

Statutes

§ 1 Name and Registered Office

1. The Association shall be known as European Bioplastics.
2. The registered office is in Berlin.
3. The court of jurisdiction is Berlin.
4. The Association is registered in the Official Register of Societies and Associations.

§ 2 Object of Association

1. The Association operates on a strictly non-profit making basis. It promotes the development, production, marketing and waste management and recovery of bioplastics in order to contribute to sustainable development.
2. The object of the Association is primarily the representation of its members' interests, the coordination of representatives of the bioplastics industry and collaboration with related economic branches in Europe.

§ 3 Financial Year

The financial year is the calendar year.

§ 4 Membership

1. Membership of the Association is voluntary.
2. The Association member may be anyone who has an interest in the
 1. production
 2. processing
 3. application *
 4. recovery
 5. research and development
 6. protection of interests
 - of biodegradable and compostable and/or bio-based plastics and their products or involved therein.

* = Application / Sales / Marketing
3. The Board is to make decisions on applications for membership, which are associated with approval of the Statutes. There is no entitlement to admission for the applicant.
4. In cases where the Board rejects an application, an appeal may be made to the General Assembly via the Association Management within 4 weeks of notification of the decision. The final decision on the appeal is made by the next General Assembly.

§ 5 Members' Rights

1. All members have the same rights. Exceptions are the eligibility to stand as Board Member, where only members paying at least the regular membership fee are eligible.
2. All members have the right to make use of any facilities and benefit from advantages provided by the Association. Members are entitled to advice and support in all matters, which are within the scope of the Association.
3. A member may bring an independent motion before the General Assembly.

§ 6 Duties of Members

Members are bound

1. to abide by the provisions of these Statutes,
2. to comply with the decisions of the General Assembly and to assist the Association in the fulfilment of its legal and statutory tasks, and
3. to pay contributions as fixed under the Membership Fee Code, adopted by the General Assembly.

The contributions vary according to the type of membership:

- (i) Premium members pay three times the regular membership fee
- (ii) Supporting members pay twice the regular membership fee
- (iii) Regular members pay the regular membership fee
- (iv) Associated members that, as brand owners, retailers, OEMs, or consultants, are eligible for a reduced membership fee, pay half the regular membership fee
- (v) Associated members that, as universities, or non-profit organisations, are eligible for a reduced membership fee, pay a quarter of the regular membership fee

§ 7 Termination of Membership

1. Membership is terminated
 - a) upon resignation,
 - b) upon expulsion,
 - c) upon opening insolvency proceedings against the member's assets.
2. Resignation may be made with a period of notice of half a year from the conclusion of the financial year via registered letter addressed to the Association Management.
3. A member may be expelled from the Association for important reasons. Particular important reasons are the failure of the member to fulfil its obligations under these Statutes, despite repeated requests to do so, and serious violations of the interests of the Association. The Board makes decisions regarding expulsion. Appeal against this decision may be made within 2 weeks of notice of the decision for expulsion. The appeal is to be made via registered mail to the management and has suspensory effect. The final decision on the appeal is made by the next General Assembly. The member is to be heard in the appeal process.
4. Termination of membership does not release a member from residual financial obligations nor provide grounds for claim on the Association assets.

§ 8 Organs of the Association

The organs of the Association are:

1. the General Assembly
2. the Board
3. the Management
4. the Working Groups

§ 9 General Assembly

1. The General Assembly shall decide on all matters, which are of fundamental significance to the Association, provided that the Statutes do not stipulate that the matters come under the control of the Board or another body.
2. In particular, the General Assembly is responsible for decisions concerning
 - a) the election of the Board,
 - b) setting the budget
 - c) the Membership fee code and level of membership fees,
 - d) the annual financial statement,
 - e) the discharge of the Board and Management,
 - f) the selection of an auditor
 - g) the election of Members of Honour
3. The ordinary General Assembly will take place no later than 6 months subsequent to the conclusion of the financial year.
4. Extraordinary General Assemblies will be convened based on a decision of the Board or written application of at least one quarter of the members. The General Assembly is then in each case to take place no later than 4 weeks following the application submission.
5. The notification to attend the General Assembly is made by written or electronic means and contains the agenda. There must be a period of at least two weeks between the date of the dispatch and the date of the General Assembly.
6. Points, which are not detailed in the agenda, may be decided, provided the majority of members who are personally in attendance or being represented is in agreement to these items being dealt with at the General Assembly by passing a resolution.
7. The following voting rights apply in the General Assembly:

Premium members:	3 votes
Supporting members:	2 votes
Regular members and Associate members:	1 vote
8. Each member is entitled to vote by proxy on the basis of a written mandate. In such circumstances, a member may present a maximum of 3 members. The written proxy must be presented to the Chairperson of the General Assembly at the beginning of the General Assembly.
9. The General Assembly makes resolutions based on a simple majority of the members present or represented via proxy. At a parity of votes, the motion is deemed to be rejected.

