

**EUROPEAN ASSOCIATION OF PLASTER AND PLASTER PRODUCT
MANUFACTURERS AISBL**

« EUROGYPSUM »

Rue des deux Eglises, 26 ,B-1000 Brussels (Belgium)

Enterprise number : 883 992 474

International Non-Profit Association (AISBL) – **as of 23 August 2011**

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By-laws

(Unofficial translation – only the French text of these Articles should be considered as law)

TITLE I : NAME, LOCATION, PURPOSE, DURATION

ARTICLE 1

"European Association of Plaster and Plaster Product Manufacturers", in short "EUROGYPSUM" and hereinafter the as "the Association", is an international non-profit association.

The Association is governed by Title III of the Belgian law of June 27, 1921 on non-profit associations, international non-profit associations and foundations (articles 46 through 57).

ARTICLE 2

The statutory office of the Association is established in the greater Brussels area, and presently at B-1000 Brussels, rue de la presse 4.

As a derogation to article 15 below the statutory office may be moved in the greater Brussels area by simple decision of the Board of Directors, taken according to the standard way of deliberation, to be published in the Annexes to the Belgian Official Gazette, and to be deposited in the dossier introduced to the law office of the competent commerce court within one month of the date of the decision.

ARTICLE 3

The Association has no commercial aim whatsoever, and has the following purposes of international interest:

- The promotion on a European scale of the development of the plaster, gypsum and anhydrite industries along with building components derived from these.
- All aspects relating to public health and environment, the improvement and standardisation of working conditions, the definition of adequate norms and specifications, dissemination of information to its Members and industries using specialty minerals, as well as to the national and regulatory authorities.

The activities of the Association aimed at achieving these purposes are a.o. as follows:

- The Association shall organise and sponsor scientific studies related to specialty minerals. These studies will address in particular all aspects related to the environment, to the economic and social conditions, notably health, safety and the improvement and standardisation of working and hygiene conditions.
- The Association shall work towards the definition of adequate norms and specifications for the industry, the collection and the dissemination of information to its Members and industries using

specialty minerals and components derived from these. The Association shall establish and maintain contacts with a wide range of industrial stakeholders, including the regulatory and scientific communities.

ARTICLE 4

The Association was established for an indefinite period of time and can be dissolved at any time in accordance with Article 15 of these By-Laws.

TITLE II: MEMBERS OF THE ASSOCIATION

ARTICLE 5

The Association consists of Ordinary, Extraordinary and Associate Members, natural persons, or legal entities established in accordance with the laws and customs of the State where they are located.

The admission of new Members is subject to the following conditions:

- Ordinary Members: Ordinary membership shall be open to any national and/or European organization of plaster, gypsum and anhydrite producer and plaster product manufacturer in so far as the national or European character is recognized by the Board of Directors.
- Extraordinary Members: Extraordinary membership shall be open to any producer of plaster, gypsum, anhydrite and plaster products carrying out his work in European countries where there is no national association. The status of Extraordinary Member will be withdrawn if a national association is formed in that country; this group having been set up with the object of becoming an Ordinary Member. The Board of Directors can in certain circumstances give the status of Ordinary Member to an Extraordinary one.
- Associate Members: Associate membership shall be open to any of the following:
 - Producers of plaster, gypsum, anhydrite or building materials derived from these, where the production facilities are outside Europe;
 - Natural persons or companies interested in the use of plaster, gypsum, anhydrite etc, without being producers themselves;
 - Natural persons or groups belonging to the scientific, technical or economic worlds which is in the opinion of the Board of Directors able to contribute usefully to the attainment of the goals of the Association.

Applications for Ordinary, Extraordinary and Associate membership shall be made in writing to the Secretary General, in such form as the Board of Directors may require, including an undertaking by the applicant to be bound by the Association's By-Laws, and shall be submitted to the Board of Directors at its next meeting for approval or rejection.

Applications shall be approved or rejected by a resolution passed by simple majority of the votes cast, but remain subject to ratification by the General Assembly deliberating in accordance with Article 14 of these By-Laws.

The Board of Directors shall instruct the Secretary General to give notice in writing to each applicant of the approval or the rejection of their application. The Association will inform an applicant in writing of its reasons for refusing to admit the applicant to membership.

ARTICLE 6

Ordinary Members have a casting vote at the General Assembly. Extraordinary Members have the right to express opinions on the matter to be voted on, but shall have no voting rights. Associate Members do not have a voting right.

