

FULL TEXT

of the Constitution of **RadTech Europe**, an association with full legal capacity, having its seat in The Hague, as amended in part by a deed executed on 3 November 2011 before H. Matzinger, a civil law notary practising in The Hague.

CONSTITUTION

I. General

Article 1

An international association has been formed whose name is "**RadTech Europe**" (hereinafter referred to as "the Association").

Article 2

The Association has its seat in The Hague, the Netherlands. The contact details for secretarial matters are: RadTech Europe Secretariat, c/o Lejeune Association Management, Laan Copes van Cattenburch 79, NL-2585 EW The Hague.

Article 3

The objects of the Association are:

- to serve the interests of its members;
- to advance and promote the use of UV/EB curing technology.

Article 4

The Association has been formed for an indefinite period. The Association adheres to the laws and regulations of the European Community with respect to industry associations.

II. Members

Article 5

The Association has the following categories of members:

- a) Category I Members are suppliers of raw materials and chemicals. These members have three votes each because of the substantially greater financial contribution they make.
- b) Category II Members are suppliers of equipment and formulators and have one vote each.
- c) Category III Members are companies, end users of UV/EB systems and consultants and have one vote each.

- d) Category IV Members are individual employees of companies in category 1, 2 or 3 (provided that the company is a member of the Association). These members have one vote each.
- e) Category V Members are affiliate members (sister associations of RadTech, non-commercial or academic organizations) or companies as described under Category I or II with fewer than ten (10) employees; these members have one vote each.

Article 6

Honorary membership without voting rights may be conferred on members of the Association and on other individuals for their meritorious services to RadTech or for UV/EB in general. Honorary members are appointed by the General Assembly of the Association, on the recommendation of the Management Committee.

Article 7

Any member may resign from membership of the Association with effect from the next calendar year by giving written notice to that effect to the Secretariat of the Association by registered letter before the end of September.

Article 8

Any member who contravenes or fails to comply with this Constitution may be expelled from membership. A resolution to expel a member shall be passed by the General Assembly. The member concerned remains entitled to defend himself before the Management Committee of the Association before a resolution is passed by the General Assembly.

Article 9

A member who has ceased, by resignation, expulsion or otherwise, to be a member of the Association, shall have no claim on the funds of the Association. Such member shall remain liable for the membership fee for the financial year in question.

III. General Assembly (GA)

Article 10

The General Assembly, whose meetings are convened by the Management Committee, has all the rights, powers and privileges necessary or expedient to enable it to carry into effect the objects of the Association.

Article 11

The General Assembly may in particular:

- a) determine the general policy of the Association, to be implemented by the Management Committee;
- b) promote top level contacts with the authorities of the European Union;
- c) pass resolutions on the expulsion of members in accordance with Articles 8 and 9;
- d) pass resolutions on amendments to the Constitution, on the dissolution of the Association, as well as on the manner of dissolution and the disposal of the funds of the Association in accordance with Article 27 of the Constitution;
- e) appoint the members of the Management Committee of the Association: the President,

one or two Vice-Presidents, a Secretary and a Treasurer in accordance with Article 18 of the Constitution;

- f) appoint other Management Committee members in accordance with Article 15 of the Constitution;
- g) approve the annual report by the Management Committee on the activities of the Association during the past year and on planned new activities;
- h) engage an external auditor to audit the financial statements of the Association;
- i) adopt the financial statements and the budget and determine the membership fee for the next year in accordance with Articles 22 and 25 of the Constitution.

Article 12

The General Assembly shall consist of members from all the membership categories.

Category I Members shall appoint one delegate who is authorized to exercise the voting right. Honorary members may attend the General Assembly but have no vote.

A member who is unable to attend the General Assembly may be represented by another member. However, one member may represent not more than four other members outside his own company. The Secretary of the Association must be notified in writing of any proxies. At the opening of each meeting, the Secretary shall inform the General Assembly of any proxies.

All resolutions passed by the General Assembly shall be implemented by the Management Committee.

Article 13

The General Assembly shall pass resolutions by a majority of the votes cast by the members who are present or represented at the meeting, except as otherwise provided by the Constitution.