10. For the purposes of the General Assembly, a quorum exists when the General Assembly has been duly convened, and a minimum of 20% of members is present or represented via proxy. In the event that the General Assembly is unable to pass resolutions, resolutions may be passed by a three quarters majority of votes cast by the Members present or represented via proxy at the next General Assembly, which may at the earliest be held 3 weeks subsequent to the General Assembly unable to pass resolutions. This must be made explicit in the invitation to the second General Assembly.
 11. In exceptional cases, resolutions may also be made outside of a General Assembly on the basis of a written ballot as determined by the Board. Such resolutions are valid if a majority of registered votes is attained and if at least 20% of members take part.
 12. Resolutions regarding amendment to the Statutes require the personal attendance or proxy of at least one third of members and the approval of at least three quarters of those members in personal attendance or represented by proxy. In the event that the General Assembly is unable to pass resolutions, resolutions may be passed by a three quarters majority of Members present or represented via proxy at the next General Assembly, which may, at the earliest, be held 3 weeks subsequent to the General Assembly unable to pass resolutions. No attendance-quorum is needed in this case. This must be made explicit in the invitation.
 13. Resolutions concerning amendments to the scope of the Association under § 2 or the dissolution of the Association require the approval of at least 75% of all members.
 14. If the Board chooses to recognize an exceptional contribution of an individual to the development of the bioplastics market in general, it can nominate a person to become a Member of Honor of the association. The Nominations are to be voted on by the General Assembly. Member of Honor is a personal recognition. In exceptional cases the General Assembly can also revoke the Member of Honor title.
2. The Board is responsible for implementing resolutions from the General Assembly. The Board will present the General Assembly with all proposals, which they deem suitable for the promotion of the tasks and object of the Association.
 3. Should an urgent decision be required in a matter on which by rights the General Assembly should pass the resolution, the Board is authorised to make an independent preliminary decision. Such decisions must be communicated to the members and be presented to the subsequent General Assembly for approval.
 4. Members of the Board are to conduct their business impartially and to maintain confidentiality regarding all processes acquired during their official service.

§ 12 Management

1. To conduct their daily business, the Board will appoint one or more General Managers who will be regarded as special representatives under § 30 BGB (German Civil Code). The Board will determine the tasks and powers of representation of the Management, will monitor these, and make decisions on important management measures.
2. Management is incumbent upon the execution of resolutions of the General Assembly and is bound by directives of the Board.
3. The Association Management is bound to conduct its affairs in a strictly impartial manner. It is to maintain confidentiality regarding business and operating secrets, in particular confidential material, of individual members acquired during official service.

§ 13 Working Groups

Working Groups may be formed to advance work or to provide advice in a specific working area. Participation in the working groups is open to all members in principle, whereby the General Assembly sets up the respective working group by passing a resolution and determines the scope of tasks. The respective working groups submit an annual work plan and report to the General Assembly.

§ 14 Advisory Board

The Board and Management may appoint an Advisory Board to provide advice on the implementation of set targets.

§ 15 Disposal of Assets Upon Dissolution of Association

1. In the event of the dissolution of the association following a corresponding resolution of the General Assembly in accordance with § 9 clause 13, the Board shall settle all remaining transactions.
2. The remaining assets shall be used in accordance with the resolution of the last General Assembly.

§ 16 Authority to amend the Statutes

1. The Board as defined by § 26 BGB (German Civil Code) is authorized, when requested by the register court, to itself undertake the formal or editorial constitutional amendments, which are required.
2. The Statutes and any amendments to the Statutes are effective upon registration in the Register of Societies and Associations.

