

The following statutes are those of a not-for-profit association (Association Internationale Sans But Lucratif - AISBL) founded in accordance with the Belgian Companies and Associations Code.

The following organisations, represented as stated, will be considered as the Founding Members of the Rare Earths Industry Association.

1. GRUNDFOS, Poul Due Jensens Vej 7,DK-8850 Bjerringbro, Denmark, represented by Badrri Veluri
2. XTC- Fujian Changting Golden Dragon Rare Earth Company Limited, Industrial New Developed Zone, Changting, Fujian Province, China, represented by David Chen
3. Brugger Magnetsysteme GmbH, Gewerbestr, 23, D-78739 Hardt, Gernamny, represented by Thomas Brugger
4. B&C Speakers S.p.A. Via Poggiomoro, 1 - 50012 Bagno a Ripoli (FI) Italy, represented by Andrea Pratesi
5. JL MAG Rare-Earth Co. Europe B.V. Madame Curieweg 15, 5482 TL Schijndel, The Netherlands, represented by Henry Stienen
6. Mkango Resources Limited, 550 Burrard Street, Suite 2900,Vancouver, BC V6C 0A3, Canada, represented by Will Dawes
7. Japan Society of Newer Metals, 5-11-2 Toranomom, Minato-ku, Tokyo, 105-8501, Japan, represented by Shimizu Kotaro
8. Material Trading Company of Japan (MTC), 3-5-7 Shiba, Minato-Ku, Tokyo, 105-0014 Japan, represented by Nick Kotaki
9. Rocklink GmbH, Jürgensplatz 60, 40219 Düsseldorf, Germany, represented by Leonard Ansorge
10. Talaxis 19 F Mapletree Anson, 60 Anson Road,079914, Singapore, represented by Daniel Mamadou Blanco/ Myriam El Kara
11. Commerce Resources Corp, 1450-789 West Pender Street, Vancouver, BC, V6C 1H2, Canada, represented by Christopher Grove
12. Carester, 4 place Amédée Bonnet - 69002 Lyon, represented by Frédéric Carencotte

## STATUTES

### 1. LEGAL STATUS, NAME AND HEAD OFFICE

- 1.1. The Association is governed by Belgian Companies and Associations Code.
- 1.2. The AISBL is named '**Rare Earths Industry Association**' (hereafter 'the Association').
- 1.3. The registered seat of the Association is located in the Brussels Region, at Marnixlaan 30, 1000 Brussels.
- 1.4. The office of the Association can be transferred to any other address in Europe following a corresponding decision of the general assembly (hereafter the 'General Assembly') (see Article 10). The address change shall happen according to the applicable laws, shall be published in the Annexes of the Belgian Official Gazette and submitted to the registered file at the competent commercial court within a month from the date of the decision.

### 2. DURATION

- 2.1. The Association is established for an unlimited period of time. It can be dissolved at any time as defined in Article 20.

### 3. OBJECTIVES AND ACTIVITIES

3.1. The objectives of the Association (hereafter the 'Objectives') are to enhance international cooperation on rare earth material's intelligence. This shall be achieved by:

- obtain supporting efforts of the European Union, national governments, national and international institutions and organisations
- develop and implement international cooperation actions regarding research, innovation, education, outreach, industry, trade, recycling and management of rare earth materials.
- bring together the key REE stakeholders, best practices and, most importantly, life cycle data to state a common vision for a sustainable rare earth industry and circular economy.
- contribute in the widest possible sense to policy development, education and knowledge transfer in the raw materials field addressing ethical, legal and societal issues within the European Union and in third countries.
- organisation of events, conferences and seminars
- develop information tools
- website, newsletters, memoranda
- disseminate information.

3.2. In order to achieve its Objectives, the Association may engage in any activity to the realization of its purpose and may become member in international institutions and partner of business organisations.

3.3. The Association is a non-profit-making organisation.

### 4. ETHICAL CONDUCT

4.1. Each member of the Association is committed to integrity and to respect the confidentiality of the Association's internal documents.

4.2. Each member shall maintain and enforce adherence to lawful business practice and shall act in good faith and transparently with respect to other members.

