

Biobased Industries Consortium (BIC) AISBL

INTERNAL RULES

15 February 2017

The present Internal Rules were adopted by the BIC AISBL General Assembly. The Internal Rules specify and implement the provisions of the Statutes and regulate the activities of the Association.

The purpose of the Internal Rules will be to complete and apply the Statutes and to establish administrative rules, without violating either the spirit or the letter of these Statutes. In case of contradiction between the Statutes and the Internal Rules, the Statutes prevail. (Articles of the Statutes are quoted below in bold for reference)

1. LEGAL STATUS, NAME AND REGISTERED OFFICE

Ad 1.2 The registered office of the Association is located at Rue du Luxembourg 66, B-1000 Brussels, Belgium.

The official address of the Biobased Industries Consortium (BIC) is:

*Biobased Industries Consortium (BIC)
European Forestry House
Rue du Luxembourg 66
B-1000 Brussels
Belgium*

2. DURATION

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3. OBJECTIVES AND ACTIVITIES

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4. ETHICAL CONDUCT

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5. MEMBERSHIP

Ad 5.2.1 Full Membership is open to industrial and commercial companies, or any other kind of legal entity representing industrial and commercial companies, which are active in the field of biobased industries (hereafter 'Industry Members').

Active in the field of biobased industries means:

- In general: active through either research, innovation or demonstration along the value chain and actively involved in building businesses and business cases to contribute to a more competitive, efficient and sustainable Europe.
- More specific: Active in the field of the production, logistics, or transformation and/or processing of biomass, including waste/residues (e.g. via biorefineries) with existing and new processes into a spectrum of innovative marketable products and energy and as such actively taking part or building new innovative bio-based value chains.

In addition to being active in the field of biobased industries, Industry Members must sign a letter of engagement to participate into PPP projects.

Ad 5.2.2 Sub-categories of Industry Members ('Full Membership categories') are:

- (i) Category A ('Large') Members**
- (ii) Category B ('Small') Members**

The allocation of new Industry Members into one of these membership sub-categories will be decided by the General Assembly, on the basis of the Applicant's request and upon proposal by the Board of Directors.

Industry Members categories are defined as follow:

- Category A members are typically large companies or clusters representing SMEs.
 - Large "Brand Owners": large "brand owners" can become a full member at reduced membership fee (see Ad. 8.2). The application has to be approved on an individual basis by the BIC Board. "Brand owners" have the same rights as other full members, but no access to the Programming working group.
- Category B members are typically SMEs, or clusters representing SMEs.

The Association follows the EU definition (EU recommendation 2003/361) for Small and Medium-Sized Enterprises (SME). The main factors determining whether a company is an SME are: the number of employees shall not exceed 250 and either the turnover or the balance sheet total shall be below € 50 million or € 43 million respectively.
- A cluster is a group of (Small, Medium-sized and Large) companies and other stakeholders.
 - Clusters may choose to apply for membership as either Category A or Category B Members, according to their size, and in accordance with article 5.2.2 of the Statutes.
 - Clusters can apply for Industry Membership if they represent at least two of their SME members, with a (written) mandate from their participating companies and commitments for investment into PPP projects by those companies.
 - Individual participants of/in Clusters can become direct Industry Members.

Ad 5.3.1 Legal entities that have an interest in the activities of the BIC¹ but are not companies active in the field of biobased industries (hereafter the 'Associate Members') can be eligible for Associate Membership.

¹ The Association

The associated memberships shall be described in the Internal Rules. The General Assembly is authorized to create (additional) categories of Associated Members, to attach different rights and to determine different membership fees per category of Associated Members.

Categories of Associate Membership are:

- Category C: Supporting organisations (European industry associations and technology platforms)
- Category D: Clusters and national/regional associations
- Category E: Research organisations (e.g. Universities and Research Institutes)
- Category F: Other relevant stakeholders

Further details are provided below:

- Category C (European organisations): European trade associations and European Technology Platforms representing the interests of industry, foresters and farmers.
- Category D (Clusters and national/regional organisations): national and regional clusters, and national or regional associations, representing SMEs, but also research organisations and large companies; other regional organisations
- Category E (Research organisations): Organisations, such as RTOs and Universities, who as their predominant activity provide research and development, technology and innovation services to enterprises, governments and other clients.
- Category F (Other): Other types of organisations (e.g. consultants, NGOs, financing institutes, etc.) which have been recognized by the General Assembly as contributing to the objectives of BIC.

Membership fees for Associate Members are detailed in Article 8 of the present Internal Rules.

