



## Minutes of Meeting

**General Assembly of the International Cadmium Association, Royal Aviation Club,  
Hamilton Place 2, London, 2<sup>nd</sup> November 2017, 14:30-15:55**

### CALL TO ORDER AND INTRODUCTORY REMARKS

The General Assembly of Members of the International Cadmium Association was called to order at 14:30 AM by its Chairman Howard Winbow. The following persons participated in person or were represented by their Proxy as follows:

#### REPRESENTATIVE

#### MEMBER COMPANY

- |                             |  |
|-----------------------------|--|
| 1. Howard Winbow            | James M Brown Ltd. Chairman of the ICdA Board of Directors |
| 2. Patrick de Metz          | SAFT S.A.  |
| 3. Ann Vos                  | IZA (Nyrstar)  |
| 4. Paul Kolisyk             | IZA (Teck)   |
| 5. Günter Halle             | IZA (Glencore)   |
| 6. Robert Van Quickenberghe | Flaurea Chemicals  |
| 7. Colin Thirlaway          | Stanley Black & Decker Corporation                         |
| 8. Matous Janota            | Nimetal  |

Proxys given by:

- |                     |             |
|---------------------|-------------|
| 1. Parikhith Sinha  | FIRST SOLAR |
| 2. Eric Nottez      | SNAM        |
| 3. Chris Baker      | ACME        |
| 4. Jean-Louis Devez | Sofradir    |
| 5. Dieter Henke     | Hoppecke    |

#### ORGANIZATION

#### STAFF

- |                     |                    |
|---------------------|--------------------|
| 1. Mik Gilles       | ICdA               |
| 2. Noömi Lombaert   | ICdA               |
| 3. Christian Canoo  | Cadmium Consortium |
| 4. Frank Van Assche | IZA                |

Howard Winbow, Chairman of ICdA welcomed all attendees to the meeting, and reviewed the day's meeting agenda and the Statement of Compliance. All Member Company representatives accepted to comply with the Statement of Compliance (see Slide No. 3 of Annex I attached). The chairman noted that representatives of 13 of the association's 19 Official Members were either present in person or were represented by Proxies, and that therefore a Quorum of Members was established for the official transaction of business. The slide presentation of materials presented at the General Assembly of Members is attached to these Minutes as Annex I.



The Proposed Agenda for the General Assembly is shown in Slide No. 2 in Annex I. The chairman reviewed the agenda and asked if there were any further additions or corrections to the proposed agenda. No additions or corrections to the proposed agenda were made, and therefore the agenda was adopted as shown in Slide No. 2 of Annex I attached.

## **ADMINISTRATION**

### **APPROVAL OF THE MINUTES OF OCTOBER 28, 2016 GENERAL ASSEMBLY**

The Minutes of the previous ICdA General Assembly of Members, held in Lisbon on October 28, 2016, had previously been distributed to the membership for review and comment and are posted on the ICdA Members-Only website. The chairman summarizes the content of the report and asked if there were any additions or corrections to be made to these Minutes. Since no additions or corrections had been received or were forthcoming from the attendees, the Chairman called for a motion to approve the Minutes of the 28 October 2016 General Assembly of Members as submitted to the Membership.

***The Minutes of the 28 October 2016 ICdA General Assembly of Members were approved as submitted.***

### **CONFIRMATION OF THE RESIGNATIONS AND APPOINTMENTS OF DIRECTORS AT THE BOARD OF DIRECTORS**

Mik reviewed the nomination (prolongations) of 6 directors (indicated in bold below) as approved unanimously by the board. The Board has unanimously approved this proposal at its meeting dated November 2<sup>nd</sup> 2017. The Officers and Directors of the International Cadmium Association starting from 2 November 2017 are listed below:

<b>de METZ, Patrick</b>	<b>Vice -Chairman</b>	<b>Since 10 February 2016</b>	<b>Director and VC mandate renewed</b>
TOMASZEWSKI, Mark	Director	Since 27 January 2016	
NOTTEZ , Eric	Director	Since 16 October 2016	
THIRLAWAY, Colin	Director	Since 14 October 2016	
<b>KOLISNYK, Paul</b>	<b>Vice -Chairman</b>	<b>Since 10 October 2013</b>	<b>Director and VC mandate renewed</b>
<b>VAN QUICKELBERGHE, Robert</b>	<b>Director</b>	<b>Since 23 October 2014</b>	<b>Nominated as new director</b>
Halle, Günter	Director	Since 12 August 2016	
<b>VOS , Ann</b>	<b>Director</b>	<b>Since 23 October 2014</b>	<b>Director mandate renewed</b>
<b>WINBOW, Howard</b>	<b>Chairman</b>	<b>Since 23 October 2014</b>	<b>Director and Chairman mandate renewed</b>
SINHA, Parikhrit	Director	Since 10 September 2015	
HAMAMATSU, Takeo	Director	Since 10 September 2015	

Robert Van Quickelberghe (Flaurea) is candidate to take over the director position from Jean-Luc Lafitte.

The Chairman and Vice-Chairmen accepted to take up another 3 year term. To ensure that the end of this renewed 3-year mandate coincides with the termination of the mandate as director, the Chairman proposes to also renew the director nominations of the Chairman and Vice-Chairmen.

Ann Vos (Nyrstar) and Colin Thirlaway (Stanley Black & Decker Corporation) accepted to serve another 3 years as director at the Board.

