# AGREEMENT

# FOR THE INCORPORATION

# OF

# EUROPEAN BRUSHWARE FEDERATION ASBL

# SIGNED ON 23 APRIL 2025

# AGREEMENT FOR THE INCORPORATION OF EUROPEAN BRUSHWARE FEDERATION ASBL

**Between**: **1.** VDPB, Verband der deutschen Pinsel- und Bürstenhersteller, eingetragener Verein (e.V), a legal entity validly incorporated under the laws of Germany, with registered office at Elberfelder Str. 77, 42853 Remscheid, Germany, registered with the trade register under number VR 200418,

Represented by Alain Costantini, born in Ixelles (Belgium) on 07/02/1969, electing domicile for publication purposes at Rue Emile Francqui 1, 1435 Mont-Saint-Guibert, Belgium, in his capacity as proxyholder.

**And**: **2.** ASSOSPAZZOLE, ASSOCIAZIONE NAZIONALE PRODUTTORI SPAZZOLE PENNELLI SCOPE, Associazioni non Riconosciute e Comitati, a legal entity validly incorporated under the laws of Italy, with registered office at Via Alberto Riva Villasanta 3, 20145 Milano, Italy, registered with the trade register under number 80133410151,

Represented by Julian Delplanche, born in Mons (Belgium) on 07/12/1990, electing domicile for publication purposes at Rue Emile Francqui 1, 1435 Mont-Saint-Guibert, Belgium, in his capacity as proxyholder.

VDPB, and ASSOSPAZZOLE are hereinafter collectively referred to as the "**Parties**" or individually as a "**Party**".

**WHEREAS:**

Under the conditions and terms of this agreement, the Parties intend to incorporate a non for profit association organized under Belgian law (*ASBL*), named "EUROPEAN BRUSHWARE FEDERATION", with the purpose defined hereinafter under article 3 of the Articles of Association.

**IT HAS BEEN THEREFORE AGREED WHAT FOLLOWS:**

**ARTICLE I – INCORPORATION OF AN ASSOCIATION**

The Parties hereby decide to incorporate among themselves a non for profit association organized under Belgian law (*ASBL*), named "EUROPEAN BRUSHWARE FEDERATION", with the following Articles of Association:

## CHAPTER I. NAME – REGISTERED OFFICE – PURPOSE – TERM OF THE ASSOCIATION

**Article 1. Name**

The association is named EUROPEAN BRUSHWARE FEDERATION, hereafter referred to as the "**Association**". The Association is governed by the provisions of the Belgian Code of Companies and Associations applicable to not for profit associations.

The Association was formerly known as the *"Fédération Européenne de l'Industrie de la Brosserie et de la Pinceauterie"* (FEIBP). It will continue using the "*FEIBP*" acronym and existing logo.

All acts, invoices, announcements, publications, letters, order notes, websites and other documents, whether in electronic or non-electronic form, emanating from the Association must contain the following information:

1° the name of the Association;
2° its legal form, in full or in abbreviated form;
3° the indication of its registered office;
4° its enterprise number;
5° the words "register of legal persons" or the abbreviation "RLP", followed by the indication of the court of the registered office of the Association;
6° where applicable, the Association's e-mail address and website;
7° where applicable, the indication that the Association is in liquidation.

**Article 2. Registered office**

The registered office of the Association is located in the Brussels-Capital Region.

The Board of Directors may transfer the registered office of the Association to any place in the Brussels-Capital Region. The decision to transfer the registered office must be published in the Annexes to the Belgian Official Journal.

**Article 3. Purpose**

The Association has a non-profit-making purpose to represent the European brushware manufacturers.

Its objectives are to:

- Advocate for industry interests: the Association represents and protects the interests of European brushware manufacturers in policy-making and regulatory discussions at both European and global levels;

- Strengthen collaboration and unity: the Association encourages collaboration among members through networking, shared initiatives, and best practice exchanges, fostering a strong and cohesive industry community;

- Promote innovation and maintain standards: the Association drives innovation and upholds high standards in manufacturing quality by supporting research, development, and the dissemination of technological advancements;

- Support education and professional development: the Association offers resources for education and skill development to enhance knowledge and competencies, ensuring the industry's ongoing sustainability and growth.