The Members pay an annual membership fee set by the General Assembly on the basis of a proposal from the Board of Directors; a distinction will be made between the Ordinary, Extraordinary and Associate Members as to the rate of the membership fees. Ordinary, Extraordinary and Associate Members incur no personal liability for the commitments made in the name of the Association, and their liability will be limited to their membership fees and their contributions to the expenses relating to the running of the Association. The rights and obligations of the members will otherwise be as set forth in these By-Laws.

ARTICLE 7

Ordinary, Extraordinary and Associate Members are free to withdraw from the Association at any time by sending a letter to the President. However, the withdrawal will take effect only at the end of the following financial year. The Member will retain all rights and continue to fulfill all its financial obligations towards the Association during this period.

Any change in the controlling shareholding of a Member will not affect its rights and obligations as a Member of the Association.

ARTICLE 8

The expulsion of an Ordinary, Extraordinary or Associate Member may be proposed by the Board of Directors after having heard the Member's defense and if required decided by the General Assembly with a two-third majority of the Ordinary Members present or represented. The Board of Directors may suspend the Member's rights until the decision of the General Assembly.

ARTICLE 9

A Member who has resigned, been expelled, or ceased being a Member for any other reason, has no claims upon the social funds of the Association. It may neither claim nor request an audit or an inventory, nor the placing under seal of the Association's property.

ARTICLE 10

The Secretary General shall at all times keep a Register of Ordinary, Extraordinary and Associate Members which shall contain the following particulars:

- the full name of each Member and any representative and deputy appointed under Article 12;
- the Member's address;
- the date of admission to membership; and
- the date when ceasing to be a Member.

TITLE III: GENERAL ASSEMBLY

ARTICLE 11

The General Assembly has all the powers for the accomplishment of the goals of the Association.

The General Assembly has in particular sole competence to decide a.o. on:

- modifications to these By-Laws, with the exception of the modification of the statutory office;
- election and exclusion of Directors and, if required, statutory auditor(s);
- approval of budgets and financial statements;
- discharge to Directors and, if required, statutory auditor(s);
- distribution of any credits or subsidies;
- voluntary dissolution of the Association;
- exclusion of Members;
- approval of Internal Rules.

ARTICLE 12

The General Assembly consists of all the Ordinary Members.

Any Ordinary Member under the form of a legal entity shall appoint in writing a person to act as its representative at meetings of the General Assembly who will be entitled to attend and vote at such meetings on its behalf and may in like manner appoint a deputy who shall be entitled to attend meetings with or without such representative but who may not vote thereat except in the absence of the principal representative. Every Ordinary Member shall at all time keep the Secretary General informed in writing of the name of any such representative and deputy.

ARTICLE 13

The General Assembly must meet each year.

The General Assembly may be convened in special meetings as many times as the Association's interest requires. It must be so convened when at least two third of the Ordinary Members so request.

The meetings of the General Assembly are held on the date and at the time and place indicated in the notice to the meeting. All the Ordinary Members and Extraordinary Members must be notified of Assembly meetings in writing by post, fax, or e-mail.

Written notices for the meeting shall be mailed by the Secretary General at least two months before the date of the meeting, provided that with the consent of all such Members a meeting may be convened by such shorter notice as those Members may think fit; any such shorter notice may however not be less than eight days. Any convening notice shall include the agenda of the meeting.

ARTICLE 14

The General Assembly is presided over by the President of the Board of Directors or in his absence, the Vice-President, and if neither is present at the time appointed for holding the meeting, then the Members personally present shall choose a chairman from amongst the Members present at the meeting.

Every Ordinary Member existing under the form of a legal entity have the right to attend the meeting and to participate through their appointed representative and/or his deputy.

A meeting of the General Assembly is validly constituted when a quorum of one half of the Ordinary Members are present or represented at the time the meeting should proceed to business.

Any Ordinary Member may be represented at a meeting of the General Assembly by another Ordinary Member by means of a special proxy, provided that each Ordinary Member may not have more than three proxy.

No resolution can be passed on an item which is not included in the agenda.

Without prejudice to what is stated in Article 15 hereafter, all decisions are taken by simple majority of the votes cast by the Ordinary Members present or represented.

At any General Assembly a resolution put to the vote shall be decided on a show of hands, in accordance with the procedures laid down in the Association's Internal Rules. Each Ordinary Member present or represented at a meeting of the General Assembly shall, on a show of hands, have one vote.

