



EUROPEAN ALUMINIUM STATUTES

Approved by the General Assembly on 26/04/2023

EUROPEAN ALUMINIUM INTERNATIONAL NON-PROFIT ASSOCIATION PURSUANT TO THE Companies and Associations Code

CONSOLIDATED STATUTES - TRANSLATED

I. NAME, REGISTERED OFFICE, AIMS

Article 1 – Name, legal form and duration

The name of the Association is European Aluminium hereafter referred to as “The Association”.

The Association is constituted and incorporated as an International Non-Profit Association, in accordance with the Belgian Companies and Associations Code.

The Association is constituted for an unlimited duration.

Article 2 - Registered Office

The Association has its registered office in the Region Brussels-Capital. It may be transferred anywhere else in Belgium by simple decision of the Executive Committee, provided that such a transfer does not require the modification of the language of the Articles of Association by virtue of the applicable language regulations. This transfer will be published in the Annexes to the Moniteur Belge. If the registered office is transferred to another Region, the Executive Committee may amend the Articles of Association.

If, as a result of the relocation of the registered office, the language of the Articles of Association has to be changed, only the General Assembly has the power to take this decision, provided that the rules prescribed for the amendment of the Articles of Association are observed.

Article 3 - Definitions

- 3.1 The "Aluminium Industry" means the production, reduction, smelting, refining, remelting, recycling, rolling, extruding, drawing, casting, forging, flaking and powdering. It may include any other activity in relation to Aluminium as the General Assembly of the Association may from time to time determine.
- 3.2 "Aluminium" shall include aluminium alloys and any product having aluminium or aluminium alloys as one of its main constituents.
- 3.3 "Aluminium Alloy", means any metallic substance in which aluminium-predominates by mass.
- 3.4 "Primary Aluminium", means aluminium obtained from the reduction of bauxite or other raw materials.
- 3.5 "Wrought Aluminium" means semi-manufactured aluminium products (and not the finished end products for which they are used), rolled, extruded, forged and drawn, such as plate, strip, and circles thicker than 0.20 mm, rod, bar, sections, tubing and wire, including wire for electrical purposes.
- 3.6 "Foil" means foil obtained by rolling aluminium from sheet, plate or strip to a thickness of not more than 0.20 mm including further fabrication and converting.
- 3.7 "Europe" means the countries that are enumerated in a list that is kept by the Executive Committee at the Association's registered office.

Article 4 – Purpose

4.1 The Association is a non-profit organization.

4.2 The purpose of the Association is to:

- Create the conditions for the European aluminium industry to grow, evolve, and help build a more sustainable world (the Association Mission), for a competitive, decarbonized and circular European aluminium industry serving a thriving European society (the Association Vision).
- represent the interests of the aluminium industry in Europe.
- promote the production and the use of aluminium in all applications with a special dedication to the main end-use markets – building, packaging, transport and others.
- promote aluminium's unique qualities, being its light weight, strength, durability, corrosion-resistance, formability, conductivity, aesthetic appeal and infinite recyclability as a permanent material.
- help achieving sustainable growth in all aluminium markets and continuing to improve the image and credibility of the aluminium industry, while meeting social and environmental obligations.

- play an active role in the monitoring and management of issues of common interest to both the industry and public at large.
- promote aluminium, as well as the collection and dissemination of European aluminium statistics.
- support aluminium-related educational initiatives, engaging in studies and technical co-operation in a variety of relevant fields, including scientific, technological, economic, governmental, sociological and legal domains.
- make representations on behalf of its members to governments and non-governmental organisations, in Europe or any other part of the world;

4.3 To achieve its objectives, the Association can carry out the following activities:

- To exchange, discuss, develop and adopt positions in a judicial context;
- To create and foster links with various national and international organisations and public bodies in a similar or related field
- Organise and/or facilitate training, meetings and exchange forums for members, but also for other external parties
- Carry out or contribute to studies that fall within its field of action

II. MEMBERS

Article 5 – Categories of members

5.1 There shall be four categories of members:

Category A: Aluminium companies (direct membership)

Shall be eligible for direct membership of the Association, companies with an aluminium production facility (in the meaning of article 3.1) based in Europe (in the meaning of article 3.7).

