

PREAMBLE

Mica can be found in a large variety of consumer goods and industry materials, from automotive to coating, electronic components and construction materials, cosmetics, petrol and others.

The largest mica volumes come from India, Madagascar, Brazil, the US, China, Malaysia... In India, 80% of the production of mica comes from illegal mines in East India (Jharkhand & Bihar States), where up to more than 20,000 children¹ are working in extremely harsh conditions to contribute to their family's income. Similarly in the Southern regions of Madagascar, around 10,000 children² are working along with their families in informal mines.

Because of a lack of control and traceability in these different countries, mica from unknown origin - so potentially collected by children - can infiltrate the supply chain.

But there is hope: impactful solutions have been developed in Bihar and Jharkhand, India, from the past 10 years, initiated by local NGOs, ingredient manufacturers and leading cosmetic companies through the former NRSC and several other partners.

Joining forces across industries, partnering all along the value chain with local stakeholders, as well as clear legal frameworks are the key success factors to foster a long lasting and impactful change in mica-producing countries and beyond. Together, the industries and all their partners do have the means to eradicate child labour and unacceptable working conditions in this area and take a significant step forward towards fair, responsible and sustainable mica supply chains.

Hence the creation of the Responsible Mica Initiative, to join forces and support implementation of concrete and long-lasting solutions, as well as to set a framework of principles for responsible and sustainable mica supply chains and to enable its members, through self-regulation, to comply with these principles.

This being said,

RESPONSIBLE MICA INITIATIVE BYLAWS

October, 12th 2021

¹ SOMO 2016 report "Beauty & a Beast: child labor in Mica mines"

² SOMO 2019 report, "Child labour in Madagascar's mica sector"

CHAPTER I: OBJECTIVE AND COMPOSITION

ARTICLE 1: Association formation and name

An Association is hereby formed, for an unlimited period of time and under the authority of the French law of July 1, 1901, and the decree of August 16, 1901, and is hereby named “RESPONSIBLE MICA INITIATIVE”.

ARTICLE 2: Registered office

The registered office is established at 6 rue d’Armaillé, 75017 Paris (France), by the General Assembly of October 12th, 2021, held via video conferencing.

The transfer of the registered office will be possible by a decision of the General Assembly.

ARTICLE 3: Objective

The “RESPONSIBLE MICA INITIATIVE” is an organization in which multiple industries and organizations jointly commit to using responsible sourcing practices and local engagement to eradicate child labour and improve the livelihood of communities within compliant and legal mica supply chains globally.

The RESPONSIBLE MICA INITIATIVE will develop all the means it will deem appropriate to reach its objectives, in accordance with the Rules of Governance, and among others:

- To raise companies and stakeholders’ awareness on economic, social and ethical issues associated with mica collection and mining;
- To invite industries from all sectors involved in the mica supply chain, local and international organizations, governmental and non-governmental institutions to join the initiative;
- To set a framework of principles for responsible and sustainable mica supply chains and to enable its members, through self-regulation, to comply with these principles;
- To raise funds to allow the mica program to reach its objectives;
- To share and promote collection/mining, production of mica and sourcing best practices and tools all along the supply chains (from the source to the end users);
- To develop and implement on-field concrete solutions to eradicate the root causes of child labour, which may include access to education facilities, drinking water, basic health services, sanitation, energy, transport means and infrastructure, decent family living income resulting from a fair price paid for mica; etc.
- To sell goods or provide remunerated services in relation with responsible sourcing practices.

ARTICLE 4: Composition

The “RESPONSIBLE MICA INITIATIVE” is composed of active, honorary and associate members.

4.1. Active Members:

Active members are companies that are part of the automotive, painting, coating, pigments, electronic, cosmetics, packaging, petrol, processing, mining, collection, trading industries and globally any company which uses, peripherally or principally, mica in its business activities or products and all other organizations (public organizations, NGOs, Foundations,...) which contribute to the aim of the “RESPONSIBLE MICA INITIATIVE” in accordance with the conditions set in the Rules of Governance.

Active members are strongly encouraged to participate in working groups and have the right to vote in the General Assembly.