4.3. The Association and its members shall operate in full compliance with European Competition Law.

4.4. To allow proper scrutiny and to ensure that the Association is accountable, the Association shall be registered in the Transparency Register of the European Union, operated by the European Parliament and the European Commission, and its record will be kept updated.

### 5. MEMBERSHIP

5.1. Members shall be entities that can be formally represented by a duly empowered natural person. Membership shall also be possible for natural persons.

5.2. There are two types of membership, Full Members and Associate Members:

- a. Full Members are the Founding Members and organisations whose activities have links with the provision or use of rare earths and its applications such as governments, international organisations, public companies or institutes, non-governmental organisations, not-for-profit organisations, private companies, associations, platforms, cooperatives, research and educational institutions. Full Members can be admitted upon their written request and enjoy voting rights as granted by law and the present statutes;
- b. Associate Members are natural individuals or organisations who contribute (or contributed) to foster dialogues and international cooperation in the mineral raw materials field. Associate Members can be admitted upon written proposal by Full Members or the president (hereafter the 'President') to the secretary-general (hereafter the 'Secretary-General') and board of directors (hereafter the 'Board of Directors') and do not have voting rights.

5.3. Full Members enjoy the following rights:

- a. Attending, also through a representative duly empowered by proxy, the meetings of the General Assembly;
- b. Voting at the General Assembly;
- c. Calling for an extraordinary General Assembly as provided for by Article 10.3;
- d. Being excluded from membership only after having been able to present in person their defence before the General Assembly;
- e. Resigning from the Association after having notified this decision to the Secretary-General of the Association by registered letter to the registered office of the Association;
- f. Participating in the activities of the Association;
- g. Electing the Board of Directors, according to article 10.7 of the statutes ;
- h. Being elected to the Board of Directors, according to article 10.7 of the statutes.

5.4. Associate Members enjoy the following rights:

- a. Participating in the General Assembly as observers without voting rights;
- b. Resigning from the Association after having notified this decision to the Secretary-General of the Association by email or registered letter to the registered office of the Association.

5.5. Full membership includes the following obligations, but is not limited to:

- a. Paying a financial contribution as determined in Article 8;
- b. Notifying the Secretary-General of any changes regarding the status of membership, in particular the membership criteria as defined in this Article 5 and matters affecting any membership fees due.

## 6. APPLICATION FOR MEMBERSHIP

6.1. Applications for membership shall be addressed in writing to the Association's Secretary-General.

6.2. Every application for membership implies complete adherence to the statutes of the Association, to all its rules and bylaws and to all decisions of its governing bodies and an undertaking to actively participate in activities.

6.3. The Secretary-General of the Association shall be entitled to request additional information from an applicant.

6.4. Membership is granted by the General Assembly upon the proposal of the Board of Directors.

## 7. TERMINATION OF MEMBERSHIP

7.1. Membership can be terminated by resignation, by exclusion of the member or by the liquidation of the member.

7.2. Any member, which ceases to possess the qualification required under Article 5, shall *ipso facto* cease to be a member of the Association.

7.3. Resignation from membership must be notified to the Secretary-General by registered letter three months before the end of the financial year; otherwise the full financial contribution for the following financial year shall be due. During the notice period the rights and obligations attached to being a member and the obligation to the financial contribution remain unchanged.

7.4. The Board of Directors may suspend membership and recommend to the General Assembly exclusion of any member:

- a. In case of default of payment of the financial contribution;
- b. For contravention of the statutes, the bylaws, or a resolution of the General Assembly;
- c. For acting in a manner gravely injurious to the reputation of the Association or the interests of the members.

7.5. The member whose exclusion has been requested shall be allowed to present its defence in person in the following General Assembly regularly convened. The exclusion of a member may be decided by a simple majority in the General Assembly.

7.6. Any member shall be deemed to have resigned if it has not paid its annual financial contribution in full within sixty days of the reminder received by mail\email with acknowledgment of receipt.

7.7. The member who sees its membership terminated by resignation, exclusion or liquidation has no right whatsoever to the assets of the Association or to the financial contribution and other contributions already paid.

## 8. FINANCIAL CONTRIBUTION

8.1. In order to pursue the Objectives and to carry out the activities of the Association as described in Article 3, Full Members will be required to pay a financial contribution, which is the membership fee.

