



STATUTES AFERA

Article 1 - General

1. The name of the Association is "The European Association for the Self-Adhesive Tape Industry", in abbreviation "AFERA" (hereinafter to be called "The Association").
2. The Association has its head office in The Hague as of 1st July nineteen hundred ninety-nine.
3. The Association will continue the activities of the association formerly called AFERA (Association des Fabricants Européens de Rubans Auto-adhésifs), founded on six November nineteen hundred fifty-eight in Paris, France, and which was active till 30th June nineteen hundred ninety-nine.
4. The annual financial period will coincide with the calendar year.

Article 2 - Object

The Association intends to promote the interests of the self-adhesive tape industry, this in the broadest sense of the word.

Article 3 - Means

The Association tries to achieve this object by:

- a studying issues in commercial and economic fields with regard to the market in general;
- b doing research for quality improvements;
- c studying and promoting standardizing;
- d promoting the use of self-adhesive tape;
- e collecting statistical data;
- f collaborating with public and private bodies represented by members in all countries, as well as with international organizations to study issues within the industry;
- g promoting contact and good fellowship between the members;
- h applying all other suitable means; in all cases in compliance with the applicable law.

Article 4a - Classes of members

1. Within the Association there are the following classes of members:
 - a. Active members: manufacturers of self-adhesive tape having coating facilities within Europe and their non coating european subsidiaries.
 - b. Associated members: suppliers to the self-adhesive tape industry and other organizations whose assistance may be conducive to the objects of the Association. Membership has to be approved by the General Assembly following a proposal of the Steering Committee.
 - c. Affiliated members: bodies such as national European associations or national European groups, institutions and universities conducive to the self-adhesive tape industry.
 - d. Honorary members: persons of exceptional merit for the Association, appointed by the General Assembly on the proposal of the Steering Committee. Appointment is for a definite period of time.
2. All members are entitled to attend the General Assembly. Only active members have voting rights and are eligible for membership of the Steering Committee.

Article 4b – Other Participants

The General Assembly may agree to extend the rights of participant to other groups within the self adhesive tape family in order to meet its objective. Participants are not members of the association but can enjoy certain benefits as agreed from time to time by the Steering Committee. These benefits which cannot include participation at the Annual Congress nor access to members only pages of the Afera

website, will be published by the Steering Committee. The fee for participants will be decided by the Steering Committee.

The following groups enjoy participant status:

Converters (This group includes printers, slitters, die cutters and laminators of self adhesive tapes).

Article 5 – Admission (as a member or as a participant)

1. Requests for admission have to be addressed to the Secretariat.
2. The Secretariat informs the members of the Steering Committee about each such request.
3. If the Secretariat does not receive any written objections within thirty days after having informed the members of the Steering Committee, a request for admission is considered to be accepted. The applicant will receive a written confirmation indicating their admission date.
4. In case objections are raised by one or more members of the Steering Committee within thirty days, the Secretariat will put the matter on the agenda of the next General Assembly. If the General Assembly (as the case may be, after obtaining independent legal advice) considers the objections valid with an absolute majority of votes, the applicant will be informed in writing by the Secretariat that his or her request has not been accepted by the General Assembly stating the reasons if known.
5. If the Steering Committee (after having obtained independent legal advice, as the case may be) refuses admission, the applicant will receive a written notification about the possibility of appeal to the General Assembly within 30 days after receipt of the notice, in which case the Secretary will put the matter on the agenda of the next General Assembly.

Article 6 - Termination of membership or participant status

1. Termination of membership or participant status requires the member or participant to send a letter of resignation by registered mail to the Secretariat.
2. Membership or participant status will then terminate three months after receipt of the letter of resignation by the Secretariat. Membership and participation fees remain due for the full year in which the termination of membership or participant status takes place.

