



Articles of Association EMPHA

PREAMBULE

The market development of paper honeycomb core for various applications has developed in such a way that a number of main players in the market considered it useful to form a trade association.

NAME, AND OFFICIAL SEAT

Article 1

- 1.1 The association is named: **European Manufacturers Paper Honeycomb Association (EMPHA)**.
- 1.2 Its official seat is at The Hague, the Netherlands.
- 1.3 For the purpose of these articles the association will be referred to as “the Association”.
- 1.4 The association was founded on the twenty-second of June two thousand and ten (22-6-2010) for an indefinite period of time.
- 1.5 The accounting year of the association is identical with the calendar year from 1st of January – 31st of December.

OBJECTIVES

Article 2

The objectives of the association can be summarised as follow:

- 2.1 To create a platform for the manufacturers of paper honeycombcore and the manufacturers of paper honeycombcore panels (panel makers) in Europe. It is hereby stipulated that the covers of the panel must also consist of paper.
- 2.2 To look after the interests of this industry towards third parties in an active and proactive way.
- 2.3 To give added value and shape to the positioning of paper honeycombcore by means of standards and by promoting its sustainability.



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MEANS

Article 3

The association aims to realise its objectives by the following but not limited to the activities below:

- 3.1 Installation of a network;
- 3.2 Test methods and standards;
- 3.3 Collecting statistics;
- 3.4 Promotional support of the product by underlining its sustainability;
- 3.5 Introduction of a website;
- 3.6 Organisation of meetings, seminars and workshops;
- 3.7 Exchange of branche related information;
- 3.8 Engaging in such other activities that may promote the objectives of the association.

MEMBERS

Article 4

- 4.1 Active membership is open to companies based in Europe that manufacture paper honeycombcore as their main or secondary activity and to companies that use paper honeycombcore for the manufacture of panels (panel makers) and paper for the covers.
 - 4.1.1 Paper honeycomb core is specified as hexagonally shaped
- 4.2 Associated membership is open to manufacturers of paper honeycombcore and paper honeycombcore panel makers from other continents. Again it is stipulated that the covers of the panel must also consist of paper.
 - 4.2.1 Associated membership is also open to individual firms and organizations that are suppliers to the paper honeycomb core industry.
- 4.3 All members can attend the General Assembly, however associated members have no active or passive voting rights.
- 4.4 All members agree to comply with the EMPHA Code of Conduct.



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ADMISSION

Article 5

- 5.1 Applications for membership must be submitted to the secretariat in writing.
- 5.2 A request for admission shall be notified by the secretariat to all active members.
- 5.3 If no objections have been raised within a period of thirty days, the admission will be deemed to be accepted.
- 5.4 If an objection is lodged within the period referred to in paragraph 5.3 the Board shall decide on the matter. In case the Board decides to refuse the application, the applicant will be informed about this decision as well as on the reasons why. The applicant may then file an appeal to the General Assembly.

TERMINATION OF A MEMBERSHIP

Article 6

- 6.1 Each member has the right to terminate membership by registered mail to the secretariat by respecting a three months notice.
- 6.2 Membership that terminates three months after the receipt of the request by the secretariat. The company in question remains liable for the membership fee of the association for the full year that membership expires.

EXPULSION

Article 7

- 7.1 The Board can expel a member in case at the end of an accounting year or two months after a reminder has been sent the membership fee has not been paid in full.
- 7.2 In all other cases a member can only be expelled by a decision of the General Assembly.



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BOARD

Article 8

- 8.1 The association will be run by a Board consisting of three persons.
- 8.2 Members of the Board are persons employed by an active member. Legal entities can not be a member of the Board. Members of the Board shall preferably be ceo's of active member companies.
- 8.3 Members of the Board are elected by the General Assembly for a period of three years. The president is elected in office also for a period of three years. In the start up of the association the board mandate has to be reconfirmed after a period of one and a half year by de General Assembly.
 - 8.3.1 The General Assembly elects 1 new Board Member every year for a period of 3 years to replace a Board Member who will step out after a 3-year term.
 - 8.3.2 An Advisory Board is installed with maximum 3 members and rotates in principle in the same sequence as the regular Board. The purpose of the Advisory Board is to support the continuity of EMPHA and to advise the Board upon request and will be invited to join Board meetings but they have no voting right.
 - 8.3.3 Board members who are leaving the Board will be invited to take place in the Advisory Board for a period of 3 years (it is not mandatory to accept this invitation).
 - 8.3.4 If additional Advisory Board members are required by the Board to strengthen the Advisory Board to 3 members, the election will be an issue for the General Assembly
- 8.4 A re-election of a president is only possible by a decision of the General Assembly with a two/third majority vote.
- 8.5 From among its members the Board elects a treasurer. Under his responsibility the daily financial activities are carried out by the secretariat.
- 8.6 The Board is assisted by a secretary general (see article 14). This person is professionally obliged to maintain confidentiality. He carries out all tasks charged upon him by the Board. The secretary general is paid for his services. In the Board he has an advisory position only, no voting power.
- 8.7 The Board may determine when it will hold its meetings, but shall hold at least two meetings a year.