Fifty per cent of all members must be present or represented, except as otherwise provided by the Constitution. If this quorum requirement is not met, a new General Assembly shall be convened, which may pass valid resolutions regardless of the number of members present or represented. No resolution may be passed in respect of any item not included on the agenda circulated before the meeting. Voting by correspondence should be avoided. However, a written consultation of all members may exceptionally be undertaken if a resolution is not sufficiently important to warrant an extraordinary meeting of the General Assembly, but the resolution cannot be deferred until the following ordinary meeting of the General Assembly. Replies must then be given within twenty-one (21) days. The absence of a reply within this period shall be construed as acceptance. Each resolution passed in writing shall be recorded in the minutes of the first subsequent meeting of the General Assembly.

The agenda for each meeting of the General Assembly shall be prepared by the President on behalf of the Management Committee, and be circulated by the Executive Secretary to the members such that the members receive the agenda at least fourteen (14) days before the day of the meeting in question.

Article 14

The General Assembly shall meet at least once a year. The General Assembly shall be chaired by the President of the Management Committee. The President is obliged to convene an extraordinary meeting if so requested by at least thirty per cent (30%) of the members.

IV. Management Committee

Article 15

During intervals between meetings of the General Assembly, the Association shall be managed by the Management Committee in accordance with the resolutions passed by the General Assembly.

The Management Committee shall consist of at least the following members: the President, one or two Vice-Presidents, the Treasurer, the Secretary and the Chairs of special committees appointed by the Management Committee. If a member of the Management Committee resigns during his term of office, the Management Committee shall be entitled to appoint a temporary substitute Management Committee member, who shall then be elected at the next meeting of the General Assembly. Members of the Management Committee shall be appointed for a two-year term, which term may be extended if a member of the Management Committee puts himself forward for re-election.

Article 16

The Management Committee shall meet at least twice a year. A meeting of the Management Committee shall be convened if so requested by at least four Management Committee members. Fifty per cent of the members of the Management Committee plus one must be present or represented. Each Management Committee member has one vote. A Management Committee member who is unable to attend a meeting may be represented by another Management Committee member. A Management Committee member may represent only one other Management Committee member.

Members of the Management Committee may be suspended or removed from office by the General Assembly by a two-thirds majority vote.

Resolutions of the Management Committee shall require a majority of seventy-five per cent of the Management Committee members present or represented. Resolutions on any items not included on the circulated agenda may be passed only if all the members of the Management Committee are present and vote in favour of the resolution in question. A written consultation may exceptionally be undertaken as set out in Article 13.

Article 17

The Association shall be entitled to provide support to and cooperate with groups within the UV/EB industry, provided that they pursue objects similar to or compatible with those set out in this Constitution. The modalities of the cooperation shall be determined by the Management Committee in consultation with the group in question.

V. Appointment of the Management Committee / Presidency / Representation

Article 18

The General Assembly shall appoint a President, one or two Vice-Presidents, a Treasurer and a Secretary of the Association from among the representatives of its members.

In the year preceding the year in which the term of office of the President terminates, the General Assembly shall elect a President-Elect. The President-Elect shall be appointed for a one-year term.

The President and the Vice-President shall be appointed for a two-year term and may serve a further two-year term if they put themselves forward for re-election.

On the expiry of the President's final term of office, or if the President ceases to hold office before his regular term of office expires, the President shall be succeeded by the President-Elect.

If the President ceases to hold office before his regular term of office expires and if no President-Elect has been elected, the President shall be succeeded by the Vice-Presidents, or by one of them, until the end of the current term of office of the President who has ceased to hold office.

The President or, in his absence, one of the Vice-Presidents shall chair the meetings of the General Assembly and the Management Committee.

Certain duties of the Secretary and Treasurer may be delegated to an Executive Secretary.

Article 19

Documents and all other records that bind the Association vis-à-vis third parties and that do not relate to day-to-day administrative matters shall be signed by the President or by one of the Vice-Presidents of the Association, except where the Management Committee has given someone else a special power of attorney .