They are required to pay annual dues.

Active members are organized in colleges, represented within the Board of Directors. The creation and functioning of the colleges are organized by the Board of Directors.

In case of a group or parent company joining the “RESPONSIBLE MICA INITIATIVE” as an active member, the scope of membership of the group or parent company includes all group’s subsidiaries and brands using mica, as described in article 4.1 of the Rules of Governance.

4.2. Honorary Members:

Honorary members are natural persons or legal entities who or which render or rendered reported services to the “RESPONSIBLE MICA INITIATIVE” and selflessly support the Association’s objective.

They can participate to working groups and attend General Assembly meetings, but they don’t have the right to vote.

They are not required to pay annual dues.

4.3. Associate Members:

Local leaders, representatives of local communities and organizations which contribute to the objectives of the RESPONSIBLE MICA INITIATIVE are admitted as associate members. They contribute to defining and the continuous improvement of development of ethical sourcing practices.

They can also participate to working groups and attend General Assembly meetings, but they do not have the right to vote.

They are not required to pay annual dues.

CHAPTER II: OPERATIONS AND ADMINISTRATION

ARTICLE 5: Admission

All members are previously approved by the Board of Directors, in accordance with the admission criteria and procedure set in the Rules of Governance.

Each member commits to respect the present Bylaws, the Rules of Governance, Members Principles, Competition Charter and, if due, the membership dues.

Each member commits to designate a duly authorized person for its representation within the Responsible Mica Initiative.

The Board of Directors may refuse a membership application by a majority vote by secret ballot by the present or represented members.

The Board of Directors informs the members during the General Assembly of new members' admissions.

ARTICLE 6: membership dues

Active members are required to pay annual dues.

The amounts of Active member' annual dues are established each year by the Board of Directors. Annual dues will never go beyond 2018 membership dues for fee categories existing in 2018.

For members admitted over the course of the year, dues are calculated on a prorated basis for the 12-month year. All months begun are considered as whole months in the calculation of the dues.

Honorary Members and Associate Members are not required to pay annual dues.

ARTICLE 7: Loss of membership

Membership is lost by:

- resignation;
- death or dissolution of the association;
- exclusion by a decision of the Board of Directors for nonpayment of dues, in accordance with the conditions set forth in Article 6 of these Bylaws;
- exclusion by a decision of the Board of Directors for serious grounds, including in case of conflict of interests, non-compliance with the Bylaws or Rules of Governance or Competition Charter or Members Principles, as well as in case of insufficient explanation of why a member has not been able to show progress in terms of its yearly Report on Progress, as defined in the Rules of Governance.

In case of exclusion, the RESPONSIBLE MICA INITIATIVE is required to inform the corresponding member of the decision of the Board of Directors by written communication. The exclusion is effective 30 days after the date of the written communication. Before any decision of exclusion, the Board of Directors invites the member to clarify and provide explanations about the concerned serious grounds in front of the Board of Directors.

In case of resignation, the member is required to inform the Chairman by written communication 6 months in advance. The member is required to pay the annual membership dues for the current year.

ARTICLE 8: Board of Directors

The “RESPONSIBLE MICA INITIATIVE” is managed by a Board of Directors elected by the General Assembly, which is composed of a maximum of 15 persons, including:

- representatives of each college, elected among active members, for a two-years mandate (1 representative per college constituted of 1 to 11 members. 2 representatives per college constituted of 12 members and above). Outgoing members will be re-eligible. In the event of an equal number of votes, the organization having the most seniority as a member of the Initiative will be elected;
- one representative of Terre des Hommes Netherlands (TDH), which is chosen by TDH and is a Permanent member of the Board of Directors;

Permanent members of the Board of Directors do not represent any of the colleges. They are on the Board because of their historic involvement in the creation of the Responsible Mica Initiative.

Board members once appointed are in principle expected to personally attend the meetings. If it is not possible to attend a meeting a board member should arrange either to be represented by another member of the board or to appoint someone from his organization to represent him, unless otherwise agreed in advance.

