

**APPENDIX 1 - STATUTES
FROM THE FRENCH SOLID WASTE PARTNERSHIP (FWP)**

March 9, 2023

FRENCH Solid Waste PARTNERSHIP
Statutes
Approved by the General Assembly of
09/03/2023

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Article 1 - NAME

It is founded between the members of the present statutes an association governed by the law of July 1^{er} 1901 relating to the contract of association and the decree of August 16 1901 taken for the execution of the law of July 1^{er} 1901 relating to the contract of association.

This association is called the "Partenariat Français pour les Déchets" (PFD).

In English, the French Solid Waste Partnership is known as FSWP.

Article 2 - PURPOSE

The French Solid Waste Partnership is a multi-stakeholder platform in the field of waste, whose main purpose is to coordinate and amplify the voice of French waste stakeholders in order to advocate in Europe and internationally for: the collection, treatment and recovery of resources present in waste, promoting a sober and more circular economy to facilitate the achievement of the objectives of the Agenda 2030.

The objectives of the French Solid Waste Partnership include

- To make available information on the actions of its members and the European and international community;
- To constitute a place of prospective reflection, exchange of information, experiences and know-how in the field of waste, with the aim of informing and nourishing exchanges with international bodies;
- To contribute to the inclusion of waste management in the priorities of the French, European and international political agenda;
- Provide input to French, European and international institutions, in particular to share international experience;
- To elaborate and promote the messages produced by the FSWP established in a spirit of consensus and to disseminate the know-how of its members in the French, European and international debates and instances;
- To contribute to the advancement of strategic waste management objectives in these debates and forums, including the primary objectives of ensuring the best possible service to residents so that no one is left behind and all waste is collected, treated and recovered;
- To constitute a multi-actor entry point for European and international requests for contributions from French actors to preparatory work, negotiations or international events;
- To promote the main principles of waste reduction and management implemented in France and the expertise and know-how of all its members, by strengthening their participation in international forums;
- Centralize and monitor the implementation of commitments made by French actors, particularly during international events;
- To advocate at the highest international levels, such as the difficulties and challenges faced by public authorities in charge of waste management around the world with regard to the Sustainable Development Goals (SDGs), and in particular SDGs 11 and 12 with target 11.6 on

the environmental impact of sustainable cities and communities, and targets on environmentally sound waste management (target 12.4) and on waste reduction (target 12.5);

- Projecting waste-related actions from prevention to treatment in a response to broader issues such as the fight against climate change SDG 13, preservation of water resources SDG 6, access to reliable and economic energy services SDG 7, protection of the oceans SDG 14 and protecting biodiversity SDG 15;
- Contribute to improving the understanding of issues related to waste prevention, treatment and recovery, in particular by promoting media coverage of European and international issues and, more generally, through all communication actions likely to promote awareness among populations, governments and marketers of the need to preserve our global resources and an adequate quality of life.

Article 3 - HEAD OFFICE

The head office of the FSWP is located at :

Partenariat Français pour les Déchets (French Solid Waste Partnership)
SYCTOM
86, rue Regnault
75013 PARIS

It may be transferred to any other location in metropolitan France, after a majority vote of the Board of Directors.

Article 4 - DURATION

The duration of the association is unlimited.

Article 5 - ADMISSION

To be part of the Association, it is necessary to be approved by the Board of Directors, which decides, during each of its meetings, on the requests for admission presented.

As such, the following may be members of the French Solid Waste Partnership

- **Legal entities** under French law whose head office is located in France or abroad, from the public or private sector, involved, or planning to be involved, in the field of waste in France, in Europe or internationally.

They are distributed according to the following nomenclature of colleges:

1. College "State, its public establishments and the Parliamentarians
2. College " NGOs, Associations and Foundations

3. College "Local authorities".
 4. College of Economic Actors
 5. Scientific, technical, research and training organizations" college
- **Natural persons**, of all nationalities, who in one way or another, have a competence or an activity in the field of Waste at the French or international level. They are part of the sixth College:
6. College "Individuals
- Ex-officio members, appointed from time to time by the Board of Directors.

Practical considerations:

Any legal entity member shall inform the Association of the name of the natural person responsible for representing it in the Association. This representative may designate, from time to time, by a signed power of attorney, any proxy of his choice to sit on his behalf.

