

STATUTES

CONSTITUTION

CHAPTER I: DENOMINATION, HEADQUARTERS, OBJECTIVE

Art. 1 Designation

The name of the international not-for-profit association is: "Plate-forme Technologique Européenne pour le Future du Textile et de l'Habillement" (in English "European Technology Platform for the Future of Textiles and Clothing" abbreviated in both languages to "Textile ETP").

Art. 2 Headquarters

The registered office is located in the Brussels Region.

The association may establish, by simple decision of the administrative body, administrative offices, agencies, workshops, depots, and branches, both in Belgium and abroad.

Art. 3 Object - disinterested purpose

The Textile ETP's overall mission is to represent the common interests of the European textile and clothing industry and its research community, represented by the sector's collective structures at European level, in the field of European research and innovation.

The Textile ETP will specifically:

- 3.1 Work closely with European institutions to ensure that European Union research and innovation policies and programmes are closely aligned with the interests of the European textile and clothing industry and its research community
- 3.2 Provide the textile and clothing industry and its research community with operational support to facilitate access to European Union programmes and intensify European networking
- 3.3 Initiate, drive and implement major European-scale research, innovation and training actions of common strategic interest
- 3.4 Support dissemination and transfer of EU research results to industry
- 3.5 Work toward improving the knowledge and perception of policy makers and the general public about the accomplishments and potential of European textile research and innovation

CHAPTER II: MEMBERS, ADMISSION, RESIGNATION AND EXPULSION

Art. 4 Full members

Full members are any collective organisation of companies, research bodies, higher education establishments or associations with a professional link to the textile and clothing sector and based in an EU country.

Art. 5 Associate members

Associate members are any organisation in the textile or clothing sector or a related sector, or any other private or public organisation involved in textile research or innovation activities, with its head office in a Member State or candidate country of the European Union or a country of the European Free Trade Association (EFTA) or in the United Kingdom.

Art. 6 Networking members

Networking members are any natural person or organisation carrying out professional activities related to the textile or clothing sector and domiciled in a member or candidate country of the European Union or a country of the European Free Trade Association (EFTA) or in the United Kingdom.

Art. 7 Acceptance of new members

- 7.1. The General Assembly has sole authority for acceptance of new full members.
- 7.2. Applications for membership must be submitted in writing to the Secretary-General at least two months before the General Assembly is called upon to deliberate on the matter.
- 7.3 The admission of associate and networking members is under the authority of the Secretary-General as defined in Article 20, based on written application.

Art. 8 Resignation and expulsion of members

Full membership status shall be lost:

- 8.1. upon notice of resignation addressed, at least six months before the close of the financial year, to the Secretary-General by registered letter.
- 8.2. upon expulsion pronounced by the General Assembly for any action deemed to be against Textile ETP's interests, such expulsion to be recommended by the Board and to be justified to the membership in the notification convening the relevant General Assembly. The member whose expulsion is proposed will have the right to request the inclusion of such views as it considers appropriate in the notification made to the General Assembly. The member will have the right to attend and address the General Assembly before the expulsion is confirmed;

8.3. upon failure to pay the subscription fee within 6 months of the invoice date, unless there are exceptional circumstances notified in writing to the Secretary-General and accepted by the Board;

Associate membership status shall be lost:

8.4. upon notice of resignation addressed, at least six months before the close of the financial year, to the Secretary-General by registered letter;

8.5. upon failure to pay the subscription fee within 6 months of the invoice date.

8.6. Members who resign or are expelled, whether full or associate, shall remain liable for subscriptions due for the financial year in which membership terminates, but they shall not be entitled to any claim on Textile ETP's assets.

