

**INTERNAL REGULATIONS**

**OF**

**« THE BUREAU OF INTERNATIONAL RECYCLING »**

**IN SHORT**

**«B.I.R.»**

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## **Internal Regulations**

### **CHAPTER I: GENERAL**

#### **Article 1: Introduction**

These Internal Regulations are in full force as from 3 November 2010. They replace all former internal regulations as well as the internal rules and have to be read in conjunction with the Articles of Association.

The Anti-Trust Policy which are attached hereto as annex 1 are an integral part of these Internal Regulations.

### **CHAPTER II: ADMISSION OF MEMBERS OF THE ASSOCIATION**

#### **Article 2: Rules relating to the admission procedure**

Applications for effective and partner membership must be sent to the Director General of the Association, which will examine whether or not the application meets the membership requirements and prepares, with the assistance of the General Secretariat, for each application, a written report that is communicated to the Chairman of the Membership Committee, in accordance with the Articles of Association.

Upon admission, each Effective and Partner Member will identify at least one delegate or representative to whom all communications shall be validly made. A communication shall be deemed validly made if sent to the delegate(s) or representative(s) identified. In case a delegate or representative is unable to carry out his or her mandate, the Effective or Partner Member shall designate another delegate or representative and communicate its identity to the Association promptly. The identity of the delegate(s) or representative(s) shall be confirmed at the beginning of each financial year. In case of failure of the member to confirm the identity of the delegate(s) or representative(s), the name(s) given for the previous financial year will remain applicable.

Each Effective Member shall appoint one official delegate (the “Official Delegate”) who will validly exercise the voting rights on behalf of the Effective Member. In case this Official Delegate is unable to carry out his or her mandate, the Effective Member shall designate another Official Delegate and communicate its identity to the Association promptly. The identity of the Official Delegate shall be confirmed at the beginning of each financial year. In

case of failure of the Effective Member to confirm the identity of the Official Delegate, the name given for the previous financial year will remain applicable.

### **CHAPTER III: COMMODITY DIVISIONS**

#### **Article 3: Commodity Divisions**

Each Commodity Division (hereinafter referred to as the “Division”) represents a specific sector of the trade and industry.

The Association currently has four Divisions:

1. Scrap Iron and Steel;
2. Non-Ferrous Metals;
3. Textiles;
4. Paper.

#### **Article 4: Missions and objectives of the Divisions**

Each Division has the power to:

- study all technical, economic, legal and environmental matters relating to its sector, discuss them during its plenary meetings and conventions and, where necessary, adopt decisions in this respect;
- undertake anything that may contribute to the aims and objectives of the Association in accordance with the Articles of Association and Internal Regulations and avoid diffusing any initiative or message which could contradict the overall policy of the Association;
- take position with respect to the application for membership of the Association, whenever required;
- draw up their own functioning rules, which have to be approved by the Executive Committee of the Association and which must comply with the Articles of Association and the Internal Regulations of the Association;
- create, if necessary, special working committees for which a chairman will be appointed by the President of the Division with approval of the Division Board.

#### **Article 5: Composition**

The Divisions are composed of delegates representing the Effective Members active in the sector represented by the Division (the “Delegates”).

The representatives of the Partner Members, who have neither the right to vote nor to be elected, may attend the meetings of the Delegates of the Division, provided they are registered at the Conventions referred to in article 6 of these Internal Regulations.

## **Article 6: Meetings of the Delegates**

The President of the Division will convene the meetings of the Delegates of the Division (the “Division Meetings”).

Two Division Meetings take place annually; one in the spring on the occasion of the ordinary meeting of the General Assembly of the Association (the “Spring Convention”) and the second during the autumn Convention (the “Autumn Convention”). On these occasions the participants pay registration fees which are fixed by the Executive Committee in order to cover the organizational and administrative costs of the meetings.

In addition to the Spring Convention and the Autumn Convention, other Division Meetings shall be called where the interests of the Division so require.