When applying for membership, legal entities propose their inclusion in one of the five colleges defined above, depending on their main activity and their statutes.

Membership in the FSWP implies full and complete adherence to these statutes. Legal entities that are members of the FSWP undertake to participate actively in the development and implementation of the FSWP's action program in the same way as natural persons.

Article 6 - MEMBERSHIP REQUIREMENTS

Each member is required to pay an initial flat fee at the time of joining and an annual fee, due on the first day of each calendar year. The amount of the fees may vary between the different categories of members as defined by the General Assembly.

- Active members are those who pay an annual fee, the amount of which is set each year by the General Assembly, and whose admission, as well as their integration into one of the six colleges provided for above, have been validated by the Board of Directors, on the proposal of the Bureau.
- Donor members are those active members who make an annual contribution to the FSWP budget. Donor members may be exempted from paying the annual fee at their request.
- Honorary members are any natural or legal person nominated by the Board of Directors who has rendered outstanding services to the Association or who has contributed significantly to the achievement of its goals.

The Board of Directors establishes before each general assembly the updated list of its members.

Article 7 - LOSS OF MEMBERSHIP

Membership is lost by :

- Written resignation,
- The death of the individual,
- Dissolution of the legal entity,
Expulsion pronounced by the Board of Directors for non-payment of the annual membership fee at the end of the year for which it is due,
- For misconduct against another member or for behavior detrimental to the image of the Association.
In the event of expulsion for misconduct, the member concerned shall be invited to make representations to the Board of Directors, either orally or in writing.

Article 9 - BOARD OF DIRECTORS

The Association is managed by a Board of Directors, chaired by the President of the FSWP and composed, by college, of two full members and two substitute members, elected for three years, college by college, at the General Assembly. The members can be re-elected under the same conditions.

The President, the General Manager, the two Vice-Presidents and the Treasurer are members of the Board of Directors by right.

The Board of Directors is renewed every three years.

The members of the Board of Directors are eligible for re-election under the same conditions as the President, without limitation of the number of terms.

In the absence of one of the members, a titular representative may be replaced by his or her alternate to exercise his or her right to vote.

The Board of Directors meets at least twice a year at the invitation of the President or at the request of one third of its members.

The Board of Directors may delegate part of its powers; the delegation of powers is recorded in writing.

The Chairman may invite other participants to the meeting, who shall then have only an advisory vote.

The Board of Directors is convened in writing by the President or by one third of its members in office, at least 48 hours before the beginning of the meeting.

As an exception, the first meeting of the Board of Directors following the adoption of a revision of the bylaws may be held without any time limit.

As an exception, the first year following the creation of the association, the meetings of the Board of Directors can be held in the presence of the members by right only, while waiting for the designation of the representatives of the colleges.

It meets validly if one third of its members in office are present or represented.

The decisions of the Board of Directors are taken by a show of hands by a majority of the members present or represented and having a deliberative vote.

A secret ballot may be requested by at least half of the members present or represented, and is compulsory when the vote concerns members of the Association or representatives of legal entities of the FSWP. In the event of a tie, the President shall have the casting vote. The functions of the members of the Board of Directors are unpaid.

Each member has one vote and no one may hold more than two proxies.

Members of the Board of Directors may participate in Board meetings by videoconference. Directors who participate remotely by videoconference in the meeting are considered as present for the calculation of the quorum and the majority required for votes by show of hands.

The directors are bound by an obligation of confidentiality with respect to any facts that they may come to know in the course of their mandate, with regard to any person other than the one they represent within the association.

In the event of vacancies, the Board of Directors temporarily replaces its elected members who have left their position, by co-option within the college concerned. They are replaced definitively by the next General Assembly. The powers of the members thus elected end on the date on which the mandate of the replaced members should have expired.

The Board of Directors periodically validates the annual fee schedule proposed by the Board for adoption by the General Assembly. It validates the provisional budget and the accounts presented by the Treasurer within six months of the end of the annual financial year.

To assist in its operation, the Board of Directors shall create any committee or working group it deems appropriate and appoint their members.

It may also delegate powers to any member of the association for a specific mission or action.

The Board of Directors appoints the Executive Director of the FSWP to supervise and coordinate the Bureau and to execute the policy decided by the governing bodies.