Art. 9 Rights and Obligations of Members

9.1 On condition that they have fulfilled all their obligations in conformity with the present Statutes, and in addition to the rights which the law confers upon them, full members have the following rights:

- the right to vote at the General Assembly as set out in Article 13 of the present Statutes;
- the right to be represented at the Governing Board as set out in Article 15 of the present Statutes;
- the right to participate fully in all the Textile ETP's activities (meetings, working groups, conferences... etcetera) and to designate for this purpose the person(s) responsible for representing them;
- the right to express their views on all the positions to be taken by the Textile ETP;
- the right to consult the Textile ETP's staff on all matters related to the Association's objectives;

9.2 Associate members have the following rights:

- the right to participate fully in all the Textile ETP's activities (meetings, working groups,, conferences... etcetera), except the Governing Board meetings, and to designate for this purpose the person(s) responsible for representing them;
- the right to express their views on all the positions to be taken by the Textile ETP;
- the right to consult the Textile ETP's staff on all matters related to the Association's objectives;

9.3 All members must:

- pay their annual subscription as calculated according to the rules laid down by the General Assembly in conformity with the provisions of the present Statutes and the criteria for their application defined in the internal regulations;
- respect the present Statutes, and specifically the code of conduct laid down in Chapter VIII, Articles 20 and 21 of the present Statutes and as set out in the internal regulations;

CHAPTER III: GENERAL ASSEMBLY

Art. 10 Composition

The General Assembly is composed of all full members. Associate members may be invited at the discretion of the Governing Board. Networking members may not participate.

Art. 11 Competences

The General Assembly is the Textile ETP's only authority in the matters defined hereafter:

- 11.1 any amendment to the statutes;
- 11.2 the Association's dissolution, in accordance with the legal provisions of the country of the Association's headquarters;
- 11.3 the admission or expulsion of members;
- 11.4 the approval of the annual accounts;
- 11.5 the budget, subscriptions and the due dates of payment of such subscriptions;
- 11.6 the waiver of any liability of the President and the Board;
- 11.7 the election of the Board which shall be on the basis of recommendations from the outgoing Board;
- 11.8 receipt of the Board's priorities for the following 12 months.

Art. 12 Notification

- 12.1. The General Assembly shall meet once a year, no later than June 30th.
- 12.2. Each General Assembly shall take place at the time, date and place indicated in the email notice of the meeting, which must be sent at least four weeks prior to the meeting.
- 12.3. Should a full member wish to include a specific item on the agenda, notification should be sent to the Board on receipt of the notification of a General Assembly by registered letter at least three weeks ahead of the date of such General Assembly.
- 12.4. Decisions shall be limited to items on the agenda, unless proposed, in exceptional circumstances, by the Board at the start of the General Assembly.
- 12.5. At the initiative of the Board or following a formal request duly justified and presented by at least one full member, Extraordinary General Assemblies may be convened. Such Extraordinary General Assemblies will follow the rules set out in Articles 12.2, 12.3 and 12.4.

Art. 13 Voting rights

13.1. The voting distribution keys for full members are based on annual membership fees in proportion to their contribution for the current year.

13.2. Any decision submitted to a vote under the competencies of 12.1, 12.2, 12.7 and 12.8 above must be taken by a $\frac{3}{4}$ majority of members in a meeting at which all full members are present or represented. Such representation will be valid only if it has been formally notified to the Board in writing prior to the General Assembly.

13.3. Any other decision shall be taken by a $\frac{2}{3}$ majority of members present or their nominated representatives.

Art. 14 Register

14.1. The General Assembly's decisions shall be filed as minutes in a register of the Association's actions and be signed by the President. The register shall be kept at Textile ETP's headquarters, where any member can consult it without removing it.

14.2. Any member or third party with a justifiable interest may request excerpts signed by the President of the Board.

CHAPTER IV: THE GOVERNING BOARD

Art. 15 Composition of the Governing Board

15.1 The Textile ETP's administration is carried out by a Governing Board, hereinafter also called "Board", composed of a minimum of seven (7) members and a maximum of sixteen (16) members. Each full member shall be represented by minimum one Board member. In addition, the Board shall be composed of a maximum of eleven (11) representatives of European companies in the textile and related sectors on the basis of a proposal from full members representing the industry.