It may carry out all acts directly or indirectly related to its purpose, such as but not limited to:

1. Events (e.g. FEIBP Congress, World Brush Expo);
2. Providing industry certifications and promoting quality standards (Professional Hygiene Brushware Certification);
3. Gathering and publishing industry data;
4. Promoting industry best practices through working groups;
5. Monitoring legislation related to the industry;
6. Promoting research and innovation within the sector (Innovation Award, World Brush Expo);
7. Creating business networking opportunities (Brush Forum, Congress).

It may lend its assistance and take an interest in any activity similar or analogous to its purpose.

It may seek any financial, material and/or technical assistance at international, regional or national level to further develop and carry out its activities.

**Article 4. Term and definitions**

The Association is incorporated for an unlimited period of time.

In these Articles of Association, the terms listed below have the following meaning:

- Europe, Middle East and Africa (EMEA): for statutory purposes, "Europe" includes all countries geographically located on the European continent and those participating in pan-European frameworks and agreements, including EU Member States, members of the European Economic Area (EEA), the European Free Trade Association (EFTA), the United Kingdom, Turkey, and all other recognized sovereign states within the geographical boundaries of Europe; the Middle East, and Africa;

- Brushware manufacturers: companies that design, manufacture at least 30% of their products in EMEA, and distribute various types of brushes for industrial, commercial, or consumer use;

- Machine manufacturers: entities that design, manufacture at least 30% of their products in EMEA , and supply machinery, periphery and tools used in the manufacturing of brushes in Europe. These machines handle tasks such as bristle insertion, trimming, and assembly, enabling the production of industrial, commercial, and consumer brush products;

- Suppliers: entities that supply essential materials, components, or pre-assembled brush products for the brush manufacturing industry. These suppliers provide items like bristles, handles, and adhesives, supporting the production and assembly of industrial, commercial, and consumer brushes. At least one subsidiary shall be located in EMEA.

## CHAPTER II. MEMBERS

**Article 5. Members**

The Association is composed of full, associate and affiliate members, who are admitted by the Board of Directors.

Only full members have the right to vote.

Full membership is open to:

- National brush manufacturer associations;

- Individual companies that are brush manufacturers, to the condition that no national brush manufacturer association exists in the country in question.

Associate membership is open to European suppliers and machine manufacturers (individuals or organizations) that are not members through the national associations. Associate members have a limited participation in the activities of the Association.

Affiliate membership is open to the following non-European organisations: manufacturers or organizations interested in promoting brushes outside Europe or supporting the Association but that are not eligible for full and associate membership. Affiliate members have a limited participation in the activities of the Association.

The rights and obligations of full members described by law do not apply to associate and affiliate members. The rights and obligations of associate and affiliate members are exclusively determined by the Articles of Association (and/or as the case may be by the Internal Regulations) and may be modified without their agreement.

There must be at least two full members. The undersigned founders are the first full members.

The Board of Directors shall decide freely and without the possibility of appeal on each application for admission of a candidate member. To be valid, the quorum and vote shall be in line with the provisions of article 21. The decision does not have to be substantiated and is final. A candidate member who is not admitted may only stand for re-election one year after the date of the decision of the Board of Directors.

Each candidate member must send its application by registered letter or by email to the Board of Directors. The decision must be taken within twelve months of the date of receipt of the registered letter or email. If no decision is taken within the said twelve-month period, the application shall be deemed to be refused.

All members must (a) be validly constituted in accordance with the laws and customs of their country of origin (b) agree in writing to comply with the Articles of Association, the Internal Regulations, the objectives and policies of the Association and the decisions of its organs and (c) pay their membership fees within the prescribed time limits.

The Board of Directors shall keep a register of full, associate and affiliate members at the registered office of the Association.

Members have the right to consult their register at the registered office of the Association.

**Article 6. Resignation and expulsion**

Any member may resign from the Association at any time by giving two months' notice. The resignation must be addressed to the Board of Directors by registered letter or by email. It shall take effect on the first day of the second month following the month in which the resignation was received by the Association. However, the resigning member remains liable to pay all sums due to the Association until the end of the financial year in which its resignation takes effect. Conversely, a member who fails to pay its membership fees may be deemed to have resigned by decision of the Board of Directors, without prejudice to the member's obligation to honour all financial obligations still due to the Association.

Furthermore, and to the extent permitted by law, membership shall automatically cease in the event of bankruptcy, judicial reorganisation proceedings, liquidation or any similar situation. However, the member shall remain liable to the Association for its financial obligations until the end of the financial year in which its membership is terminated.