The Association shall be legally represented by the President or by any of the other Management Committee members designated by the Management Committee.

The Management Committee shall be entitled to enter into agreements for the acquisition, disposal and encumbrance of property subject to compulsory registration and to enter into agreements by which the Association binds itself as surety, as guarantor or as joint and several debtor, warrants performance by a third party or guarantees third-party debts.

The Management Committee shall require the approval of the General Assembly to enter into agreements by which the Association binds itself as surety, guarantor or joint and several debtor, warrants performance by a third party or guarantees third-party debts.

VI. Administrative and Functional Committees

Article 20

Administrative committees may be set up, whose members may be appointed by the Management Committee. Such committees may perform temporary or permanent duties, such as the promotion of the Association and its membership.

The Management Committee may set up functional committees and determine their membership, their mandate and the term for which they are constituted. Such functional committees may deal with the following (without limitation): government relations,

standards and quality control, safety, publications and conferences. The composition, organization and activities of and reporting by the functional committees shall be laid down in a Guidance Manual made available to all committee members.

The Chairs of the functional committees shall be appointed by the Management Committee.

VII. External Services

Article 21

The Management Committee may appoint an Executive Secretary who will be responsible for the day-to-day administration and financial records of the Association. The Executive Secretary shall attend the General Assembly but does not have the right to vote.

The Management Committee shall be entitled to appoint other external service providers (consultants, technical experts, editors et cetera) for certain specific tasks.

VIII. Working language

English shall be the working language of the Association.

IX. Membership fee — Budget — Financial statements

Article 22

The members shall contribute to the expenses incurred by the Association by paying a membership fee which shall be determined annually by the General Assembly.

Pending approval by the General Assembly of the budget and membership fee, the Treasurer may request the members to make an advance payment which is commensurate with the membership fee for the preceding year.

Article 23

Each member shall be liable for the annual membership fee but shall not be individually liable for the commitments entered into in the name of the Association.

Article 24

The financial year of the Association coincides with the calendar year.

Article 25

Each year, the Management Committee shall submit the financial statements for the past financial year and the budget for the next financial year to the General Assembly for approval.

X. Internal regulations (by-laws, manuals)

Article 26

The General Assembly may adopt internal regulations that are compatible with the provisions of this Constitution, in order to ensure the functioning of the Association and its administration.

XI. Amendments to the Constitution and dissolution

Article 27

In the case of a proposed amendment to the Constitution, the text thereof must be included in the notice of the General Assembly at which the the proposed amendment will be considered. Resolutions to amend the Constitution or to dissolve the Association shall

require a majority of two thirds of the votes cast by the members present or represented. If less than fifty per cent of the members are present or represented for a vote on an amendment to the Constitution or the dissolution of the Association, a new General Assembly shall be convened, which shall pass a valid resolution based on a correspondence vote and the vote of those present regardless of the number of members present or represented.

If a resolution is passed to dissolve the Association, the General Assembly shall decide on the disposal of any surplus assets on dissolution and shall appoint liquidators to wind up the Association's financial affairs.

XII. General Provisions

Article 28

A voting member who is unable to attend the General Assembly may personally cast his vote by electronic means of communication, on condition that the electronic means of communication allows the identity of the voting member to be established and enables him to follow the proceedings at the meeting in real time and to exercise his voting right. It is not a requirement that the electronic means of communication allow voting members to participate in the deliberations.

Votes cast by electronic means of communication prior to the General Assembly, but no earlier than thirty days before the day of the meeting, shall be equivalent to votes cast during the meeting.

Conditions may be laid down in standing orders governing the use of electronic means of communication for the casting of votes at the General Assembly.

Article 29

If the Association is requested to make an official statement on a particular issue, an effort shall be made to ensure that the minority view is properly expressed.

Article 30

All matters not provided for by this Constitution shall be governed by the laws of the Netherlands.

The previous version of this Constitution, dated the twenty-fourth day of January two thousand and two, was replaced by this version on the eighteenth day of January two thousand and seven, which was amended in part on the third day of November two thousand and eleven.