



# Afera Statutes

## Article 1 – General

1. The name of the Association is "The European Adhesive Tape Association", in abbreviation "Afera" (hereinafter to be called "The Association").
2. The Association has its head office in The Hague as of 1<sup>st</sup> 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 6<sup>th</sup> November nineteen hundred fifty-eight in Paris, France, and which was active until 30<sup>th</sup> June nineteen hundred ninety-nine.
4. The annual financial period will coincide with the calendar year (see Article 15).

## Article 2 – Objective

1. The Association aims to add the greatest value possible to its members' businesses and to be the voice of the European adhesive tape industry. Afera's vision is a world in which designers, engineers and manufacturers in every conceivable industry are aware of adhesive tape as one of the most effective, innovative and economical bonding and fixing solutions to their needs.

## Article 3 – Means

1. The Association strives to accomplish this by:
  - a) Growing the market for adhesive tape solutions by targeting
    - i. today's engineers and designers through strategically placed online content about the functionalities of tape
    - ii. tomorrow's professional users by infusing tape technologies into the curricula of European engineering degree programmes.
  - b) Providing an organised, collaborative, flexible platform from which to service our membership by
    - i. organising networking and learning through meetings and events
    - ii. gathering and sharing market and technical information
    - iii. actively monitoring and participating in regulatory and standards development processes
    - iv. establishing globally recognised test methods.

## Article 4 – Classes of members

1. The Association is composed of the following classes of members:
  - a) **Active members:** Manufacturers of adhesive tape with coating facilities within Europe and their non-coating European subsidiaries. Where it is agreed to be in the best interest of the Association, the Steering Committee retains the right to propose and evaluate active membership on an individual basis.
  - b) **Associated members:** Suppliers to the adhesive tape industry (including adhesive raw materials, machine and packaging producers) whose assistance may be conducive to the objectives of the Association.
  - c) **Converter members:** Converters (only specialty non-graphic die cutters) and other organisations whose assistance may be conducive to the objectives of the Association.
  - d) **Affiliated members:** Bodies such as European national tape associations or groups, research institutions and universities with a focus on adhesive bonding technology.
  - e) **Honorary members:** Persons of exceptional merit to the Association. Appointment is for a definite period of time.
2. All new members must be approved by the Steering Committee in writing and presented to the membership at the following General Assembly (see Article 5.3).

3. All members are entitled to attend the General Assembly. Only active members have voting rights. All member classes are eligible for membership of the Steering Committee (see Article 8).

## **Article 5 – Admission**

1. Requests for admission must be addressed in writing to the Secretariat.
2. The Secretariat informs the members of the Steering Committee of each such request.
3. If the Secretariat receives no written objection within thirty days of having informed the members of the Steering Committee of the candidate, a request for admission is considered to be accepted. The applicant will receive written confirmation indicating their admission date, and they will be presented in the list of new members at the following General Assembly.
4. In the case that 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 written notification about the possibility of appeal to the General Assembly within 30 days of receipt of notice, in which case the Secretary-General will put the matter on the agenda of the next General Assembly.

## **Article 6 – Termination of membership**

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

## **Article 7 – Termination and expulsion**

1. The Steering Committee may decide to terminate membership or, if the activities of the member have changed since the request for admission, to change the designated class of membership.
2. The Steering Committee may expel a member 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 may also be expelled in case of any other violation of this constitution or in the event of their harming the objectives of the Association. The decision for expulsion will be taken upon proposal by the Steering Committee. Such a proposal demands ratification by a two-thirds majority of votes of the General Assembly.

