

## Constitution

### European Certification Board for Mineral Wool Products asbl (EUCEB or “Association”)

#### 1. Members of the Association (“Members”)

1.1 The founding Members of the Association are the following:

- i. Saint-Gobain Isover, a French "société anonyme" with its head office located at "Les Miroirs," 18, avenue d'Alsace, 92400 Courbevoie, France.
- ii. Rockwool International A/S, a Danish public corporation with its head office located at Hovedgaden 584, Entrance C, 2640 Hedehusene, Denmark.
- iii. Owens-Corning Alcopor UK Ltd., (called Knauf Insulation Limited. since 18 December 2002), Stafford Road, St. Helens, Merseyside, WA10 3NS United Kingdom.

1.2 Other Members include all others who are accepted as Members according to the rules set out in this Constitution and the associated documents. The Members have founded this "*association sans but lucratif*" under the law of 21 April 1928.

1.3 The founding Members of the Association shall have no exceptional powers, such powers being vested in the Board and the Members of the Association.

#### 2. Name and Principal Office

2.1 The Association shall be known as the “European Certification Board for Mineral Wool Products” (**EUCEB**).

2.2 The Association is created for an unlimited time.

2.3 The Association has its headquarters at 7 avenue des Archiducs – LU 1135, Luxembourg and maintains a permanent office at the offices of EUCEB, Avenue Louise 375/4, 1050 Brussels, Belgium, or at such other place as the Members of the Association may decide.

### 3. Purposes of the Association

3.1 The general purposes of the Association shall be:

- a. To provide, through outsourcing to an external independent certification body, independent verification and resulting certification that manufactured fibres have a chemical composition within the ranges of non-classified reference fibres that have been tested in accordance to the European protocols to be in conformity with Note Q of the Regulation on the Classification, the Labelling and the Packaging of substances and mixtures (CLP Regulation, Regulation (EC) n° 1272/2008) (hereinafter called “**the Regulation**”) as currently in force and any similar successive legislation.
- b. To apply for a registered trademark (the “**Trademark**” or “EUCEB Trademark”), as set out in Exhibit 1, and maintain the registration for said Trademark, which shall represent proof that manufactured fibres indeed have a chemical composition within the ranges of non-classified fibres that have been tested in accordance to the European protocols to be in conformity with Note Q of the Regulation, and to grant, renew and, where required, revoke the right to use the Trademark by Members.
- c. To define (or have defined) and apply (or have applied) rules for the process of verification and certification of such conformity of the chemical composition with the ranges of non-classified fibres, prior to authorization of use of the EUCEB Trademark for the fibres concerned and on an on-going basis as set out in Exhibit 2.
- d. To define (or have defined) and apply (or have applied) rules concerning an acceptable chemical range for the mineral wools which allow compliance with respect to the non-classified reference fibres with the Note Q criteria of the Regulation as set out in Exhibit 3.

### 4. Management Board (hereinafter called “the Board”)

4.1 The Association shall be managed by the Board, which shall meet at least two times per calendar year, at the place determined by the members of the Board.

4.2 The Board shall consist of minimum 4 and maximum 6 members elected every two (2) years by the Members of the Association. Two shall be nominated by predominantly glass wool producers and two shall be nominated by predominantly stone wool producers within the Association.

- 4.3 The members of the Board may be re-elected for successive periods of two years. The Board shall elect a President and a Vice-President.
- 4.4 The President of the Board represents the Association and is responsible for its activities. The President shall preside over the meetings of the Board. In the event of his/her absence, for whatever reason, the Vice-President, or where the latter is also unavailable, the oldest (in age) member of the Board shall preside over the meeting.
- 4.5 Members of the Association and/or the external independent certification body and/or any other third party may be invited by the Board to participate as observers at the meetings of the Board. Observers, when invited, may participate in all discussions and proceedings of the Board, however, any and all decisions are to be made solely by the members of the Board. The Commission of the European Union has a permanent invitation to have a seat as a permanent Observer of the Board.
- 4.6 The minimum number of members of the Board required to transact business shall be 3/4<sup>th</sup> of the elected Board members. The quorum requirements specifically exclude any observers, secretary, etc. Board members can give proxy to each other. Proxy can be given by sending an e-mail, fax or letter to the Secretariat.
- 4.7 Each member of the Board shall have one vote. Decisions of the Board shall be made on a simple majority vote. In the event of a tie, no decision can be taken.