Ad 5.3.2 Associate Members enjoy the following rights:

- **participating in Working Groups under conditions specified in the Internal Rules;**
- **presenting its defense at the General Assembly, if a request for exclusion is submitted for General Assembly decision;**
- **resigning from the Association after having notified such decision to the Executive Director by registered letter;**

Specific rights by categories of associate members are detailed below:

- Category C, D, E, F members: participating in the General Assembly, without voting rights, upon specific invitation by BIC Chairperson;
- Category C, D, E, F members: participating in Working Groups on invitation by the Chair;
- Category C, D, E, F members: contributing to Programming Taskforces and stakeholders consultations;

Ad 5.4.1 Project Members are legal entities which are beneficiaries of a BBI JU project, and have accepted to follow the BIC Statutes and Internal Rules, in particular the rights and obligations of BIC

Members.

Project Members validation is carried out directly by BIC Executive Director, assisted by BIC Office, based on information provided by the BBI JU on the BBI JU project beneficiaries. A list of Project Members will be presented to the Board of Directors for confirmation and General Assembly for information.

6. APPLICATION FOR MEMBERSHIP

Ad 6.1 All applications for membership shall be sent to the BIC's Executive Director, with all necessary documentation evidencing that the applicant fulfills the membership requirements.

Applicants will provide the following information based on the templates provided:

- The dully-filled application form
- A one-pager description of the legal entity and its interests and activities in the biobased economy and the PPP;
- The requested membership category.

Applicants for Industry Membership will also submit:

- a signed confidential letter specifying the foreseen amount of investment in the PPP projects.
- For clusters, a signed letter of delegation of representation by at least two SMEs in their membership.

In case of uncertainty on the category of the applicant for Industry Member, the Board of Directors will discuss the category with the applicant, based on the information provided and the request of the Applicant, before submitting a suggested category to the General Assembly, who will make a final decision.

In case of uncertainty on the category for an Associate Member, the Board of Directors can postpone any decision on acceptance of the applicant or can decide on a temporary admittance, until the next General Assembly.

7. TERMINATION OF MEMBERSHIP

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8. OBLIGATIONS OF THE MEMBERS - FINANCIAL CONTRIBUTION

Ad 8.2 Financial contribution – annual membership fee

The membership fees will be established on a yearly basis by the General Assembly, upon proposal of the Board of Directors. The membership fees and eventual other financial contribution are voted

by the General Assembly as a non-weighted vote.

The annual Membership fees by category are:

Membership Category	Sub-category	Fees
Full Members - Companies	Large – category A	€ 30.000
	Large – category A (Brand owners)	€ 10.000
	SMEs – category B	€ 5.000
Full Members - Clusters	Large – category A	€ 30.000
	Small – category B	€ 5.000
Associate Members	Category C, D,E,F	€ 1.000
Project Members		€ 0

- For new Members, who apply for BIC Membership after July 1st, the Membership fee will be calculated as a pro-rata of the number of months to the end of the Financial Year at the date of Board approval.

Ad 8.3 Project contributions

The project contribution is equivalent to 4% of the total amount of grants from the call budget to be received by project consortium partners under BBI JU projects pursuant to the BBI JU Regulation. The project contribution is calculated based on the project budget included in the Grant Agreement.

9. GENERAL ASSEMBLY

9.1 Organisation of the General Assembly

Ad 9.1.1 The General Assembly of the Association shall be convened by the Chairperson of the Association or Executive Director and shall meet at least for one ordinary meeting per year. ...

- To the exception of any extraordinary General Assembly, the Board of Directors and the Executive Director will set the date(s) of the General Assembly meetings for the whole year well in advance in order to facilitate organisation.

Ad 9.1.3 Each Industry Member has one vote, except in case resolutions are to be adopted on matters of a strategic nature as detailed in Article 9.2.2, in which case a weighted voting mechanism shall apply as follows:

- (i) **Category A-Members will have six (6) votes when deciding on these matters;**
- (ii) **Category B-Members will have one (1) vote when deciding on these matters.**

Each Industry Member has one weighted vote according to its Membership category. Vote Weight according to categories and types of decisions:

Membership Category	Vote Weight	
	Structural decisions with non-weighted vote	Strategic decisions with weighted vote
Industry Member Category A	1	6
Industry Member Category B	1	1
Associate Members	No vote	No vote

Ad 9.1.4 Attendances and proxies must be notified in writing to the Executive Director before each meeting within the timeframe set out in the Internal Rules. One Industry Member, however, may not represent more than two other Industry Members.

To facilitate meeting organisation and voting procedure, the attendance and the name of the Member representative to the General Assembly should be confirmed to the Executive Director at least two weeks before the General Assembly.

Industry Members not attending the General Assembly should strive to provide a proxy to a specified Industry Member or a blank proxy no later than a week before the General Assembly.

9.2 Competence

Ad 9.2.2 [...] Decisions of a strategic nature applying weighted voting mechanism: ...

Decision of a strategic nature falling under the competence of the General Assembly for decision may be added.