8.2. The membership fee will vary according with the size of each member organisation, measured by the number of persons employed in the organisation, turnover or balance, as decided by the General Assembly;

8.3. The amount of the membership fee as well as the payment terms thereof are decided annually by the General Assembly upon proposal from the Board of Directors. The detailed fee structure and payment terms are established in the bylaws.

8.4. The Association may receive grants, sponsorships, donations and any transfer not prohibited by law.

8.5. The Association may offer services to other organisations and charge a price for its services.

## 9. ORGANISATION STRUCTURE

9.1. The Association's management is ensured by the following bodies:

- a. General Assembly;
- b. Advisory Board;
- c. Board of Directors.

9.2. The Association also employs or subcontracts a Secretary-General who ensures the operational implementation of the decisions taken by the managing bodies and who is in charge of the Association's day-to-day operations. The Secretary-General may be assisted by an executive secretary and office staff.

9.3. The Association may create working groups such as topic groups, task forces and committees within the Objectives of the Association in various forms. They are established under the authority of the Board of Directors and may be defined and further detailed in the bylaws.

## 10. GENERAL ASSEMBLY

10.1. The General Assembly is composed of all Members with voting rights. Members without voting rights may participate as Observers (see Article 5.4.a).

10.2. The General Assembly of the Association shall be convened by the Board of Directors or each time one fifth of the members so require. The General Assembly shall meet at least once a year, by 30 June, at the place and on the date fixed by the President after deliberation with the Board of Directors. A convening notice together with an agenda, in the form of a letter or electronic mail, shall be sent at least four weeks before the date fixed for the meeting. The venue of the General Assembly is by default the registered seat of the Association unless otherwise indicated in the convening notice.

10.3. An extraordinary General Assembly shall be convened whenever the President or the Board of Directors judges it necessary or when at least one fifth of the members inform both the President and the Secretary-General that they demand an extraordinary General Assembly.

10.4. Each member legal person with voting rights is represented at the General Assembly by one delegate natural person with full powers. Any member may issue a proxy in favour of another member, giving instructions on how to vote on the principal's behalf. Any member is allowed to carry out up to two proxies from other members. There is no restriction for proxies in case of a General Assembly to be held before a notary. Each member with voting rights has one vote. The President (see Article 15) has a casting vote in case of equality of votes. Maximum two delegates per member legal person can be allowed to participate in the General Assembly, one with the voting rights and one as an observer.

10.5. The voting procedures and required quorum for the meetings of the General Assembly shall be in more detail stipulated in the bylaws.

10.6. The General Assembly is the ultimate decisional body of the Association. The General Assembly approves the general policy of the Association on the basis of proposals of the Board of Directors and gives recommendations to the Board of Directors for its application.

10.7. The General Assembly shall have exclusive competences which cannot be delegated on the following matters:

- a. Admitting and excluding members;
- b. Amending the statutes of the Association and changing the registered office;
- c. Electing and dismissing the members of the Board of Directors;
- d. Appointing and dismissing the President upon proposal of the Board of Directors; who will be called the 'President' of the Rare Earth Industry Association IVZW and will act as chairperson of all meetings of the General Assembly;
- e. Appointing and dismissing the auditor(s), if any, upon proposal of the Board of Directors;
- f. Receiving and approving reports on the activities in the past year from the Board of Directors;
- g. Approving the main policy lines to be followed by the Association on the basis of recommendations of the Board of Directors;
- h. Approving proposals for resolutions and plans of activities proposed by the Board of Directors;
- i. Approving the annual financial reports and the budget proposed by the Board of Directors;
- j. Approving internal rules for the calculation of the members' financial contributions and the payment terms thereof, upon proposal of the Board of Directors;
- k. Approving bylaws concerning payments or remuneration, if any, to members of the Board of Directors;
- l. The dissolution and liquidation of the Association;
- m. The Association's membership of any other organisation or its withdrawal from any such organisation.

