



## COLIPA AISBL STATUTES

**Approved by the General Assembly of 16 May 2008**

### Name – Head Office

#### Article 1

An international non-profit making association is hereby established under the laws of Belgium. Its name is **'the European Cosmetics Association'**, abbreviated as **"Colipa"**. Both the full name and the abbreviated name can be used interchangeably.

All acts, invoices, announcements, publications and other documents issued by Colipa shall indicate its name preceded or followed by the words "*association internationale sans but lucratif*" or the abbreviation "*AISBL*", as well as the indication of its registered office.

Colipa is governed by the provisions of Title III of the Belgian Act of 27 June 1921; as amended, regarding non-profit making associations, international non-profit making associations and foundations (the "Act").

The registered office of Colipa is located at 1160 Brussels, avenue Herrmann Debrox 15 A.

The registered office may be transferred to any other location within the Brussels Region by a decision taken by the Board of Directors. The decision to move the registered office must be published in the Annexes to the Belgian Official Journal, "Moniteur Belge".

In the present Statutes, the industry that Colipa represents will be referred to as the "cosmetic industry".

## **Purpose – Duration**

### **Article 2**

Colipa is a non-profit making international organization whose purpose is promoting the cosmetic industry and furthering its scientific, technical, economic and legal objectives.

This purpose is achieved mainly by:

- a. the joint study of scientific data on substances used in perfumery, cosmetics, toiletries and hair products, in particular data relating to their effects on human health and safety as well as on the environment; the collection and dissemination of the required scientific information to its members and to appropriate international organizations.
- b. the collection and study of relevant laws and regulations applicable to the industry; the dissemination of such information to its members and to appropriate international organizations.
- c. fostering transparent and reliable relationships with public authorities and stakeholders, to best communicate the social, economic and scientific relevance of the cosmetics industry in Europe;
- d. contributing to the shaping of workable and fair policy frameworks regulating the European cosmetics industry;
- e. addressing members' needs in an efficient and transparent way through timely information and decision making and focusing on issues and activities relevant for the industry.

### **Article 3**

Colipa has been established for an unlimited duration.

Colipa can be dissolved by the General Assembly in accordance with the conditions foreseen by these Statutes.

## **Members**

### **Article 4**

- 1) Colipa shall be made up five categories of members:
  - (i) Active Corporate Members;
  - (ii) Supporting Corporate Members;
  - (iii) Active Association Members;
  - (iv) Supporting Association Members;
  - (v) Correspondent Members.

- 2) Can be admitted as **Active Corporate Member**, international companies that:
- (i) are operationally active in the cosmetic industry either directly or through affiliated companies in at least 1/5<sup>th</sup> of the countries represented at Colipa's General Assembly;
  - (ii) are members of at least 4/5<sup>th</sup> of the Active Associations Members in all countries where they have an operating business (either selling or manufacturing); for the purposes of the present Statutes, the term "operating business" means a business owned or controlled by an international company or by one of its affiliates, with established manpower and premises that sell, distribute and/or manufacture its own brands (perfumes, cosmetic products, toiletries and/or hair products);
  - (iii) have a legal status and are legally established in accordance with the laws and customs of their country of origin;
  - (iv) are engaged and committed to active participation in the goals and objectives of Colipa

In accordance with the rules laid down in the Statutes and the Internal Rules, the Active Corporate Members pay a flat and variable subscription fee and are entitled to vote. They have the right to a seat at the Board of Directors.

- 3) Can be admitted as **Supporting Corporate Member**:

Companies that:

- (i) are operationally active in the cosmetic industry either directly or through affiliated companies in at least one country that is a member of the European Union or of the European Free Trade area;
- (ii) are members of at least 4/5<sup>th</sup> of the Active Associations Members in all (but at least one) countries where they have an operating business (either selling or manufacturing); for the purposes of the present Statutes, the term "operating business" means a business owned or controlled by an international company or by one of its affiliates, with established manpower and premises that sell, distribute and/or manufacture its own brands (perfumes, cosmetic products, toiletries and/or hair products);
- (iii) have a legal status and are legally established in accordance with the laws and customs of their country of origin;
- (iv) are engaged and committed to active participation in the goals and objectives of Colipa

In accordance with the rules laid down in the Statutes and the Internal Rules, the Supporting Corporate Members pay a flat subscription fee and are entitled to vote. They have the right to present candidates for election at the Board of Directors, to a maximum of 2 seats in this category.

- 4) Companies that are operationally active in the cosmetic industry either directly or through affiliated companies in a country that is a member of the European Union or of the European Free Trade Area that meet also the other admission criteria for membership, have the freedom to opt for the Corporate Membership of their choice.