ARTICLE 15

As an exception to the preceding Article, the General Assembly may deliberate in the following cases only if two-thirds of the Ordinary Members are present or represented, and the decision can be taken only by a two-thirds majority of the votes cast by Ordinary Members present or represented:

- appointment or dismissal of a Director;
- expulsion of a Member.

Without prejudice to what is stipulated by articles 50§3, 55 and 56 of the law on non-profit association, international non-profit associations and foundations, any proposal to change the Association's By-Laws or to dissolve the Association must come from the Board of Directors or from two-thirds of the Ordinary Members of the Association.

The Board of Directors must inform the Ordinary Members at least three months in advance of the date of the meeting of the General Assembly which will decide on the proposal, together with the changes which are proposed.

The General Assembly can validly decide on a proposal to change the By-Laws or to dissolve the Association only if two-thirds of the Ordinary Members are present or represented and with a four-fifths majority of the votes cast. However, if two-thirds of the Ordinary Member are not present or represented at the meeting, a new meeting shall be convened which will decide on the proposal with a four-fifths majority regardless of the quorum of Ordinary Members present or represented; it shall be convened not sooner than fifteen days after the first meeting.

- Changes to the By-Laws. Any change of the terms referred to in article 48 § 1 and 2 of the law is subject to the royal approval. Other changes of the statutory terms, referred to in article 48 § 5 and 7 are acted by an authentic deed.
- Dissolution. The General Assembly shall determine the liquidation procedure. The net assets remaining after completion of the liquidation shall be transferred to a non-profit legal entity having purposes similar to those of the Association.

ARTICLE 16

Extraordinary Members shall be notified of any meeting of the General Assembly, but shall act in an advisory capacity only and shall not be counted for the purpose of determining whether a quorum is present.

The Associate Members may be notified of any meeting of the General Assembly if the interest of the Association so requires, but shall not be counted for the purpose of determining whether a quorum is present.

ARTICLE 17

The resolutions of the General Assembly will be made available to all the Ordinary Members and Extraordinary Members as follows. A copy of the resolutions will be sent by the Secretary General to all the Ordinary and Extraordinary Members either by post, fax or e-mail. The resolutions of the General Assembly are kept in a record of the minutes signed by the President and the Secretary General.

TITLE IV: BOARD OF DIRECTORS

ARTICLE 18

The Association is managed by a Board of Directors composed of no less than 3 Directors.

The Board of Directors has all the powers to administer and manage the Association, subject to the special General Assembly's attributions. It may delegate the day-to-day management to one or several Directors, to the Secretary General or to one or several employees and determine their powers.

The Directors are appointed by the General Assembly for a term of office of maximum two years, renewable. Directorships are performed gratuitously.

The Directors are appointed by the General Assembly from among a list of persons nominated by the Ordinary Members. Any Ordinary Member may nominate two candidates for membership of the Board of Directors, such nomination to be in writing addressed to the Secretary General and shall give such particulars of such persons as may be required by the Board of Directors. Directors may only be elected from among candidates so nominated.

The Directors' mandate shall end by death, resignation, incapacity, legal administration, dismissal or expiration. A Director may be dismissed by the General Assembly with a two-thirds majority of the Ordinary Members present or represented.

Any casual vacancy may be filled by the Board by temporary appointment of a replacement who will complete the mandate of the Director who is replaced.

All the documents relating to the appointment or dismissal of Directors will be made in accordance with the law, and deposited in the dossier introduced on behalf of the Association to the law office of the competent commerce court and published in the Annexes to the Belgian Official Gazette.

ARTICLE 19

The Board of Directors shall elect from among its members a President, a Vice-President to serve for a term of office of two years. In case the President is absent or unavailable, the meetings of the Board of Directors shall be presided over by the Vice-President or, if he is not available, by a chairman elected by the Members of the Board of Directors present at the meeting.

ARTICLE 20

The Board of Directors will meet in Belgium or in any other country, at least once a year, after notice of such meeting is given by the Secretary General at the request of the President or a Director. A notice specifying the place, day and hour of the meeting and the business to be transacted shall be given to the Directors before each meeting. Notice shall be given in writing either by post, fax or e-mail.

ARTICLE 21

The Board of Directors may deliberate and validly act only if one half of its Members are present or represented. If and so long as the number of Directors is below this quorum, the Board of Directors may only act for the purpose of filing a vacancy or of summoning a General Assembly, but for no other purpose.