Article 7 - Termination and expulsion

1. The Steering Committee may decide to terminate membership or participation or, if the activities of the member or participant have changed since the request for admission, to change the class of membership or participation.
2. The Steering Committee may expel a member or participant, if the full membership or participation fee for that year has not yet been paid two months after a second written demand for payment.
3. A member or participant may also be expelled in case of any other violation of this constitution or in the event of them harming the objects of the Association. The decision for expulsion will be taken upon a proposal by the Steering Committee. Such a proposal demands ratification by a two thirds (2/3) majority of votes of the General Assembly.

Article 8 - Steering Committee

1. The Association will be administrated by a Steering Committee comprising of:

a) Regional representatives. There are six regions:

- Central Europe including Germany, Austria and Switzerland
- Italy
- Iberian Peninsula including Spain and Portugal
- Western Europe including France, Belgium and The Netherlands
- Northern Europe including United Kingdom with England, Ireland and the Scandinavian Countries
- Eastern Europe including countries from the Baltics, Turkey and Israel

The regional representatives will be nominated by the active members in each country of that region and serve for two years. The nomination will be subject to election by the General Assembly with an absolute majority.

The definition of a region will be decided from time to time by the Steering Committee.

b) Committee Chairmen. The chairmen of the main subcommittees can be co-opted to serve on the Steering Committee.

The Chairmen of these Committees, not representing their company but their Committee, are entitled to vote.

The composition of the Steering Committee should not exceed two members of the same group of companies. The Steering Committee may agree to waive this limit where this is agreed to be in the best interest of the association.

2. The Steering Committee will have a President and a Vice-president. Only the regional representatives are eligible for these functions and, will be elected to serve for a period of two years in accordance with a rotational scheme laid down by the Steering Committee. The outgoing President cannot be re-elected as a President or Vice- president for at least two years.
3. The Steering Committee will be assisted by a Secretary-General who can also act as Treasurer. The Secretary-General will act on instructions from the Steering Committee.
4. The Steering Committee can be convened on the request of the President or of two members of the Committee.
5. Decisions of the Steering Committee will be decided by absolute majority. If the votes are equally divided, the President has the casting vote. Decisions of the Steering Committee are valid only if a quorum of at least half of the members of the Steering Committee are present.
6. Members of the Steering Committee can be suspended or dismissed by the General Assembly with a two thirds majority.
7. Membership of the Steering Committee will not be remunerated.

Article 9 - Power to represent

The Steering Committee represents the Association.

The President and the Vice-president acting jointly may also represent the Association and perform all legal acts on its behalf.

Article 10 – Committees

1. The Steering Committee may set up one or more committees.
2. The membership of a committee is open to all members.
3. A committee elects its own Chairman for a period of two years. The Chairman may be re-elected. Each committee has its own meeting schedule.
4. During the period that he holds office, the Chairman of a committee is ex officio member of the Steering Committee.
5. Minutes will be made of all activities, meetings and decisions of a committee. Information about activities of a committee will be issued to all members of the Steering Committee.
6. Committee meetings will only be attended by members of the committee and persons invited by the Chairman of a committee. If invited persons are not members of the Association, the approval of the Steering Committee for their attendance will be required.
7. The Chairman of a committee may appoint working groups reporting to the committee.

Article 11 - Information about the activities in the AFERA committees

Each member of the Association is entitled to receive the minutes of the Steering Committee and the other committees on written request. General information on the activities of the committees will be made available to members via the Associations website, newsletter as well as at the General Assembly.

Article 12 - General Assembly

1. The General Assembly will take decisions by an absolute majority of the votes of the active members present or represented at the General Assembly.
2. An active member may be represented at the General Assembly by a corporate director or by a person duly authorized in writing by the management.
3. The General Assembly is chaired by the President of the Steering Committee or, in his absence, the Vice-president or, by his absence, by another member of the Steering Committee to be appointed by the Steering Committee.