The Board of Directors elects a Bureau (General Secretariat), by absolute majority in the first round of voting and by relative majority in the second round:

- 1 President,
- 1 (or several) Vice-President(s),
- 1 Secretary and, if necessary, 1 assistant Secretary,
- 1 Treasurer and, if necessary, 1 assistant Treasurer.

In the event of equal number of votes between candidates, the same rule as above shall be applied.

The Board of Directors delegates its powers to the Bureau (President, Vice-President(s), Secretary, Treasurer) for the daily running of the Association.

ARTICLE 9: Role of the Board of Directors

The Board of Directors is invested with the broadest powers to act in the name of the “RESPONSIBLE MICA INITIATIVE” and to authorize all acts and operations which the Association is permitted to undertake and which are not reserved for the General Assembly, among which:

- Ensuring the application of the General Assembly decisions;
- Implementing the orientations which have been decided by the General Assembly;
- Deciding to undertake legal action;
- Setting the agenda and proposals for amending the Bylaws, introduced to the General Assembly and extraordinary assembly;
- Approving the admission of new members;
- Deciding about members exclusion;
- Modifying the Rules of Governance and the Members Principles;
- Approving the different operating documents, including but not limited to External Communication Policy, template of Report on Progress, Workplace Standards;
- Deciding the amount of the annual dues.

The Board of Directors reports on its activity, management and financial standing of the association to the General Assembly. This report must also include a report on the good and democratic governance of the association.

ARTICLE 10: Gratuitous mandate

The members of the Board of Directors may not receive any remuneration for the duties assigned them. They will, however, be allowed to request and obtain reimbursement for expenses incurred for the needs of the association, on presentation of receipts, and after approval by the Chairman.

ARTICLE 11: Meeting of the Board of Directors

The Board of Directors meets at least twice annually upon written notice by letter or email of its Chairman or upon the request of one quarter of its members.

The members of the Board of Directors are to attend the meetings and at least of half of the members or representatives must be present for deliberations to be considered valid.

Decisions are taken by majority vote. In case of equal votes, the Chairman’s vote shall prevail.

Official minutes are kept of the meeting, which are signed by the Chairman and the Secretary of the Board.

The members are held to confidentiality with respect to any and all entities outside the Board.

A member of the Board of Directors can be represented by another member of the Board of Director in case of absence. If a member did not attend or is not represented during 3 consecutives meetings without excuse, it will be considered as resigning.

ARTICLE 12: General Assembly

The General Assembly includes the active members, the honorary members, and the associate members. Only active members who are current in their dues have the right to vote.

The vote of the General Assembly is one of simple majority of the votes cast by the attending or represented members who have the right to vote.

Each member of the “RESPONSIBLE MICA INITIATIVE” may be represented by proxy at the General Assembly by another member having the right to vote as the case may be, without the proxies exceeding three (3) in number per person.

The General Assembly meets at least once annually, and is convened on each occasion by the Board of Directors. The General Assembly meeting may be held via audio, video or Internet conferencing, or by any other means that would enable all participants to be identified, to follow the discussion, to participate in real time in dealing with the items on the agenda, and to receive, transmit or view documents via fax or data communication. Discussion of the items on the agenda and the voting of items on the agenda must take place simultaneously. The place of the meeting is considered to be the location of the Chairman, together with the Secretary of the meeting, in order to allow drafting and signing of the minutes.

Written notice is sent by letter or email addressed to each member at least fifteen days in advance. The agenda and meeting place of the General Assembly are established by the Board of Directors.

The General Assembly approves the accounts for the completed year and votes on the budget for the following year, deliberates the questions on the agenda, and plans the renewal of the members of the Board of Directors.

In order to ensure the good governance of the RESPONSIBLE MICA INITIATIVE, the General Assembly hears the following reports:

- The report of the Board of Directors on its activity, management and financial standing of the RESPONSIBLE MICA INITIATIVE;
- The report of implementing partners on their mission*;
- The opinion and observations of the Advisory Committee on the governance, activity and management of the RESPONSIBLE MICA INITIATIVE.

