

**CHARTER OF**  
**THE INTERNATIONAL TUNGSTEN**  
**INDUSTRY ASSOCIATION**

**CHAPTER 1: NAME - HEAD OFFICE - PURPOSES - DURATION**

**Article 1**

There is hereby established an International Association with scientific purposes under the name "INTERNATIONAL TUNGSTEN INDUSTRY ASSOCIATION" abbreviated "ITIA".

This Association is governed by the provisions of the Code for Companies and Associations, and in particular the clauses relating to an international non-profit association contained in Book X of the Code for Companies and Associations.

**Article 2**

The registered headquarters is in the Brussels Region. This office may be transferred to any other place in Belgium by resolution of the Board of Directors (hereinafter the "Executive Committee").

**Article 3**

The purposes of the Association shall be:

- to promote and further the co-operation between members on matters of research in and studies of all aspects of the Tungsten industry and of collecting, disseminating and maintaining statistics and information on any other matter affecting that industry, excluding price and related information and any other proprietary information.
- to promote common interests and welfare of the Tungsten industry such as producing, processing, engineering, safety, pollution, packaging, and transportation;
- to represent the members of the Association to regional, national or international authorities, organisations or agencies, public or private;
- in general to do any or all lawful things necessary in connection with, or incidental to, the accomplishment of any of the purposes above said, without pecuniary profit to the Association or any member thereof.

**Article 4**

The Association is established for an unlimited period.

The financial year begins on 1st January and ends on 31st December of each year .

## **CHAPTER II: MEMBERSHIP**

### **Article 5**

The members of the Association are companies engaged in the exploration, production or trading of Tungsten raw materials or in the processing of Tungsten raw materials into intermediate compounds or semi-finished or finished goods, as well as actual or potential industrial consumers of the said products and suppliers of equipment or services to the Tungsten industry.

Application for membership shall be submitted in writing to the Secretary-General, and accompanied by a statement of support of the application by two members. Admission of members shall be decided at the General meeting or by postal ballot by a simple majority of the votes of members. Membership rights cannot be exercised without payment of the annual membership fee.

Members shall by written notice to the Secretary-General appoint an individual person to act as their sole duly authorised representative.

The representative shall be an executive or an expert in the field of Tungsten. In case the representative is dismissed or resigns as executive officer or expert of the member of the Association or in case the member appoints a new representative, the appointment as representative is automatically revoked. The member shall inform the Secretary-General in writing and designate a new representative.

The credential letter shall state names, nationality, titles, office held, term of office and authority.

The General Meeting may, for reasons to be notified to the represented member, suggest the replacement of the representative in office.

### **Article 6**

Members may resign from the Association at any time by registered letter with acknowledgement of receipt addressed to the Secretary-General. Such resignation shall be effective on the date of receipt of said letter or as decided by the Executive Committee. Resigning members shall remain liable for annual fees and assessments due on the date at which the resignation becomes effective. All rights and privileges arising from membership shall cease for resigning members. The resigning members forfeit their rights to any portion of the assets as of resignation.

### **Article 7**

Membership shall cease automatically (subject to Executive Committee review):

- in case of dissolution of the member;
- where a member stops fulfilling the conditions for membership specified in Article 5 herein above;
- where a member is declared bankrupt or insolvent or is in liquidation; or

- where any member fails to pay the annual fee, contributions or any other amounts owed to the Association within one month of the reminder sent by the Secretary- General to such member by registered letter.

The Executive Committee shall be entitled to suspend the membership of or expel from the Association any member whenever it believes that the nature or conduct of such member, is or has been inconsistent with the objectives of the Association set out in Article 3.

For any cause other than non-payment of dues, a vote for suspension or expulsion shall occur only after the member complained against has been advised of the complaint so lodged and has been given reasonable opportunity for defence; and such member, if suspended or expelled, may appeal from the decision of the Executive Committee to the General Meeting of the Association, providing that notice of intent to appeal is provided to the Secretary-General at least ten (10) days in advance of the General Meeting. During the period between the filing of the appeal and the decision of the General Meeting with respect thereto, the member shall be considered to be under suspension.

### **Article 8**

Each member shall be required to pay annual fees and any other contribution which shall be determined by the General Meeting.