Each Delegate has one voting right.

The votes will be expressed by simple majority of the Delegates. No presence quorum is required.

## **Article 7: Division Board**

The Board of each Division is elected by the majority of the Delegates present or represented at the Division Meeting, upon the recommendation of the Nominating Committee of the Division.

The Division Board consists of a President, one or more Vice Presidents among which one Senior Vice-President may be designated and board members. The President of each Division shall be a member of the Executive Committee of the Association on which he will have a seat as a Vice President of the Association, according to the terms and conditions of the Articles of Association.

The President, Vice Presidents and board members will be selected among the Delegates in such a way to assure a fair representation of the geographical areas represented within the Division.

Their mandate is for two years and they are re-eligible only once consecutively, unless otherwise decided by the Division Meeting which may adopt longer terms or propose any additional re-election in the Division’s own interest.

Members of the Division Board can be dismissed at any time by the majority of the Delegates present or represented at the Division meeting, upon the recommendation of the Nominating Committee of the Division and after having heard the members of the Division Board concerned.

In addition, until a decision has been taken by the majority of the Delegates on the dismissal, the Nominating Committee of the Division is entitled to suspend the members of the Division Board, upon request of the president of the Division Board.

The Division Board will meet at least two times a year during the Spring and Autumn Conventions or under special convocation of its President, two of its members or the Director General.

Meeting may also be held in writing, by conference call or by videoconference. Postal votes or any other telecom votes will be admitted. The rules applicable in this respect to the Executive Committee and provided by the Articles of Association and, as the case may be, by the Internal Regulations, are applicable to the decision-making procedure of the Division Board.

Should the President of the Division be unable to carry out his or her mandate, the Senior Vice President or a Vice-President, if no Senior Vice-President has been designated, will replace him/her, except for the mandate as member of the Executive Committee, which will be granted in compliance with the Articles of Association.

### **Article 8: Powers of the President of the Division Board**

Only the President of the Division is authorised to invite observers to attend the Division Board's meetings.

The President of the Board of the Division shall bear the title of President of the Division.

The President of the Division will ensure that the Director General of the Association is regularly kept informed of the work and initiatives of the Division Board.

The President of the Division may delegate his/her authority to the Senior Vice President or to a Vice-President, if no Senior Vice-President has been designated, in accordance with the terms and conditions of the Articles of Association. The President of the Division may never delegate his/her function of Vice President of the Association, except otherwise provided by the Articles of Association.

In the case of urgency or necessity the President of the Division may, at his own discretion, take any necessary decision, which has to be communicated to the members of the Division Board at the next Division Meeting.

The President of the Division with the approval of the Division Board has the power to propose to the Executive Committee the creation of commodity committees in order to study a specific material or commodity.

### **Article 9: General Delegate of the Division**

The President of the Division, with approval of the Division Board, designates a General Delegate to be in charge of the administrative work and to follow up the decisions and actions requested by the Board and by the Division Meeting.

The administration work of the General Delegate will not be remunerated but his/her expenses incurred by special missions will be refunded.

The President of the Division supervises the work of the General Delegate who is responsible to the President of the Division.

The General Delegate must have a full understanding of the Articles of Association, the Internal Regulations and the Conciliation and Arbitration Rules of the Association.

The General Delegate has, in particular, the duty to:

- guarantee that the Director General of the Association is regularly kept informed of the work and initiatives of the Division Board whenever necessary;
- advise the Division President and Board on the compliance of the Division activities with the Articles of Association and the Internal Regulations of the Association;
- draft the minutes of the meetings of the Division Board and minutes of the Division Meetings, immediately after the meetings, and communicate the minutes to the Division Board members and to the Delegates respectively through the intermediary of the General Secretariat of the Association;
- inform the Director General and the Executive Committee of the Association of any Division action or rule changes adopted by the Division Board;
- attend all meetings concerning environmental matters that take place during the Conventions, inform the Division's Delegates of environmental matters concerning the Division and work closely with the environmental director of the Association.

