



MUNICIPAL WASTE EUROPE

– promoting public responsibility for waste

STATUTES

(Adopted in Brussels 13 May 2009.)

Municipal Waste Europe AISBL

Article 1 Name and seat

The international association with the name Municipal Waste Europe is established under Belgian law of title III of the law of June 27, 1921 giving legal status to not-for profit associations, international not-for profit associations and foundations. The seat is located on 26, Rue des Deux Eglises, 1000 Brussels, Belgium.

All documents of the Association issued to third parties, in particular invoices, deeds, announcements and publications, shall include the name of the Association preceded or followed by the words “Internationale Vereniging zonder Winstoogmerk”, abbreviated as “IVZW”, or “Association Internationale Sans But Lucratif”, abbreviated as “AISBL”, as well as the address of its registered office.

Article 2 Objectives

- (1) The association of Municipal Waste Europe will work in order to promote municipal waste management within the European Union. The interest is based on the freedom of choice concerning organizational and financial structure for local and regional waste management responsibility. The municipalities must have the opportunity to operate on the entire waste market. The objective of Municipal Waste Europe is to safeguard the interest of municipalities and public entities responsible for policy and operation in the field of waste management, thus including sorting, collection, recovery, recycling and disposal as well as administration, economics, planning, education and development.
- (2) The objective is implemented by the following activities:
 - Promoting the public responsibility for waste management
 - Organizing exchange of experience amongst members and others
 - Gathering and circulation of information
 - Raising awareness and opinions, influencing decision makers and to take actions on issues regarding the area as stated in the objective.

Moreover, to achieve its purpose, the association may undertake any action that is directly or indirectly connected to it or is conducive to its development or can facilitate its realisation.

Article 3 Members and language

- (1) The association consist of members and associated members.
- (2) Members are accepted by the Board after written application to the President through the Secretary General. Members have to meet one of the following conditions:
 - National associations representing municipal waste responsibility within Member States of the European Union (EU),
 - National associations representing municipal waste responsibilities within European Union accession candidate countries and Member of the European Free Trade Area (EFTA),
 - Regional associations representing municipal waste responsibilities for countries within Member States of the European Union (EU) and Members of the European Free Trade Area (EFTA) in which environmental policy is a competence of regional authorities,
 - Other National associations working with municipal waste responsibilities represented by public entities with a clear public majority, supporting the objective of Municipal Waste Europe.
- (3) Associated members are accepted by the Board after written application to the President through the Secretary General after application. Associated members are associations, which cannot be accepted as members.
- (4) The only working language of Municipal Waste Europe is English. The Official language of the association is French.

Article 4 Resignation and Exclusion of members

- (1) A member wishing to resign must notify its decision to the Board by registered letter at least six months before the end of the calendar year. Resignation can thereafter be obtained at the end of the calendar year. Leaving members have to pay the fee of the current year. An excluded member forfeits any rights to regain any paid fees or assets of Municipal Waste Europe.
- (2) The Board can decide upon exclusion of members failing to contribute fees decided by the General Assembly in accordance with article 5.
- (3) The General Assembly can, after proposal from the Board and consulting members opinion, decide on exclusion, if a member actively counteracts the operation or interest of Municipal Waste Europe as described in article 2, Objective.
- (4) What is stated in this paragraph is also valid for associated members.

Article 5 Fees

- (1) Membership fees are decided by the General Assembly on proposal of the Board.
- (2) Associated members fees are decided by the General Assembly on proposal of the Board.
- (3) Members are obliged to pay the fees as it is decided by the General Assembly. Subscriptions must be paid in full within 30 days following the call to the member. Staggered payments are not accepted. Interest for delayed payment, calculated at the Belgian legal interest rate, shall be applied to members who do not respect this deadline.