Any Director who is unable to attend a particular Board meeting can appoint one of the other Directors on the Board to represent him at a particular meeting of the Board, provided that such appointment has been notified to the President or the Secretary General. No Director shall represent more than three Directors.

Resolutions shall be decided by a show of hands. All decisions shall be taken by majority of the votes cast; in case of a tie vote, the presiding Director has an additional casting vote. A meeting can be adjourned by resolution carried by two-thirds of the Directors present or represented at the meeting and

entitled to vote. At an adjourned meeting no business shall be transacted that could not have been transacted at the original meeting.

ARTICLE 22

The Board of Directors has the power to accomplish all acts which are necessary or useful to the attainment of the goals of the Association, with the exception of those acts which are reserved, by operation of the law or the present By-Laws, to the General Assembly.

In particular, the Board shall:

- deal with all applications for new membership;
- advise the Secretary General, as and when called upon by him/her, in any matters referred to by him/her;
- make calls upon Members for payment of their membership fees covering the expenses of operating the Association and of other costs incurred by the Association in the furtherance of its objects, including the payment of membership fees to other bodies or organizations that the Board deems necessary in the furtherance of the Association's interests;
- appoint and form any sub-committees and delegate to them such duties and matters as they think fit as provided in Article 24 of the present By-Laws;
- appoint and engage officers and staff and fix the terms and conditions of their employment.
- Draw up the annual financial statements of the expired financial year as well as the budget of the following financial year

ARTICLE 23

The deliberations of the Board of Directors are officially established in the minutes signed by the President and Secretary General and inserted in a special Register which will be available to the Members. Copies or extracts to be produced in legal proceedings or elsewhere shall be signed by the Secretary General or a Director and may be notated as true copy by them.

Title V: Delegation Of Powers

ARTICLE 24

The Board of Directors may delegate certain powers of the Association to sub-committees consisting of such persons as the Board may think fit, on such terms as the Board may think fit, provided that in respect of matters requiring a decision that will legally bind the Association, the power to make such decisions shall be retained by the board of Directors.

The Board of Directors shall appoint a Secretary General for such period and on such terms as it thinks fit and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment, according to the standard way of deliberation.

The Secretary General shall be responsible for the convening of General Assembly and Board of Directors meetings and for the general operation and administration of the Association within the frame of the day-to-day management. The Board of Directors may delegate other powers to the Secretary General whenever this is useful for the attainment of the Association's objectives.

ARTICLE 25

All documents binding the Association, other than documents relating to daily management are signed – except in case of a special delegation of powers by the Board – by the President or by a Director, who do not have to demonstrate their authority to third parties.

ARTICLE 26

The Directors and the Secretary General do not incur any personal liability when acting in the capacity of Director and Secretary General, and are responsible only for the performance of their mandate.

ARTICLE 27

Judicial proceedings in which the Association is either a plaintiff or a defendant are pursued in the name of the Association by the Board of Directors acting through a Director or the Secretary General.

ARTICLE 28

Documents relating to the appointment and dismissal of persons entitled to act on behalf of the Association are drawn up in compliance with the law, and deposited in the dossier introduced on behalf of the association to the law office of the competent commerce court and published in the Annexes to the Belgian Official Gazette.

TITLE VI: BUDGETS, FINANCIAL STATEMENTS, INTERNAL RULES AND GENERAL PROVISIONS

ARTICLE 29

The membership fee of the Ordinary, Extraordinary and Associate Members is determined annually by the General Assembly, on the proposal of the Board of Directors. The expenses of operating the Association and any other costs incurred by the Association in the furtherance of its objects shall be contributed by the Members in accordance with the rules laid down in the Association's Internal Regulations.

ARTICLE 30

The financial year begins January 1st and ends December 31st of each year.

In accordance with article 53 of the law, the annual financial statements of the expired financial year and the budget of the following financial year are prepared each year by the Board of Directors and submitted for approval to the General Assembly.

The annual financial statements are deposited, in compliance with article 51 of the law, in the dossier introduced on behalf of the association to the law office of the competent commerce court

ARTICLE 31

On proposal of the Board of Directors, the General Assembly may adopt Internal Rules compatible with the present By-Laws, so as to ensure the good working of the Association.

ARTICLE 32

Any issues not covered by these By-Laws, as well as the publication to be made in the Annexes to the Belgian Official Gazette, are governed by Title III of the Belgian law of June 27, 1921 on non-profit associations, international non-profit associations and foundations.