A member who has been found guilty of infringing the Articles of Association, the Internal Regulations, the decisions of the bodies of the Association, the standards of honour, who fails to pay its membership fees or who has committed any act which may be prejudicial to the Association or its members, such as criticising the Association's policy in public, may be expelled.

The expulsion of a member can only be pronounced by the General Assembly after the member has been heard or at least convened. The proposal for expulsion must be indicated in the notice convening the meeting. The decision to expel must not be motivated, is final and takes effect immediately. The Board of Directors or its representative shall send a copy of the decision to the expelled member by registered letter or by email within fifteen days of the date of the decision to expel. To be valid, at least two thirds of the full members must be present or represented and at least two thirds of the full members that are national brush manufacturer associations must be present or represented, and the decision must be adopted with a majority of two thirds of the votes cast. The expelled member shall remain liable to the Association for its financial obligations until the end of the financial year in which its membership ends.

The Board of Directors may suspend a member (including its possible voting rights) on which there are serious and consistent indications of serious infringements or breaches, as mentioned in paragraph 3 above, without prejudice to the obligation of the suspended member to fulfil its financial obligations.

Members who resign, are deemed to have resigned, are suspended or are expelled may not assert any claim on the assets of the Association and may not claim reimbursement or compensation, in whole or in part, for any contribution made to the Association.

A member who resigns, is deemed to have resigned, is suspended or is expelled may not, under any circumstances, request the inspection, communication or copy of the annual accounts, nor the affixing of seals to the Association's assets, nor the taking of an inventory.

## CHAPTER III. FEES

### Article 7. Fees

The membership fees are determined annually by the Board of Directors.

The membership fees for full association members may not exceed twelve thousand euros (€ 12,000 thousand).

The membership fees for full company members may not exceed two thousand euros (€ 2,000).

The membership fees for associate members may not exceed five thousand euros (€ 5,000).

The membership fees for affiliate members may not exceed one thousand euros (€ 1,000).

## CHAPTER IV. BODIES OF THE ASSOCIATION

### Article 8. Bodies of the Association

The bodies of the Association are:

- The General Assembly;
- The Board of Directors;
- The person(s) in charge of daily management (Managing Director or Secretary General).

## CHAPTER V. THE GENERAL ASSEMBLY

### Article 9. Composition and powers

The General Assembly is composed of all members.

Third parties may participate in the General Assembly at the invitation of the Board of Directors. They may express their opinion but do not have the right to vote.

The regularly constituted General Assembly represents all members. The decisions of the General Assembly are binding for all members, even for absent or dissenting members.

The General Assembly shall have the powers expressly attributed to it by these Articles of Association or by law. Its powers are:

1° the modification of the Articles of Association;
2° the appointment and dismissal of directors and officers, and the determination of their remuneration as the case may be;
3° the appointment and dismissal of the statutory auditor and the determination of its remuneration;
4° the release from liability to be granted to the directors and the auditor and, where applicable, the decision to file a claim by the Association against the directors and the auditors;
5° the approval of the annual accounts and the budget;
6° the dissolution of the Association;
7° the expulsion of a member;
8° the transformation of the Association into an international not for profit association, into a cooperative company accredited as social enterprise (*"société coopérative agréée comme entreprise sociale"*) and into an accredited social enterprise cooperative company (*"société coopérative entreprise sociale agréée"*);
9° making or accepting the free transfer of a universality;
10° all other cases where the law or the Articles of Association so require.

### Article 10. Convening

The General Assembly is convened by the Board of Directors whenever the interests of the Association so require. The General Assembly must be convened and held at least once a year to approve the budget and the annual accounts and to grant a release from liability to the directors, no later than six months after the date of the end of the financial year. That meeting is referred to as the ordinary General Assembly meeting.

The Board of Directors is furthermore required, whenever one-fifth of the full members so request in writing, to convene a General Assembly within one month of the date of the request to the Board of Directors. The members making the request must mention the items on the agenda for which they wish a meeting to be held.

Convening notices shall contain the place, date, time and agenda of the General Assembly and shall be sent by letter, email or other written means at least fifteen days before the General Assembly. The agenda is attached to the notice of meeting.

The regularity of the convening notice cannot be contested if all full members are present or validly represented.

