

Translation articles of association after amendment of 6 November 2019

4. Articles of association

Name and corporate seat

Article 1

- 1.1. The association bears the name: **International Solid Waste Association**
- 1.2. The short version of the name is: **ISWA**.
- 1.3. She has her corporate seat in the municipality Rotterdam.

Mission and objectives

Article 2

- 2.1. The mission of the association is: “the promotion and development of sustainable waste management worldwide”.
- 2.2. The objective of the association is to be active as an international non-profit organisation and acting in the public interest in order to:
 1. professionally promote and develop sustainable waste management worldwide;
 2. protect public health and environment;
 3. work towards a circular economy through scientific, economic and social instruments.
- 2.3. She attempts to accomplish this objective by:
 1. promoting efficient use of resources through sustainable production and the transition into a circular economy;
 2. supporting developing and upcoming economies;
 3. improving waste management through education and training;
 4. promoting suitable and the best available technologies and practices;
 5. promoting professionalism through a programme in the field of professional aptitude.
- 2.4. The scientific, economic and social instruments referred to in 2.2 are:
 1. an international network for sharing knowledge, data and experiences;
 2. expert groups to enhance knowledge and expertise;
 3. professional conferences, seminars and workshops to share knowledge and provide information;
 4. education, training and tailor-made courses including a qualification and certification programme;
 5. professional publications, including high-quality (research) magazines, current studies and developments worldwide;
 6. Cooperation with stakeholders, particularly the National Members of the association as well as the international organisations and institutes;
 7. various projects in developing economies that result in a circular economy.
- 2.5. The association also has the objective to participate in and to conduct the board and/or management of other companies, undertakings and other legal persons, to provide advice and to incorporate, acquire, participate in and cooperate with other companies, undertakings and other legal persons.

Organisation and membership

Article 3

- 3.1. The organisation of the association consists of:
 - a General Assembly;
 - the President and Vice President;
 - a Board (including the President and Vice-President;
 - a General Secretariat) under the direction of a Managing Director;
 - a Mediation Board.
- 3.2. The association has:

1. national members, hereinafter referred to as: National Members, being regular members within the meaning of the law;
2. Company/Organisation Members;
3. Individual Members;
4. Student Members;
5. Online Members;
6. Honorary Members.

The members mentioned under 2 up to and including 6, hereinafter referred to as the associate members, are no members within the meaning of the law.

Where these articles of association refer to members or member, this pertains to (individual) National Members, unless explicitly indicated otherwise.

- 3.3. National Members are:
 - preferably non-governmental organisations as societies, associations, institutes, federations or collaborating organisations that represent one or more countries, who are active in focus areas that are in line with the objective of the association, or
 - in the event of special circumstances, to be judged by the board and approved by the General assembly, organisations that promote professional sustainable waste management and the circular economy in the public interest and on a national level.
- 3.4. Company/Organisation Members are public or private organisations of a company that are active in the field of, or affiliated with, sustainable waste management.
- 3.5. Individual Members are individuals who are active or interested in the field of sustainable waste management.
- 3.6. Student Members are individuals who are registered fulltime at a university of applied sciences or university.
- 3.7. Online Members are individuals who obtain advantages and services exclusively online.
- 3.8. Honorary Members are, in correspondence with the Internal Regulations, appointed by the general assembly on the recommendation of the board, with regard to special merits for the association.
- 3.9. An organisation can be accepted as a member after the organisation submitted a written request to the board, after which the general assembly will make a decision regarding the acceptance as a member.
- 3.10. An organisation or person can be accepted as an associate member after the organisation of the person submitted a written request to the General Secretariat, which subsequently makes a decision regarding the acceptance.
- 3.11. The General Secretariat accurately keeps records of the member registry regarding the National Members and the associate members.
- 3.12. The membership of the National Members and the associate members is for individuals as well as legal entities personal and therefore not transferable nor subject to be acquired through succession, merger or legal division.
- 3.13. The association has, in addition to these articles of association, internal regulations, hereinafter referred to as: Internal Regulations.

