

“ECO Platform”

Association Internationale Sans But Lucratif
Boulevard du Souverain 68, Box 1, 1170 Bruxelles

AMENDED STATUTES

May 2021

I. NAME, REGISTERED OFFICE, AIMS

Article 1: Name and duration

“ECO Platform”, hereafter referred to as “The Association”, is hereby constituted and incorporated as an International Non-Profit Association, in accordance with the Belgian Companies and Association Code

The Association is constituted for an indefinite period. In case of dissolution, article 11.2 shall apply.

Article 2: Registered Office

The Association has its registered office in Belgium, Boulevard du Souverain 68, Box 1, 1170 Watermael-Boisfort in the Brussels-Capital Region. .

It may be transferred anywhere else in Belgium by simple decision of the Board of Directors, provided that such transfer does not require the language of the Articles of Association to be changed in accordance with 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 Board of Directors may amend the Articles of Association.

If, due to the relocation of the registered office, the language of the Articles of Association must be changed, only the General Assembly has the power to take this decision subject to compliance with the rules prescribed for the amendment of the Articles of Association.

Article 3: Aims and activities

The Association is a non-profit organization.

3.1 The objectives

The aim of the Association is to promote and to contribute to the sustainable development, including a low-carbon economy and resource efficiency in the construction sector, by coordinating the development of consistent EPD (Environmental Product Declarations) programmes and stimulating the use of a common implementation of the EPD methodology which will lead to mutual recognition of EPDs between EPD programmes.

The Association aims to facilitate and coordinate the agreement for a common implementation of EPDs for construction products among EPD Programme Operators for their mutual benefit in order to:

- Ensure an optimal use of the CEN TC350 standards for EPD in existing EPD programmes within the construction sector;
- Provide a level playing field in the marketplace for all manufacturers;

The Association will support the provision of unbiased credible and scientifically sound information in form of a type III Environmental Product Declaration (EPD) for construction products in form of a globally accepted Core-EPD.

The Association is aiming for being widely visible and recognized as the benchmark for EPD Programme Operators.

3.2 How to achieve the objectives

The above objective will be achieved by undertaking the following activities:

- develop a common EPD Core System for construction products based on ISO 14025
- develop content of EPD according to EN 15804 develop a common EPD format based on the standards
- develop a common quality management and verification procedures leading to mutual recognition across regional borders

II. MEMBERSHIP

Article 4: Categories of Members

4.1 Full and Supporting Members

(1) Full Members

A full membership in the Association is reserved to any EPD programme operator, which has committed itself to support the objectives of the Association and which is legally constituted pursuant to the laws and customs of its country of origin. The EPD programme operator may not exclude any construction product category from its programme. Additional requirements to become a Full Member may be set out in the Internal Regulations as provided in article 11.1 herein.

(2) Supporting Members

The Association may decide to establish as appropriate, categories of "Supporting Members". Supporting Members can be interested parties, which are considered to contribute usefully and effectively to the primary objective of the Association as set forth in the present statutes. The Supporting Members will have to fulfill the requirements defined in the Internal Regulations as provided in article 11.1 herein.

4.2 Admission of new Members

Applications for admission to the Association shall be submitted to the Managing Director. An application is only possible as a Supporting Member. To become a Full Member the compliance with requirements is to be documented as described in the Internal Regulations and the Audit Guidelines of the ECO Platform.

The Board of Directors decides what information should be included in the applications for membership. It examines applications and decides whether the applicants meet the criteria for admission. If so, the applications are then submitted to the General Assembly for decision.

The admission of an applicant as a Full Member shall be decided by the General Assembly with a two-thirds majority in accordance with article 8.5 regarding the quorum.

The admission of an applicant as a Supporting Member shall be decided by the General Assembly by simple majority in accordance with article 8.5 regarding the quorum.

The decisions of the General Assembly on the admission of new members shall be final and no reasons for a rejection need to be given. Organisations may, however, reapply again in the future should they be rejected.

4.3 Withdrawal and exclusion of Members

Any Member (Full or Supporting) of the Association may withdraw as a member for the following year without giving reasons provided that he gives notice at the latest on September 30 of the running year, given by registered letter with advice of receipt to the Managing Director. This allows the

association to better control its budget for the following year. Members who have not given notice before that date that they want to terminate their membership stay on until the end of the following year and must pay their membership for the full year.