## **5. Powers and Scope of Activities of the Board**

- 5.1 The Board shall be responsible for convoking the General Assembly and shall prepare and present an annual report to such General Assembly.
- 5.2 The Board shall decide upon the right and conditions for use of the EUCEB Trademark by any producer of mineral wool products, upon receipt of a full application for EUCEB membership and for use of the EUCEB Trademark as determined by the Board.
- 5.3 All documentation presented by an applicant for EUCEB membership and for use of the EUCEB Trademark shall be either (a) in the name of the legal entity applying for EUCEB membership; or (b) accompanied by written authorization from the legal entity shown on the documentation confirming approval for its use by the applicant in seeking EUCEB membership. The applicant for EUCEB membership accept a hold harmless declaration in the form set out in Exhibit 4 or in an alternative form approved by the Board.

- 5.4 Completeness of the application shall be verified by the Board.
- 5.5 Decisions of the Board on any application shall be made only upon external independent verification and certification by a third party certification body as determined by the Board.
- 5.6 After receipt of (i) a complete application and (ii) the third party certification confirming compliance with the non-classified fibres requirements, the Board shall grant a non-exclusive, non-transferable and revocable right to use the EUCEB Trademark, which implies that the applicant becomes Member of EUCEB and has to pay the appropriate annual fee. The holder of the right to use the Trademark may grant the right to use the Trademark to such third parties as necessary to ensure the direct or indirect commercialization of the product subjected to the verification and certification process, provided however that any such grant of the right to use to such third party shall be subject to the same restrictions as the original right to use the Trademark granted to the Member.
- 5.7 Use of the EUCEB Trademark shall be on a fee-basis. The Association shall fix the fees on a yearly basis for continuing use of the Trademark.
- 5.8 The Board shall apply and any EUCEB Member must strictly comply at all times with the rules concerning the licensing of the Trademark and the on-going verification and certification of mineral wool products set out in Exhibit 2. In this context, the Board and/or the external independent certification body shall have the right, under penalty of revocation by EUCEB of the use of the Trademark, to ask for assessment of the continuous compliance of the chemical composition of the manufactured fibres sold under the EUCEB Trademark with the ranges of the non-classified reference fibres.

## **6. Membership of the Association**

- 6.1 The number of Members shall not be fewer than three.
- 6.2 Only registered legal entities can be EUCEB Members.
- 6.3 Membership in the Association shall be open to any producer of mineral wool products in compliance with the Note Q criteria of the Regulation, as may be amended or replaced by similar legislation.
- 6.4 Applicants will be considered as Observers, without voting power, after completing their application until formal membership. After approval of the application by the external independent certification body, by the Board and payment of the fee, the Applicant will be considered as EUCEB

Member. Payment of the fee, proportional to the months of the year that the Legal Undertaking referred to in Appendix 1 has been submitted, is due from the moment the Legal Undertaking has been submitted.

- 6.5 A producer of mineral wool products may lose its membership in the Association by resigning or exclusion. In the event of resignation, the President of the Board shall be notified of any resignation by a four-month' prior written notice by registered letter from a duly authorized representative of the resigning member. Exclusion of a Member shall be according to the rules for the use of the Trademark. Exclusion shall be considered final upon vote by the General Assembly upon recommendation of the Board. Additionally, any Member who has not paid its annual fee and has not responded positively to two (2) further requests for payment might be excluded from the Association. The resigning or excluded Member shall remain liable for the payment of its annual fee for the year during which the resignation or exclusion shall have taken effect.

## **7. Annual Fees**

7.1 Members shall be required to pay an annual fee. The General Assembly shall, on proposal by the Management Board, fix the annual fees. The maximum certification fee per year shall not exceed EUR 10000 per plant, plus EUR 1000 per certified fibre (both maximum amounts subject to indexation and relating to the external independent certification body), plus maximum EUR 5000 per plant for the running costs of the Association.

The annual fees do not include the costs for the in-vivo testing, sampling and chemical analysis, which is invoiced directly to the members.

## **8. Committees**

- 8.1 The Members of the Association, by vote of the General Assembly may decide to delegate any of their powers to committees constituted in a manner that is not inconsistent with the present Constitution and the Bylaws of the Association.

## **9. General Secretariat**

- 9.1 The Members of the Association shall choose a Secretary General who shall be responsible for the administrative functioning of the Association. The Secretary General may be a Member of the Association or may be chosen from an outside source.