## **Article 8 – Steering Committee**

1. The Association will be administrated by a Steering Committee comprised of:
  - a) Representatives of the classes of membership and committee chairmen, their number to be determined by the current Steering Committee:
    - i. **Active members:** Adhesive tape manufacturers with coating facilities within Europe (and in some cases only non-coating subsidiaries within Europe, where deemed appropriate by the Steering Committee)
    - ii. **Associated members:** Adhesive raw materials, machine and packaging suppliers
    - iii. **Converter members:** specialty non-graphic die cutters
    - iv. **Committee chairmen:** The leaders of the Technical and Marketing Committees. These representatives may not hold either of the offices of President and Vice-President while chairing committees.
  - b) The representatives of classes of membership and committee chairmen will be nominated by members, approved by the current Steering Committee and subject to election by the General Assembly with an absolute majority. Each representative will serve for a period of three years and no more than two terms. The Steering Committee may agree to waive these limits where this is agreed to be in the best interest of the Association. The manner by which the Steering

- Committee is constituted will be reviewed and possibly revised from time to time by the Steering Committee.
- c) The chairmen of the main subcommittees can be co-opted to serve on the Steering Committee. The chairmen of these committees, not representing his/her company but his/her committee, are entitled to vote.
  - d) The composition of the Steering Committee should not exceed two members of the same group of companies, of which one is a committee chairman and both are delegates of tape manufacturers. 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's responsibilities will include:
    - a) Representing Afera's membership
    - b) Defining the Association's vision, mission, goals and strategies, which are in the best interest of the adhesive tape value chain
    - c) Collaborating with the Technical and Marketing Committees in driving Afera's working programme and objectives
    - d) Deciding on a rotation schedule for establishing the venue of the Annual Conference
    - e) Controlling the Association's finances
    - f) Attending two scheduled Steering Committee meetings annually.
  3. The Steering Committee will nominate a President and a Vice-President among the active members within the Steering Committee and decide on a rotation schedule of three-year terms. The President may be re-elected once. Following this, the outgoing President may not be re-elected as President or Vice-President for at least three years. The Steering Committee may agree to waive this limit where this is agreed to be in the best interest of the Association.
  4. The Steering Committee will be assisted by a Secretary-General who may also act as Treasurer. The Secretary-General will act on instructions from the Steering Committee.
  5. The Steering Committee may be convened on the request of the President or two members of the Committee.
  6. All Steering Committee members hold the right to vote. Decisions of the Steering Committee will be decided by an 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 is present.
  7. Members of the Steering Committee may be suspended or dismissed by the General Assembly by a two-thirds majority vote.
  8. Membership of the Steering Committee will not be remunerated.

#### **Article 9 – Power to represent**

1. The Steering Committee represents the Association.
2. The President and the Vice-President acting jointly may also represent the Association and perform all legal acts on its behalf.
3. The Secretary-General is authorised to act as signatory along with two members of the Steering Committee, on documents relating to the constitution, management and governance of the Association, where this is in accordance with minuted instructions of the Steering Committee.

#### **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 three years. The chairman may be re-elected once. Each committee has its own meeting schedule.
4. During the period that he/she holds office, the chairman of a committee is ex officio member of the Steering Committee. He/she may not hold either of the offices of President and Vice-President while chairing a 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 the committee. If invited persons are not members of the Association, 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 of the Afera committees**

1. Each member of the Association is entitled to receive the minutes of the Steering Committee and other committees upon written request. General information on the activities of the committees will be made available to members via the Association's website, social media, newsletter, and 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 authorised in writing by the management.
3. The General Assembly is chaired by the President of the Steering Committee or, in his/her absence, the Vice-President or, in his/her 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 Steering Committee's report on 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 of 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 must 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 the case of voting on persons, which will be effected by secret ballot. If, in the 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**

1. The General Assembly may establish 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, The Netherlands.
2. The Secretariat may be transferred to another location and another country by a decision with a three-quarters 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 authorised 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 of the Association has to pay an annual membership 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-quarters 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 recognised financial institutions with the written approval of the Steering Committee.
5. The Steering Committee will have the accounts examined annually by an accountant of choice in an agreed-upon manner.

#### **Article 16 – Amendment of the Articles**

1. At the proposal of the Steering Committee, a General Assembly may be convened to take a decision regarding 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-quarters 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 following 30 days. The decision will then be taken by a 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 authorised 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 on 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 English 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**

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