A member (Full or Supporting) can be excluded from the Association by the General Assembly, with a two-thirds vote (excluding the vote of the member concerned):

- 1) If such a member fails to comply with the membership obligations,
- 2) If the member acts in violation of the law, the statutes, the decisions of the General Assembly or more generally the general interest of the Association
- 3) If the member engages in practices which might engage the Association's civil or criminal liability,
- 4) If the member has been declared bankrupt or insolvent

The exclusion of a member must be indicated in the notice of meeting which sets the agenda. A member whose exclusion is proposed will be heard by the Board of Directors before a final decision is made. The exclusion is proposed by the Board of Directors to the General Assembly.

Any member who ceases to be part of the Association, for whatever reason, shall have no right to any part of the assets of the Association or to any refund of membership fees.

4.4 The Members' main obligations

The Members' main obligations are:

- 1) To cooperate to the best of their ability in the achievement of the Association's goals,
- 2) To refrain from all activities contrary to these statutes or which may jeopardize the achievement of the Association's objectives,
- 3) To pay the membership fees determined by the General Assembly.

Article 5: 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 6: Membership Fees

Membership fees of full and supporting members shall be decided annually by the General Assembly with a two-thirds vote in accordance with article 8.5 regarding the quorum, on the basis of the annual budget that has been approved for the following year.

III. ORGANISATION AND FUNCTIONING

Article 7: Governing bodies of the Association

The affairs of the Association shall be conducted by:

- a General Assembly
- a Board of Directors
- a Managing Director

Article 8: General Assembly

8.1 The General Assembly is the governing body of the Association. It consists of all Members. Each Member will have one vote.

8.2 The General Assembly shall be convened at least once a year by the President of the Association.

8.3 The General Assembly has the exclusive power to make the following decisions:

- Approval or exclusion of members;
- Appointing and removing members of Board of Directors;
- Appointing and removing the President, Vice-President and Treasurer;
- Amending the statutes;
- Determining the remuneration awarded to Directors
- Approving the annual budget and the financial accounts of the Association;
- Discharging the Board of Directors from its responsibilities of the previous financial year;
- Dissolving the Association;
- Any other decisions specifically entrusted to the General Assembly pursuant to these statutes.

8.4 Extraordinary meetings of the General Assembly may be called at any time by the President of the Association, and must be called within one month upon receipt of a request made in writing to the Managing Director by at least half of the members of the General Assembly.

8.5 Notice of the annual meeting and of any extraordinary meeting, together with a copy of the agenda, shall be sent by the President of the Association to all members at least a month before the date of the proposed meeting, by e-mail except in cases of urgency as set out in article 8.8. If the object of the meeting is to amend the statutes, the agenda and all accompanying documents must be sent one month before the date of the proposed meeting.

8.6 Any member of the General Meeting may participate remotely in the General Meeting by means of an electronic communication facility provided by the Association. Any member participating in the General Meeting in this way shall be deemed to be present at the place where the General Meeting is held for the purposes of quorum and majority requirements. The Board of Directors shall define the modalities for the organisation of remote participation in the General Meeting and the modalities

according to which it shall be established that a member participates in the General Meeting by means of electronic communication and may thus be considered present. It shall provide a clear and precise description of the modalities and procedures relating to such remote participation in the notice convening the meeting. This paragraph shall not apply to the Members of the Bureau.

Any member of the General Assembly may, before a General Assembly is held, vote remotely, in electronic form, in the manner determined by the Board of Directors and described in the convocation. Such a vote must, in any case, be cast at least three days before the General Meeting. 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 Members.

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.

8.7 The quorum for any meeting of the General Assembly shall consist of at least half of the members. Except where these statutes state otherwise, decisions of the General Assembly shall be adopted by a simple majority of the votes expressed by the members present or represented, being understood that in order to be adopted, each decision will require a two-third majority of votes of Full Members. If the quorum is not reached, a new General Assembly will be called, which will validly and conclusively decide upon the points on the agenda, irrespective of whether or not the quorum is reached. In the event of deadlock, the resolution shall be deemed to be rejected by the General Assembly.

8.8 The Association will keep a register at its main office containing the minutes of each General Assembly.

All decisions of the General Assembly will be recorded. Minutes will be signed by the President of the Association and the Managing Director.