***The proposed composition of the Board of Directors was unanimously approved by the General Assembly.***

### **MEMBERSHIP REPORT**



*Changes to the current membership.*

- Accurec (Ni-Cd Battery recycler) resigned in 2016 and memberships end officially at 31/12/2017. Financial impact: -€4.000/year
- Inmetco (Ni-Cd Battery recycler) was under chapter 11 in 2016 but confirmed to maintain membership of ICdA in 2017 and pay its fee. Financial impact: +€10.000/year
- New members: ACSIEL will join as an associate member and pay €7.200 fee. It will have no voting rights. ACSIEL is an association of companies making electric and electronic connectors for aeronautic and military applications. Following companies are member of ACSIEL: Radiall, TE Connectivity, Amphenol and Souriau. Financial impact: +€7.200/year

The ICdA has now 19 members as listed below.

1. ACME Aerospace Inc.	Ni-Cd Battery manufacturer
2. Arts Energy	Ni-Cd Battery manufacturer
3. Stanley Black & Decker	Article-user > Ni-Cd Battery user
4. EnerSys / Gaz	Ni-Cd Battery manufacturer
5. Flaurea Chimie	Cd compounds manufacturer
6. Hoppecke	Ni-Cd Battery manufacturer
7. Inmetco	Ni-Cd Battery recycler
8. IZA	Zinc Association representing Cd producers
9. JMIA	Japanese Association > Miners & smelters
10. James M Brown	Cd pigment manufacturer
11. 5N Plus	Cd-compounds for PhotoVoltaic applications
12. Huntsman pigments (Venator)	Cd pigment manufacturer
13. SAFT Batteries	Ni-Cd Battery manufacturer & recycler
14. Sanyo Electric Co	Ni-Cd Battery manufacturer
15. SNAM	Ni-Cd Battery recycler
16. First Solar	CdTe Solar Cell manufacturer
17. Nimetal	Ni-Cd Battery recycling/dismanteling
18. Sofradir	CdTe and CdHgTe IR-detectors
19. ACSIEL	Electric and electronic connectors <b>NEW</b> (Radiall, TE Connectivity, Amphenol, Souriau)

*The changes to the membership were unanimously approved by the General Assembly.*



#### COMMITMENT LETTER (Mik) (ANNEX I - SLIDE 9, ANNEX II)

The Commitment letter which was approved at the Board meeting of 2 November 2017 was proposed for approval by the General Assembly.

***The Commitment letter was unanimously approved by the General Assembly.***

#### AMENDMENT OF THE ARTICLES OF ASSOCIATION (Mik) (ANNEX III)

The Board proposed amendments to Art.3 and Art.5.3 to the General Assembly for approval. The amendments to the text are underlined in the extract below. Full text is given in Annex III.

##### ARTICLE 3: PURPOSE AND OBJECTIVES

- The Association .... image.
- A key objective of the Association is to assist its members in ensuring a high level of worker protection against the adverse effects of cadmium and its compounds. For this purpose, Regional Programs may be developed by the Association to assist members belonging to the same regulatory environment (such as the EU).
- Regional Programs may include the development and sharing of guidance on worker protection, as well as the setting up of exposure observatories. They may also require that member companies which are operating plants in the region of interest report (confidentially and anonymously) to the Association data showing actual implementation of the Regional Programs and their results.
- Implementation of such regional Programs, recommended and regularly updated by the Association, is binding on all members.

##### ARTICLE 5: ADMISSION, RESIGNATION, EXCLUSION

- ...
- **5.3. Exclusion**

Any member who fails to comply with these Articles of Association or whose conduct harms the Association, may be excluded.

More specifically, failing to implement the Regional Programs as developed by the Association as set forth in Article 3 shall constitute a breach of the Articles of Association. In such instance, a Statement of Breach will be issued by the General Manager of the Association and will be communicated to the relevant member, to the Chairman of the Board of Directors and to the chairman of the Health and Safety Committee.

The exclusion of a member may be proposed by the Board of Directors, after having heard the interested party's defense, and...



## **FINANCIAL REPORTS** (ANNEX I, SLIDES 9-14)

**ACCOUNTS 2016** (Mik): see slides 13-14, Annex I

The accounts 2016 are closed and audited.

In 2016, ICdA booked a positive result of +39,904€ (€50,000 better as foreseen in budget) which brings the accumulated reserves of ICdA on 31/12/2016 at €185,495.

- Results as compared to 2016 budget:
  - Operational cost (Staff, administration, travel) in line with budget
  - Staff: 1/3 FTE Noömi and 126,5 days Mik
  - Office cost -7,000€ as compared to budget.
  - Conference cost were lower and revenues higher than anticipated. +29,000€
  - More revenues from fees due to consistent higher \$/€ ratio than forecast
  - => 13,000 € higher income related to exchange rate \$/€

***The accounts 2016 as shown in Slide 10 of Annex I attached were approved unanimously by the General Assembly.***

**ACCOUNTS 2017** (Mik) see slides 15-17, Annex I

An update of the 2017 expenses until 31/8 and forecast for 2017 was given. Most important anticipated deviations from the 2017 budget

- in minus
  - € 5,000 increased fee income:
    - lower €/€ rate)
    - But €10,000 fee from Inmetco which was not foreseen in the 2017 budget
  - € 1,500 Less travel and meeting cost than anticipated
  - € 3,000 less office costs than anticipated
  - The budget of €25,000 for positive communication studies and Cd market intelligence in China was shifted towards scientific studies for the SEA (board decision 3 August and 28 September)
- In plus
  - scientific support cost (external studies to address SEA study) € 22,000 above budget
  - €2,000 increased staff cost
- Conclusion
  - With and expected deficit of €2,936, the 2017 Result will likely be €12,000 better as foreseen in the budget.
  - Consolidated reserves are expected to drop to € 182,559 by the end of 2017.