The annual fees shall be paid to the Association at the latest by 31st January each year. Contribution shall be paid as provided by the General Meeting.

No member shall be held personally liable for any debt or obligation of the Association even if such debt or obligation was contracted by the member for the account of the Association by virtue of a valid authorisation.

The financial commitments of the Association shall be exclusively covered by the assets of the Association.

## **CHAPTER III: GENERAL MEETING OF MEMBERS**

### **Article 9**

The General Meeting has full powers and rights for the fulfilment of the Association's purposes. Thus, the General Meeting has exclusive competence to decide on the following:

- a) the approval of budgets and accounts;
- b) the election and removal from office of the members of the Executive Committee, the President and the Vice-President;
- c) amendments to the Charter;
- d) dissolution of the Association;
- e) admission of members; and
- f) any matter reserved by law to the General Meeting.

There shall be at least one General Meeting a year which shall be called the Annual General Meeting. This and any other General Meeting shall be held at a time and place determined by the Executive Committee and indicated in the notice.

Each Annual General Meeting shall approve the budget for the coming year and the annual accounts.

#### **Article 10**

Notices of General Meetings together with the agenda shall be sent to all members by telex or telecopier or by any other communication means in time reasonably calculated to arrive at least thirty (30) days before such meetings are to be held.

The President shall convene a Special General Meeting upon a decision of the Executive Committee or a written request signed by one-third of the members and sent to the Association by registered letter. The place and agenda of such a meeting shall be specified in the Executive Committee's decision, or in the written request from the members, as the case may be. In such event, the Special General Meeting must be convened within sixty (60) days of the date of the decision of the Executive Committee, or the date of receipt of the written request.

The delay shall be ninety (90) days when such a matter shall be the dissolution of the Association.

#### **Article 11**

Except in the case where all members are present, the General Meeting may deliberate only on matters mentioned in the agenda included in the notice of the meeting.

Each member shall be entitled to one vote. The voting right of a member who has failed to pay the annual fee or any other contribution, may be suspended by the Executive Committee.

General Meetings shall be presided by the President of the Association or, in his/her absence, by the Vice-President or by the longest serving member of the Executive Committee.

For the transaction of business the General Meeting can validly deliberate and take resolutions only if a simple majority of the members are present or represented by proxy.

If this quorum is not reached, such meeting shall adjourn.

A new meeting shall be called with the same agenda and notice thereof sent within ten (10) days.

Any General Meeting thus adjourned and reconvened may then validly deliberate and take resolutions whatever may be the number of members present or represented.

All matters at any General Meeting shall be decided by a simple majority of the votes of the members present or represented, with the exception of Charter amendments and dissolution of the Association as regulated by Articles 17 and 18.

Minutes of each General Meeting shall be signed by at least two members and the Secretary-General. A copy of these minutes shall be sent to all members by email. All minutes shall be published on the association's website, where all members may consult them.

## **Article 12**

Members may, in writing, by mail, email or by any other communication means, delegate their powers to another member present or represented or to a duly appointed individual having the qualification for representation as provided by Article 5.

A member shall not represent more than four other members as proxy, his/her voting power may never exceed five votes. Proxy forms must bear a signature, which can consist of an electronic signature within the meaning of Article 3.10 of Regulation (EU) No 910/2014 of the European Parliament and of the Council of 23 July 2014 on electronic identification and trusted services for electronic transactions in the internal market and repealing Directive 1999/93/EC or a qualified electronic signature within the meaning of Article 3.12 of the same Regulation (or any future regulation replacing this one).

## **CHAPTER IV: EXECUTIVE COMMITTEE - PRESIDENT - VICE-PRESIDENT - SECRETARY-GENERAL**

### **Article 13**

The Association is administered by a collegiate administrative body, called the Executive Committee, composed of the President, Vice-President and from two to ten members of such Committee. The President has the casting vote. The actual number of the Executive Committee members is fixed by the General Meeting.

The Executive Committee shall be elected for two years by the General Meeting from among persons designated for this purpose by the members or, if no such designation is made, from among the representatives authorised by the members as provided in Article 5 of the present Charter. Members of the Executive Committee may be re-elected for participation in the Executive Committee for unlimited times.