Ad 9.3 Quorum and Adoption of Decisions

Rules for quorum and decision by the General Assembly, as described in the Statutes under Article 9.3 and article 17, are summarized in the table below:

Decision	Majority	Quorum (present and represented)
Decisions	2/3 of the votes	1/2 of the Members
Exclusion of a Member	3/4 of the votes	1/2 of the Members
Amendments to the Purpose of the Association in the Statutes	4/5 of the votes	2/3 of the Members
Other amendments to the Statutes	3/4 of the votes	2/3 of the Members
Dissolution of the Association	4/5 of the votes	2/3 of the Members

Ad 9.3.4 The General Assembly may adopt all resolutions within its power by way of an electronic voting procedure, either within the framework of an actual meeting or without having to convene and hold a meeting of the General Assembly.

The Board of Director may decide to have an electronic vote for a decision by the General Assembly, in particular where electronic voting simplifies the procedure and where a decision is necessary before a General Assembly is or can be scheduled.

Electronic vote will be opened for at least one week from the date of notification of the vote to the Members.

10. BOARD OF DIRECTORS

10.1 Composition and designation

Ad 10.1.1 The Association is managed by the Board of Directors whose members are physical persons or legal entities and are elected by the General Assembly. The minimum number of Directors on the Board of Directors is six and the maximum number is twelve. The Board of Directors composition should be a balanced reflection of the composition of the Industry Members.

- Legal entities must state clearly who within their organisation will represent them as a Director of the Board.
- The Board aims to have the maximum number of Directors.
- The following procedure will be used for the election of the Board of Directors.

Voting Procedure and principles for the selection of the Board of Directors:

Industry Members will elect the Board of Directors according to the following voting procedure and principles.

Principle for a balanced reflection of the composition of the Industry Members:

Six industry sectors have been chosen as key sectors of the biobased industries:

- agri & agro-food;
- energy & biofuels;
- forest based & Paper/Pulp;
- chemicals & materials;
- biotech, technology providers & other sectors (e.g. end users);
- SMEs & SME representatives: for all and only category B Members.

Industry Members choose their key sector of activity when applying for membership or through a Members' survey.

Before the General Assembly vote:

1. Industry Member can propose one (1) candidate for a seat in the Board of Directors; the candidate needs to be of an appropriate level. He or she will provide the Executive Director of the Association with a CV and a short description on how they see their role on the Board of Directors (template provided).
2. Candidates will indicate what sector they represent and will additionally indicate in what other sectors they are active in.
3. An Election List will be prepared, stating: name of the candidate, affiliation (or members they represent in case of multiple SME-representations) and the sector they represent.

During the General Assembly vote:

1. The Industry Member representatives will fill-in a single Election List.
2. Each Industry Member has 3 votes to be used for 3 different candidates. Members have the right to vote for any candidate (including their own candidate), but need to use all 3 votes; Election List with less than 3 ticks will be invalid.
3. Candidates are ranked according to the amount of votes received: he/she who has most votes is ranked highest.
4. The following candidates are elected on the basis of most votes received, up to a maximum of twelve seats in total, and respecting the maximum number of seats per sector given below. They are elected for a period of two (2) years.
5. The following maximum number of seats per sector applies:
 - in case of 6 board members, 1 seat per sector
 - in case of 7-9 board members: maximum 2 seats per sector will be allowed
 - in case of 10-12 board members: maximum 3 seats per sector will be allowed

Ad 10.2.3 The Board of Directors is, amongst others, competent for: [...] choosing among the Directors, the BIC representatives to the BBI Governing Board, and informing the General Assembly;

The BIC representatives to the BBI JU Governing Board are selected amongst BIC Directors. They will represent BIC and not their organisation or a sector.

The BIC representatives to the BBI JU Governing Board are 5 BIC Directors, among which the Chairperson of BIC (de facto), and an SME representative (selected from the 'SME and SME representative' sector). All other BIC Directors can be "Alternates", replacing Governing Board Members when they cannot attend a meeting.

Ad 10.2.4 The Board of Directors shall meet according to the rules defined in the Internal Rules. The Board of Directors shall meet at least twice a year and also on the initiative of the Executive Director. The meeting notice will be notified by mail or email at least two weeks before the date of the meeting and must include the agenda.

- The Board of Directors will – as soon as established – and latest every December of the year set up a meeting schedule for the meetings of the Board of Directors for the coming calendar year. In this, they will also include one meeting just before and as preparation for the General Assembly.
- The meetings of the Board of Directors may be held virtually, without the members physically attending the meeting in the same place, by conference call or video conference or by any other relevant communication means. In these cases, decision making is allowed via these virtual means, and will be confirmed by mail or email by each of the separate members present at the meeting
- All members will receive the agenda and a summary of the decisions taken by the Board of Directors within 2 weeks after each meeting.
- In cases where decisions require a certified document, the Board of Directors will physically meet.
- The Board of Directors will suggest before and to the first General Assembly a mandate structure, detailing powers on financial transactions, towards contracts etc. to be approved by the General Assembly.