## BUDGET 2018

Mik Gilles presented the budget 2018 based on the 8+4 forecast for 2017, excluding non-recurrent items. Correction were done for membership changes.

For 2018, additional budgets are included for some special projects:

- €15,000 for scientific studies environment and health
- €5,000 for market survey China.
- €10,000 for making the website more attractive.
- €20.000 for positive communication on cadmium.

## Conclusion

- For 2018, the forecast is a result of -€18,650
- On 31/12/ 2018, we expect to have consolidated reserves of €163,909

***The budget 2018 as shown in Slide 15 of Annex I attached was approved unanimously by the General Assembly.***

## APPROVAL OF ICDA MEMBERSHIP FEE 2017

Mik Gilles noted that for the ICdA membership fee for 2018, the board proposes not to increase the fees.

***The General Assembly unanimously approved no increase of the membership fees in 2018 as compared to the 2017 fees.***

## NEXT MEETING DATES

H&S-EU meeting: June 2018 (adjacent to Reach meetings)  
General Assembly: Thursday 4 October 2018, in Brussels (before LME week)

## ADJOURNMENT

There being no further business before the General Assembly of Members, the General Assembly of Members of the International Cadmium Association was adjourned at 15:55 by its Chairman, Howard Winbow

Respectfully Submitted,

Approved,

Mik Gilles

Howard Winbow

General Manager

Chairman



## **Annex I: Slides presented during the General Assembly**



# ICdA – General Assembly

November 2<sup>nd</sup>, 2017, 14:30

London



ICdA General Assembly 2 November 2017

1

## Agenda

- **Introduction by the chairman, Agenda & statement of Compliance**
- **Administration**
  - Approval of the minutes – GA 28 October, 2016
  - Confirmation of members at the Board of directors
  - Membership report
  - Commitment letter
  - Amendment of Art.3 and Art.5.1 of the Articles of Association.
- **Finance**
  - Review of final accounts 2016, forecast 2017 and budget 2018
  - ICdA membership fee 2018
- **Next Meeting Date**



ICdA General Assembly 2 November 2017

2

## STATEMENT OF COMPLIANCE

- The purpose of the meeting is to address, under the applicable confidentiality rules, issues concerning Cadmium and Cadmium compounds producers and importers and more particularly their obligations under the several regulations.
- The minutes kept during the meeting will have to reflect all significant matters discussed during the meeting.
- No discussions will be held, formally or informally, during specified meeting times or otherwise, involving, directly or indirectly, express or implicit agreements or understandings related to: (a) any company's price; (b) any company's terms or conditions of sale; (c) any company's production or sales levels; (d) any company's wages or salaries; (e) the division or allocation of customers or geographic markets; or (f) customer or suppliers boycotts; or (g) any disclosure of information which may affect applicable rules on Competition Law.
- The International Cadmium Association (ICdA), as a group will make no recommendations of any kind and will not try to reach any agreements or understandings with respect to an individual company's prices, terms or conditions of sale, production or sales levels, wages, salaries, customers or suppliers.



ICdA General Assembly 2 November 2017

3



## Administration



ICdA General Assembly 2 November 2017

4

- **Approval of the minutes - General meeting October 28<sup>th</sup> 2016**

- **Comments received:**

- **No comments received by mail.**

**The General Assembly is requested to approve to the meeting minutes**



ICdA General Assembly 2 November 2017

5

## Membership report

### Changes to current membership:

- |                                 |  |
|---------------------------------|--|
| 1. ACME Aerospace Inc.          | - Ni-Cd Battery manufacturer   |
| Accurec                         | - Ni-Cd Battery recycler: <b>resigned (reduced activity)</b>                                     |
| 2. Arts Energy                  | - Ni-Cd Battery manufacturer   |
| 3. Stanley Black & Decker       | - Article-user > Ni-Cd Battery user  |
| 4. EnerSys / Gaz                | - Ni-Cd Battery manufacturer   |
| 5. Flaurea Chimie               | - Cd compounds manufacturer  |
| 6. Hoppecke                     | - Ni-Cd Battery manufacturer   |
| 7. Inmetco                      | - Ni-Cd Battery recycler   |
| 8. IZA                          | - Zinc Association representing Cd producers   |
| 9. JMIA                         | - Japanese Association > Miners & smelters   |
| 10. James M Brown               | - Cd pigment manufacturer  |
| 11. SN Plus                     | - Cd-compounds for PhotoVoltaic applications   |
| 12. Huntsman pigments (Venator) | - Cd pigment manufacturer  |
| 13. SAFT Batteries              | - Ni-Cd Battery manufacturer & recycler  |
| 14. Sanyo Electric Co           | - Ni-Cd Battery manufacturer   |
| 15. SNAM                        | - Ni-Cd Battery recycler   |
| 16. First Solar                 | - CdTe Solar Cell manufacturer   |
| 17. Nimetal                     | - Ni-Cd Battery recycling/dismanteling   |
| 18. Sofradir                    | - CdTe and CdHgTe IR-detectors   |
| 19. ACSIEL                      | - <b>Electric and electronic connectors NEW</b><br>(Radiall, TE Connectivity, Amphenol, Souriau) |



ICdA General Assembly 2 November 2017

6

## Confirmation of directors at the board

- The Board proposes for approval the nomination of 3 directors, the Chair and the 2 Vice-Chairs at the board