As direct members of the Association, they will enjoy full voting rights.

In order to be eligible for membership of the Association, these companies must also be and remain member of the national aluminium association in all European countries where they have production facilities, insofar such national aluminium association exists or unless they resign from the national aluminium association for proper reasons.

Category B: National aluminium associations (direct membership)

Shall be eligible for membership of the Association, national aluminium associations which represent and promote the interest of the aluminium industry in their national markets.

As direct members of the Association, they will enjoy full voting rights.

Category C: European aluminium associations (direct membership)

Shall be eligible for membership of the Association, European aluminium associations which represent and promote the interest of specific applications or processes of the aluminium industry at European level.

As direct members of the Association, they will enjoy full voting rights.

Category D: Associated members

Companies which do not fall directly under category A or associations, which do not fall directly under the categories B or C, which have a direct interest in and an established adding value for the aluminium industry, shall be eligible for associated membership.

Associated members will have no voting rights whatsoever.

They will not be liable for any debts or obligations of the Association. They will be invited to participate in selected activities about matters that concern their field of expertise in the aluminium industry and to attend the general assembly. They will be allowed to make proposals to the Executive Committee.

Associated members will, together with other direct members, be allowed to join and to participate in market groups or divisions (under the conditions of those market groups or divisions), without having distinct decision making power or voting rights. They will also be allowed, occasionally and when appropriate, to participate in other association bodies, upon invitation.

- 5.2 Only legal entities duly constituted in accordance with the laws of their country of origin, can become member of the Association.

Applications for membership of the Association must be submitted in writing to the Executive Committee, which examines whether they meet the criteria for admission. If so, the applications are then submitted to the General Assembly for decision. The Executive Committee's examination on the admissibility of a candidate shall be final and not subject to appeal.

The Executive Committee decides what information should be included in the applications for membership.

- 5.3 The members' main obligations will be:
- to cooperate to the best of their efforts in the achievement of the Association's objectives,
 - to refrain from all activities contrary to these by-laws or which might jeopardize the achievement of the Association's objectives,
 - to pay the subscription fees assessed by the General Assembly.

Article 6 – Admission, resignation and exclusion of members

- 6.1 The admission of new members and changes in the membership structure shall be decided by the General Assembly by a majority of at least two third of the votes cast by the members present or represented.

The decisions of the General Assembly on the admission or rejection of new members shall be final. No reasons for a rejection need to be given.

6.2 A member can be excluded from the Association by the General Assembly by a majority of a least two thirds of the votes cast by the members present or represented for any of the following reasons:

- if such member fails to comply with the membership obligations;
 - if the member acts in violation of the law, the statutes, the decisions of the General Assembly or more generally the overall interest of the Association;
 - if the member engages, either directly or through the Association, in practices which might be deemed violating competition law;
 - if the member engages in practices which might engage the Association's civil or criminal liability;
 - if the member has been declared bankrupt or insolvent;
 - if (in the case of a company member) the member is no longer engaged in the production or fabrication of aluminium in Europe;
 - If in the case of a member association the General Assembly finds that access to that association is denied without valid reason to one or more aluminium companies willing and able to join that association or group of Companies and to undertake the obligations deriving therefrom;
- In the case of a member of category A, if such member ceases without proper justification to be member of a national association in a country where it has production facilities.

A member whose exclusion is proposed, will be heard by the General Assembly before a decision is taken.

6.3 A member may resign from the Association at the end of any calendar year by giving notice in writing by registered letter to the Director General not later than six months before the end of such year.

Any member who ceases to be part of the Association shall forfeit any right to any part of the assets of the Association.