Rights and obligations of the members

Article 4

- 4.1. As described in these articles of association and in accordance with the provisions of the Internal Regulations:
 - a. All National Members and associate members have the right to receive products and services made available by the General Secretariat, including membership fees for the purchase of publications, training material and registration for events;
 - b. National Members have the right to appoint National Member Representatives who have complete voting rights in the General Assembly;
 - c. Company/Organisation Members have the voting right to elect Company/Organisation Member Representatives for the board, which

- Company/Organisation Member Representatives also have voting rights in the General Assembly, with the exception of voting rights regarding the election of the National Member Representatives in the board;
- d. all National Members and associate members, with the exception of the Online Members, who are located in areas where Regional Chapters are established have the voting right to elect Regional Chapter Representatives in the board;
 - e. Individual and Student Members have the right to be present in the General Assembly and speak if they are called upon to do so by the President.
- 4.2. The National Members and associate members shall commit themselves to promote the interests of the association and shall refrain from every activity that might be harmful for the reputation of the association or which can result in a breach of the association's objectives. The National Members and associate members will act in accordance with the articles of association and the Internal Regulations. The National Members and associate members will pay the contribution determined by the General Assembly in a timely manner.
- 4.3. National Members who did not comply with their obligation regarding the payment of their contribution within ten (10) days before the annual assembly referred to in article 10, are automatically suspended when their voting right is concerned. The board will notify a National Member regarding this matter prior to the annual assembly. A suspension that is not followed by a termination of the membership by the association within a month, will end once said period has elapsed. During this suspension, a member cannot execute a voting right, however his remaining membership rights will remain in existence.
- 4.4. The associate members have a personal membership year regarding the payment of contribution, which will start every year on the starting date (day and month) of the associate membership.

Suspension and termination membership

Article 5

- 5.1. The board is authorised to suspend National Members and associate members for a period that lasts until the next general assembly, if the member repeatedly acts in violation with his membership obligations or by displaying behaviour or actions that severely prejudice the interest of the association. During the period of suspension, the rights connected to the membership cannot be executed.
- 5.2. The membership of the National Members as well as the associate members is terminated:
- a. when the (regular or associate) member ceases to exist;
 - b. by the passing away of the (associate) member;
 - c. by termination by the (regular or associate) member;
 - d. by termination by the association;
 - e. (when a regular member is concerned) by expulsion.
- 5.3. With respect to termination by a (National Member or associate) member, the following provisions apply.
- 5.3.1. Termination of a membership by the member can only take place at the end of an association year. It will take place by written notification, which has to be received by the General Secretariat before the first day of May. The General Secretariat is obligated to confirm receipt within fourteen days. If a termination did not take place in time, the membership will continue to exist until the end of the next association year, unless the board decides otherwise or if it simply cannot be demanded of the member to let him continue the membership.
- 5.3.2. A member can terminate his membership with immediate effect within a month after he was notified of the decision on the conversion of the association into another legal form or merger or legal division.

- 5.4. Termination of the National Member membership by the association can take place at the end of the current association year by the general assembly, in compliance with a notice period of at least three (3) weeks, when the member, after he/she has been repeatedly reminded, has not fully complied with his financial obligations towards the association or the requirements for the membership determined by the articles of associations by the first of December. Termination by the general assembly can result in discontinuation of the membership with immediate effect, when it simply cannot be demanded of the association to let it continue the membership.
Termination will always take place in writing and with a statement of reasons.
- 5.5. Termination of the associate membership by the association can take place by the board, in compliance with a notice period of at least three weeks, when the associate member, after he/she has been repeatedly reminded, has not fully complied with his financial obligations towards the association or the requirements for the membership determined by the articles of associations by the first day of the fourth month, or in the event of situations referred to in the Internal Regulations. Termination by the general assembly can result in discontinuation of the membership with immediate effect, when it simply cannot be demanded of the association to let it continue the membership.
Termination will always take place in writing and with a statement of reasons.
- 5.6. Expulsion from the National Member membership can only take place when a member acts or has acted in violation of articles of association, regulations or decisions of the association or when said member harms or has harmed the association. The expulsion takes place, either on recommendation of the board or not, by the general assembly, after which the board notifies the relevant member promptly after the decision, with a statement of reasons. The person involved is authorised to appeal to the Mediation Board within one month after receiving the notification.
During the period set for appeal and pending the appeal the member shall be suspended. The expulsion decision of the general assembly will have to be made with at least a two-thirds (2/3rd) majority of the votes cast validly.
- 5.7. When the membership terminates during an association year, regardless of the reason or cause, the full contribution of the current association year will remain payable by the member, unless the general assembly in the events under 5.4 and 5.6 and the board in the events under 5.5 and 5.7 decides otherwise.
- 5.8. A National Member cannot exclude in his regard the applicability of a decision by termination of his membership by virtue of which the members' obligations of financial nature based on these articles of association are weighted. This shall not affect the possibility of termination in accordance with paragraph 3 of this article.

