

**Internal rules of the “EFR” branch
RECOVERY AND RECYCLING OF FERROUS METALS**

Article 1: Purpose

The European Ferrous Recovery & Recycling Federation (EFR), hereinafter referred to as EFR branch, is a branch of the "European Recycling Industries Confederation" AISBL, hereinafter referred to as the Confederation, established in Brussels. The EFR branch is administered by the Confederation. The EFR branch represents within the Confederation the activities of recovery and recycling of ferrous scrap.

Article 2: Goals and objectives

The EFR branch aims at promoting, representing and protecting the collective interests of the ferrous metals recovery and recycling industry which gathers companies that collect, sort, process, transport and market ferrous metals in Europe originating from recycling. More specifically, it aims at:

- ensuring a permanent link among the national association members;
- ensuring a permanent link among the national association members and the EU authorities and institutions;
- monitoring, collecting and examining all legal, commercial, environmental and technical issues that might affect companies of the European recycling industry which collect, sort, process, transport and market ferrous metals originating from recycling and act accordingly when necessary;
- ensuring the representation of member national association and their affiliates in their actions before the EU authorities and institutions, with other industrial sectors, with relevant groups of interest and with the media;
- collecting, exchanging and disseminating all information relating to these goals and objectives for the benefit of their members; and
- increasing the number of their members by promoting the creation in the countries of the EU and EEA where there is no national association as yet or associations gathering together companies that collect, sort, process, transport and market ferrous metals originating from recycling.

Article 3: Duration

The EFR branch is constituted for an indefinite period and can be wound up at any time.

Translated from the internal rules drafted in French, which shall be deemed authentic.

Article 4: Members

In accordance with the Articles of Association of the Confederation, there is no limit to the total number of members; the minimum number of members will nevertheless be set at three.

The members of the EFR branch are national associations (of the EU, the EEA or a European country). However, in a country where such an association does not exist and on a provisional basis while active measures are being taken to organise representation of the sector through a national association, a company of that country can act in the place of a national association. A company acting in the place of a national association can continue to be a Member of EFR Branch after the admission of the Membership of a national association of the same country provided this is approved by the Executive Committee of EFR Branch and the Board of the Confederation as well as by the national association and company concerned.

Any national association or, in a country where there is no national association, any company acting in the place of a national association wishing to join the EFR branch as a member, has to make a request in writing to the Secretariat.

The affiliation of new members to the EFR branch is subject to the approval of the Executive Committee of the EFR branch and ratification by the General Assembly.

Article 5: General Assembly of the EFR branch

The General Assembly gathers all member national associations and company(-ies) acting in the place of a national association, each of which has one vote. In the case whereby a national association and a company from the same country fulfilling the conditions set in article 4 are Members of EFR branch, they have to appoint beforehand a single delegate who will exercise the right to vote with one vote.

Each national association or company in lieu will be represented by a maximum of four representatives from that member national association and/or company. Only one of the representatives exercises the right to vote. In the case of a plurality of national associations eligible by countries, each national association retains the right to be represented by a maximum of four representatives forming part of the single common national delegation referred to in Article 4. The Secretary General normally participates in the work of the General Assembly but without voting rights. The General Assembly has the following responsibilities:

- Election of the Chairman and Vice Chairmen every two years;
- Election of the Executive Committee members of the EFR branch;
- Approval of the annual financial statement and the annual budget of the EFR branch;
- Ratification of the annual membership fees;
- Decisions concerning the admission of new members and the exclusion of members;

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- Decisions relating to work programmes;
- Amendments to and approval of the regulations of the EFR branch, see Article 11;
- Dissolution of the EFR branch, see Article 11; and
- Removal of members of the Executive Committee, of the Chairman and of Vice Chairmen, taken by a majority of 2/3 of the votes of members present and represented.

The General Assembly must be held at least once a year no later than 30 June. The General Assembly is convened by the Chairman or, if he is unable to attend, by one of the Vice Chairmen.

The convening letter of a General Assembly containing the agenda must be sent at least four weeks before the date of the meeting by regular mail or by e-mail. Items not included in the agenda may not be subject to decisions without the unanimous agreement of all members.

Extraordinary General Assemblies may be convened at any time by the Chairman or the Vice-chairmen if the Chairman is unable to attend or by a majority of the EFR branch.

Except as provided for in Article 5 (removal of the Chairman and Vice Chairmen members of the Executive Committee) and in Article 11 (first paragraph), the decisions of the General Assembly are taken by simple majority of votes casted. Written proxies are allowed, and in case of a tie, the Chairman of the EFR branch will have a deciding vote.

The minutes of the General Assembly must, as a minimum, include: the agenda of the meeting; the date; the time; the location; the Chairman; the names of the persons present; the time the meeting starts; the topics discussed; the conclusions; the results of the votes; the actions to be taken; the meeting closing time and the unresolved issues. The minutes must be sent within one month to the member associations. The minutes of the meetings will be considered approved two weeks after their transmission unless objections are raised by the member associations during that period.

Article 6: Executive Committee of the EFR branch

The Executive Committee of the EFR branch consists of the Chairman and of the Vice Chairmen. It can also include up to two additional members who are simultaneously elected with the Chairman and Vice Chairmen. The Secretary General normally participates in the work of the Executive Committee of the EFR branch but without voting rights. The members of the Executive Committee of the EFR branch, with the exception of the Secretary General, are elected every two years by the General Assembly by ballot with a simple majority for a two-year period. If elections cannot take place exactly within two calendar years, they can take place either during the General Assembly taking immediately before or after the two calendar years.