Article 7 - Liability

Members are liable for the debts and obligations of the Association only to the extent of funds or assets contributed or otherwise made available to the Association. Any commitment entered into by the Association in its name shall be binding upon the Association and shall not create any legal rights or obligations which may extend to its members.

Article 8 – Membership Fees

Membership fees of the different categories of members shall be decided annually by the General Assembly according to the following criteria:

- the membership fees of members of the **category A** are calculated according to the number of metric tons produced, with a minimum fee that is decided annually by the General Assembly,
- the membership fees of members of the **category B** are calculated according to the number of metric tons produced by their members,
- the membership fee for **category C** is a fixed amount, that is decided annually by the General Assembly,
- the membership fees of members of **category D** is a fixed amount that is decided by the General Assembly. Those members who are specifically joining a market group will pay a fee that is calculated on the basis of the yearly budget of the market group(s) to which they belong, to which is added a percentage to contribute in the overall association budget. The level of this percentage is decided annually by the General Assembly.

III. ORGANISATION AND OPERATION

Article 9 – Organs of the Association

The affairs of the Association shall be conducted by:

- a General Assembly
- an Executive Committee
- a Director General

Article 10 – General Assembly

- 10.1 The General Assembly is the governing body of the Association. It consists of all members (except for the associated members of category D), each represented by one delegate.

The votes in the General Assembly are divided as follows:

- Recycling companies which are part of category A shall be entitled to a number of votes equal to 50
- All other aluminium companies which are part of Category A shall be entitled to a number of votes equal to 250
- The members of Category B (National aluminium associations) shall be entitled to a number of votes equal to 150
- The members of Category C (European aluminium associations) shall be entitled to a number of votes equal to 50

Each individual member shall be entitled to a number of votes equal to the result of dividing the total number of votes of his category by the number of members comprised in this category.

Fraction of votes shall be taken into account.

- 10.2 The General Assembly shall be responsible for transacting all business of the Association not otherwise delegated by it. It shall be convened at least once a year by the Chairman for the following purpose:
- Approval or exclusion of members;
 - Appointing and removing members of the Executive Committee;
 - Appointing and removing the Chairman, Vice-Chairman and Treasurer
 - Approving the annual budget and the financial accounts of the Association ;
 - Apportioning the fees among the members, on the advice of the Executive Committee;
 - Discharging the Executive Committee from its responsibilities of the previous financial year;
 - Receiving and approving proposals from the Executive Committee;
 - Transacting any other business competent to the General Assembly in accordance with the statutes
 - Amending the statutes
 - Dissolving the Association
 - Appointing and discharging of liquidators in the event of dissolution
- 10.3 Extraordinary meetings of the General Assembly may be called at any time by the Chairman, and must be called within two months upon receipt of a request made in writing to the Director General by members representing at least one-fifth of the total votes at the General Assembly.
- 10.4 In case of matters which request a rapid decision in the interest of the Association, the Executive Committee can invite the General Assembly to vote by email. The necessity to obtain a rapid decision is appreciated only by the Executive Committee.
- 10.5 Notice of the annual meeting and of any extraordinary meeting, together with a copy of the agenda, shall be sent by the Director General to all members at least one month before the date of the proposed meeting, by e-mail or by fax, except in cases of urgency as set out in article 10.4.
- 10.6 A member may confer upon another member the right to represent it at the meeting of the General Assembly. To be valid, such proxy must be in writing and must be delivered to the Director General in advance of the meeting. One member cannot hold more than two proxies.

Each member will be represented at the General Assembly by a person, of sufficiently high ranking within the member's organization and duly mandated by it.

The Chairman shall not be regarded as the representative of any member of the Association and shall not accept instructions from nor express the point of view nor vote on behalf of any member. The member whose delegate is appointed as Chairman shall have the right to appoint another delegate to represent it.

The meetings of the General Assembly shall be presided the Chairman. If the latter is prevented, the Vice-Chairman shall replace the Chairman, but shall be entitled to act at the meeting as representative of the member.