Financial resources

Article 6

- 6.1 With respect to the financial resources the following applies:
- 6.1.1. The financial resources of the association can be formed by among others:
- contribution of members;
 - shifts;
 - donations;
 - subsidies;
 - sponsorship money;
 - revenues from project management;
 - revenues from publications;
 - revenues from (promotional-) activities;
 - interest income;
 - succession acquisition and gifts.
- 6.1.2. Inheritances will only be accepted by the association under benefit of inventory.

- 6.2 Every National Member and associate member pays a contribution, of which the amount will be determined annually by the annual assembly based on the budget plan. The manner in which the contributions are determined will be regulated in the Internal Regulations.

Board

Article 7

- 7.1. The board entrusted with the management of the association, respecting the provisions in article 8.
- 7.2. The board consists of a maximum of eleven (11) individuals one year after the establishment of the association, being:
- a President;
 - a Vice-President;
 - a Treasurer;
 - the chair of the Scientific and Technical Committee (STC), hereinafter: Chair of STC;
 - two representatives on behalf of the National Members, hereinafter: National Members Representatives;
 - two representatives on behalf of the Company/Organisation Members: hereinafter: Company/Organisation Members Representatives;
 - three representatives on behalf of the regional chapters (Regional Chapters), hereinafter: Regional Chapter Representatives.
- 7.3. The first year after the establishment of the association, the board will exist of a maximum of thirteen (13) individuals, being the board members mentioned under 7.2 plus two (2) board members who are operationally entrusted with the transition of the association to Austrian law: International Solid Waste Association in Vienna into the present association, hereinafter referred to as: Transition Directors. The management position of these two (2) board members will end at the latest one year after the establishment of the association and these seats on the board shall lapse. These board members are appointed by the general assembly.
- 7.4. Board members under 7.2 ought to meet the profiles as included in the Internal Regulations.
- 7.5. If the number of board members has dropped below the minimum, the board will remain authorised as long as at least two (2) board members are in office. The board is obligated to facilitate that the board will be composed in accordance with these articles of association as soon as possible. A vacancy must be filled within three (3) months after it arises.
- 7.6. The President, Vice-President, Treasurer, Chair of STC and the National Members Representatives will be elected and appointed in compliance with the (appointment) procedure as included in the Internal Regulations by the general assembly.
- 7.7. The Company/Organisation Members Representatives will be elected in compliance with the (appointment) procedure as included in the Internal Regulations by the Company/Organisation Members and through binding recommendation appointed by the general assembly.
- 7.8. The Regional Chapter Representatives will be elected in compliance with the (appointment) procedure as included in the Internal Regulations by the Company/Organisation Members and through binding recommendation appointed by the general assembly.
- 7.9. The President will be appointed for a period of two (2) years and can be re-elected once.
The Vice-President and the Treasure will be appointed for a period of two (2) years and can be re-elected twice.
The Chair of STC will be appointed for a period of four (4) years and can be re-elected once.