In accordance with Articles 11.7 and 16.8, the members of the Board shall be elected by the General Assembly.

The distribution of available seats on the Governing Board is proportional to members' subscriptions, with the member with the highest subscription absorbing any surplus partial seats held by other members.

15.2 A position on the Board will be held for two years and may be renewed.

15.3. In the case of a vacancy arising, the Board shall nominate a substitute to complete the term of the departing Board member subject to confirmation by the next General Assembly.

Art. 16 Operation of the Governing Board

16.1. The Board shall be convened by the President and, in case of default, by the Vice-President, at least two times a year.

16.2. The Board's decisions shall only be deemed valid if a majority of its members are present or represented and with at least one Board member per full member present and represented. A Board member may be represented by another member of the Board, but any member may only carry one proxy.

16.3. All Board decisions shall be made based on consensus of all members present or represented and in respect of the provisions of article 16.2. In the case that consensus cannot be reached decisions will be made based on approval by a majority of at least $\frac{4}{5}$ of the votes present or represented. Except under exceptional circumstances, the Board shall not take decisions on issues which have not been brought to its notice in writing at least 15 days before its meeting.

16.4. The President shall chair the Board meetings. In case of absence of the President he shall be replaced by the Vice-President and should the latter also be absent, by the Vice-President Treasurer,

16.5. The Board has full powers to decide upon any actions other than those for which the General Assembly is solely competent.

16.6. The Board, through its initiative or by recommendation, shall choose the general policy guidelines and strategic orientations to achieve Textile ETP's goals.

16.7. Except for the provisions of Article 8.2, the Board shall adopt the agenda of the General Assembly on the recommendation of the Secretary-General.

16.8. The Board shall propose to the General Assembly candidates for the positions of President, Vice-President, Vice-President Treasurer, and other Board members. For this purpose, the Board shall send a preliminary list of candidates to the full members no later than three weeks before the date of the General Assembly. Proposals from members will be considered in the final submission to the General Assembly, subject to the limitations in Article 15.1 above.

16.9. The Board appoints and removes the Secretary-General on the proposal of the President and specifies the conditions of employment of the Secretary-General.

16.10. The Board may nominate any person with responsibility for a specific goal in accordance with the objectives of the association. It shall monitor the nominated person's management and actions.

16.11. The Board proposes the budget and member subscription fees to the General Assembly.

16.12. Without prejudice to matters of day-to-day management or of other cases for which provision is made in the present Statutes, the Board represents the Textile ETP vis-a-vis third parties and also as plaintiff or defendant in legal proceedings. It may delegate these powers to the Secretary-General, the President or one or several persons, Board member or not.

Art 17 Termination of Governing Board members' functions.

17.1 A member of the Governing Board is free to resign at any time by sending a registered letter to this effect to the Board. In order not to prejudice the Association, a member of the Board who has given notice of his resignation shall continue in office until replaced by the General Assembly.

17.2 Even though elected for a fixed term of office, a Board member may be removed from office at any time by the General Assembly. The removal from office of a Board member shall be decided by the General Assembly (if necessary, convened as an Extraordinary General Assembly) by a majority of two-thirds of votes of members present or represented, following a proposal from the Board.

17.3 Unless the General Assembly decides otherwise by a simple majority vote, any member of the Board representing a full member who resigns or is expelled from the Association is also considered to have resigned or have been dismissed from his position as a member of the Board.

17.4 In all cases, every decision relating to the nomination, the dismissal or the termination of functions of members of the Board must be appended to the file held in the international non-profit-making association's name, by the Federal Public Justice Service; their availability to third parties will also be subject to the rules on public information laid down in the relevant Belgian legal provisions.

CHAPTER V: THE PRESIDENT AND THE VICE-PRESIDENT

Art. 18 The President and Vice-President

18.1 The President and Vice-President are elected by the General Assembly. The President's term of office is two years, renewable twice.