The Board of Directors may entrust the person in charge of daily management with the sending of the convening notice and working documents.

**Article 11. Admission**

In order to be admitted to the General Assembly, and insofar as required by the Board of Directors in the notices, members must notify the Board of Directors in writing of their intention to attend the General Assembly at least three working days before the date of the General Assembly.

**Article 12. The bureau**

The General Assembly shall be chaired by the President of the Board of Directors or, in the event of his/her impediment or absence, by the Vice-President or by another director appointed for this purpose by the General Assembly.

The chairman of the meeting may appoint a secretary, who need not be a member or director.

**Article 13. Representation**

Each member may be represented at the General Assembly by giving a proxy by letter or other written means to a proxyholder. The proxyholder does not have to be a member. A proxyholder may represent a maximum of two members.

The Board of Directors may determine the form of proxies in the notice of meeting and require that they are deposited at the beginning of the meeting or sent at least three working days before the date of the General Assembly.

**Article 14. Deliberation and decisions**

An attendance list, mentioning the names of the full members, shall be signed by each full member or its proxy before the opening of the meeting.

Without prejudice to legal or statutory provisions to the contrary, the General Assembly may only validly deliberate if at least half of the full members are present or validly represented, and if at least half of the full members that are national brush manufacturer associations are present or validly represented. If this quorum is not reached, a new General Assembly may be convened, with the same agenda. The second General Assembly may validly deliberate regardless of the number of full members present or represented.

The General Assembly may deliberate on items not included in the agenda, unless the majority of the full members present or represented at the meeting do not agree to deliberate and decide on these additional items.

Without prejudice to any legal or statutory provisions to the contrary, the decisions of the General Assembly shall be taken by a simple majority of the votes cast. Abstentions and blank or irregular votes are not taken into account in the votes cast (neither in the numerator nor in the denominator). In the event of a tie, the chairman of the meeting shall have a casting vote.

Furthermore, for all decisions of the General Assembly, the following rules shall apply to the allocation of votes:

- Full members that are national brush manufacturer associations have the following number of votes:
    - When the national brush manufacturer association has less than 20 members: 4 votes;
    - When the national brush manufacturer association has between 20 and 29 members: 6 votes;
    - When the national brush manufacturer association has 30 members or more: 8 votes;
- Full members that are individual companies each have one vote, with a maximum of 8 votes per country.

Associate and affiliate members may voice their opinion but do not have the right to vote.

Voting shall be by show of hands or by roll call, unless the General Assembly decides otherwise.

The meetings of the General Assembly can be validly held by conference call, videoconference, web-conference or any other way indicated in the convening notice. Decisions taken by conference call, videoconference and web-conference are deemed to take place at the registered office of the Association.

The Board of Directors (or any person designated by it to that end), under conditions which it determines, may authorize members to vote remotely (including in electronic form) before a General Assembly meeting.

Decisions of the General Assembly may also be taken by written resolutions, provided that each voting member has been informed at least fifteen days in advance of the decisions to be taken. Decisions taken by written resolutions of the members require unanimity and modifications to the Articles of Association cannot be decided by written resolutions. The Board of Directors will inform all members about the result of the procedure. The decisions come into effect on the date mentioned on the written resolutions and are deemed to be taken at the registered office of the Association.

**Article 15. Minutes**

The decisions taken by the General Assembly are recorded in draft minutes, which are signed at the end of the meeting.

If the draft minutes cannot be signed at the end of the meeting, they are sent by the chairman of the meeting or the proxy designated by him/her to each full member.

Full members shall have fifteen days from the date of dispatch of the draft minutes to submit their comments or observations in writing on the draft minutes. If any comments or observations are not received within this fifteen days period, the draft minutes shall be deemed to have been approved.

Once approved, the minutes shall be signed by the chairman of the meeting, the Managing Director or the Secretary General and shall be kept in a register at the Association's registered office, available to members.

A copy of the signed minutes shall also be sent to full, associate or affiliate members who so request in writing.

Subject to legal provisions to the contrary, extracts or copies to be produced in court or otherwise, shall be signed by the President of the Board of Directors, the Managing Director or the Secretary General.

## CHAPTER VI. THE BOARD OF DIRECTORS

### Article 16. Composition and powers

The Board of Directors is composed of at least four directors, including (i) the President, (ii) the Past President, (iii) the Vice-President, (iv) the Treasurer and (v) any other directors elected by the General Assembly.