10.8. A General Assembly properly convened is always competent to pass resolutions. A resolution shall be adopted if it receives a:

- a. Simple majority of votes of the members with voting rights present and represented in the case of regular resolutions; providing at least 50 % of the members is present and/or represented.
- b. Two-third majority of votes of the members with voting rights present and represented in the case of an amendment of the statutes or dissolution and liquidation resolutions; providing at least two thirds of the members is present and/or represented. Amendment of the Objectives and activities of the Association requires a four-fifth majority of votes of the members with voting rights present and represented.

10.9. Resolutions adopted are binding for all members of the Association. They are communicated to the members via post mail or email to the address registered last with the Association and published on the members area of the website of the Association.

10.10. The General Assembly resolves only on the points in the agenda. However if agreed by the majority of presented members, adding of pertinent issues to the agenda at the beginning of every General Assembly meeting is permissible.

10.11. At all meetings of the General Assembly, the President (see Article 14.3) acts as a chairperson. In the President's absence the meeting is chaired by a vice-president or, in case they are unavailable, by the eldest member of the Board of Directors.

10.12. The minutes of the General Assembly are established by the Secretary-General and are signed by the chairperson

and one member with voting rights participating at the meeting and shall be circulated to all members within one month. The minutes shall be electronically archived and shall be accessible to all members through the website of the Association.

## 11. ADVISORY BOARD

- 11.1. The advisory board is the advisory body of the Association (hereafter the 'Advisory Board'). It consists of eminent persons (or their appointed representatives) of International Intergovernmental Organisations, International Committees, International Forums and Platforms, and universities.
- 11.2. The Advisory Board advises the Board of Directors and the General Assembly on matters concerning the activities, programmes and procedures of the Association. It advises on matters and activities in the general interest of the Association, by its initiative or by request of the General Assembly or the Board of Directors. The activities of the Advisory board shall be reported to the General Assembly for approval at its next meeting.
- 11.3. The chairperson, vice-chairperson of the Advisory Board and eventual other member of the Advisory Board shall be elected by the General Assembly for a three year term of office. The Advisory Board chairperson and vice-chairperson may serve two consecutive terms.
- 11.4. The chairperson of the Advisory Board shall prepare, convene and chair the meetings of the Advisory Board, and may serve as an ex officio member of the Board of Directors.
- 11.5. The vice-chairperson carries out the functions and tasks assigned to him/her by the chairperson; he/she provides any assistance required by the latter and, in his/her absence, convenes and chairs meetings.
- 11.6. If the office of chairperson or vice-chairperson becomes vacant, during its next meeting, the Advisory Board shall elect one of its members to be chairperson or vice-chairperson to deputise the former chairperson or vice-chairperson for the duration of his or her remaining term of office.
- 11.7. The Advisory Board meets at least once (1) a year within the scope of an ordinary session, held on the same date and at the same venue as the General Assembly.
- 11.8. The Advisory Council quorum and deliberation rules will be defined and further detailed in the bylaws.

## 12. BOARD OF DIRECTORS

- 12.1. The Association is managed by the Board of Directors whose members are individuals of members with voting rights (full members only) and are elected by the General Assembly. The minimum number of members in the Board of Directors is five. The term of the mandate is three years.
- 12.2. If the total number of members of the Board of Directors, due to resignation, death or dismissal by the General Assembly, falls below the minimum of five members, the Board of Directors may decide to coopt the missing member temporarily with a delegate from the missing member's legal person or with a new individual from a member with voting rights who is able to fulfil the missing member's tasks including representation. The first following General Assembly must confirm the mandate of the co-opted director; in the event of confirmation,

the co-opted director shall terminate the mandate of his/her predecessor, unless the General Assembly decides otherwise. If there is no confirmation, the term of office of the co-opted director shall end, without prejudice to the regularity of the composition of the Board of Directors at that time.

12.3. The Board of Directors shall propose the following candidates, who shall be approved by the General Assembly for approval:

- a. The President, who shall act as chairperson of the Board of Directors. The Board of Directors will propose a president out of its full members by majority vote.
- b. Two vice-presidents of the Association; who will be proposed from among the members of the Board of Directors on a collegial basis
- c. A treasurer of the Association; who will be proposed from among the members of the Board of Directors on a collegial basis.