5) Can be admitted as **Active Association Member**:

the national associations representative of the cosmetic industry in the countries that are members of the European Union or of the European Free Trade Association, provided that

- (i) these associations have a legal status and are legally established according to the laws and customs of their country of origin and
- (ii) they are engaged and committed to active participation in the goals and objectives of Colipa

Only one association per country can be admitted as Active Association Member.

In accordance with the rules laid down in the Statutes and the Internal Rules, the Active Association Members pay a variable subscription fee and are entitled to vote. They have the right to present candidates for election at the Board of Directors, to a maximum of 8 seats in this category.

6) Can be admitted as **Supporting Association Member**:

the national associations representative of the cosmetic industry in the countries that are members of the Council of Europe (not being members of the European Union or European Free Trade Area), provided that:

- (i) these associations have a legal status and are legally established according to the laws and customs of their country of origin;
- (ii) these associations do not meet the admission criteria as Active Association Member;
- (iii) the statutes of the national association applying for membership as Supporting Association Member allow for an open membership for all Active and Supporting Corporate Members of Colipa;
- (iv) are engaged and committed to active participation in the goals and objectives of Colipa

Several associations per country can be admitted as Supporting Association Member.

In accordance with the rules laid down in the Statutes and the Internal Rules, the Supporting Association Members pay a flat subscription fee and are not entitled to vote. They do not have the right to present candidates for election at the Board of Directors.

7) Can be admitted as **Correspondent Member**:

associations or companies provided that:

- (i) they have an established link with the cosmetic industry;
- (ii) they have a legal status and are legally established in accordance with the laws and customs of their country of origin;
- (iii) they do not comply with the admission criteria of any other category of member;
- (iv) in the case of an association applying for membership as Correspondent Member, the statutes of that association allow for an open membership for all members of Colipa and the application is being supported by the Associations College;
- (v) are engaged and committed to active participation in the goals and objectives of Colipa

In accordance with the rules laid down in the Statutes and the Internal Rules, the Correspondent Members pay a flat subscription fee and are not entitled to vote. They do not have the right to present candidates for election at the Board of Directors.

**Article 5: Colleges and Consultative Forum**

5.1. The Active Corporate Members and the Supporting Corporate Members will form a College, called the Corporate College. The Active Association Members and the Supporting Association Members will also form a College, called the Associations College.

Supporting Association Members are not entitled to vote in the Associations College.

The Correspondent Members are not members of the Corporate or the Associations College.

Both the Corporate College and the Associations College will prepare decisions for the General Assembly in accordance with Article 11 hereafter.

5.2 Both the Corporate College and the Association College will form a Forum to share information and to consult on matters of general importance across the industry, align views and positions, exchange best practices and contribute to cross-fertilization across the respective constituency.

**Article 6**

The admission of any new member is decided by the Board, in accordance with Article 16. This decision must be ratified by the General Assembly, at its next session. Any decision refusing an application for membership shall contain the grounds upon which the decision is made. Where admission is refused or where no decision is made within a reasonable time frame, the applicant may refer the relevant decision or lack thereof to the courts of Brussels.

### **Article 7**

Members - in all categories - shall be free to terminate their membership from Colipa by sending a 12 months notice of resignation, by registered letter, to the President.

The notice period of 12 months shall start on the 1st January following receipt of the letter by the President.

Participation to all financial commitments decided by the General Assembly, impacting this last year remains due.

### **Article 8**

The expulsion of a member who fails to abide by the Statutes (including failing to abide by the conditions for membership) or by the Internal Rules, is decided by the Board in accordance with Article 16. To take effect, this decision must be ratified by the General Assembly at its next session. The member in question shall always be entitled to present its defence before such decision is made by the Board and by the General Assembly. Any expulsion shall contain the grounds upon which the decision is made. The expelled member may refer the relevant decision to the courts of Brussels.

### **Article 9**

Any member ceasing to take part in Colipa as a result of resignation, expulsion or for any other reason shall have no claim upon Colipa's patrimony. The member shall remain under the obligation to pay its subscription as laid down in Article 7 and any financial commitments decided by the General Assembly to which it has committed itself.

## **General Assembly**

### **Article 10**

The General Assembly shall be made up of all members.

Each member is allowed to send as many representatives as deemed necessary to the General Assembly. Each member entitled to vote shall appoint among these representatives one delegate to carry its vote at the General Assembly, and inform the Director-General of the name of this delegate. The Correspondent Members may voice their opinion but do not have the right to vote.

Each member may give a proxy to another member. Each member may only represent one other member. Proxies must be sent in writing to the Director-General. However, if a session of the General Assembly must be held before a notary in accordance with the provisions of the Act, the proxies may be granted to a third party and the proxyholder may hold an unlimited number of proxies.

A member of the Corporate College or the Associations College or can give a proxy only to a member belonging to its College.