Each full member that is a national brush manufacturer association has the right to present one candidate. Each full member that is an individual company has the right to present one candidate, it being understood that if several individual companies are established in the same country, these individual companies are only entitled to present one candidate together.

The directors do not need to be members of the Association, and may be natural persons or legal entities.

The directors shall be appointed by the General Assembly for a period of two years. Unless otherwise decided by the General Assembly, their term of office shall begin and end at the end of the General Assembly which approves the annual accounts. Directors whose term of office has ended shall remain in office until the General Assembly, for whatever reason, has not provided for their replacement.

In the event of a vacancy in the office of a director before the end of his/her term of office, for whatever reason, the remaining directors shall have the right to co-opt a new director. The first General Assembly that follows must confirm the mandate of the co-opted director. In the event of confirmation, the co-opted director shall terminate the term of office of his/her predecessor, unless the General Assembly decides otherwise. If there is no confirmation, the term of office of the co-opted director shall end at the end of the General Assembly, without prejudice to the regularity of the composition of the Board of Directors and the decisions taken by the Board of Directors until the decision of the General Assembly.

Directors whose term of office has ended are eligible for re-election.

The General Assembly may at any time dismiss a director from office.

The following Observers are entitled to participate in Board of Directors meetings, to express their opinion but do not have the right to vote:

- one Observer designated by Associate members that are supplier companies, rotating every two years;
- one Observer designated by Associate members that are machine manufacturers, rotating every two years;
- one Observer designated by Affiliate members.

The Board of Directors is vested with all powers but the powers which, by law or by virtue of these Articles of Association, belong to the General Assembly.

The Board of Directors is competent to set up committees and working groups, which shall have an advisory role. The composition and operation of the committees and working groups may be further defined in the Internal Regulations.

The Board of Directors may, under its responsibility, delegate part of its powers for certain operations and tasks to a director or another person, whether or not a member of the Association.

Third parties may participate in the meetings of the Board of Directors, at the invitation of the Board of Directors. They may issue an opinion but do not have the right to vote.

Directors are required to attend Board of Directors meetings. Insufficient attendance at Board meetings may lead to the dismissal of the concerned directors.

**Article 17. Remuneration**

The mandate of director is not remunerated, unless decided otherwise by the General Assembly, without prejudice to the right of directors to be compensated for normal and justified expenses incurred in the framework of their mandate.

**Article 18. Officers**

The General Assembly shall appoint a President, a Vice-President and a Treasurer.

The President is appointed for 2 years and can be extended for 1 or 2 more years only in exceptional cases, upon decision of the General Assembly.

If the President is unable to attend or absent, his/her duties shall be performed by the Vice-President.

The Vice-President is appointed for 2 years and can be extended for 1 or 2 more years only in exceptional cases, upon decision of the General Assembly.

The Treasurer is appointed for 2 years and is eligible for re-election.

The previous President automatically becomes the Past President, until a successor becomes Past President.

**Article 19. Convening**

The Board of Directors is convened by the President, by two directors or by the person in charge of daily management, whenever the interests of the Association so require and at least twice a year.

Convening notices shall indicate the place, date, time and agenda of the meeting and shall be sent by letter, email or other written means, at least eight days before the meeting. In the case of a substantiated urgency, this period may be reduced to two working days.

The regularity of the convening of the meeting cannot be challenged if all the directors are present or validly represented.

**Article 20. Representation**

Each director may be represented at a meeting by giving a proxy by letter or any other written means to another director. A proxyholder may represent no more than one other director.

The Board of Directors may determine the form of proxies in the notice of meeting and require that they be deposited at the beginning of the meeting or sent at least one working day before the meeting.

**Article 21. Deliberation and decisions**

The Board of Directors exercises its powers in a collegial manner. It can only validly deliberate if at least half of the directors are present or validly represented. If this quorum is not reached, a new meeting of the Board of Directors may be called, with the same agenda. In any event, the Board of Directors may only validly deliberate and decide if at least two directors are present or validly represented.

The Board of Directors may only validly deliberate on items that are not included on the agenda with the consent of all directors and provided that all directors are personally present or represented.

Without prejudice to statutory provisions to the contrary, the decisions of the Board of Directors are taken with a simple majority of the votes cast. Abstentions and blank or irregular votes are not taken into account in the votes cast (neither in the numerator nor in the denominator). In the event of a tie vote, the chairman of the meeting shall have a casting vote, except when the Board of Directors is composed of only two directors.