1. de METZ, Patrick	Director	Since 10 February 2006	3 year VC mandate period expired
2. Mark Tomaszewski	Director	Since 27 January 2016	
3. NOTTEZ, Eric	Director	Since 16 October 2008	
4. THIRLAWAY, Colin	Director	Since 14 October 2010	
5. KOLISNYK, PAUL	Director	Since 10 October 2013	3 year VC mandate period expired
6. LAFITTE, Jean-Luc	Director	Since 23 October 2014	3 year mandate period expired
7. Halle, Günter	Director	Since 12 August 2016	
8. VOS, Ann	Director	Since 23 October 2014	3 year mandate period expired
9. WINBOW, Howard	President	Since 23 October 2014	3 year chair mandate period expired
10. SINHA, Parikhith	Director	Since 10 September 2015	
11. HAMAMATSU, Takeo	Director	Since 10 September 2015	

**The GA is requested to confirm and approve the nominations**



ICdA General Assembly 2 November 2017

7

## Membership report

- Effect on revenues 2017
  - Inmetco agreed to pay the 2017 fee (revenues not foreseen in budget)
    - Positive annual impact: +€10,000
  - Accurec resignation:
    - Negative impact: - €4,000 from 2018
  - 1 new members: Acsiel
    - Positive impact of +€7,200 from 2018
  - Exchange rate \$/€ less favorable:
    - Budget \$/€ exchange rate =1,1 versus today =1,175
    - Negative impact of €9,000 in 2017, same for 2018
- Conclusion
  - 2017 revenues are expected to be €5,000 above budget
  - Total € revenues 2018 as compared to 2017 budget are expected to raise with €9,000

\$/€	\$ fees
1,3	€ 120 673
1,2	€ 130 729
1,1	€ 142 614

## Commitment letter

### Commitment to join the International Cadmium Association's European initiative to reduce worker exposure

The International Cadmium Association (ICdA) is a membership body that supports companies involved in the mining, smelting, refining, transforming, using and recycling of cadmium and compounds. A key objective of the Association is to assist members in ensuring a high level of worker protection against the adverse effects of cadmium and its compounds.

In 2017, ICdA issued a revision of its Guidance to Manage the Risks Related to Chronic Occupational Exposure to Cadmium and its Compounds. European members of ICdA have jointly committed:

- to implement this Guidance (where national regulations have stricter requirements than this Guidance, the former will prevail);
- to transpose the workplace air exposure limit described in SCOEL 2010 Recommendation into their EU sites;
- to reduce cadmium exposure of their bio-monitored workforce  $50,55,55$  to attain an EU industry wide level of more than 98% with a urinary cadmium below  $2 \mu\text{g Cd/g creatinine}$ .

Companies enrolled in this European programme are requested to provide to ICdA anonymized employee cadmium in blood, cadmium in urine and workplace cadmium in air data.

Individual plant data will be treated confidentially by the ICdA secretariat and consolidated with other plant data before communication to the ICdA members or third parties.

ICdA and the ICdA Health and Safety Committee are accountable for overseeing the programme and a Member who is unable to demonstrate initiatives to improve performance in reducing employee cadmium exposure may be expelled from ICdA by Special Resolution in General Meeting, as described in Article 5 of the Association by-laws.

Insert company name and address:	
Print name and title of company representative:	
<input type="checkbox"/>	The ICdA member company I represent has received the ICdA Guidance document (rev.2017) and has implemented its three building blocks: <ul style="list-style-type: none"> <li>• Implement of collective and individual hygiene measures as recommended by the ICdA Guidance;</li> <li>• Ensure plant cleanliness, including compliance of all Same Exposure Groups relative to the SCOEL 2010 Recommendation, using a recognized statistical assessment;</li> <li>• Conduct regular biomonitoring of urinary and blood cadmium of exposed workers to assess accumulated and recent exposure to Cd and compounds.</li> </ul>
<input type="checkbox"/>	The ICdA member company I represent will participate in the OCAIIR and OCAIIR monitoring programs.
<input type="checkbox"/>	The ICdA member company I represent commits to reduce cadmium exposure of their bio-monitored workforce $50,55,55$ to attain an EU industry wide level of more than 98% with a urinary cadmium below $2 \mu\text{g Cd/g creatinine}$ .
The person charged with implementing the cadmium exposure reduction program for the company is:	
First and last name:	
Position:	
Telephone:	
e-mail:	
This commitment is made for a three-year period ending no earlier than December 31 <sup>st</sup> , 2020, at which time an assessment of the initiative will be conducted by the ICdA Health and Safety committee.	
Date:	
Signature of company representative:	

## Amendment of Art. 3

### ARTICLE 3: PURPOSE AND OBJECTIVES

- The Association .... image.
- A key objective of the Association is to assist its members in ensuring a high level of worker protection against the adverse effects of cadmium and its compounds. For this purpose, Regional Programs may be developed by the Association to assist members belonging to the same regulatory environment (such as the EU).
- Regional Programs may include the development and sharing of guidance on worker protection, as well as the setting up of exposure observatories. They may also require that member companies which are operating plants in the region of interest report (confidentially and anonymously) to the Association data showing actual implementation of the Regional Programs and their results.
- Implementation of such regional Programs, recommended and regularly updated by the Association, is binding on all members.

## Amendment of Art. 5.3

### ARTICLE 5: ADMISSION, RESIGNATION, EXCLUSION

- ...
- **5.3. Exclusion**
  - Any member who fails to comply with these Articles of Association or whose conduct harms the Association, may be excluded.
  - More specifically, failing to implement the Regional Programs as developed by the Association as set forth in Article 3 shall constitute a breach of the Articles of Association. In such instance, a Statement of Breach will be issued by the General Manager of the Association and will be communicated to the relevant member, to the Chairman of the Board of Directors and to the chairman of the Health and Safety Committee.
  - The exclusion of a member may be proposed by the Board of Directors, after having heard the interested party's defense, and...