12.4. One third of the Board of Directors is elected each year by the General Assembly for a renewable period of three years on a first-in-first-out basis. The directors can be dismissed by the General Assembly resolving at the majority of two thirds of the present or represented members, without its decision having to be justified.

12.5. The directors shall continue to act until re-election or until new directors take office. When, in the course of his or her mandate, a director ceases the functions occupied within his or her company or association - which were deemed a requirement at the time of election - the Board of Directors shall consider whether the member can continue to fulfil his or her mandate until the end of this mandate and, if not, the director shall be deemed to have resigned from his or her function on the Board of Directors.

12.6. Except by lawful resignation resulting from the application of the statutes, the resignation of a director must be notified by registered letter with acknowledgement of receipt to the President. The resignation is deemed to be effective at the date of the registered receipt. The dismissal of a director in case of serious offence shall be decided by the General Assembly.

12.7. The Board of Directors follows the resolutions, instructions and recommendations adopted by the General Assembly and implements the policies and the plans of activities adopted by the General Assembly.

12.8. The Board of Directors shall have exclusive competence on the following matters:

- a. Preparing the consolidated annual plan of activities and the long term strategic vision of the Association for approval by the General Assembly, on the basis of input from the members, preferably consolidated through discussions with a wide range of stakeholders;
- b. Setting up and dissolving working groups;
- c. Draft and propose amendments of the bylaws to the General Assembly; including those with implications for staff. Proposed changes to bylaws shall be accepted by a two-thirds majority of present members of the Board of Directors, before it presented to the General Assembly for approval.
- d. Employing and dismissing the Secretary-General of the Association, who will lead the administration of the Association and who will receive a certain remuneration, as decided by the simple majority of Board of Directors. The General-Secretary will also be monitored to performance by the Board of Directors.
- e. Proposing the agenda of the General Assembly;



- f. Proposing internal rules determining the calculation of the members' financial contributions to the General Assembly;
- g. Providing recommendations to the General Assembly on applications for membership or exclusion of members;
- h. Inviting advisers to meetings of the Board of Directors.
- i. Having the power of ordinary management, including the right to perform all administrative acts and other necessary arrangements including legal proceedings;
- j. Being in charge of the financial management, preparing of budgets, including proposals for approval of the General Assembly, budgets and the control of expenditure;
- k. Proposing amendments to the statutes of the Association in accordance with Article 19;
- l. Representing the Association at external events, promoting the Associations' visibility, public relations work and identity; within the frame of the cost budget

12.9. The Board of Directors shall meet according to rules defined in the bylaws. The calling notice shall be notified by mail or email.

12.10. Except for resolutions requiring a certified document, 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.

12.11. Resolutions of the Board of Directors are adopted by the simple majority of the votes of the members present. In the event of a tie, the President has a casting vote.

12.12. Resolutions of the Board of Directors shall be distributed to all members of the Board of Directors within two weeks. They shall be electronically archived and be accessible to all members of the Association via the website of the Association.

### 13. OFFICE

13.1. The Office operates under the authority of the Secretary-General and executes the daily management of the Association as described in the Bylaws.

### 14. SECRETARY-GENERAL

14.1. The Secretary-General is responsible for the day-to-day management and administration of the Association. He/she shall, *inter alia*, prepare, coordinate and follow-up the meetings of the Board of Directors and the General Assembly in coordination with the President of the Association. The Secretary-General operates in accordance with the general guidelines he/she receives from the President and from the Board of Directors of the Association and under the supervision and authority of the Board of Directors.

14.2. The Secretary-General may negotiate and manage subcontracts with organisations or natural individuals needed to execute tasks and deliver services provided by the Association; within the constraints of the budget

14.3. The Secretary-General is appointed and dismissed by the Board of Directors.

14.4. The duties of the Secretary-General and the outline of the organisation of the Secretariate are specified in the bylaws.

## 15. PRESIDENT AND VICE-PRESIDENTS

15.1. Each year, the General Assembly elects, following the proposition by the Board of Directors, one of the following positions in turn: the vice-president and the treasurer. The vice-president and treasurer shall continue to act until the new vice-president or treasurer takes office.

15.2. Every third year, the General Assembly elects, following the suggestion of the Board of Directors, a President for a renewable period of three years. The President shall continue to act until the new President takes office.