Each director has one vote.

Voting shall be by show of hands or by roll call, unless the Board of Directors decides otherwise.

The meetings of the Board of Directors can be validly held by conference call, videoconference, web-conference or any other way indicated in the convening notice. Decisions taken by conference call, videoconference and web-conference are deemed to take place at the registered office of the Association.

The Board of Directors, under conditions which it determines, may authorize directors to remotely vote (including in electronic form) before a Board of Directors meeting.

Decisions of the Board of Directors may be taken by written resolutions, provided that each director has been informed at least three days in advance of the decisions to be taken. Decisions taken by written resolutions of the directors require unanimity. The Board of Directors will inform all directors about the result of the procedure. The decisions come into effect on the date mentioned on the written resolutions and are deemed to be taken at the registered office of the Association.

When the Board of Directors is called upon to take a decision for which a director has a direct or indirect interest of a financial nature that is opposed to the interest of the Association, the procedure provided for in article 9:8 of the Code on Companies and Associations must be complied with.

**Article 22. Minutes**

The decisions taken by the Board of Directors are recorded in draft minutes, which are signed at the end of the meeting.

If the draft minutes cannot be signed at the end of the meeting, they are sent to each director by the chairman of the meeting or the person designated by the chairman, at the latest seven days after the meeting.

The directors have eight days from the date of dispatch of the draft minutes to submit their comments or observations in writing on the draft minutes. If any comments or observations are not received within this eight days period, the draft minutes shall be deemed approved.

Once approved, the minutes shall be signed by the chairman of the meeting and by the directors who so wish and shall be kept in a register at the registered office of the Association, available to the directors.

A copy of the signed minutes shall also be sent to each director who so requests in writing.

Subject to legal provisions to the contrary, extracts or copies to be produced in court or otherwise, shall be signed by the President of the Board of Directors, two directors or the person in charge of daily management.

## CHAPTER VII. DAILY MANAGEMENT

**Article 23. Daily management**

The Board of Directors may (i) delegate the daily management of the Association to one or more natural persons or legal entities, who do not need to be members of the Association, (ii) revoke such delegation and (iii) define the conditions under which the delegation may be exercised, including any remuneration.

If the person in charge of daily management is also a director, he/she shall bear the title of Managing Director. Otherwise, he/she shall bear the title of Secretary General.

Each person in charge of daily management may, under its, his or her responsibility, delegate part of its, his or her powers for certain operations and tasks to another person, whether or not a member of the Association.

## CHAPTER VIII. REPRESENTATION OF THE ASSOCIATION

**Article 24. Representation of the Association**

The Association shall be validly represented in all its acts, including for court proceedings, by the President of the Board of Directors who need not provide proof of a prior decision by the Board of Directors.

The Association shall be validly represented in all its daily management acts, including for court proceedings, and for any dealings with the banks, by the Managing Director or the Secretary General, who need not provide proof of a prior decision of the Board of Directors.

The Association is also validly represented by a proxyholder, within the limits of his/her mandate.

## CHAPTER IX. AUDIT

### Article 25. Audit

To the extent required by law, the audit of the financial position, the annual accounts and the regularity in respect of the law and the Articles of Association of the transactions to be recorded in the annual accounts shall be entrusted to an auditor who shall be appointed by the General Assembly between the members of the Institute of Auditors. The auditor shall then bear the title of statutory auditor.

Even where the law does not require it, the General Assembly may appoint an auditor, whether or not chosen between the members of the Institute of Auditors.

## CHAPTER X. INTERNAL REGULATIONS

### Article 26. Internal Regulations

The Board of Directors is competent to adopt and amend Internal Regulations. These rules shall regulate the operation of the Association and its bodies in general, without being contrary to the law or the Articles of Association.

The Board of Directors is authorised to adapt the reference in the Articles of Association to the last approved version of the Internal Regulations and to publish the coordinated version of the Articles of Association following such amendment.

## CHAPTER XI. FINANCIAL YEAR – FINANCIAL RESOURCES – BUDGET – ANNUAL ACCOUNTS

### Article 27. Financial year, financial resources, budget and annual accounts

The financial year of the Association shall begin on 1$^{st}$ January and end on 31$^{st}$ December of each year.