## Finance

- Review of final P&L-2016
- Forecast 2017
- Budget 2018
- ICdA membership fee 2018

## Review Final 2016 Accounts

	2013 Approved	2014 Approved	2015 Approved	2016 Budget	2016 Audited
<b>Staffing</b>					
Staff & scientific support	139 335	104 717	100 961	125 000	128 037
Legal support	28 208	10 375	14 509	18 000	16 509
Adm-accounting-secr.	7 550	8 420	8 846	8 800	6 027
<b>Total Staff</b>	<b>175 093</b>	<b>123 512</b>	<b>124 316</b>	<b>151 800</b>	<b>150 573</b>
<b>Operations</b>					
Office-rent-operational-memberships	28 370	29 541	25 132	32 150	24 820
Meetings-travel	20 347	8 135	8 187	17 900	23 235
<b>Total operation Cost</b>	<b>48 717</b>	<b>37 675</b>	<b>33 318</b>	<b>50 050</b>	<b>48 056</b>
<b>Special projects</b>					
Cd conference				10 000	1 473
<b>Total special projects</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>10 000</b>	<b>1 473</b>
<b>Total Expenses</b>	<b>223 810</b>	<b>161 188</b>	<b>157 634</b>	<b>211 850</b>	<b>200 102</b>
<b>Income</b>					
Membership fees	188 046	188 461	206 962	200 776	213 565
other income (conference fees)	13 975	3 695	8 541	700	26 440
<b>Total income</b>	<b>202 021</b>	<b>192 156</b>	<b>215 503</b>	<b>201 476</b>	<b>240 005</b>
<b>Balance</b>	<b>-21 789</b>	<b>30 967</b>	<b>57 869</b>	<b>-10 374</b>	<b>39 904</b>
<b>Surplus/(Loss) brought forward</b>	<b>78 541</b>	<b>56 756</b>	<b>87 723</b>	<b>145 599</b>	<b>145 592</b>
<b>Surplus/(Loss) carried forward</b>	<b>56 756</b>	<b>87 723</b>	<b>145 592</b>	<b>135 225</b>	<b>185 495</b>

## Most significant difference in 2016 accounts as compared to budget

- Results as compared to 2016 budget:
  - Operational cost (Staff, administration, travel) in line with budget
    - Staff: 1/3 FTE Noëmi and 126,5 days Mik
  - Office cost -7,000€ as compared to budget.
  - Conference cost were lower and revenues higher than anticipated. +29,000€
  - More revenues from fees due to consistent higher \$/€ ratio than forecast  
13,000 € higher income related to exchange rate \$/€
 

\$/€	\$ fees
1,3	€ 120 673
1,2	€ 130 729
1,1	€ 142 614
  - Balance 2016: +39,904€ as compare to a budgeted loss of 10,704€.
  - On 31/12/2016 the ICdA reserves were at €185,495

The General Assembly is requested to approve the 2016 accounts

## 2017 forecast vs. budget and 2018 budget

	2017 Budget	2017 P&L Forecast 8+4	2018 Budget
<b>Staffing</b>			
Staff & scientific support	118 500	118 000	120 000
Adm-accounting-secr.	8 800	8 600	8 600
<b>Total Staff</b>	<b>127 300</b>	<b>126 600</b>	<b>128 600</b>
<b>Operations</b>			
Office-rent-operational-memberships	31 050	28 050	30 050
Regulatory support - B&C	18 000	19 000	20 000
Meetings-travel	9 000	7 500	9 000
<b>Total operation Cost</b>	<b>58 050</b>	<b>54 550</b>	<b>59 050</b>
<b>Special projects</b>			
Scientific studies	15 000	34 050	15 000
Communication & website	20 000		30 000
Cd market statistics	5 000		5 000
Legal case	0		0
<b>Total special projects</b>	<b>40 000</b>	<b>34 050</b>	<b>50 000</b>
<b>Total Expenses</b>	<b>225 350</b>	<b>215 200</b>	<b>237 650</b>
<b>Income</b>			
Membership fees	210 019	215 000	219 000
other income	0	0	0
<b>Total income</b>	<b>210 019</b>	<b>215 000</b>	<b>219 000</b>
<b>Balance</b>	<b>-15 331</b>	<b>-200</b>	<b>-18 650</b>
Surplus/(Loss) brought forward	195 356	216 513	182 559
<b>Surplus/(Loss) carried forward</b>	<b>180 025</b>	<b>216 313</b>	<b>163 909</b>

## Comments on 2018 budget

- Forecast 2017 8+4 numbers are used as guidance to set the 2018 budget
  - Changes in membership
  - Revised estimate of \$/€ ratio
  - €15,000 provision for scientific studies E&H (content undefined)
  - €5,000 for market survey China (not executed in 2017)
  - €10,000 for making the website more attractive
  - €20,000 for positive communication on cadmium
- Conclusion
  - For 2018, the forecast is a result of €11,350
  - On 31/12/ 2018, we expect to have consolidated reserves of €193,909
  - Considering the annual balance and reserves, no raise to the membership fees is suggested.

**The General Assembly is requested to approve the 2018 budget**



ICdA General Assembly 2 November 2017

16

## Next meetings

- **H&S-EU meeting**
  - Proposal: June 2018 (adjacent to Reach meetings)
- **General Assembly**
  - Thursday 4 October 2018, in Brussels (before LME week)



ICdA General Assembly 2 November 2017

18

## ICdA membership fees 2018

- Last year, no annual increase was approved.
- For 2018, again, no increase of the fees is proposed.

The General Assembly is asked to approve the ICdA membership fee schedule for 2018.