8.9 In case of urgent matters, which necessitate a rapid decision in the interest of the Association, as well as for the approval of the annual budget the Board of Directors can invite the General Assembly to vote by email. Only the Board of Directors shall be able to appreciate the urgent character of the situation. The same quorum and voting requirements apply as set forth in articles 8.2 and 8.5.

8.10 The General Assembly may decide to set up Working Groups that will deal with specific Association related topics, which have been assigned to them by the Board of Directors. These Working Groups may create Task Forces for elaboration of special issues. Working Groups and Task Forces will be governed by the Association's Internal Regulations and will have no right to legally engage the Association.

Article 9: Board of Directors

9.1 The Board of Directors shall be composed of minimum four and maximum nine members. Full Members will be entitled to appoint the majority of Directors, who are representatives of Full Members. Supporting Members will be entitled to appoint the other Directors, who can be representatives of Full or Supporting Members.

Directors may elect domicile at the registered office of the Association for all matters relating to their mandate.

9.2 Directors shall hold office for a period of three years. Their mandate can be renewed. Directors who previously served as member of the Board during two consecutive terms can be appointed again after a one-year waiting period.

In exceptional situations, the General Assembly may, with a two-thirds majority, allow Directors to serve a further term. The General Assembly shall take such decision at its sole discretion, taking into account the Associations' interest.

9.3 The Board of Directors has a President, a Vice-president and a Treasurer. The President, the Vice-President and the Treasurer shall hold office for one year. Their mandate can be renewed indefinitely. The President of the Board of Directors serves as President of the Association. The President will always be a representative of a Full Member.

The Vice-President shall replace the President whenever necessary. Also, should the President cease to hold office for whatever reason, the Vice-President shall act as President until a new President is appointed. A new President can only be appointed by the General Assembly.

9.4 If for any reason a member of the Board of Directors shall cease to hold office as such at any time between meetings of the General Assembly, the Board of Directors is entitled to nominate a person of its choice to replace that individual for the rest of his or her term of office.

A member of the Board of Directors shall automatically cease to hold office if he or she ceases to be part of the organization to which he or she belonged or whom she or he represented at the moment of his or her appointment.

The General Assembly will have to ratify the appointment of a new member at the following meeting.

9.5 The Board of Directors is responsible for the overall direction and management of the interests of the Association and for making all decisions not specifically reserved to the General Assembly by these statutes. It shall ensure the proper implementation of the decisions of the General Assembly.

The Board of Directors is responsible for proposing changes to the General Assembly regarding the Association's statutes when this is in the interest of the Association.

The Board of Directors submits the budget, accounts and reports on the strategy and the annual work program of the Association to the General Assembly.

The Board of Directors is responsible for the appointment, dismissal, remuneration and other benefits of the personnel of the Association and of consultants with whom the Association may wish to collaborate.

The Board of Directors is responsible for appointing the Managing Director.

Except for matters of routine administration, the Association will be legally represented by the President (or in his absence by the Vice-President) and one other member of the Board of Directors, including when engaging the Association in legal proceedings as a defendant or as a claimant.

9.6 The Board of Directors shall be convened by the President or by the Vice-President, when necessary, by e-mail.

It shall be regularly convened if at least half of all Directors are present or represented.

The Board of Directors may meet remotely by means of electronic communication provided by the Association and which ensures the principle of collegiality. Any member participating in the Board of Directors in this way shall be deemed to be present for the purposes of compliance with the quorum and majority conditions. The Board of Directors shall define the procedures for organising remote participation and the procedures for establishing that a member is participating in the meeting of the Board of Directors by means of electronic communication and can thus be considered present. The Board of Directors shall provide a clear and precise description of the modalities and procedures relating to such remote participation in the convocation.

Any member of the Board of Directors may, before a meeting is held, vote remotely, in electronic form, in the manner determined by the Board of Directors and described in the notice of meeting. Such a vote shall, in any case, be cast at least three days before the meeting of the Board of Directors. The quality and identity of the participants shall be verified by means of a video conference or by telephone call.

The Board of Directors may deliberate in writing in the event of a unanimous decision.