The Association is financed by:

(i) the payment of membership fees;
(ii) the remuneration of any service rendered by the Association (including any type of events);
(iii) sponsorship;
(iv) any other form of authorised financial resource.

Each year and no later than six months after the end of the financial year, the Board of Directors shall submit to the General Assembly for approval the annual accounts for the previous financial year, drawn up in accordance with the legal provisions, and the budget for the following financial year.

The agenda of this meeting shall mention: (i) where applicable, the discussion of the annual report, (ii) where applicable, the discussion of the report of the statutory auditor or the auditor, (iii) the discussion and approval of the annual accounts and the allocation of any profits, (iv) the release from liability to be granted to the directors and, (v) where applicable, to the statutory auditor or the auditor, and, where applicable, (vi) the appointment of directors, the statutory auditor or the auditor.

The accounting documents shall be kept at the registered office of the Association where all full members may consult them but without moving the register, after written request to the Board of Directors with which the full member must agree on the date and time of consultation. This right of consultation does not apply if the association has appointed a statutory auditor.

## CHAPTER XII. DONATIONS

### Article 28. Donations

The President of the Board of Directors or the person in charge of daily management is authorised to accept, on a provisional or final basis, donations made to the Association and to carry out all the necessary formalities for their acquisition provided that their value does not exceed one hundred thousand euros (€100,000) each.

## CHAPTER XIII. LIMITED LIABILITY

### Article 29. Limited liability

Members are not personally bound by the commitments of the Association. Their liability is limited to the fulfilment of their financial obligations.

The directors and the persons in charge of the daily management of the Association are not personally liable for the Association's commitments. Their liability is limited to the proper performance of their mandate.

## CHAPTER XIV. AMENDMENTS TO THE ARTICLES OF ASSOCIATION

### Article 30. Amendments to the Articles of Association

Any proposal to amend the Articles of Association is only valid if it is proposed by the Board of Directors or by one fifth of the full members.

Proposals to amend the Articles of Association may only be voted on if they are attached to the notice of meeting.

Resolutions on amendments to the Articles shall only be valid if at least two thirds of the full members are present or represented and if at least two thirds of the full members that are national brush manufacturer associations are present or represented.

If this quorum is not reached, a new meeting of the General Assembly shall be convened, which may not be held within fifteen days of the first meeting. The second meeting of the General Assembly may validly take decisions regardless of the number of full members present or represented.

Decisions relating to amendments to the Articles of Association shall be taken by a two-thirds majority of the votes cast. If the amendment relates to the purpose or the not-for profit nature of the objectives of the Association, the decision must be taken by a majority of four-fifths of the votes cast.

The decision shall be published in the Annexes to the Belgian Official Journal.

## CHAPTER XV. DISSOLUTION AND LIQUIDATION

### Article 31. Dissolution and liquidation

The Association may be dissolved by a court decision or a decision of the General Assembly. A decision to dissolve is only valid if at least two thirds of the full members are present or represented and if at least two thirds of the full members that are national brush manufacturer associations are present or represented.

If this quorum is not reached, a new meeting of the General Assembly shall be convened, which may not be held within fifteen days of the first meeting. The second meeting of the General Assembly may validly take decisions regardless of the number of full members present or represented.

The decision to enter into liquidation shall be taken by a four-fifths majority of the votes cast.

The decision shall be published in the Annexes to the Belgian Official Gazette.

In the event of voluntary dissolution, the General Assembly or, in the event of judicial dissolution, the court, shall appoint the liquidator(s). The General Assembly or the court shall determine their powers and, where applicable, their remuneration, as well as the method of liquidation.

### Article 32. Allocation of net assets

In the event of dissolution, the net assets shall, after payment of the liabilities, be transferred to an association, foundation or institution which pursues the same or a similar object as the Association.

## CHAPTER XVI. MISCELLANEOUS

### Article 33. Language

The Articles of Association shall be written in the French and English languages.

The French version of the Articles of Association shall take precedence.

### Article 34. Applicable law and dispute resolution

Any dispute in connection with the Articles of Association, the Internal Regulations and/or any decision of the bodies of the Association, shall be governed by Belgian law and shall be submitted to the (French-speaking) Courts of Brussels.