** If the report regards a confidential aspect of the individual activity of a member, it will be treated as confidential.*

ARTICLE 13: Executive team

The Executive team is selected by the Bureau to be in charge of:

- the daily management of the Association, in accordance with the decisions of the Board of Directors,
- the practical application of the Association's actions and orientation as established by the Board of Directors,
- the coordination of the work of the association, sourcing in financing, and promotion of the Association, in accordance with the decisions of the Board of Directors,
- the monitoring of members respect for commitments towards the Association, and regular reporting to the Board of Directors.

External experts not in conflict of interest and subject to confidentiality might be called upon by the Executive team in order to assist in carrying out various studies or specific actions.

The Executive team reports to the Bureau and can be required to attend the meetings of the Board of Directors without right to vote and reports on its activity.

ARTICLE 14: Advisory Committee

The Board of Directors can appoint an Advisory committee, composed of maximum 8 external stakeholders, bringing expertise or experience, appointed for a 2-year mandate.

The advisory committee advises the Board of Directors on strategic or technical decisions. suggests new members or partners and advises the Board of Directors on the good governance of the association. Participants to the Advisory Committee are required to sign the Competition Charter.

CHAPTER III: ANNUAL RESOURCES

ARTICLE 15: Annual income

The annual income is composed of:

- annual membership dues,
- gifts, and bequests,
- revenue from goods and property,
- subsidies received from any public or partially-state-controlled body, private companies, private organizations or foundations,
- yields from liberalities, the use of which is authorized over the course of the year,
- revenues from the goods sold or services provided by the Association;
- all other income authorized by the laws and regulations in force.

An accounting service must annually produce and release an income statement, as well as the necessary supporting documents, for the use of subsidies.

CHAPTER IV: EXTRAORDINARY GENERAL ASSEMBLY

ARTICLE 16: Extraordinary General Assembly

16.1. Convocation

Upon the request of at least one quarter of its members or proposal of the Board of Directors, the Chairman convokes an Extraordinary General Assembly. The Extraordinary General Assembly meeting may be held via audio, video or Internet conferencing, or by any other means that would enable all participants to be identified, to follow the discussion, to participate in real time in dealing with the items on the agenda, and to receive, transmit or view documents via fax or data communication. Discussion of the items on the agenda and the voting of items on the agenda must take place simultaneously. The place of the meeting is considered to be the location of the Chairman, together with the Secretary of the meeting, in order to allow drafting and signing of the minutes.

Written notice is sent by letter or email addressed to each member at least fifteen days in advance.

For the modification of the bylaws, the draft amendments are put on the agenda of an Extraordinary General Assembly and must be sent to all members of the “RESPONSIBLE MICA INITIATIVE” at least fifteen days in advance by letter or email.

16.2. Decisions

The Extraordinary General Assembly decides on the modification of the bylaws, the merging with another association or any other exceptional event.

The Assembly must be composed at least of half, plus one, of the active members present or represented.

The modalities of vote are the same that those of the general assembly

If this proportion is not reached, the Assembly is again convened in extraordinary session, but at an interval of at least fifteen days, and on this occasion, may validly deliberate whatever the number of members present.

ARTICLE 17: Dissolution of the Association

The Extraordinary General Assembly, when called to reach a decision on the dissolution of the “RESPONSIBLE MICA INITIATIVE”, is convened especially for this purpose under the conditions set forth in the preceding article and must include at least half plus one of the serving members, present or represented.

If this proportion is not reached, the assembly is again convened, but at an interval of fifteen days, and on this occasion, may validly deliberate whatever the number of members present.

Dissolution may be voted only by a two-thirds majority of the members present or represented.

ARTICLE 18: Rules of Governance

The Rules of Governance are adopted by the Board of Directors. The General Assembly is informed.

The modification of the Rules of Governance is decided by the Board of Directors. The General Assembly is informed of the modification.

ARTICLE 19: Administrative formalities

The Bureau will carry out the formalities of declaration and publication prescribed by law. For this purpose, all powers are given to the bearer of an original of these bylaws.

Signed this 12th day of October 2021 in Paris, France, in three (3) originals

THE CHAIRMAN



Julian Eckert,
President

THE SECRETARY



Imogen Hosker
10/12/21