- The National Members Representatives, the Company/Organisation Members Representatives and the Regional Chapter Representatives will be appointed for a period of two (2) years and can be re-elected twice.
- 7.10. The general assembly can suspend or discharge a board member. In order to do so at least a two-thirds majority of the votes cast validly is required. A suspension that is not followed by a discharge within one month will end by expiration of that term.
- 7.11. The board members are authorised to resign, provided that this will occur in writing with a notice period of at least three (3) months.
- 7.12. With regard to concluding agreements to acquire, sell or encumber registered property, for agreements where the association binds herself as a surety or several debtor, warrants performance by a third party or provides security for a debt of a third party, the board is only authorised after approval by the general assembly. In this matter we refer to article 8.4 of these articles of association.
- 7.13. The board needs the approval of the general assembly for the entering into financial loans and the renting or letting of registered property.
The absence of this approval cannot be invoked by the association nor by the other party.
- 7.14. In the event of the absence or inability to act of the President, the powers of the President will go to the Vice-President.
- 7.15. Board assemblies shall be held when the President deems it appropriate or if at least three of the other board members submit a request to the President that contains an accurate specification of the points to be discussed.
- 7.16. The board can only make decisions during the assemblies if the majority of the members in office are present during the assembly or represented.
- 7.17. All board decisions will be taken with a simple majority of the votes cast.
- 7.18. The members of the Board receive as such no remuneration for their work.
They do have a right to reimbursement of the expenses incurred by them in the performance of their duties and approved by the Board, if not excessive and provided that the costs are also included in the budget established for that year.

Representation

Article 8

- 8.1. The association will be represented by the board or by the President acting jointly with the Vice-President, Treasurer, Chair of STC or a National Members Representative.
In the event of the absence or inability to act of the President, the aforementioned representative authority will go to the Vice-President.
The first year after the establishment of the association, the association can also be represented by two (2) jointly acting Transition Directors, or one Transition Director acting jointly with the President, de Vice-President, Treasurer, Chair of STC or a National Members Representative.
Every board member can choose to have himself represented by a written power of attorney.
- 8.2. Every board member can be given a limited or complete written power of attorney by the board insofar the exercising of his task is concerned.
- 8.3. One or more third parties can be given limited written power of attorney by the board where the powers ought to be described accurately and in correspondence with the objective of the association.
- 8.4. The limitation of the management authority in article 7.12 also applies to the authority to represent. This limitation can only be invoked by the association.

Financial year, administration, and annual documents

Article 9

- 9.1. The financial year is the calendar year.

- 9.2. The board is obligated to keep records of the association's financial position as to enable the foundation's rights and obligations to be ascertained at all times.
- 9.3. The board is obligated to keep the documents referred to in paragraph 2 and article 10 for seven years.

Annual Assembly, Audit Commission

Article 10

- 10.1. The Managing Director shall engage an auditor who is qualified under the Law to audit the annual accounts.
- 10.2. Within six (6) months after the end of every financial year, save where this period is extended by a maximum of four (4) months by the general assembly on the basis of special circumstances, a general assembly (annual assembly) will be called. The board reports during this assembly about his annual accounts regarding the activities within the association and the policy pursued. It presents the annual account (balance sheet and the income and expenditure with explanatory notes) to the assembly. The documents shall be signed by each of the board members. If any of their signatures is missing, the reason for this omission shall be recorded.
- 10.3. The general assembly will appoint on an annual basis, but thirty (30) days before the annual assembly at the latest, a commission of at least two (2) members, who cannot be a part of the board, to research the documents referred to in paragraph 1, hereinafter: Audit Commission. The Audit Commission reports her findings to the general assembly. If the research requires special accounting knowledge, then the Audit Commission may be assisted by an expert at the expense of the association.
- 10.4. The board is obligated to provide the Audit Commission with all information that is required, show the books and documents of the association.
- 10.5. Approval of the books and responsibility by the general assembly results in the board to be discharged, except for what does not appear from the books.
- 10.6. If the approval of the books and responsibility is refused, the general assembly will appoint another Audit Commission consisting of at least three members, who starts a new research regarding the books and responsibility. This Audit Commission has the same authorities as the previous Audit Commission. Within a month after the appointment she will report her findings to the general assembly. If the approval is not granted for a second time, then the general assembly will take action that she sees fit in the interest of the association.
- 10.7. The (formalities regarding) annual assembly and the annual account will be further discussed in the Internal Regulations.