## **Annex II: Commitment letter**

### **Commitment to join the International Cadmium Association's European initiative to reduce worker exposure**

The International Cadmium Association (ICdA) is a membership body that supports companies involved in the mining, smelting, refining, transforming, using and recycling of cadmium and compounds. A key objective of the Association is to assist members in ensuring a high level of worker protection against the adverse effects of cadmium and its compounds.

In 2017, ICdA issued a revision of its Guidance to Manage the Risks Related to Chronic Occupational Exposure to Cadmium and its Compounds. European members of ICdA have jointly committed:

- to implement this Guidance (where national regulations have stricter requirements than this Guidance, the former will prevail),
- to transpose the workplace air exposure limit described in SCOEL 2010 Recommendation into their EU sites,
- to reduce cadmium exposure of their bio-monitored workforce so as to attain an EU industry wide level of more than 98% with a urinary cadmium below 2 µg Cd/g creatinine.

Companies enrolled in this European programme are requested to provide to ICdA anonymized employee cadmium in blood, cadmium in urine and workplace cadmium in air data.

Individual plant data will be treated confidentially by the ICdA secretariat and consolidated with other plant data before communication to the ICdA members or third parties.

ICdA and the ICdA Health and Safety Committee are accountable for overseeing the programme and a Member who is unable to demonstrate initiatives to improve performance in reducing employee cadmium exposure may be expelled from ICdA by Special Resolution in General Meeting, as described in Article 5 of the Association by-laws.

<i>Insert company name and address:</i>	
<i>Print name and title of company representative:</i>	
<input type="checkbox"/>	<i>The ICdA member company I represent has received the ICdA Guidance document (rev.2017) and has implemented its three building blocks:</i> <ul style="list-style-type: none"> <li>• <i>Implement of collective and individual hygiene measures as recommended by the ICdA Guidance,</i></li> <li>• <i>Ensure plant cleanliness, including compliance of all Same Exposure Groups relative to the SCOEL 2010 Recommendation, using a recognized statistical assessment,</i></li> <li>• <i>Conduct regular biomonitoring of urinary and blood cadmium of exposed workers to assess accumulated and recent exposure to Cd and compounds.</i></li> </ul>
<input type="checkbox"/>	<i>The ICdA member company I represent will participate in the OCdAIR and OCdBIO monitoring programs.</i>
<input type="checkbox"/>	<i>The ICdA member company I represent commits to reduce cadmium exposure of their bio-monitored workforce so as to attain an EU industry wide level of more than 98% with a urinary cadmium below 2µg Cd/g creatinine.</i>
<i>The person charged with implementing the cadmium exposure reduction program for the company is:</i> <i>First and last name:</i> <i>Position:</i> <i>Telephone:</i> <i>e-mail:</i>	
<i>This commitment is made for a three-year period ending no earlier than December 31<sup>st</sup>, 2020, at which time an assessment of the initiative will be conducted by the ICdA Health and Safety committee.</i>  <i>Date:</i> <i>Signature of company representative:</i>	



### **Annex III: Articles of Association, amended**



## INTERNATIONAL CADMIUM ASSOCIATION<sup>1</sup>

### ARTICLES OF ASSOCIATION,

**Translated from the Association statutes deposited in February 2006, amended during the General Meeting of 10 October 2013 and the General Meeting of 2 November 2017.**

#### **ARTICLE 1: NAME**

There is hereby incorporated an international non-profit association, named “International Cadmium Association”, in short “ICdA”.

The Association is governed by the provisions of Title III of the Belgian law of June 27, 1921, concerning non-profit associations, international non-profit associations and foundations (Articles 46 through 57).

#### **ARTICLE 2: PRINCIPAL OFFICE**

The principal office of the Association is at Avenue de Tervuren, 168/ Box # 4, 1150 Brussels, Belgium.

It may be transferred to any other location in Belgium by decision of the Board of Directors, to be published in the annexes to the Belgian Official Gazette and to be communicated to the *Service public fédéral Justice* within one month of the adoption of the decision.

#### **ARTICLE 3: PURPOSE AND OBJECTIVES**

The Association is a non-profit organization. Its primary purpose is to promote the general interests of the cadmium industry on the basis of a long-term vision and strategic plan.

For that purpose, the Association may undertake or further any activity, research, survey or communication campaign, provided that they are compatible with its legal statute and that they are directly or indirectly related to the accomplishment of its purpose. The Association may collect any information relating to the development of the cadmium industry and ensure, if applicable, the representation of its members at any private or public organization and at any national or international authority.

The Association may collect and manage capital, lease any real and personal property, hire personnel, enter into agreements, hold a participation in non-commercial organizations, and generally engage in any activities that are necessary for the promotion, at world level, of the cadmium industry and its image.

A key objective of the Association is to assist its members in ensuring a high level of worker protection against the adverse effects of cadmium and its compounds. For this purpose, Regional Programs may be developed by the Association to assist members belonging to the same regulatory environment (such as the EU).



Regional Programs may include the development and sharing of guidance on worker protection, as well as the setting up of exposure observatories. They may also require that member companies which are operating plants in the region of interest report (confidentially and anonymously) to the Association data showing actual implementation of the Regional Programs and their results.

Implementation of such regional Programs, recommended and regularly updated by the Association, is binding on all members.

#### **ARTICLE 4: MEMBERS**

##### **(a) Members**

Membership to the Association shall be open to companies located in Belgium and any worldwide location.

Membership shall be open to any physical person, legal entity or industry association representing these legal entities, active in the production, use or consumption of cadmium or in cadmium containing products, and paying the membership contributions determined by the Board of Directors in accordance with Article 6 of these Articles of Association.