Article 6 The General Assembly

1. Composition and tasks

- (1) The General Assembly shall be the supreme body of the Municipal Waste Europe.
- (2) The General Assembly consists of all members of Municipal Waste Europe. Associated Members are invited and have the right to participate at the General Assembly, but do not have the right to vote.
- (3) The General Assembly is authorized to take decisions when at least a quorum of 50% of the members is present or represented.
- (4) If a meeting in the General Assembly is not authorized to take decisions (does not meet the quorum) an Extra Ordinary General Assembly can be held no earlier than one calendar month later. In this Extra Ordinary General Assembly decisions can be taken based on the majority of the members present or represented.
- (5) The agenda for the General Assembly is, stating the competences for the General Assembly:
 - Election of the chairman for the General Assembly
 - Approval of annual report
 - Approval of annual accounts
 - Granting the management discharge to the Board and Policy Committee
 - Election of President and Deputy Presidents (every two years)
 - Election of external auditor and internal treasurer, and determine their remuneration.
 - Approval of Budget for the financial year
 - Approval of Membership fees for the next financial year
 - Any other items put forward to the General Assembly according to Article 6.2 and 6.4.2. (proposals)
- (6) What is stated in this article is also valid for Extra Ordinary General Assemblies.

2. Meetings and Invitations

- (1) The General Assembly is held annually, either physically or through conference call or videoconference, within six months after the end of the calendar year. In case of urgency, the President can call for an Extra Ordinary Assembly, and can do so at any time, or shall do so if at least 1/4 of members propose it.
- (2) The date of the General Assembly is noticed at least three months ahead of the meeting by the President, by e-mail or any other form or written communication, to each member with a draft agenda.
- (3) The members and the Policy Committee can prepare proposals.
- (4) Proposals – including proposal on amendment of the statutes as well as proposals to dissolve the association – should be received by the Board no later than two months before the General Assembly.
- (5) At least one month before the General Assembly the President and or the Secretary General on behalf of the President convenes the meeting formally and sends out the definitive agenda to the members, by e-mail or any other form or written communication, including the annual report, annual account, proposals for the budget and proposals for membership fees together with any proposals and the Board's comments on received proposals.

3. Voting procedure

- (1) One physical person appointed by each member carries votes at the General Assembly. One member can give a proxy to another member, but one physical person can carry a maximum of two proxies.
- (2) Each member holds one vote.
- (3) Associated members have no voting rights.
- (4) Elections and decisions are open. Elections for persons can be carried out by secret ballot if asked for by one or more persons.
- (5) For the sake of unanimity and credibility consensus should be desirable. If consensus cannot be achieved, decisions of the General Assembly are based on simple majority. If the votes are equal, the vote by the President is decisive. Abstentions and invalid votes are not taken into account.
- (6) Written documentation of decisions of the General Assembly shall be signed by the President and kept by the Secretary General. The Secretary General will within one month after the General Assembly by e-mail, or any other form of written communication, inform all members of the decisions of the General Assembly.
- (7) What is stated in this paragraph is also valid for Extraordinary General Assemblies.

4. Amendments to the statutes and dissolution of the association

- (1) Without prejudice to the powers of the Minister for Justice and the Notary, amendments to the statutes can only be decided by the General Assembly. Amending the statutes requires a 2/3 majority.
- (2) Proposal on the dissolution of the association follows the same procedures as of amendment to statutes. Dissolution is valid through decision with the principle of 3/4 majority), at two following General Assemblies.
- (3) In case of dissolution, the remaining assets will be transferred to a similar non-profit purpose, in the field of research and development in waste management.

Article 7 The Board

- (1) Persons, that according to article 8 (2), are appointed by the members to have a seat in the Policy Committee, can be elected to the Board of Municipal Waste Europe.
- (2) The Board of Municipal Waste Europe is elected by the General Assembly among the persons appointed by the members. The Board shall have at least 3 and maximum 5 members. In Board elections, geographical and population representation should be considered so that the members are divided to three groups of equal size by population. If there is an unequal division, a draw will decide the unequal groups. From each group at least one Board member should be elected taking into account geographical representation.
- (3) The Board is composed of the President and two to four Deputy Presidents. The President and Deputy Presidents are elected for a mandate period of two years. The President and Deputy Presidents can be re-elected for one term of mandate for the same position.
- (4) If the President or Deputy Presidents no longer represent the member of Municipal Waste Europe they will forfeit their seat in the Board, and new elections to the seat in question have to be conducted for the remaining period.
- (5) The Board convenes upon notice from the President at least once each calendar year. At least two weeks before the meeting, the agenda will be sent out to the appointed representative by e-mail or any other form of written communication.
- (6) The President can convene the Board with one month notice. The agenda has to be sent out by e-mail or any other form or written communication at least 2 weeks before the Board meeting.
- (7) The Board governs all other organisational, administrative and operating procedures not included in these statutes through their decisions.
- (8) Decisions of the Board are based on simple majority. Written documentation of decisions of the Board shall be signed by the President and kept by the Secretary General at the seat of the association. The Secretary General will within one month