Calling general assembly

Article 11

- 11.1. The board notifies the National Members of the date, time and location at least six (6) months prior to the date on which the annual assembly is being held.
- 11.2. The annual assembly is called by the board, in compliance with a term of at least thirty (30) days. This shall be done by sending a written notification to all members. This written notification also includes sending an email.
- 11.3. In addition to the annual assembly referred to in article 10, general assemblies will also be called, as often as the board deems appropriate, and as often as that is requested in writing, stating the subjects that will be discussed, by at least the number of members as is authorised to cast one tenth of the votes in the general assembly if all members are present or represented.
- 11.4. After the request referred to in paragraph 3 has been received, the board is obligated to call a general assembly within a term no longer than thirty (30) days. If they refrain from doing so within fourteen (14) days after the request was received by the board, then the applicants will call an assembly themselves in the manner that the board calls for general assemblies.

Decision-making process

Article 12

- 12.1. Regarding the decision-making process the following applies:
- 12.1.1. Members have access to the general assembly. They all have the right to speak and vote.
The number of votes that can be cast by a member depends on the sum that the member owes the association in contribution during that particular year. Further regulations concerning this matter is included in the Internal Regulations.
- 12.1.2. The board of every member has to notify at the latest seven (7) days prior to the general assembly by which individual she is being represented.
- 12.1.3. Every member is authorised to cast his vote by a representative who was granted a written power of attorney by another member. Nobody however can act as a power of attorney for more than three other members.
- 12.1.4. The board members, associate members, the Managing Director and the staff of the General Secretariat also have permission to attend the general assembly. The board members and the Managing Director of the General Secretariat also have the right to speak. The President can also grant the authority to associate members to speak during the general assembly.
- 12.1.5. With the exception of the suspended members as referred to in article 4.3, suspended (board) members do not have access to the assembly except for the assembly in which the decision regarding the suspension was discussed.
- 12.1.6. The general assembly makes a decision regarding the admission of others than members.
- 12.1.7. Decisions can only be made if the number of members is as such that at least fifty percent (50%) of the total number of votes that can be cast in the general assembly is present or represented during the assembly.
If this is not the case, then decisions can be made outside the assembly regarding the subjects of the first assembly, in compliance with the provisions in article 12.1.2, 12.2 and the Internal Regulations.
- 12.2. A written decision, even if the members are not gathered in an assembly, where the number of members is as such that at least fifty percent (50%) of the total number of votes that can be cast in the general assembly are cast, has, provided that it was made with prior knowledge of all members and the board, and in compliance with the provisions in article 12.1.2 and the Internal Regulations, the same power as a decision by the general assembly, unless is stated otherwise in these articles of association. Such a decision will be noted in the minute book, and a report is made during the next general assembly.
- 12.3. Votes concerning matters will take place verbally, votes concerning persons in writing. The accepting of proposals by acclamation is possible if the President proposes and the assembly agrees.
- 12.4. A decision is made regarding all proposals by majority of votes, insofar the articles of association do not state otherwise. In the event of a tie vote, the proposal is rejected. During elections, the person is chosen who acquired more than half of the votes. If no one acquired half of the votes, then, if necessary after an interim vote, a second vote is held between the two (2) persons who acquired the most votes and the person who acquires the most votes during that vote is chosen. In the event of a tie vote during the second vote, it shall be decided by the drawing of lots.
- 12.5. Votes are considered votes cast validly. Blank votes are not valid votes.
The ones whose vote is blank or not valid will only count to determine the quorum.
- 12.6. A judgment made by the President during an assembly regarding the voting results is final. If, however, immediately after making said judgment its correctness is being disputed, there will be a new vote when the majority of the assembly or, if the original

vote did not occur severally or in writing, a person with the right to vote requests so. Due to this new vote, the legal effects of the original vote shall lapse.

Direction, minutes

Article 13

- 13.1. The President directs the assemblies. During his absence or inability to act the Vice-President will act as chair of the assembly.
- 13.2. The matters discussed during the assembly are being noted in a minute book by a person appointed by the President and these minutes will be put on the agenda for the next assembly.