15.3. The President and the vice-president are respectively the President and vice-president of the General Assembly and the President and vice-president of the Board of Directors.

15.4. The President is in charge of representing the Association vis-à-vis political institutions and other stakeholders at high level and on important occasions and important matters.

15.5. The President is expected to be a respected member of the global raw materials community with an affiliation to a Full Member.

## 16. TREASURER AND AUDITORS

16.1. The Treasurer is elected pursuant to Article 12.5 above and is responsible for:

- a. Revising the annual budget of the Association;
- b. Revising the financial reports and maintaining the Association's accounts;
- c. Proposing the financial contribution, if necessary.

16.2. The auditors are either appointed/dismissed pursuant to Article 10.7.e) among members with voting rights or, if necessary, appointed from the auditors, registered at the *registre public des réviseurs d'entreprises* or from the *cabinets d'audit enregistrés*.

## 17. REPRESENTATION

17.1. All acts binding the Association as approved by the Board of Directors, other than those of day-to-day business as described in the bylaws, are valid only if signed by one member of the Board of Directors acting alone.

17.2. Any commitment, contract, investment, bank transfer or payment or any other obligation of the Association that was not foreseen in the annual budget of the Association will require the written approval of the President or a vice-president and the signature of Secretary-General or the Treasurer.

17.3. All legal proceedings, whether as plaintiff or as defendant, are conducted, in the name of the Association, by the Board of Directors represented by its President, or by a vice-president.

17.4. Within the limits of the daily management, the Association is also validly represented by the Secretary-General

or by one or more persons that have been entrusted with day-to-day management powers.

17.5. The Association is also, within the limits of their mandate, validly represented by special proxy holders.

17.6. Members of the Board of Directors, the Secretary-General, the President, the vice-presidents and the Treasurer do not enter into any personal liability due to their function and are only responsible for the correct execution of their mandate.

## 18. ACCOUNTS, BUDGET AND COST

18.1. The financial year of the Association starts on 1 January and ends on 31 December of each year.

18.2. 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.

18.3. Any costs and expenses sustained by the Board of Directors, the Secretary-General and the Office in the performance of their duties will be borne by the Association, providing within the constraints of the budget and in line with the purpose of their mandate (see also By-Laws §4.1 and §4.2)..

## 19. CHANGES TO THESE STATUTES

19.1. Subject to the provisions of Article 10.7.b), on a proposal from the Board of Directors, the General Assembly may amend the statutes of the Association.

19.2. The Board of Directors must bring any proposals for the amendment of the statutes to the attention of the members of the Association at least four weeks prior to the date of the General Assembly that will resolve thereon.

## 20. DISSOLUTION

20.1. In case of dissolution of the Association, the General Assembly establishes the method, designates the liquidators and determines their powers and fees.

20.2. All net assets remaining after the dissolution and liquidation shall be transferred to one or more non-profit-making association/organisation which have similar objectives with those of the Association.

20.3. No member of the Association shall be held liable for any remaining debts and liabilities of the Association after the dissolution procedure. The President and the directors of the Association are not liable if they have acted within their powers. Should the President and/or the directors have exceeded their powers or neglected their obligations they may be held personally liable jointly and severally.

## 21. BYLAWS

21.1. Board of Directors shall adopt the bylaws for the approval of General Assembly, which implement and specify the provisions of these statutes and also regulate the daily activities of the Association.

21.2. In case of discrepancies between the bylaws and these statutes, the latter shall prevail.

**22. LANGUAGE**

22.1. The working language of the Association is English.

22.2. The Dutch version of these statutes is the official version.

**23. APPLICABLE LAW**

All questions not covered by these statutes or by any regulations made for their application shall be settled in accordance with Belgian law.

**24. START OF THE ACTIVITIES**

The activities of the Association begin on the date of the royal decree in which it is recognised.

**25. POWER OF ATTORNEY**

The powers needed to establish Rare Earth Industry Association as legal entity under Belgian law are confined to Mr. Nabeel Mancheri. They are automatically withdrawn after the Association has become a legal entity

Confirmation by signature:

Organization	Representative	Place	Date	Signature