- 10.7 The quorum for any meeting of the General Assembly shall consist of at least two-thirds of the members with voting rights present or represented at the meeting. If this quorum is not reached, a new General Assembly will be called, which will validly and definitely decide upon the points on the agenda, even if the quorum is not reached.
- 10.8 Except where the statutes provide otherwise, decisions of the General Assembly shall be adopted by a simple majority of the votes expressed by the members present or represented.
- 10.9 The Association will keep a register at its head office containing the minutes of each General Assembly. This register will be accessible to the members electronically, through the Association's intranet. Minutes shall be signed by the Chairman and the Director General.
- 10.10 The General Assembly may decide to structure the work of the Association through market groups, divisions and/or committees that will deal with specific industrial applications of aluminium or specific aluminium product forms. These market groups, divisions and/or committees will be governed by internal regulations and will have no right to legally engage the Association.
- 10.11 The General Assembly can be held in-person, fully online or in hybrid format, as decided upon by the Executive Committee. In case the General Assembly will take place in a hybrid format or fully online, the notice shall include the description of the procedures to follow to participate.
- 10.12 *Hybrid Format* The Executive Committee can decide to hold the General Assembly in the hybrid format, offering the choice to members to join the General Assembly in person or remotely by an electronic communication system provided by the Association. Members who join the meeting remotely, will be deemed to be present at the place where the General Assembly is held for purposes of the compliance with the minimal attendance and majorities for voting.

The identity and the capacity of individuals joining the General Assembly through means of electronic communication shall be subject to verification by the Association.

The electronic communication means used must enable participant(s) to take direct, simultaneous and uninterrupted notice of the discussions at the meeting, to exercise their right to vote on all items on which the meeting is required to take a decision and to participate in the deliberations and ask questions.

The members of the Bureau of the General Assembly cannot take part in the General Assembly by electronic communication means, as they will have to be present at the location where the General Assembly is being held.

- 10.13 *Online Format* – The Executive Committee may decide that the General Assembly is held fully online. Members will have to join the General Assembly by an electronic communication system, a link or other access credentials for which will be provided by the Association. Everyone joining the meeting in this manner will be deemed to be present at the place where the General Assembly is held for what concerns the compliance with the minimal attendance and majorities for voting.

The identity and the capacity of everyone joining the General Assembly through an electronic communication mean shall be checked by the Association by means of the electronic communication system used.

This electronic communication mean has to enable them to take direct, simultaneous and uninterrupted notice of the discussions at the meeting, to exercise their right to vote on all items on which the meeting is required to take a decision and to participate in the deliberations and ask questions.

The members of the Bureau of the General Assembly cannot take part in the General Assembly by electronic communication means, as they will have to be present at the location where the General Assembly is being held.

- 10.14 In case of the General Assembly taking place in a hybrid format or fully online, the minutes shall include any possible technical problem or incident who have prevented or disrupted the participation by electronic means in the general meeting or in the voting.
- 10.15 Any member of the General Assembly may, before a General Assembly is held, vote remotely, in electronic form, in the manner determined by the Executive Committee and described in the convocation. Such a vote must, in any case, be cast at least three days before the General Assembly. The quality and identity of the participants shall be verified by means of a video conference or by telephone call. This paragraph does not apply to the members of the Bureau.
- 10.16 The members of the General Assembly may, unanimously and in writing, take all decisions which fall within the powers of the General Assembly, with the exception of the amendment of the Statutes.

Article 11 - Executive Committee

- 11.1 The Executive Committee shall comprise a minimum of five and a maximum of thirteen members, including the Chairman, the Vice-Chairman and the Treasurer of the Association.
- 11.2 The members of the Executive Committee, including the Chairman, the Vice-Chairman and the Treasurer, shall hold office for a two years' period. Their mandate is renewable.

A member shall automatically cease to hold office if he or she ceases to be part of the company member or member association to which he or she belonged at the moment of his or her appointment.