§ 10 Board

1. The Board is composed of up to nine members. The Board is elected for a period of two years by secret ballot at the regular General Assembly and remains in office until the next election. Re-election is permitted.
2. Board Members are elected on a personal and voluntary basis. Proxy votes are not allowed.
3. In the event that a member of Board leaves office prior to the end of his/her term of office, the next General Assembly will elect a replacement member for the remainder of his/her predecessor's term of office.
4. The Board elects a Chairperson and two Vice Chairpersons from among the Board Members, as well as a Treasurer.
5. The Chairperson and his/her Vice-Chairpersons constitute an Association Board for the purpose of § 26 BGB (German Civil Code). Two of these together are authorized to represent the Association.
6. The Board meets as required on the decision of the Chairperson. A quorum exists when the majority of the Board Members is in attendance. Full particulars are governed by the Board's Rules of Internal Procedure.
7. The Board is to provide the Rules of Internal Procedure.

§ 11 Tasks of the Board

1. The Board is in charge of the Association. In particular, the Board is to be responsible for
 - a. provision of the annual report of the Association,
 - b. preparation of matters of discussion and applications to the General Assembly,
 - c. deciding over membership applications and granting of applied-for membership fee reductions
 - d. determination of the annual financial statement and its presentation to the General Assembly with the auditor's report
 - e. preparation of a budget estimate,
 - f. the employment, dismissal and supervision of Management,
 - g. the formation of committees.

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Passed at the General Assembly on 26 June 2019.
 Valid as of 11 November 2019.

Membership Fee Code for European Bioplastics (EUBP)

1. Regular members

Regular members pay a yearly membership fee of 6,800 Euro. Payment of the regular membership fee entitles a member the right to one (1) vote at the General Assemblies.

2. Supporting members

Supporting members pay a yearly membership fee of 13,600 Euro. Payment of the supporting membership fee entitles a member the right to two (2) votes at the General Assemblies.

Supporting members wishing to achieve the status of regular membership must inform the office via writing by June 30th of the current fiscal year. Otherwise the supporting membership is extended for another year.

3. Premium members

Premium members pay a yearly membership fee of 20,400 Euro. Payment of the premium membership fee entitles a member the right to three (3) votes at the General Assemblies.

Premium members wishing to achieve the status of regular membership must inform the office via writing by June 30th of the current fiscal year. Otherwise the premium membership is extended for another year.

4. Associate members

Brandowners, retailers, OEM's and consultants can apply for a reduced fee of 3,400 Euro. Payment of the reduced membership fee entitles a member the right to one (1) vote at the General Assemblies. Regular Members that want to be eligible for this reduced fee need to send an application and motivation to the office of EUBP. All applications will be reviewed by the Board and are subject to Board approval, whereas it is up to the discretion of the Board to grant a reduced fee or not. Annually, the Board can review the status of members that pay a reduced fee, and it is fully up to the discretion of the Board to withdraw previously granted approvals, whereas in case of a change in fee, EUBP needs to inform the effected members before 31st of March for the changed fee to have an effect on the following year. Regular members paying a reduced fee of 3,400 Euro that wish to be eligible for the Board will be obliged to pay a membership fee of 6,800 Euro.

Universities and non-profit organizations can apply for a reduced fee of 1,125 Euro. Payment of the reduced membership fee entitles a member the right to one (1) at the General Assemblies. Regular Members that want to be eligible for this reduced fee need to send an application and motivation to the office of EUBP. All applications will be reviewed by the Board and are subject to Board approval, whereas it is up to the discretion of the Board to grant a reduced fee or not. Annually the Board can review the status of members that pay a reduced fee, and it is fully up to the discretion of the Board to withdraw previously granted approvals, whereas in case of a change in fee, EUBP needs to inform the effected members before 31st of March, for the changed fee to have an effect on the following year. Regular members paying a reduced fee of 1,125 Euro that wish to exercise their right to vote will be obliged to pay the minimum membership fee of 3,400 Euro. Regular members paying a reduced fee of 1,125 Euro that wish to be eligible for the Board will be obliged to pay a membership fee of 6,800 Euro.

4. Due dates of membership fees

The full membership fee is due at the beginning of the year and absolutely no later than the end of February. The office will send out invoices accordingly no later than four weeks before the due date.

5. Overdue payments

If members fail to pay their mandatory membership fees after a third reminder, the Association is liable to take legal recourse to realise this demand. Additionally, the managing Board can decide to expel members in accordance with § 7 (3) of the statutes.

6. Contribution fee payment for membership cancellation

Outstanding membership fees must be paid by the member before membership cancellation.

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*This membership fee code is in force as of 11.11.2019.
It is based on the decisions of the Members Meeting of 26.06.2019.*