after the Board meeting, by e-mail or any other form or written communication, inform all members of the decisions of the Board.

- (9) The Board – consulting the Policy Committee – appoints and dismisses the Secretary General.

Article 8 The Policy Committee

- (1) Questions regarding policy are brought before the Policy Committee. One member of the Policy Committee is nominated by and representing each member.
- (2) Each member has to appoint the person representing the member within the first three weeks of the calendar year. The member shall, by e-mail or any other form or written communication, inform the President of their representative.
- (3) The President is the chairman of the Policy Committee.
- (4) The Policy Committee convenes upon notice from the President at least four times each calendar year. At least two weeks before a meeting invitations will be send out to the appointed representative by e-mail or any other form of written communication.
- (5) The President has to call for a meeting in the Policy Committee if at least 1/4 of the Policy Committee members propose it.
- (6) In order to make decisions at least a majority of the Policy Committee have to be present. For the sake of unanimity and credibility consensus should be desirable. If consensus cannot be achieved decisions of the Policy Committee should if necessary be based on simple majority. If the votes are equal the vote by the President is decisive.
- (7) Written documentation of decisions by the Policy Committee shall be recorded and signed by the President and the Secretary General. The Secretary General shall within one month after the meeting in the Policy Committee, by e-mail or any other form or written communication, inform all members of the decisions the Policy Committee.
- (8) The Policy Committee can set up Working Groups for different activities throughout the working area of Municipal Waste Europe. Members are free to appoint persons in their respective organisation to participate in the Working Groups of Municipal Waste Europe.

Article 9 The Secretary General

- (1) The Board shall delegate certain powers to the Secretary General acting individually.
- (2) The Secretary General carries out the daily operation of Municipal Waste Europe following decisions and instructions by the Board and the Policy Committee.
- (3) The Secretary General participates in meetings of the General Assembly, the Extraordinary General Assembly and meetings of the Board and Policy Committee

Article 10 Auditing and Treasurer

- (1) An external Auditor is selected by the General Assembly. The external Auditor reports annually to the General Assembly in writing after controlling the finances of Municipal Waste Europe.
- (2) Amongst the members an internal Treasurer is elected by the General Assembly. The internal treasurer is not a member of the Board.
- (3) The function of the internal Treasurer is to oversee that the financial operations of Municipal Waste Europe are in line with the decisions made by the General Assembly, the Board and the Policy Committee.
- (4) The internal Treasurer reports to the external auditor.
- (5) The external Auditor and the internal Treasurer are elected by the General Assembly for a period of one year, and can be reelected.

Article 11 Financial year

The financial year coincides with the calendar year.

Article 12 Representation

- (1) The association is legally represented in respect of third parties and the law, either as a plaintiff or a defendant, by its President and/or by its Secretary General.
- (2) The right to represent Municipal Waste Europe in all aspects concerning technical and policy issues falling under the objectives in article 2 is on the President alone, the Secretary General alone or the two together. The Board can delegate the power to represent Municipal Waste Europe in a specific technical question or policy issue to person(s) who is a member of the Policy Committee.
- (3) The Secretary General alone can only sign economical issues concerning the normal daily operations of Municipal Waste Europe. Economical issues not concerning the daily operations such as long term economical obligations/commitments have to be presented to and decided by the Board.

Article 13 Governing law – Interpretation

Any aspect which is not covered by the present statutes shall be governed by Belgian law, in particular title III of the Belgian Law of June 27, 1921 giving legal status to non-profit associations, international non-profit associations and foundations
These statutes shall exist in both the English and French languages. In the event of any differences in interpretation, the English text shall prevail.