4. The agenda for the General Assembly will be drawn up by the Steering Committee and the Secretary-General. Only proposals confirmed by the Steering Committee and the Secretary-General may be tabled during the meeting, unless the General Assembly unanimously decides during the meeting to add an item to the agenda.
5. Each member is entitled to submit proposals for discussion to the General Assembly. Such proposals will generally be made in writing to the Secretariat at least twenty-one days in advance.
6. The General Assembly will consider the report of the Steering Committee about its activities of the past year and, as the case may be, endorse the management carried out with regard to the affairs of the Association.
7. The first General Assembly in the year will consider the annual financial report and endorse the budget for the next year.
8. The General Assembly will meet at least once a year. The members will be invited to the General Assembly by way of a written convocation. At least fourteen days have to elapse between the day the convocation was sent and the day the meeting will be held. The convocation will include the agenda for the meeting.
9. Voting will be effected by a show of hands except in case of a voting on persons, which will be effected by secret ballot. If in case of voting on a person the absolute majority is not obtained by the first ballot, a second ballot will be taken to choose between the two persons having gained the highest number of votes. If there is a tie of votes with regard to other matters, the proposal is considered to be rejected. If there is a tie of votes on persons, the President will decide.
10. Abstentions and abstaining from voting will not count as votes cast.
11. Each voting member may be represented at the meeting by a proxy given in writing to a voting member present.

Article 13 - Regulations

The General Assembly may lay down one or more regulations for committees as well as with regard to other subjects.

Article 14 – Secretariat

1. The Secretariat has its head office in The Hague, Netherlands.
2. The Secretariat may be transferred to another location and another country by a decision with a three quarter majority of votes of the General Assembly.
3. The operational function of Treasurer may be exercised by the Secretariat.
4. The Secretariat will be engaged under conditions approved by the President and the Vice-president of the Association.
5. The Secretary-General may be authorized by the President and the Vice-president to act in a binding manner in the name of the Association.
6. The Secretariat may be remunerated. This remuneration will be determined by the Steering Committee.

Article 15 - Funds

1. The funds of the Association are:
 - a. membership and participation fees
 - b. capitation fees
 - c. special emoluments
 - d. interest
 - e. loans
 - f. incidental revenue
2. Each member or participant of the Association has to pay an annual membership or participation fee. The basis and the rates will be determined from time to time by the General Assembly at a proposal of the Steering Committee. Capitation fees will be proposed by the Steering Committee and approved by a three quarter majority of the votes of the General Assembly. The money will be collected by the Treasurer.
3. The Treasurer will keep true and accurate accounts of the Association. The Treasurer will be directly responsible to the Steering Committee.

4. The funds of the Association will be kept by the Treasurer on accounts at recognized financial institutions.
5. The accounts will be annually audited by a public accountant.

Article 16 - Amendment of the Articles

1. At the proposal of the Steering Committee a General Assembly may be convened to take a decision about amendment of these Articles. For such a General Assembly a notification of at least twenty days is required.
2. The quorum of such a meeting is two thirds of the voting members. For a decision a three quarter majority is required.

If no quorum is present at this General Assembly, the proposal will be sent by mail to all voting members for approval or disapproval within the next 30 days. The decision will then be taken by majority of registered votes. Answers with 'no opinion' will not be taken into consideration when calculating the required majority. An amendment of the Articles will only become effective as soon as a notarial deed is drawn up. Each member of the Steering Committee is authorized to sign that deed, whereas the Steering Committee can also appoint others to that end.

Article 17 - Merger, dissolution and liquidation

1. A decision to merge or dissolve the Association can only be taken by the General Assembly in accordance with the proviso of article 16.
2. If it is decided to dissolve the Association, the General Assembly decides about the allocation of the surplus or loss of the Association after the dissolution and it will appoint liquidators to settle the financial affairs of the Association.

Article 18 - Applicable law, interpretation and transitional provision

1. The Association will be governed by Dutch law.
2. The working language of the Association will be the English language, on the understanding that in case of explanation and interpretation of these Articles the Dutch text will be decisive.
3. Unless the context requires another interpretation in these Articles:
 - (a) words importing the singular also include the plural and -
 - (b) words importing the masculine also include the feminine and vice versa.
4. "Year" is the calendar year.

Article 19 - Final provision

In all cases for which neither these Articles nor the Dutch law provide for, the Steering Committee decides.