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The members of the Executive Committee of the EFR branch do not contract any personal obligation related to the commitments of the EFR branch. Their liability is limited to the execution of their mandate.

Outgoing members of the Executive Committee of the EFR branch renounce their mandate immediately following the annual General Assembly.

The Executive Committee of the EFR branch must meet at least once a year no later than 1 May, and when business so requires.

It may meet within the framework of the Board of the Confederation provided that at least the Chairman and one of the two Vice-Chairmen of the EFR branch are present, including by video or teleconference. The decisions, including those on the budget and financial statements, taken within this framework concerning the EFR branch will be deemed to be validly taken by the Executive Committee of the EFR branch. They will be the subject to a report clearly identifiable in the minutes of the Board of the Confederation.

The convening letter of the Executive Committee of the EFR branch containing the agenda must be sent at least one week before the meeting date. The items not listed in the agenda cannot be subject to decisions without the agreement of all voting members present or represented.

Extraordinary meetings of the Executive Committee of the EFR branch can be called at any time by the Chairman, or one of the Vice Chairmen if the Chairman is unavailable.

The meetings of the Executive Committee of the EFR branch will be chaired by the Chairman of the EFR branch or in his/her absence, by one of the Vice Chairmen. They may be held by video or teleconference.

The decisions of the Executive Committee of the EFR branch are taken by simple majority of the vote.

The minutes of the Executive Committee of the EFR branch must, at a minimum, include: the agenda of the meeting; the date; the time; the location; the Chairman; the names of the persons present; the time the meeting starts; the issues discussed; the conclusions; the results of voting; the actions to be taken; the meeting closing time and the unresolved issues. The minutes of meetings will be considered as approved by the Executive Committee two weeks after its transmission unless objections are raised by one among them during that period. The minutes shall then be transmitted, for information purposes, within one month to the member associations. When information is deemed to be confidential or politically sensitive, any minutes relating to this point and to the contents of the discussions and any decisions taken on this point during a meeting may not be disclosed to persons or non-member entities of the EFR branch.

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Article 7: Chairman and Vice Chairmen

The General Assembly will elect the Chairman and the two Vice Chairmen by a simple majority vote for a period of two years.

The Chairman must be a company executive of a member of one of the members of the EFR branch. In the absence of a high-level candidate of a member company of one of the members, an executive officer of a member national association can become a candidate and be elected Chairman.

The Chairman and the Vice Chairmen must each represent a different country and must not come from related companies or from the same national association.

The Executive Committee of the EFR branch may accept the resignation of the Chairman or of the Vice Chairmen or one of its members at any time. In such a case, it will be the responsibility of the Executive Committee of the EFR branch or a nominating committee appointed by the Executive Committee of the EFR branch to oversee the election of a new Chairman or Vice Chairman or one of its members by the General Assembly.

Article 8: Secretary General

The Board of the Confederation delegates the daily management and the representation of the EFR branch, including the authority to sign on behalf of the EFR branch, to the Secretary General of the Confederation.

The Secretary General shall attend all meetings of the Executive Committee of the EFR branch and all General Assemblies of the EFR branch in an advisory capacity.

Article 9: Working Groups

Working Groups can be established by the Executive Committee of the EFR branch upon its own initiative or upon a proposal of the General Assembly to study and discuss projects or special topics as needed. Wherever possible each member of the EFR branch will be represented in these Working Groups by national experts.

The Working Groups must regularly report on their activities to the Executive Committee of the EFR branch.

The Working Groups can be formed with other associations and federations in the sector of recovery and recycling of scrap metals in Europe, including companies that collect, sort, process and trade ferrous metals originating from recycling.

No Working Group may seek to represent the views of the Federation without the express approval of the Executive Committee of the EFR branch.

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Article 10: Budget and Financial statements

The financial year begins on 1 January and ends on 31 December. Each year and no later than 1 April of each year, the financial statements for the preceding year will be finalized and the budget for the next fiscal year will be prepared. They will be submitted for approval at the next General Assembly.

The EFR branch will be financed by membership fees. These will be paid by the national associations or by companies (where there is no association in the country concerned) according to a scale of fees to be established by the Executive Committee of the EFR branch and ratified by the General Assembly each year. The fees of the EFR branch contribute fully to the budget and accounts of the Confederation. The Board of the Confederation annually decides on a transfer rate of fees collected by the EFR branch which contribute to the Confederation budget.

The Executive Committee of the EFR branch is responsible for the proper management of assets and the balance of the fees of the EFR branch.

The payments of the annual fees must be made in the month following receipt of the invoice and at the latest before the date of the annual General Assembly.

The non-payment of fees by the date of the annual Meeting will result, in principle, in the suspension of voting rights as well as suspension of the right to present one or more candidates to the Executive Committee of the EFR branch.

Article 11: Amendment of the rules of procedure and dissolution of the EFR branch

The General Assembly can vote on a proposal to amend the rules of procedure or on the dissolution of the EFR branch only if two thirds or more of all members are present. Any such a proposal will be adopted only if two thirds or more of the members present vote in favour.

The members of the EFR branch will be convened at least one month in advance of the date of the General Assembly which will deliberate on the above said proposal.