The office of a member of the Executive Committee shall be terminated by his/her resignation or his/her dismissal as a member of the Association or the corporation of which he/she is the representative ceases to be a member for any reason whatsoever.

Where the number of members of the Executive Committee is decreased below the number determined by the General Meeting in accordance with the present article, the Executive Committee may temporarily fill such vacancy. The person so appointed by the Executive Committee shall finish the term of office of the Committee member whom he/she replaces.

The Executive Committee shall have all powers of management, administration and disposal of assets, subject to limitation by the powers of the General Meeting. It may confer special powers under its responsibility and grant them to one or more persons of its choice.

The Executive Committee shall recommend the appointment of financial advisers and auditors for ratification by each Annual General Meeting. The President and Vice-President are elected by the General Meeting upon a proposal of the Executive Committee.

The General Meeting upon a proposal of the Executive Committee elects the President and Vice-President of the Association.

The meetings of the Executive Committee shall be convened by the President or on agreement of the majority of its members at least once a year.

The notice of the meeting shall be sent together with the agenda and the place to all members of the Executive Committee by telex or telecopier or by any other communication means.

All matters at any meeting of the Executive Committee shall be decided by a simple majority of the votes of the members present or represented.

Decisions of the Executive Committee may be taken by unanimous written decision of all members of the Executive Committee.

Minutes of each meeting of the Executive Committee shall be signed by at least two members of the Executive Committee and the Secretary-General.

#### **Article 14**

The Secretary-General shall be appointed by the Executive Committee for such term as the Executive Committee may think fit.

The Secretary-General shall be chosen from outside the members and shall be completely independent from all members.

The Secretary-General's task is to prepare for decision by the General Meeting, and follow all the Association's activities. He/she shall keep the minutes of all meetings and properly keep and file all books, reports, certificates, accounts and other documents and records required by law.

The Secretary-General shall be in charge of the daily administration of the business, properties and staff of the Association and of the administration of all activities undertaken by the Association in fulfilment of its purposes.

The Secretary-General ensures the proper conduct of the Association.

The Secretary-General represents the Association in all judicial and legal actions. Whenever he/she is prevented from fulfilling his/her duties, the President of the Association shall replace him/her. If both officers are so prevented, two members of the Executive Committee shall replace the President.

The Secretary-General may delegate his/her powers in matters of relations with post offices, banks, etc, but he/she remains responsible for all decisions made.

The Secretary-General is responsible to the President and reports to the Executive Committee.

## **Article 15**

The official and working language of the Association shall be English.

## **Article 16**

With the exception of special powers to act on behalf of the Association, all legal instruments that bind the Association shall be signed either by the President or the Secretary-General or two members of the Executive Committee, who shall not be required to justify vis-à-vis third parties the powers granted for this purpose.

## **CHAPTER V: AMENDMENT OF CHARTER - DISSOLUTION**

### **Article 17**

Proposal for amending the Articles of Association must be formulated by the Executive Committee or by at least one third of the members of the association.

The Executive Committee must inform the members of the Association at least three months in advance of the date of the General Meeting which will decide on the said proposal.

For these amendments to the Charter, the General Meeting can validly deliberate and take resolutions only if two-thirds of the members are present or represented and upon the majority of two-thirds of the votes of the members present or represented.

If the quorum of two-thirds is not reached, such meeting shall adjourn.

A new meeting shall be called with the same agenda and notice thereof sent within ten (10) days.

Any General Meeting thus adjourned and reconvened may then validly deliberate and take resolutions on a two-thirds majority of votes whatever may be the number of members present or represented.

### **Article 18**

The dissolution of the Association may be decided by a General Meeting called to that purpose with at least ninety (90) days' prior written notice, upon the majority of two-thirds of the votes of the members present or represented.

The General Meeting determines the method of winding up the Association.

Possible remaining funds and assets after the liquidation shall be transferred to a non-profit-making legal entity pursuing similar purpose or by default a charitable purpose.

### **Article 19**

The provisions of the Code for Companies and Associations, and in particular the clauses relating to an international non-profit association contained in Book X of the Code for Companies and Associations shall govern all that which is not provided for in the present Charter.