Article 10 - ELECTION AND DUTIES OF THE PRESIDENT

The General Assembly elects, for a period of three years, the President of the FSWP by majority vote in a single ballot. In the event of a tie, the election is decided by drawing lots.

The President is the legal representative and spokesperson for the French Solid Waste Partnership. He is vested with all powers to carry out the operations necessary for the life of the Partnership, supported by the Managing Director.

He can sue and be sued, open and close bank accounts in the name of the association, and is responsible for reporting to each Board of Directors.

Under the conditions and within the limits that it determines, the Board of Directors may delegate to the President the power to take any other action necessary for the proper functioning of the association, and in particular to incur expenses up to an amount of €30,000 (thirty thousand euros) including tax.

He convenes and chairs the meetings of the Board of Directors and the General Meetings. He may delegate his powers to other members of the Board of Directors or to the Chief Executive Officer after having informed the Board of Directors.

If the President is absent from a meeting, one of the two Vice-Presidents by rotation or, failing that, the Treasurer may replace him/her.

The President may delegate, under his supervision and responsibility, by written decision, part of his functions to one or more Vice-Presidents, to the Treasurer and to the General Manager. He may always intervene directly in the areas that have been delegated.

The President is not remunerated.

The President may be re-elected for up to three terms.

In the event that the President relinquishes his or her duties, a new election shall be held within three months under the same conditions as the election of the FSWP officers (see Article 8).

Article 11 - TREASURER

The Board of Directors appoints the Treasurer for the duration of his or her mandate.

The Treasurer may be reappointed without limit to the number of terms.

The Treasurer is responsible for monitoring the budgetary and financial management of the association, if necessary in conjunction with the Auditor.

He submits the annual financial report to the Board of Directors for approval. The financial report presents in particular, by beneficiary, the expenses reimbursed to members by the association.

Article 12 - ASSIGNMENT OF VICE PRESIDENTS

Two Vice-Presidents may be appointed by the Board of Directors on the proposal of its President. Their nomination is validated by the General Assembly.

They are appointed for three years and may be re-elected without term limits.

They support and assist the Chairman of the Board of Directors in the performance of his duties.

They are members of the Board of Directors and have a deliberative vote.

The exercise of their function is not remunerated.

Article 13 - DIRECTOR GENERAL

The General Manager is an employee of the association. As an exception, as long as the association's treasury does not allow for a direct recruitment, the missions of the General Manager can be carried out within the framework of a service provision, validated by the Board.

It ensures the implementation of the following missions: the realization of the program of actions, the search for financing, the communication, the animation and the coordination of the work of the various working groups, the organization of the meetings of the authorities of governance, the relations with the members, the recruitment of new employees, the representation of the association in front of the jurisdictions.

He assists the President in his role as spokesperson and is placed under his authority. He is responsible for the execution of the budget and the management of the personnel. He is an ex-officio member of all bodies with consultative status.

The Chief Executive Officer may be placed at the disposal of or seconded to his or her home organization, in accordance with the legislative and regulatory provisions in force.

The Executive Director is the line manager for any DFP employees.

Article 14 - SECRETARY

The Board of Directors appoints the Secretary for the duration of his/her term. The Secretary may hold office concurrently with that of Treasurer or Vice President.

The Secretary may be reappointed without limit to the number of terms.

The Secretary ensures the drafting of the minutes of the meetings of the General Assemblies and the Boards of Directors.

Article 15 - OFFICERS OF THE BOARD OF DIRECTORS

The Bureau of the Board of Directors includes the President of the FSWP, the two Vice-Presidents, the Treasurer and the Secretary.

The members of the Bureau are elected or appointed for the duration of their mandate as members of the Board of Directors.

The members of the Bureau are collectively responsible for preparing and implementing the decisions of the Board of Directors. The Bureau proposes to the Board of Directors the admission and integration in each college of new FSWP members. On the proposal of the Treasurer, it submits the annual fee schedule to the Board of Directors for approval.

The Bureau of the Board of Directors approves the recruitment, dismissal and remuneration of the FSWP's salaried staff, within the framework of the implementation of its action program and budget, and requests the execution of these decisions from the Director General.

If necessary, an auditor is appointed by the General Assembly on the proposal of the President of the FSWP and on the recommendation of the Board of Directors.

Any member of the Board who, without justification, has not attended three consecutive meetings may be considered to have resigned.