## **Article 11**

- A) The powers of the General Assembly are:
1. to appoint and to revoke the members of the Board;
  2. to elect the President; apart from exceptional circumstances, the President shall be elected from members of the Board. In any case, the President must belong to the cosmetic industry and to a company member of an Active Association Member;
  3. to elect two Vice-Presidents, selected by and from the members of the Board; one proposed by the Corporate College, the other proposed by the Associations College;
  4. to elect the Treasurer, who will be selected from the members of the Board apart from exceptional circumstances, where the Treasurer will be elected among members of the General Assembly. Should the elected Treasurer not be one of the Vice-Presidents elected in accordance with point 3 above, he/she automatically becomes a third Vice-President. If the Treasurer belongs to a Corporate Member, he/she shall not belong to the same Corporate Member as the President;
  5. to appoint and to revoke the Auditor(s);
  6. to ratify the budget approved by the Board, approve the annual accounts and give quietus to the Board members;
  7. to fix the financial contribution for the various members and the annual subscriptions, in accordance with the rules laid down in the Internal Rules;
  8. to ratify the decisions of the Board on admissions or expulsions of members;
  9. to modify the Statutes;
  10. to modify the Internal Rules;
  11. to pronounce the dissolution of Colipa in accordance with the legal provisions in this respect.
- B) Votes may only take place if more than half of the members entitled to vote in each College are present or represented.
- C) Resolutions shall be adopted by absolute majority, i.e. by more than half of the votes cast, in each College.
- D) In addition, all resolutions of the General Assembly have first to be adopted by both the Associations College and the Corporate College, each of these Colleges voting separately, both requiring an absolute majority of the votes cast. If the absolute majority is not reached in one College, the decision is considered as rejected and is

not put forward to the plenary session of the General Assembly. In that case, the Board will have to submit a new proposal or to confirm its proposal.

As an exception to Article 14 of the Statutes, a Board meeting will be held immediately after the meetings of the Colleges, to allow the Board to make this new proposal or to confirm its proposal. If the new proposal of the Board is rejected by one College, the deadlock will be submitted to the President, whose decision will be binding for both Colleges. As soon as a decision has been validly taken by the Colleges or the President, in accordance with the foregoing, the decision is then submitted to the plenary session of the General Assembly for approval. As an exception to Articles 12 and 27, there would be no obligation to convene a new plenary session of the General Assembly to deliberate and discuss on the new agenda and, as the case may be, new working documents, even if the new agenda contains contemplated amendments to the Statutes or the Internal Rules.

- E) For all subjects addressed by a General Assembly:
- no decision can be taken on items which would not have been included in the agenda appended to invitations;
  - the President shall determine the methods of voting. However, there shall be a secret ballot if at least three of the members present make such a request;
  - in the event of a draw in the votes, the President shall have a casting vote.
- F) The number of votes allocated to each member entitled to vote will be calculated on the basis of the rules laid down in the Internal Rules.

## **Article 12**

1) The General Assembly shall meet in ordinary session at least once a year, under the chairmanship of the President of Colipa, who shall convene the General Assembly with a six weeks notice. The notice indicates the place, date, hour and agenda of the General Assembly and is sent by letter, facsimile, or any other written means (including electronic format). As the case may be, working documents will be attached to the notice.

2) The President of Colipa must convene an extraordinary session of the General Assembly if at least a fifth of the Members entitled to vote so request, with a four-week notice period being given to the members of Colipa.

3) Proceedings and decisions of the General Assembly will be recorded in minutes which shall be signed by the President and the Director-General.

4) The minutes are kept in a register, accessible to the members, at the registered office of Colipa. A copy of the minutes will also be sent out to the Members.

## Board of Directors

### Article 13

1) Colipa shall be run by a Board of Directors (hereby called the "**Board**") which is made up of:

- (i) a delegate of each Active Corporate Member, presented by each Active Corporate Member;
- (ii) eight delegates of the Active Association Members, elected by the General Assembly, on the basis of a list of candidates jointly submitted by the Active Association Members to the Associations College;
- (iii) two delegates of the Supporting Corporate Members, elected by the General Assembly, on the basis of a list of candidates jointly submitted by the Supporting Corporate Members to be submitted to the Corporate College;
- (iv) the President and the Vice-Presidents, elected in accordance with Article 11.

2) Each member of the Board has only one vote. The President shall determine the methods of voting. Nevertheless a Board member can carry one and only one proxy from another Board member.

In the event of a draw in the votes, the President shall have a casting vote.

3) The mandate of the Board members shall be two years. The mandate is renewable. It is not remunerated.

4) The Chairman of each of the Programme Committees (or a permanent delegate selected by a Committee) are invited to the meetings of the Board, but they have only a consultative voice.

### Article 14

The Board shall meet at least four times a year, with two weeks notice. An extraordinary session must be convened if at least three Board members call for such a meeting in which case a two weeks notice has to be respected and the agenda must contain at least the issues raised by the Board members who asked for this meeting.