The Members include:

- Category A Member: the International Zinc Association (IZA) is designated as Category A Member by the Board of Directors at the admission procedure set forth in Article 5.1.
- Category B Members: the cadmium producing Members designated as Category B Members by the Board of Directors at the admission procedure set forth in Article 5.1.
- Category C Members: the cadmium recycling Members designated as Category C Members by the Board of Directors at the admission procedure set forth in Article 5.1.
- Category D Members: the cadmium oxide producing Members designated as Category D Members by the Board of Directors at the admission procedure set forth in Article 5.1.
- Category E Members: the cadmium consuming Members in the Battery sector designated as Category E Members by the Board of Directors at the admission procedure set forth in Article 5.1.
- Category F Members: the cadmium consuming Members in the Pigments Sector designated as Category F Members by the Board of Directors at the admission procedure set forth in Article 5.1.
- Category G Members: the Members belonging to no other category of Members and designated as Category G Members by the Board of Directors at the admission procedure set forth in Article 5.1.

##### **(b) Associate Members**

The Associate Members include all physical persons and legal entities active in the cadmium sector (or a subsidiary or branch of a company active in the cadmium sector) who does not pay the membership contributions in accordance with Article 6 of these Articles of Association.



## **ARTICLE 5: ADMISSION, RESIGNATION, EXCLUSION**

### **5.1. Admission**

The admission of new Members and Associate Members in Category B, C, D, E, F or G is subject to the approval of the Board of Directors. The new candidate confirms having taken note of the Articles-of-Association, of the fee schedule and agrees to do its best efforts to respect the terms of the « code of conduct », as issued and regularly updated by the Board of Directors.

Worker protection is a key objective of the Association and its members. Regional programs may be developed by the Association covering members belonging to the same regulatory environment (such as the EU). Such Regional programs may include Guidance on worker protection as well as the filing by members of plant specific data showing actual implementation and results to the Association. Implementation of such Program as recommended and regularly updated by the Association is a commitment of all members.

As soon as the membership application of a candidate has been approved by the Board of Directors, the candidate shall be admitted as Category B, C, D, E, F or G Member or Associate Member and shall benefit from all the rights – and be subject to all the obligations – provided for in these Articles of Association, the regulations of the Association and any other decisions adopted by the Association's governing bodies.

Since the qualification as Member or Associate Member is granted *intuitu personae*, the member shall inform the Association without delay of any substantial modification that may occur in its legal statute, shareholdership, partnership or control.

The Members shall have the right to attend general meetings with a deliberating vote. The Associate Members shall have the right to attend general meetings but have an advisory vote.

At their membership application, the members who are legal entities shall communicate to the Association the name of the persons that will represent them in the framework of their relationship with the Association. They shall inform the Board of Directors by registered mail of any change in their representation

### **5.2. Resignation**

Each member is free at any time to resign from the Association, subject to a written notice sent to the Chairman of the Board of Directors by registered mail. A member's resignation shall take effect at the end of the year following the year it is submitted; therefore, contributions for the current and for the following year will be payable. Such a resignation does not exempt the member from its obligation to pay the usual contributions that may be due for that current year.

Any Member failing to pay its contributions within the month following reception of the request for payment by registered mail, shall be considered as having resigned.



### 5.3. Exclusion

Any member who fails to comply with these Articles of Association or whose conduct harms the Association, may be excluded.

More specifically, failing to implement the Regional Programs as developed by the Association as set forth in Article 3 shall constitute a breach of the Articles of Association. In such instance, a Statement of Breach will be issued by the General Manager of the Association and will be communicated to the relevant member, to the Chairman of the Board of Directors and to the chairman of the Health and Safety Committee.

The exclusion of a member may be proposed by the Board of Directors, after having heard the interested party's defense, and can only be pronounced, if applicable, by the general meeting by a confidential vote cast by a two-third majority of the members present or represented.

Such exclusion does not exempt the member from its obligations to pay the usual contribution that may be due for the current year.

## **ARTICLE 6: CONTRIBUTIONS**

At the proposal of the Board of Directors, the general meeting shall determine the annual contributions to be paid by the Members and the date of payment thereof.

## **ARTICLE 7: GENERAL MEETING**

### 7.1. Powers

The general meeting shall have all powers necessary for the accomplishment of the purpose of the Association. It shall in particular have the power to :

- establish the by-laws of the Association;
- determine the contributions;
- approve the budget as proposed by the Board of Directors;
- appoint and revoke the directors and, if applicable, the auditors;
- approve the financial statements of the fiscal year and release the directors and, if applicable, the auditors, from their duties;
- amend these Articles of Association;
- amend the by-laws of the Association;
- dissolve the Association, and decide the dissolution and liquidation method of the Association.



### 7.2. Composition

The general meeting shall be composed of all members of the Association.

Each Member shall be entitled to one vote.

Each member may be represented by another Member.

Associate Members may attend the meetings with an advisory vote.

The Chairman of the Board of Directors or, in his absence, one of the Vice Chairmen of the Board of Directors, presides over the general meeting. The Chairman may designate a secretary. The general meeting may elect one or more tellers from among its members.

### 7.3. Meeting and convocation

An ordinary general meeting shall be held at least once a year at the principal office of the Association or at any other place indicated in the notice of meeting.

General meetings shall be called by decision of the Board of Directors, its Chairman, or at the request of at least one-fifth of the Members. Notices of meetings are given by mail, telecopy, e-mail or any other written means of communication at least eight days prior to the date of the general meeting. The notice contains the agenda.

Extraordinary general meetings may be called subject to the same conditions, by decision of the Board of Directors, its Chairman, or at the request of at least one-half of the Members.

### 7.4. Resolutions

The general meeting may act validly only if one-half of the Members are present or represented. If this quorum is not reached, a new general meeting may be called within one month, with the same agenda, which shall definitively and validly decide, irrespective of the number of members present or represented.