Amendment of articles of association; merger; legal division

Article 14

- 14.1. Amendment of the articles of association can only take place after a decision of the general assembly, which was called including the notification that there would be a proposition to amend the articles of association. The term for calling such assembly is at least thirty (30) days.
- 14.2. When the general assembly is presented with such proposal, the convening notice together with a copy of the proposal containing the literal text of the proposed amendment must simultaneously be placed at least thirty (30) days prior to the assembly, by the person who called the assembly in which the amendment of the articles of association would be discussed, in an appropriate place for every shareholder and other person authorised to attend an assembly to see, until the end of the assembly.
- 14.3. The decision to amend the articles of association can only be made by a general assembly in which the number of members is as such that at least fifty percent (50%) of the total number of votes that can be cast in the general assembly is present or represented during the assembly. There has to be at least a two-thirds (2/3rd) majority of the votes cast validly.
- 14.4. If the quorum is not met, then regardless of the members present or represented, a decision can nevertheless be made to amend the articles of association in compliance with the provisions in 12.1.7.
- 14.5. The provisions in the previous paragraphs of this article also apply to a decision of the general assembly with respect to merger or legal division of the association.

Amendment of articles of association outside the assembly

Article 15

The provisions in article 14 do not apply if all members are present or represented in the general assembly and the decision is made by general vote, or decision, even though the members are not gathered during an assembly, made in writing as referred to in article 12.2, with at least a two-third (2/3rd) majority of the total amount of votes cast in the general assembly.

Implementation amendment articles of association

Article 16

- 16.1. The amendment of the articles of association will not be implemented before a notary deed has been prepared. Every director is authorised to have the deed executed.
- 16.2. The directors are obligated to place an authentic copy of the amendment and a consecutive text of the amended articles of association at the office of the Chamber of Commerce where the association has her corporate seat.

Dissolution and liquidity event

Article 17

- 17.1. The association will be dissolved by a decision of the general assembly, with at least a two-third majority of the total amount of votes cast in a general assembly where at least fifty percent (50%) of the total number of votes that can be cast in the general assembly is present or represented during the assembly. The association will be dissolved in the events referred to in article 2:19 of the Civil Code.

- 17.2. If the quorum is not met, then regardless of the members present or represented, a decision can still be made to dissolve in a next assembly which ought to take place at least five (5) days but at the most thirty days after the first assembly, with a two-third (2/3rd) majority of the number of votes cast validly.
- 17.3. When the assemblies referred to in paragraphs 1 and 2 of this article are called, it should be notified that the proposal will be made during the assembly to dissolve the association. The term for calling the assembly is at least fourteen (14) days.
- 17.4. In the event that when making the decision to dissolve no liquidators were appointed, the liquidation will take place by the board in compliance with the legal provisions.
- 17.5. Any possible positive balance will be spent on behalf of an 'Algemeen Nut Beogende Instelling' ('ANBI organisation') with similar objectives or a foreign organisation that solely or almost solely envisages the general good and that has a similar objective, to be determined by the general assembly that serves the objectives of the association. The liquidators will transfer the positive balance.
- 17.6. After the dissolution the association will remain to exist insofar this is necessary in order to liquidate her assets. During the liquidation process the provisions of the articles of association remain in force as much as possible. In documents and announcements made by the association, the words 'in liquidation' ought to be added to her name.
- 17.7. The books and documents of the association should be kept by a natural or legal person appointed by the liquidators, during seven (7) year after the liquidation process.

Disputes and complaints procedure

Article 18

- 18.1. The board researches in the first instance and decides in the event of disputes and complaints:
 - a. between members;
 - b. between members and the association.
- 18.2. The general assembly determines by (separate) regulations a written dispute and complaints procedure as well as an appeal procedure.
- 18.3. The appeal procedure is the Mediation Board which is appointed in compliance with the regulations created for this purpose.

Regulations

Article 19

- 19.1. The general assembly can, in addition to the Internal Regulations, provide further rules regarding all matters where regulation is appropriate.
- 19.2. Amendment of the regulations can take place by a decision of the general assembly, upon request of the board or by a written request submitted by at least one third (1/3rd) of the members of the association.

The general assembly can first make the decision after the board, if the request does not come from her, has the opportunity to reflect on this amendment.
- 19.3. The regulations cannot include provisions that deviate from or are in conflict with the provisions of the law or the articles of association, unless the deviation is allowed by the law or the articles of association.

Final clause

Article 20

Decisions on all matters not governed by law, the articles of association or the internal regulations will be taken by the Board.

(end articles of association)