If for any reason a member of the Executive Committee shall cease to hold office as such at any time between meetings of the General Assembly, the Executive Committee is entitled to nominate a person of its choice as replacement for the rest of his or her terms of office. The General Assembly will have to ratify the appointment of the new member at its following meeting.

If this member is also the Chairman, he or she will be replaced by a person originating from the same Aluminium company as the Chairman.

- 11.3 The Chairman will act as Chairman of the Association and will, in this capacity, also preside the Executive Committee.

The Vice-Chairman shall act for the Chairman whenever the Chairman is prevented. Also, should the Chairman cease to hold office the Vice-Chairman shall act as Chairman until a new Chairman is appointed.

- 11.4 The Executive Committee is responsible for the overall direction and management of the interests of the Association and for taking decisions not reserved to the General Assembly. It shall ensure the proper implementation of the decisions of the General Assembly.

The Executive Committee is responsible for proposing changes in the Association's Constitution and Internal Rules when this is in the interest of the Association.

The Executive Committee submits the budget and accounts and reports on the strategy and the annual work program of the association to the General Assembly.

The Executive Committee is responsible for the engagement, the dismissal, the remuneration and other benefits of the personnel of the Association.

- 11.5 Documents committing the Association in relation to third parties and which are not matters of routine administration, including the decision to engage the Association in legal proceedings as a defendant or as a claimant, are signed by the Chairman or, in his or her absence, by the Vice-Chairman, jointly with the Director-General, unless the General Assembly makes special arrangements.

- 11.6 The Executive Committee shall be convened by the Chairman or by the Vice Chairman when the Chairman is prevented, by e-mail or by fax. It shall be regularly convened if at least half of its members is present or represented. Each member of the Executive Committee is entitled to one vote. A member may be represented by another member, it being understood that a member can only carry one proxy. It shall take its decisions by a simple majority vote with the Chairman having a second vote in the event of tied vote.

- 11.7 The Executive Committee meeting can be held in-person, fully online or in hybrid format, as decided upon by the Executive Committee. In case the Executive Committee meeting will take place in a hybrid format or fully online, the notice shall include the description of the procedures to follow to participate.

- 11.8 *Hybrid Format* The Executive Committee can decide to hold the Executive Committee meeting in the hybrid format, offering the choice to members to join the Executive Committee meeting in person or remotely by an electronic communication system provided by the Association. Members who join the meeting remotely, will be deemed to be present at the place where the Executive Committee meeting is held for purposes of the compliance with the minimal attendance and majorities for voting.

The identity and the capacity of individuals joining the Executive Committee meeting through means of electronic communication shall be subject to verification by the Association.

The electronic communication means used must enable participant(s) to take direct, simultaneous and uninterrupted notice of the discussions at the meeting, to exercise their right to vote on all items

on which the meeting is required to take a decision and to participate in the deliberations and ask questions.

- 11.9 *Online Format* – The Executive Committee may decide that the Executive Committee meeting is held fully online. Members will have to join the Executive Committee meeting by an electronic communication system, a link or other access credentials for which will be provided by the Association. Everyone joining the meeting in this manner will be deemed to be present at the place where the Executive Committee meeting is held for what concerns the compliance with the minimal attendance and majorities for voting.

The identity and the capacity of everyone joining the Executive Committee meeting through an electronic communication mean shall be checked by the Association by means of the electronic communication system used.

This electronic communication mean has to enable them to take direct, simultaneous and uninterrupted notice of the discussions at the meeting, to exercise their right to vote on all items on which the meeting is required to take a decision and to participate in the deliberations and ask questions.

- 11.10 In case of the Executive Committee meeting taking place in a hybrid format or fully online, the minutes shall include any possible technical problem or incident who have prevented or disrupted the participation by electronic means in the general meeting or in the voting.
- 11.11 Notwithstanding the above, the Executive Committee may deliberate in writing in case of a unanimous decision.
- 11.12 The nullity of decisions taken may be requested on formal grounds if the applicant proves that the irregularity may have had an influence on the deliberation or the vote, or was committed with fraudulent intent. It may also be requested if the decision is vitiated by an excess of power or in the event of abuse of right, abuse or misuse of power.
- 11.13 In the event that the Executive Committee has to take a decision or pronounce on an operation falling within its competence and in respect of which a member is in a conflict of interest, that member must inform the other members prior to the Executive Committee taking a decision.