18.2 The President who must be an executive of an industrial firm in the sector represents the Textile ETP in all official circumstances in line with the directives of the Board.

18.3 The President is assisted by a Vice-President, who represents the research or higher education community and is appointed by the full member representing that community and having the highest membership fee. The term is two years, renewable. The President may, at his discretion, delegate his duties to the Vice-President or, for specific matters, to the General Secretary.

18.4 The President chairs the General Assembly; in case of absence this role is carried out by the Vice-President or in case of absence, by the Vice-President Treasurer.

18.5 The President ensures that the Textile ETP is properly managed and reports to the Board.

CHAPTER VI: THE VICE-PRESIDENT TREASURER

Art.19 The Vice-President Treasurer

19.1. The Vice-President Treasurer, who represents the full member with the highest membership fee, is elected by the General Assembly for a term of two years, which is renewable.

19.2. The Vice-President Treasurer sets out and controls the internal accounting procedures.

19.3. The Vice-President Treasurer prepares, in cooperation with the Secretary-General, the annual budget and submits it to the Board.

19.4. The Vice-President Treasurer monitors the execution of the budget and annually presents to the General Assembly the results of the previous financial year, as well as the balance sheet at the previous year's end. The financial year shall end on December 31st each year.

19.5. The Vice-President Treasurer proposes to the Board the basis of the members' subscription fees.

CHAPTER VII: SECRETARIAT

Art. 20 Secretary General

20.1 In all matters relating to its day-to-day management, Textile ETP is officially represented in relation to third parties by a Secretary-General who shall operate according to the Board's directives.

20.2 The duration of the mandate of the Secretary-General is not fixed unless otherwise decided by the Board and his employment contract is governed by Belgian Law.

20.3 The Board shall entrust the Secretary-General with all the powers necessary for the daily management of the Association in the widest sense, in particular including:

20.3.1. the opening of accounts in banks,

20.3.2. the signature of any bank and similar documents, after formal written authorisation by the Vice-President Treasurer for amounts more than the limits laid down in the internal regulations,

20.3.3. appointment of Secretariat staff, staff payments and all related obligations (application of social and tax laws, etc.)

20.3.4. the acquisition of the necessary equipment and supplies to accomplish the secretariat's operations,

20.3.5. undertakings towards third parties directly related to such operations,

20.3.6. admission of associate members according to the rules defined in the internal regulations,

20.3.7. any operations for which the Secretary-General has received a specific mandate from the Board.

20.4 The Secretary-General acts as secretary of the Board and prepares the agenda for its meetings in consultation with the President.

CHAPTER VIII: CODE OF CONDUCT

Art. 21 Code of conduct

Generally, Textile ETP and its full members shall be committed to adopting unanimously the most important policy and strategy decisions of common interest.

Art. 22

Full members, associate members and Textile ETP jointly pledge not to express themselves publicly on cases of internal differences or, more generally, contrary to the policies supported by the Textile ETP and approved by a majority of members as defined in Article 13.

CHAPTER X: OTHER PROVISIONS

Art. 23 Internal Regulations

The Board must approve any modification to the internal regulations by a majority of at least $\frac{4}{5}$ of votes present and represented and in respect of the provisions of article 16.2.

The Board will submit a set of internal regulations for information to the General Assembly. These regulations will set out all those provisions which are not governed by the present Statutes.

Art. 24 Winding-up

Any property remaining after the payment of the debts and liabilities of the Association in a winding-up or dissolution of the Association shall not be paid to or distributed among its members but shall be transferred to some other institution or institutions, selected by the members prior to dissolution, having objects like those of the Association and which also prohibits the distribution of income or profits to members. If and to the extent that this cannot be achieved, surplus property remaining in the circumstances described above shall be applied to some charitable cause agreed by the General Assembly.

Art. 25 Applicable law

Any matter not covered by the present statutes is governed by the relevant provisions in Belgian Law.

SO, ACTED

Done and completed, **Brussels, December 20, 2023.**