least four (4) times a year, upon reasonable advance written notification by the President or the Vice-President. It shall also be convened whenever at least one third (1/3rd) of its members so request.

8.10 A register of dates and minutes is kept at the registered office of the WEEELABEX Organisation.

QUORUM

8.11 The quorum of a meeting of the Governing Council is that at least two thirds (2/3rd) of its members are present or validly represented at the meeting.

8.12 Any member of the Governing Council who is unable to physically attend a meeting can attend via telephone, or via web and video conference. Votes by mail are not allowed.

VOTING

8.13 Each member of the Governing Council has one (1) vote. The President, or the Vice-President in his absence, has a casting vote in case of a tie. Decisions are taken by a simple majority of members present or validly represented.

STAKEHOLDERS

8.14 Stakeholders are representatives of producer associations (CECED, DIGITALEUROPE and LightingEurope) and operator associations (EERA).

8.15 Before taking a decision on audit process requirements and auditors training, the Governing Council shall obtain the support from at least one of the two associations as described under the point. 8.14;

ARTICLE 9 – ARRANGEMENT OF PROPERTY RELATIONS

9.1 The basic property of the WEEELABEX Organisation consists of the membership fees of Full and Associated Members, donations or other form of financial or other assistance of other legal or natural persons or other entities who support the activities of the WEEELABEX Organisation, whether in cash or in other form.

9.2 Income and assets of the WEEELABEX Organisation can only be used to implement the objectives and scope of activities of the WEELABEX Organisation referred to in the Articles of Association and Founding Agreement. No part of the income and assets will be

paid to the Members or transferred directly or indirectly by means of dividend, bonus or other profit. However, this does not affect the possibility to pay in a good faith any amount to any member of the Governing Council, the Managing Director, staff member or Member as a reasonable and proper remuneration for any services provided in behalf of the WEEELABEX Organisation or as the adequate payment on the basis of legal title which is not in conflict with the Articles of Association.

- 9.3. The WEEELABEX Organisation is the owner of the income and assets paid or otherwise transferred by its members, as well as assets acquired otherwise during its duration.
- 9.4. The WEEELABEX Organisation is responsible for its obligations with all its assets.
- 9.5. The WEEELABEX Organisation is not liable for the obligations of its members.
- 9.6. No Member is responsible for obligations or the loss of the WEEELABEX Organisation, unless such responsibility was expressly adopted by the Member or established by law.

ARTICLE 10 - FISCAL YEAR AND ANNUAL ACCOUNTS

- 10.1 The fiscal year of the WEEELABEX Organisation starts on January 1 and closes on December 31 of the same year.
- 10.2 The Governing Council submits the annual report of activities and the accounts of the preceding fiscal year to the General Assembly for approval, together with the annual working program and budget for the current fiscal year, which shall occur at the occasion of the Ordinary General Assembly.
- 10.3 The annual accounts have to be verified and audited by an independent auditor who is appointed by the Governing Council.

ARTICLE 11 - REPRESENTATION

The Governing Council as a college has the general power of representation of the WEEELABEX Organisation. The Governing Council can decide on the delegation of the power of representation.

ARTICLE 12 – LEGAL ACTIONS

Legal actions in which the WEEELABEX Organisation is involved are assumed by the Governing Council represented by the President or a member of the Governing Council designated for that

purpose by the President.

ARTICLE 13 – LIQUIDATION OF THE WEEELABEX ORGANISATION

- 13.1 In case of liquidation of the WEEELABEX Organisation, the General Assembly shall determine the manner of disposition of its remaining assets.
- 13.2 The process regarding the liquidation of WEEELABEX Organisation, its transformation, merger or division shall apply mutatis mutandis the provisions of Act No. 531/1991 Coll., Commercial Code, as amended, relating to liquidation, conversion, merger or division of joint stock company.
- 13.3 In case of a conflict between the English and any other language version of the Articles of Association or other WEEELABEX Organization documents, the English language version prevails.

ARTICLE 14 – GENERAL PROVISIONS

APPLICABLE LAW

Everything that is not expressly provided in the Articles of Association or the Internal Rules of the WEEELABEX Organisation is governed by the laws of the Czech Republic.

LANGUAGES

The working language of the WEEELABEX Organisation is English.

APPROVAL OF THE FIRST VERSION OF THE ARTICLES OF ASSOCIATION

The first version of the Articles of Association of the WEEELABEX Organisation was approved by the founders of the organisation in accordance with the provisions of article VII of the Founding Agreement and in accordance with Section 20h, paragraph 2 of Act No. 40/1964 Coll., the Civil Code, as amended, in Prague on

ANNEX

Architecture and governance of WEEELABEX conformity verification – Version 7.0 of 20 September 2012

See http://www.weee-forum.org/system/files/various/weeelabex_conformity_verification_governance_v7.0_final_2012_09_20.pdf