Article 16 - ORDINARY GENERAL MEETING

The General Assembly includes all members of the Association. Persons may be invited by the President to participate in its meetings, without voting rights.

The General Assembly is the only one competent to fix the scale of the contributions due by the members, to modify the statutes and to pronounce the dissolution of the association.

It decides on the major orientations of the Association's action.

It decides, after debate, on any motion proposed by the Board of Directors, such as the admission of new members.

It discusses the activity report presented by the President and the financial report approved by the Board of Directors and presented by the Treasurer.

The Ordinary General Assembly meets at least once a year.

The Ordinary General Assembly meets on the invitation of the president sent at least seven days before the meeting. The convocation can be sent by mail or by e-mail. The convocation contains the agenda of the meeting.

The Ordinary General Assembly meets validly if at least one fifth of its members who have paid their dues are present or represented. It is chaired by the president of the association.

Each member has one vote, if he has paid his annual fee.

No person may hold more than two credentials.

Decisions are taken by a majority of votes of the members present or represented, by a show of hands, except for the election of the members of the Board of Directors.

The members can validly participate by videoconference in the meetings of the General Assembly with a functioning camera. Members who participate remotely in the meeting are considered as present for the calculation of the quorum and the majority required for votes by show of hands.

Article 17 - EXTRAORDINARY GENERAL MEETING

If necessary, or upon request of half plus one of the registered members, the President may convene an Extraordinary General Assembly which shall decide exclusively on the modification of the statutes, on the dissolution and allocation of the association's assets and on the merger with any other association.

The Extraordinary General Assembly, duly convened within a period of 10 working days by simple mail or by e-mail, can only validly deliberate if it includes half of the members present or represented with deliberative voting rights. The vote must be by simple majority.

If this proportion of present or represented members is not reached, the Extraordinary General Assembly is reconvened in accordance with the above provisions. In the second meeting, it deliberates validly, whatever the number of members present or represented with voting rights.

Article 18 - ADVISORY BOARD

Advisory Councils may be created and organized by the Board of Directors to address the issues and needs of the DFP.

Within this framework, a Scientific Council has been created, which constitutes a high-level forum for prospective reflection. It is a consultative body whose objective is to feed the FSWP's proposals. It reports to the President of the FSWP.

It can welcome up to ten members of all nationalities useful to its reflections. The President of the Scientific Council is appointed by the General Assembly on the proposal of the President of the FSWP.

The members of the Scientific Council are approved by the Board of Directors on the proposal of the President of the Scientific Council.

The President of the FSWP and the Director General participate ex officio in the meetings of the Scientific Council.

The members of the Scientific Council, under the direction of its President, meet at least once a year.

The Scientific Council can legitimately deliberate on its proposals if half of its members are present.

Proposals are approved by the Scientific Council by a simple majority.

Article 19 - RESOURCES

The association can benefit from all resources authorized by the legislative and regulatory texts in force, in particular the contributions of its members, the subsidies of the public and private persons, and the sums paid in return for the services it provides.

The budget year coincides with the calendar year.

The resources of the FSWP include the annual membership fees. These resources also include donations from donor members, as well as sums paid in return for services provided by the association.

Funding for the DFP is provided on a voluntary basis, preferably on a three-year basis, in the most balanced manner possible.

Article 20 - INDEMNITIES

With the exception of employees of the association, no other position may result in the payment of an indemnity.

In this respect, the missions entrusted by the President to a member of the association do not give right to any compensation.

Only expenses incurred in the performance of their duties may be reimbursed to the President, Vice-Presidents, directors, officers and members appointed to represent the FSWP, on the basis of receipts, in accordance with the conditions laid down in the rules of procedure by the Board of Directors.

Article 21 - INTERNAL RULES

Rules of procedure may be established by the Board of Directors to supplement the present statutes, and must be approved by the General Assembly.

The drafting of internal regulations is intended to fix the various points not provided for in the present statutes, in particular those relating to the internal administration of the association.

Article 22 - DISSOLUTION

In case of dissolution pronounced by the Extraordinary General Assembly after a two-thirds majority vote, one or more liquidators are appointed by the latter and the balance of the assets, if any, is devolved in accordance with the law, to a non-profit organization.

Approved in Paris, March 09, 2023