11 WORKING GROUPS

Ad 11.3 The operational details of the functioning of the Working Groups are further detailed in the Internal Rules.

- The decision to set up Working Groups lies within the Board of Directors.
- The Board of Directors will designate one Director per each Working Group to secure the link with the Board of Directors and in order to manage decision making. The Board of Directors will appoint a chairman for each of the Working Groups.
- A list of Working Groups, tasks and mission will be communicated to the Members and each Member will be asked to contribute to the Working Groups; external advisors can be asked to complement the Working Groups.
- For each General Assembly, a short summary of objectives and achievements of the Working Groups will be provided to the members.
- Working Groups will set up an annual plan and report on a quarterly basis to the Board of Directors.

12 BIC Office²

² BIC Office: the office of the Association

13 EXECUTIVE DIRECTOR

Ad 13.4 The function of Executive Director is remunerated.

- The remuneration of the Executive Director is decided by the Board of Director as part of his/her contract negotiation. Such remuneration should be at a level consistent with the common practice for Directors of European Industry Associations in Brussels.

Ad 13.6 The duties of the Executive Director and the outline organisation of the BIC Office are specified in the Internal Rules.

- The Executive Director reports and is accountable to the Board of Directors.
The Executive Director will report to the Board of Directors whenever necessary, but at least with the frequency as requested by the Board of Directors; these reports will be done by means of written reports as well as verbal explanations / face-to-face meetings whenever requested by the Board of Directors.
- The Executive Director is entrusted with and responsible for the daily management of the Association, which includes amongst others, selecting and managing the BIC Office;
- The Executive Director prepares the budget of the Association and is responsible for follow-up on the approved budget;
- The Executive Director proposes strategies to the Board of Directors and implements the Board of Director's decisions and approved strategies;
- The Executive Director will prepare, coordinate and follow-up the meetings:
 - of the Board of Directors;
 - of the General Assembly;
 - with the JTI;
 - with the relevant European institutions;

14. BIC CHAIRPERSON

15. REPRESENTATION

Ad 15

- The Executive Director will for this purpose design a list of positions and key messages
- Any representative of the Association shall always act in accordance with the objectives of the Association. It shall, in this respect, inter alia:
 - Consult with the members of the Association through relevant bodies (Board of Directors, Working Groups) depending on the issue.
 - Not defend positions that have not been agreed upon within the Association, that only represent a part of the Members and of which it might be anticipated to not be the position of the whole Association
 - Report back to the members through the relevant body on the representation role taken

- Every year, a list of spokespersons (on top of the Executive Director and Board of Directors) shall be designated to represent the Association at conferences, public events or with the media.
- For Directors of the Board, a liability/third party insurance can be taken out.

16. ACCOUNTS AND BUDGET

Ad 16.2 The Board of Directors shall submit for approval by the Annual General Assembly accounts for the past financial year and a budget for the next year.

The annual budget shall include, inter alia, the following categories:

- Income
 - Total revenues (fees and possible additional financial contributions)
- Expenses
 - Salaries
 - Operational costs, such as
 - Travel and expenses
 - Telecoms & ICT
 - Conferences
 - Subscriptions
 - Meetings
 - Office
 - Office supplies
 - PR
 - Bookkeeping and audit
 - Insurances
 - Experts support (e.g. lawyer)
 - Reserved fund (2% fixed income)
- The Executive Director shall send a status on budget and accounts to the Board of Directors every quarterly and be discussed at the subsequent meeting of the Board.
- The status shall include a comparison between the expenditures per category as defined in the planned budget and as spent.

17. CHANGES TO THE STATUTES

18. DISSOLUTION

19. INTERNAL RULES

Ad 19.1 Upon proposal of the Board of Directors, the General Assembly shall adopt the Internal Rules, which implement and specify the provisions of these Statutes and also regulate the activities of the Association. ...

Amendments to the Internal Rules can be proposed by any Industry Member, by a member of the Board of Directors and the Executive Director. The Executive Director will present proposals for amendments for the Internal Rules to the General Assembly, which will decide on incorporation of such amendments.

Every year, in preparation of the General Assembly meeting, the workability of the Internal Rules will be assessed by the Board of Directors and fed back to the General Assembly. In this respect, the Board of Directors will propose eventual changes to Internal Rules for approval by the General Assembly.

20. APPLICABLE LAW

21. WORKING LANGUAGE AND LANGUAGE OF THE STATUTES

MISCELANIOUS

It is the intention of the BBI JU to organize at least once a year a high level meeting at the level of CEOs/Board members and EU commissioners in order to express the mutual interest in the joint initiative.