His declaration and explanation of the nature of the conflict of interest should be included in the minutes of the meeting of the Executive Committee.

A member is considered to be in a conflict of interest situation when he has a direct or indirect interest of a financial nature which is opposed to that of the Association.

Any member who has an interest opposed to that of the Association may not take part in the deliberations and vote on this item.

- 11.14 The Association will keep a register at its head office containing the minutes of each Executive Committee.

11.15 Members of the Executive Committee assume no personal obligations by virtue of their position and are only responsible for the execution of their mandate.

However, their liability as member of the Executive Committee is jointly and severally:

- in case of mismanagement
- in case of violation of the Code of Companies and Associations or the articles of statutes

Members of the Executive Committee are relieved of their responsibility:

- for violations in which they did not take part, if they have reported the alleged mismanagement to all other members of the Executive Committee;
- when they are accused of decisions, acts or behavior which do not manifestly exceed the margin within which normally prudent, diligent members placed in the same circumstances can reasonably hold a dissenting opinion;

Article 12 – Director General

12.1 The Director General shall be appointed by the General Assembly upon recommendation of the Executive Committee, and may be replaced by the General Assembly.

12.2 The Director-General is responsible for the day-to-day management of the Association. In the meaning of the Code of Companies and Associations, he or she is responsible for all actions or decisions which (i) relate to the needs of the daily life of the company or (ii) do not justify the intervention of the Executive Committee due to their limited importance or their urgency.

He or she organises and directs the General Secretariat of the Association in accordance with the overall directions of the Executive Committee transmitted by the Chairman or, in his absence, by the Vice-Chairman. The Director-General signs documents which are matters of routine administration. The Executive Committee decides what is to be understood by matters of routine administration and can fix the amount above which the Director-General cannot bind the Association.

The Director General shall ensure that proper records are kept of all meetings of the General Assembly and of the Executive Committee

He or she shall be present at all meetings of the General Assembly and of the Executive Committee, unless these bodies decide otherwise.

12.3 The remuneration and other benefits of the Director-General are decided by the Chairman of the Association.

IV. AMENDMENTS TO THE BY-LAWS AND DISSOLUTION

Article 13 – Amendments

The present by-laws can be amended at any time by the General Assembly, at an annual meeting or at an extraordinary meeting, convened by Chairman for that purpose. No amendment shall be adopted by the General Assembly unless at least two thirds of the members are present or represented, and unless the modification is approved by a majority of at least two thirds of the members present or represented.

However if less than two thirds of the members of the Association are present or represented at the General Assembly, a new General Assembly shall be convened in the same conditions, to definitely and validly decide on the proposed amendments by a majority of two thirds of the members present or represented.

Amendments to the by-laws shall be filed without delay with the Registry of the competent Company Court for publication in the *Moniteur belge*.

The same rule will be applicable in the case of a proposed dissolution of the Association. In that case the General Assembly shall determine the modalities of dissolution and liquidation of the Association.

The assets remaining after liquidation will be attributed to an organisation with a non-profit goal.

V. ANNUAL ACCOUNTS AND BUDGETS

Article 14 – Annual Accounts

The Director General shall keep a record of receipts and expenditures of the Association.

The Executive Committee shall submit to General Assembly the Annual Accounts of the past year and an annual budget of the following year.

Article 15 – Financial Year

The Financial year of the Association shall be the calendar year.

VI. MISCELLANEOUS

Article 16 - Language

The official language of the Association will be the French language. The working language of the Association will be the English language.

Article 17 – Applicable law

Anything that is not foreseen in the foregoing By laws shall be dealt with in accordance with the provisions of the Belgian law, and more specifically the Companies and Associations Code.