#### **Article 10: Nominating Committees of the Divisions**

The President of the Division shall appoint a Chairman of the Nominating Committee of the Division among the Delegates of the Division to be approved by the Division Board.

The Chairman of the Nominating Committee will select among the Delegates of the Division two or four Delegates in order to set up the Committee in such a way to ensure a fair representation of the sector and of geographical areas represented within the Association. The Board of the Division must approve the nomination of the appointed members.

Membership of the Nominating Committee is incompatible with any candidature for a mandate that the Committee has to propose.

### **CHAPTER IV: COMMODITY COMMITTEES**

#### **Article 11: Commodity Committees**

In addition to the Divisions, Commodity Committees may also be set up in order to study a specific material or commodity not covered by the Divisions. These Commodity Committees may become Divisions upon the decision of the Executive Committee of the Association.

The Association currently has three Commodity Committees:

1. Stainless Steel and Special Alloys Committee;
2. Plastics Committee; and
3. Tyres Committee.

Before it becomes a Division, a Commodity Committee may decide to organise itself and to function, with the approval of the Executive Committee, like a Division.

## **CHAPTER V: SPECIAL COMMITTEES**

### **Article 12: Special Committees**

The President of the Association, with approval of the Executive Committee, has the right to set up or dissolve Special Committees and to appoint the Committees' Chairmen. The Chairmen of the Committees will regularly deliver a written report on their activities and studies at least once a year to the President of the Association.

Currently these Special Committees cover the following topics: Articles of Association and Internal Regulations, Nomination, Arbitration, Finances, Convention, Communications, Membership, Environment (International Environment Council), Prospective, Trade (International Trade Council), Ambassadorship and Young Traders.

The President of the Association, the Treasurer of the Association and the Director General of the Association are ex-officio members of these Committees except in the event of a conflict of interest.

### **Article 13: Specificities relating to the Arbitration Committee**

The Association will set up an Arbitration Committee which will be composed of experts representing each Division with the task of appointing the Arbitration Tribunal in order to settle disputes of an international commercial nature in each sector in accordance with the Association's Conciliation and Arbitration Rules.

Unless otherwise specified, Members of the Divisions' Board are available to act as arbitrators, when selected, to settle commercial disputes between members of the Association.

## **CHAPTER VI: BODIES OF THE ASSOCIATION WITH DECISION MAKING POWER**

### **Article 14: Rules applying to the General Assembly**

The President of the Association draws up the agenda for the General Assembly.

### **Article 15: Rules applying to the Executive Committee**

The President of the Executive Committee (the "**President**") bears the title of President of the Association. The President is the highest official of the Association.

Should the President be unable to carry out his/her duties, a member of the Executive Committee (to be chosen from within) will replace him/her during his/her period of unavailability.

The following powers are reserved to the President:

- In agreement with the Treasurer, the President will fix the remuneration of the Director General, who is responsible for the management of the General Secretariat within the limits of the budget granted to him/her.
- With the approval of the Executive Committee, the President may invite during its mandate several additional members to attend without voting right the Executive Committee meetings.
- The President decides on the invitations of guest speakers and invitations of guests, observers and press representatives to the ordinary meeting of the General Assembly and to other meetings of the Association, which do not fall under the competences of the Presidents of the Divisions.
- In the case of urgency or necessity, the President may, at his own discretion, take any appropriate decision which has, however, to be ratified by the Executive Committee at the next meeting.
- The President will approve the general programme of the Spring and Autumn Conventions.

#### **Article 16: Rules applying to the Director General of the Association**

The Director General will run the General Secretariat which works for the realisation of the aims and objectives of the Association in general and of its Divisions and Committees in particular.

The Director General may also accomplish other tasks for regional organisations with the approval of the Executive Committee.

The Director General will work in accordance with the directives of the President of the Association with whom he will have a close relationship.