Convocation is issued by the President and indicates the place, date, hour and agenda of the meeting. It is sent by letter, facsimile, or any other written means (including electronic format). As the case may be, the working documents are attached to the notice.

The deliberations of the Board can only be valid if more than half of its members are present or represented.

Without prejudice to Article 16, the decisions of the Board are taken by absolute majority, i.e., by more than half of the votes cast.

Proceedings and decisions of the Board of Directors shall be recorded in minutes which shall be signed by the President and Director-General.

The minutes are kept in a register, at the disposal of the Board members, at the registered office of Colipa. A copy of the minutes will also be sent out to all Board members.

### **Article 15**

The Board shall have all powers except those reserved to the General Assembly.

The Internal Rules shall fix the amount of expenses for which the signature of the Treasurer will be required for any commitment to Colipa's expenses.

### **Article 16**

The proposals expressed by the Board concerning items 9 and 11 of Article 11A and the decisions concerning Articles 6 and 8 require an 80 % majority of the votes cast.

Votes concerning these resolutions may only take place if at least 2/3<sup>rd</sup> of the Board members are present or represented.

### **Article 17**

Acts binding Colipa to third parties and which are not part of the daily management operations, shall, except where special authorisation is given, be signed by the President or by two Vice-Presidents, who shall not have to justify their powers to third parties.

### **Article 18**

Legal actions, of whatever nature, are followed and managed by the Board represented by its President or a Board member appointed to this end.

## **Working Groups**

### **Article 19**

The Board shall be empowered to set up and disband Working Groups, to either advise the Board or to develop and implement plans in line with guidance provided by the Board. The Board may set up as many Working Groups which it deems to be advisable to establish, in order to help Colipa in achieving its mission in accordance with the present Statutes. The Board shall determine the composition, the duration and the terms of reference of the Working Groups, nominating the Chairmen and the members thereof, in accordance with the rules laid down in the Internal Rules.

## **Management Committee**

### **Article 20**

The Board has the right to set up a Management Committee

The Board shall determine the composition and role of the Management Committee, in accordance with the rules laid down in the Internal Rules.

## **Director-General**

### **Article 21**

The Director-General shall be in charge of the daily management of Colipa and is responsible to the Board, which shall fix his/her powers. The Director-General will be convened to all meetings of the General Assembly and the Board and will attend, without voting right.

## **Subscriptions – Budgets - Accounts**

### **Article 22**

Members shall contribute to the running costs of Colipa by way of a subscription fixed annually by the General Assembly, following proposals from the Board, and on the basis of the rules laid down in the Internal Rules.

Projects will be financed by members and/or third parties, on the basis of the rules laid down in the Internal Rules.

### **Article 23**

Each member shall pay the subscription fixed by the General Assembly.

### **Article 24**

The financial year shall run from 1st January to 31st December, each year.

### **Article 25**

Each year, the Board shall submit for approval by the General Assembly the accounts for the year ended and shall submit for ratification the budget for the year to come.

These accounts will be checked by one or several Auditors to be appointed by the General Assembly.

The report of the Auditor(s) will be sent to the members of the Board at least four weeks before the date of the General Assembly.

## **Internal Rules**

### **Article 26**

The General Assembly may approve Internal Rules compatible with the provisions of the present Statutes, so as to ensure the correct functioning of Colipa and its administration.

## **Amendments to the Statutes and dissolution**

### **Article 27**

When proposals are made to modify the Statutes, the texts thereof shall be appended to convocations to the General Assembly which shall deliberate upon them.

In this specific case, the convocations shall be sent at least two months before the meeting.

Decisions concerning alterations to the Statutes or the dissolution of Colipa must be taken according to the voting procedure foreseen in Article 11.

Any decision related to the amendments of the Statutes shall be published in the Annexes to the Belgian Official Journal, "Moniteur Belge".

In the event that Colipa is to be dissolved, the General Assembly shall decide by a simple majority of the votes cast on (i) the appointment, powers and remuneration of the liquidators, (ii) the methods and procedures for the liquidation of Colipa and (iii) the destination to be given to the net assets of Colipa. The net assets of Colipa are to be allocated to a non-profit making association, without prejudicing the right of the General Assembly to allocate either partially or completely such net assets to the members, for a maximum coinciding with their contribution.

In the event of deficit and of legal commitments after the dissolution of Colipa, members are bound to honour these, each for up to a maximum amount equal to the subscriptions it has paid during the two previous financial years.

## **Final Provision**

### **Article 28**

All cases not provided for in the present Statutes and, in particular, the question of publications to be made in the Annexes to the Belgian Official Journal shall be dealt with in accordance with the provisions of the Act.

Done in Lucerne, on 16 May 2008