**Article 35. Election of domicile**

Each director, Secretary General or liquidator domiciled or having its registered office abroad shall elect domicile, for the duration of its/his/her office, at the registered office of the Association, where any summons and service concerning the activities of the Association and the responsibility of its/his/her office may be served, with the exception of summons made in accordance with the Articles of Association.

Members are obliged to notify the Association of any change of domicile or registered office. In the event of failure to do so, they shall be deemed to have elected domicile at their former domicile or registered office.

**Article 36. General provision**

Any matter not covered by these Articles of Association shall be governed by the provisions of the Companies and Associations Code applicable to not for profit associations.

**ARTICLE II – OTHER PROVISIONS OF THE INCORPORATION DEED**

**1. Registered office of the Association**

The Parties unanimously decide that the registered office of the Association is established at the following address: Rue Defacqz 52, 1050 Brussels, Belgium.

**2. First members of the Association**

As an exception to article 5 of the Articles of Association, and in addition to the signatories of this incorporation deed, the Parties unanimously decide to admit the following persons as founding members of the Association:

- **Full Members**

1) **Verband der Schweiz. Bürsten- & Pinselindustrie,** a legal entity validly incorporated under the laws of Switzerland, with registered office at Industriestrasse 35, Ebnat-Kappel, 9643 Switzerland;
2) **Dutchman**, a legal entity validly incorporated under the laws of the Netherlands, with registered office at Postbus 4076, 5004 JB Tilburg, the Netherlands.

**3. First directors of the Association**

As an exception to article 16 of the Articles of Association, the Parties unanimously decide to appoint the following persons as first directors:

1) Alessandro Acquaderni, electing domicile for publication purposes at the registered office of the Association;
2) Andrew McIlroy, electing domicile for publication purposes at the registered office of the Association;
3) Charles Edward Coward, electing domicile for publication purposes at the registered office of the Association;
4) Cordula Herneth-Ingrisch, electing domicile for publication purposes at the registered office of the Association;
5) Dominique Decoopman, electing domicile for publication purposes at the registered office of the Association;
6) Johann Jürgen Lessmann, electing domicile for publication purposes at the registered office of the Association;
7) Karsten Skov, electing domicile for publication purposes at the registered office of the Association;
8) Matthias Peveling, electing domicile for publication purposes at the registered office of the Association;
9) Peter Brunner, electing domicile for publication purposes at the registered office of the Association;
10) Peter Langenegger, electing domicile for publication purposes at the registered office of the Association;
11) Simon Charles Lorrilliere, electing domicile for publication purposes at the registered office of the Association;
12) Thomas Holland-Letz, electing domicile for publication purposes at the registered office of the Association.

The mandate of the directors is not remunerated, comes into force on the date the Association acquires legal personality and expires at the end of the General Assembly that will approve the annual accounts for the financial year 2026.

Moreover, the following capacities are awarded within the Board of Directors:

1) Alessandro Acquaderni, aforementioned, as President;
2) Simon Charles Lorrilliere, aforementioned, as Vice-President;
3) Peter Brunner, aforementioned, as Treasurer.
4) Andrew McIlroy, aforementioned, as Past-President.

These mandates are not remunerated, come into force on the date the Association acquires legal personality and expire at the end of the General Assembly that will approve the annual accounts for the financial year 2026.

## 4. First Secretary General

As an exception to article 23 of the Articles of Association, the Parties unanimously decide to appoint the following person as first Secretary General of the Association: SEC NEWGATE EU SA, with registered office at 1050 Brussels, Rue Defacqz 52, Belgium, CBE number 0474.988.610, whose permanent representative is Feriel Saouli, electing domicile for publication purposes at the registered office of the Association.

The mandate of the Secretary General comes into force on the date the Association acquires legal personality and is awarded for an undetermined period of time.

## 5. First financial year and first meeting of the ordinary General Assembly

As an exception to article 27 of the Articles of Association, the Parties unanimously decide that the first financial year of the Association will begin on the date the Association acquires legal personality and expires on 31 December 2025. The first ordinary General Assembly will be held in 2026.

## 6. Power for publication formalities

The Parties unanimously decide to grant a power of attorney to Mr. Alain Costantini and Mr. Julian Delplanche, attorneys-at-law, with offices at rue Emile Francqui 1, 1435 Mont-Saint-Guibert, Belgium, each of them empowered to act individually, to carry out all filing and publication formalities resulting from the decisions here above, including the filing of the Articles of Association with the Commercial Court of Brussels.