In order to achieve the objectives of the Divisions, the Director General will be assisted by the General Delegates of the Divisions who have to follow up on the decisions which have been taken by their Divisions.

The Director General will deliver a report about the Association's activities to the Executive Committee twice a year. Unless there is a report presented by the President, the Director General will report once a year on the Association's activities during a meeting of the General Assembly.

The Director General will keep the records of all documents, such as minutes, circulars and correspondence, and whenever necessary ensure in due time their regular distribution to the members of the Executive Committee, in accordance with the Articles of Association. The minutes of the meetings of the Executive Committee and of the General Assembly will be drafted by the Director General and signed by the President.

### **CHAPTER VII: ADVISORY COUNCIL**

#### **Article 17: Rules applying to the Advisory Council**

The Advisory Council, which is composed by the members of the Executive Committee, the members of the Special Committees and the former Presidents of the Association, has the power to:

- advise on the compliance and the enforcement of the aims and objectives of the Association, which are mentioned in the Articles of Association and Internal Regulations;
- propose recommendations regarding the Association's organisation and policy;
- coordinate the activities of the Special Committees relating to the Association's organisation.

The Advisory Council will be chaired by the President of the Association.

The Advisory Council shall meet every time required. The meetings of the Advisory Council shall be convened by the President of the Association.

The President of the Association has the right to invite the Chairmen of the Commodity Committees to attend the Advisory Council meetings.

The decisions of the Advisory Council are taken by simple majority of the members which are present and which have the right to vote.

## **CHAPTER VIII: NOMINATING COMMITTEE**

### **Article 18: Composition of the Nominating Committee**

Before the end of December, during the year preceding every election, the President of the Association will appoint a Chairman of the Nominating Committee of the Association, with the approval of the Executive Committee. The Chairman will convene or consult the members of his Committee in order to nominate candidates for the mandates of President and Treasurer of the Association.

The Nominating Committee will be composed of six, eight or ten members (in addition to the Chairman) appointed by the Chairman of the Nominating Committee among the Official Delegates of the Effective Members. The members of the Nominating Committee will, if possible, represent the different Divisions of the Association as well as the geographical areas represented within the Association.

Members of the Nominating Committee may not apply for a mandate that the Committee has to fulfil.

### **Article 19: Missions of the Nominating Committee**

In proposing candidates to fulfil the duties of President or Treasurer of the Association, the Nominating Committee will, whenever possible, make a rotation between the candidates from the various geographical areas and the Divisions represented within the Association. The candidates must be selected among the Effective Members of the Association.

Selected candidates for the presidency or the position of Treasurer of the Association will submit their curriculum vitae (including information on their education and their professional carrier) to the Chairman of the Nominating Committee for further circulation to the members of the Committee. Each candidate will be invited to introduce himself/herself and present his/her ideas on the future development and programmes of the organisation to the Nominating Committee.

The mission of the members of the Nominating Committee is to interpret and reflect the general wishes of the Effective Members.

As soon as possible, and not later than seven days after the selection procedure has been achieved, the Chairman of the Nominating Committee shall send a copy of the report, containing the assessment of each candidate and agreeing whenever possible on one final nominee, to the Director General for further information of the Executive Committee. The latter will hold a copy of the report at the registered office of the Association and inform the Effective Members.

Additional nominees selected among the Effective Members may be proposed by the Effective Members by submitting to the Director General a petition naming such nominees, signed by at least one tenth of the Effective Members, not less than two months prior to the date of the General Assembly at which the elections are to be held.

It shall be the duty of the Director General to report to the Nominating Committee the additional nominees designated by petition and to arrange within the Nominating Committee a secret ballot for the selection of the final nominee.

The Chairman of the Nominating Committee will inform the Executive Committee of the Nominating Committee's decision for further approval and recommend the name of the designated official for further approval by the General Assembly.

Upon the approval by the General Assembly, the Nominating Committee will be considered as dissolved.



*Annex: 1 (B.I.R. Anti-Trust Policy)*