- 9.2 Among other duties, the Secretary General shall be responsible for:
- a. upon decision of the President of the Board, convening each meeting of the Board and sending members of the Board the agenda at least ten (10) days prior to the date of the meeting. Upon a request of a member of the Board, the Secretary General shall convene a meeting of the Board;
  - b. upon decision of the President of the Board, and at least one time per year, convening each ordinary General Assembly and sending Members the agenda at least three (3) weeks prior to the date of the meeting;
  - c. secretarial services, including preparing and circulating the minutes of each meeting of the Board to users of the Trademark and to other parties, including parties which are not members of the Association, as determined by the Board in accordance with the Members of the Association;
  - d. filing for, and administering the licensing of, the EUCEB Trademark.

## **10. General Assembly**

- 10.1 The General Assembly is composed of all Members of the Association. The General Assembly is solely responsible for the activities of the Association and determining its general orientation.
- 10.2 The Members of the Association will meet in an ordinary General Assembly at least once per year. The General Assembly may be held without a formal meeting on the condition that 2/3 of the Members of the Association approve such a meeting in writing addressed to the Secretary General.
- 10.3 In the event that membership increases by more than 10 % (ten percent) in the 5 (five) weeks prior to the date of the Ordinary General Assembly, the vote will be automatically deferred for one (1) month. An extraordinary General Assembly will be convoked as required to advance the aims of the Association.
- 10.4 The Association shall address a copy of the agenda and ballot paper to each Member at least 30 days prior to the date of the General Assembly. Communication of the ballot paper may be by e-mail, fax or letter.
- 10.5 The agenda of the Ordinary General Assembly shall include:
- A. Report of the President of the Board concerning activities during the past financial year.

- B. Report of the Secretary General of the Association concerning any other activities of the Association during the past financial year.
  - C. Presentation and approval of the annual accounts.
  - D. Presentation and approval of the budget and fees for the coming year.
  - E. Election of Board members as required.
  - F. Election of an auditor as required.
- 10.6 Decisions of the General Assembly shall be by a majority of  $\frac{3}{4}$  of the Members voting.
- 10.7 The General Assembly can only deliberate on modifications of the present Articles of Association where such modifications are specifically indicated on the agenda of the General Assembly, and where  $\frac{2}{3}$  of the Members are present or represented.
- 10.8 Each Member has only one (1) vote. Proxy can be given by sending an e-mail, fax or letter to the Secretary General.
- 10.9 Ordinary and extraordinary General Assemblies may be called by decision of the Board or of the Association when deemed necessary and if requested by at least  $\frac{2}{3}$  of the Members of the Association by registered mail addressed to the Secretary General.
- 10.10 Decisions of the General Assembly of the Members of the Association shall be recorded in the minute book of the Association in the form of minutes signed by the President of the Board and the Secretary General of the Association.

## **11. Finances**

- 11.1 The Members of the Association shall choose an administrator for the finances of the activities of the Association.
- 11.2 The Association shall be empowered to open bank accounts in Luxembourg or other Member States of the European Union as required to achieve the purposes of the Board and the Association.
- 11.3 The Members shall devise a rule concerning signatures on checks that will include, at the least, the double signature of any check issued by the Association for any expense above ten thousand (10000) Euros. This

double signature can be given by e-mail by the President of the Association and another member of the EUCEB Board.

## **12. Auditors**

- 12.1 The Members of the Association shall appoint a certified public accountant to audit the finances of the Association. The auditors' report shall be sent to all users of the Trademark.

## **13. Dissolution**

- 13.1 The Board and the Association may be dissolved upon decision of at least 2/3 of the Members of the Association by the General Assembly with the written approval of the Founders.
- 13.2 Upon the dissolution of the Association, any property and assets of the Association left after the repayment of all debts properly incurred or, in the alternative all debts properly incurred, shall be distributed pro rata to the payments received from the users of the Trademark at the date of dissolution.



## 14. Governing Law

14.1 This constitution shall be governed by and interpreted in accordance with the laws of Luxembourg.

Date: 10 June 2016

PAROC OY AB

Mr. Niklas Bergman

SAINT-GOBAIN ISOVER SA

Mr. Aymon de Reydellet

KNAUF INSULATION .

Stephen Williams

ROCKWOOL International A/S

Mr. Jens Lyager

URSA

Mr. Klaus Sebastian

EUCEB

Mr. Alain Herssens