9.7 The Board of Directors shall take its decisions in a collegial manner. In case no consensus can be reached on one or more issues and a vote is necessary, decisions will be taken with a simple majority vote. All representatives have one vote. In case of a deadlock, the vote of the president counts twice.

A Director may be represented by another Director or by an individual of the organization to which he or she belongs. No one can carry more than two proxies.

9.8 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 abuse of power or by an abuse of right, abuse or misuse of power.

In the event that the Board of Directors has to take a decision or pronounce on an operation falling within its competence and in respect of which a Director is in a conflict-of-interest situation, this Director must inform the other Directors prior to the Board of Directors taking decisions. His declaration and explanation of the nature of the conflict of interest should be included in the minutes of the meeting of the Board of Directors.

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

9.9. The Association will keep a register at its main office containing the minutes of each meeting of the Board of Directors.

9.10 Directors do not incur any personal obligations by virtue of their office and are only liable for the execution of their mandate.

However, Directors shall be jointly and severally liable:

- in case of mismanagement by one of the Directors of the Board of Directors when the latter is collegiate and
- in the event of a breach of the Companies and Associations Code or the articles of Association

However, the directors are relieved of their liability:

- if they have reported the alleged misconduct to all other members of the Board of Directors
- if they are accused of decisions, acts or behaviour which do not manifestly exceed the margin within which normally prudent and diligent directors in the same circumstances could reasonably have a different opinion

Article 10: Managing Director

The Managing Director will be appointed by the Board of Directors. He or she will be responsible for the effective day to day management of the Association.

Day-to-day management includes acts and decisions which do not exceed the needs of the daily life of the Association as well as acts and decisions which, either because of the minor interest they represent or because of their urgent nature, do not justify the intervention of the Board of Directors.

He or she will ensure that proper records are kept of all meetings of the General Assembly and of the Board of Directors, he or she will organise and direct the general secretariat of the Association, and he or she will represent the Association alone in matters of routine administration within the limits set by the Board of Directors.

The Managing Director will have the power to engage the Association, within limits set by the Board of Directors.

IV. AMENDMENTS TO THE STATUTES, INTERNAL REGULATIONS AND DISSOLUTION

Article 11

11.1 The present statutes can be amended at any time by the General Assembly, at an annual meeting or at an extraordinary meeting, convened by the President of the Association for that purpose. No amendment shall be adopted by the General Assembly unless at least half of the members are present or represented, and unless the modification is approved by a majority of at least three quarters of votes.

However, if less than half of the members of the Association are present or represented at the General Assembly, a new General Assembly shall be convened under the same conditions, to definitely and validly decide on the proposed amendments by a majority of three quarters of votes even if the quorum is not reached again.

Amendments to the statutes will not take effect until approved by the competent Authorities and until they have been publicised in the *Annexes au Moniteur Belge* in accordance with the Companies and Associations Code.

If the General Assembly deems it necessary, it shall have the right to specify the functioning rules of the Association in Internal Regulations and Audit Guidelines. When joining the Association, each Member will be bound by them.

11.2 The rules of article 11.1 above will also 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.

11.3 In the event of the dissolution of the Association, the General Assembly shall appoint the liquidator(s). The General Assembly shall determine their powers and indicate the allocation of the net assets of the Association in the appointment decision.

The liquidators may only perform the following acts with the authorisation of the General Meeting:

- 1° to continue the activities until its eventual realisation
- 2° take out loans to pay the Association's debts
- 3° mortgaging or pledging the property of the Association
- 4° to dispose of the Association's real estate by public auction if the liquidators do not deem it necessary to pay the Association's debts
- 5° sell by mutual agreement the Association's property regardless of whether they consider it necessary to pay the Association's debts;

V. ANNUAL ACCOUNTS AND BUDGETS

Article 12

The Managing Director will keep a record of receipts and expenditures of the Association.

The Board of Directors shall submit to the General Assembly the audited annual accounts of the past year. The annual budget may be approved by email-voting in an extraordinary General Assembly as stated in Article 8.8 to get the budget approved before the start of each year.

The accounts and budgets shall be kept and, where appropriate, published in accordance with Article 3.47 of the Companies and Associations Code.

Article 13

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

VI. MISCELLANEOUS

Article 14

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

Article 15

Matters not covered by these statutes, including publications in the *Annexes au Moniteur Belge*, will be governed by the provisions of the Companies and Associations Code.