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- 8.8 The Board takes decisions by majority vote.
- 8.9 Members of the Board can at all times be dismissed with reasons of need by the General Assembly. In case of dismissal or discharge the General Assembly will decide with a two/third majority of the votes casted.
- 8.10 In case of adjournment of a Board member and the General Assembly has not decided within three months to discharge the Board member, the adjournment will end. The adjourned Board member will be given the opportunity to justify himself in the General Assembly and may be assisted by an adviser.

REPRESENTATION

Article 9

- 9.1 The Board will manage and represent the association.
- 9.2 The Board can delegate the secretary general to represent the association within the limits set under such authorisation.

COMMITTEE'S AND WORKING GROUPS

Article 10

- 10.1 The Board may appoint permanent or ad hoc committee's and or working groups.

ANNUAL REPORT – STATEMENT OF INCOME AND EXPENDITURE

Article 11

- 11.1 The accounting year of the association coincides with the calendar year first of January – thirty first December.
- 11.2 The Board is bound to maintain appropriate records concerning the financial situation of the association in such a manner that the association's rights and obligations are always properly evidenced.
- 11.3 The Board shall submit at a General Assembly to be held six months after the end of the accounting year, unless this period is extended by the General Assembly, its annual report, a balance sheet and the statement of income and expenditure.
- 11.4 The General Assembly appoints, an external auditor or an audit committee consisting of at least 2 persons, to audit the annual financial statements.



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GENERAL ASSEMBLY

Article 12

- 12.1 The General Assembly is called by the Board through a written notice to members subject to a notice period of at least four weeks.
- 12.2 The General Assembly takes decisions by majority of the votes cast in person or by proxy.
- 12.3 The General Assembly can be attended by persons belonging to the management of their member company or by persons authorised by the management of their company.
- 12.4 The General Assembly meets at least once a year and is chaired by the president or in his absence by one of the other Board members.
- 12.5 The General Assembly takes notice of the annual report and of the financial situation of the association and grants discharge from liability in respect of the policies practiced and the financial management.
- 12.6 In the first General Assembly in the new year the financial report, the balance sheet and the budget for the next accounting year will be approved.

VOTING RIGHTS

Article 13

- 13.1 Each active member has the right to cast one vote.

SECRETARIAT

Article 14

- 14.1 The secretariat of the association is run by a professional association management company that shall perform its work under the direction of the secretary general.
- 14.2 The secretary general and the rest of the office staff are supplied on part-time basis by the association management company.
- 14.3 The secretary general acts under the responsibility of the Board.
- 14.4 The secretary general shall organise all meetings of the association and will attend these meetings without voting power.



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FINANCIAL MATTERS

Article 15

- 15.1 The funds of the association may include membership fee's, entrance fee's, sponsoring and other revenues.
- 15.2 Each member of the association is bound to pay an annual fee, the amount to be fixed by the General Assembly at the proposal of the Board.
- 15.3 The financial records will be audited annually by an external auditor or by an audit committee, appointed by the General Assembly.

ALTERATION OF THE BYLAWS

Article 16

- 16.1 On the proposal of the Board a General Assembly specially convened for this purpose can decide to amend these articles of association. The notice calling such a General Assembly must be sent to all members at least thirty days prior to the meeting.
- 16.2 The quorum for such a meeting is two third of the active members, entitled to vote in person or by proxy.
- 16.3 In case the quorum is not reached, the proposal will be circulated in writing to all active members with the request to vote in writing within a period of thirty days. A decision can then be taken by simple majority of the votes.
- 16.4 An amendment of the articles of association shall not take effect until a notary deed has been drawn up and notified at the Chamber of Commerce in the Hague. The execution of this procedure can be delegated to the secretary general.

DISSOLUTION AND SETTLEMENT

Article 17

- 17.1 A resolution to dissolve and liquidate the association can only be passed by the General Assembly in conformity with the provisions of article 16.
- 17.2 If any resolution to dissolve the association is passed, the General Assembly will appoint a committee to liquidate the assets of the association and to determine how the surplus left over after liquidation will be utilised. The committee will execute such a decision.