Any Member and Associate Member may, by a written notice sent to the Association, authorize any other member to represent it at a general meeting. A Member may only authorize another Member to represent it at a general meeting.

No member may receive more than five proxies.

The items that are not included in the agenda of the general meeting may not be decided.

Resolutions shall be adopted by a simple majority of the Members present or represented, except in those cases where the Articles of Association provide otherwise.

The minutes of the general meetings and the attendance lists shall be kept in a register and signed by the Chairman and Secretary. The register shall be kept at the principal office of the Association. All members can have access to the minutes at the principal office.





## **ARTICLE 8: AMENDMENT OF THE ARTICLES OF ASSOCIATION AND DISSOLUTION OF THE INTERNATIONAL ASSOCIATION**

Without prejudice to Articles 50, §3, 55 and 56 of the law concerning non-profit associations, international non-profit associations and foundations, each proposal to amend these Articles of Association or to dissolve the association shall be made by the Board of Directors or at least two-thirds of the Members.

The Board of Directors shall inform the members of the Association, at least 15 days before the general meeting, of the date of the meeting during which the said proposal shall be decided, as well as the proposed amendments.

The general meeting may validly deliberate the proposal only if half of the Members are present or represented.

Resolutions are adopted by a majority of two thirds of the Members present or represented.

However, if the quorum is not reached, a new general meeting may be called within one month, with the same agenda, which shall definitively and validly decide the proposal and proposed amendments, irrespective of the number of members present or represented.

Amendments to the Articles of Association shall only be effective after approval by the competent authority in accordance with Article 50, §3, of the law, and after publication in the annexes to the Belgian Official Gazette, in accordance with Article 51, §3, of the said law.

The general meeting shall decide the method for the dissolution and liquidation of the Association. It shall designate one or more liquidators, determine their powers, and give them all instructions relating to the allocation of the net assets.

In all cases of dissolution, whether voluntary or after legal proceedings, the net assets, after payment of all debts and liabilities, shall be allocated to a private non-profit legal entity having a similar purpose or exercising an activity that it related to the purpose of the Association, to be decided by the extraordinary general meeting adopting a resolution relating to the liquidation. All costs and liabilities relating to the dissolution shall be divided in proportion to the members' annual contributions, within the limits of the contributions paid by them.

## **ARTICLE 9: BOARD OF DIRECTORS**

### **9.1. Powers**

The Board of Directors shall have the broadest possible powers for the administration and management of the Association, with the exception of those reserved to the general meeting.

The Board of Directors may delegate the day-to-day management to one or more directors or to one or more deputies whose powers it will determine.





The Board of Directors may also appoint a Treasurer whose duties it will determine.

#### 9.2. Composition

The Board of Directors shall be composed of no less than 4 and no greater than 11 directors appointed from among the candidates nominated by the Members in accordance with the following procedure:

- IZA (Category A) may nominate three directors who are physical persons to the general meeting.
- Each member in all other categories (B, C, D, E, F, and G) may nominate one, exceptionally several director(s), who is a physical person or a legal entity to the general meeting, up to a maximum of 11 Directors.

The directors are appointed for a period of three years and are eligible for re-election. They may be revoked by the general meeting.

Their office shall be terminated in case of death, resignation, civil incapacity, provisional controlled administration, revocation or expiration of their mandate.

In case of a premature vacancy, the Board of Directors shall provisionally appoint a new director, who shall serve for the remaining mandate period of the person he replaces. The new director must be nominated by the Members of the category having nominated the director who occupied the vacancy.

The Board of Directors elects from among its members a Chairman, two Vice Chairmen and a Secretary. The Board of Directors may designate as Secretary a person who is not a director of the Association.

All documents relating to the appointment, revocation and termination of a director's office, which are established in accordance with the law, shall be communicated to the *Service public fédéral Justice*, in order to be added to the records and to be published, at the costs of the Association, in the annexes to the Belgian Official Gazette.

#### 9.3. Meeting and convocation

Meetings of the Board of Directors shall be held at least once a year, and shall be called by the Chairman.

Notices of meetings are given by mail, telecopy, e-mail or any other written means of communication.

#### 9.4. Resolutions

The Board of Directors may act validly only if at least one-half of its members are present or represented.

Each member may authorize another director to represent it at the general meeting. However, such a director shall not have received more than one proxy.

Resolutions of the Board of Directors shall be adopted by a simple majority of the directors present or represented. In case of a tie of votes, the Chairman's vote shall be decisive.

#### 9.5. Minutes of the meetings of the Board of Directors



The minutes of the meetings of the Board of Directors shall be kept in a register and signed by the Chairman and Secretary. The register shall be kept at the principal office of the Association. All members can have access to the minutes at the principal office.

#### **ARTICLE 10: REPRESENTATION OF THE ASSOCIATION VIS-À-VIS THIRD PARTIES AND IN COURT ACTIONS**

Except in case of a special proxy, all documents binding the Association shall be signed by two directors, by the Chairman and the person responsible for the day-to-day management, in compliance with the rules approved by the Board of Directors. Authorized signatories shall not be required to give proof of the powers granted to them *vis-à-vis* third parties.

The Chairman may sub-delegate to any employee of the Association special representation powers.

The association shall be validly represented in court actions, either as plaintiff or defendant, by two directors, by the Chairman, by the person responsible for the day-to-day management or by a director designated for that purpose.

All documents relating to the appointment, revocation and termination of mandates of the persons representing the international non-profit association, which are established in accordance with the law, shall be communicated to the *Service public fédéral Justice*, in order to be added to the records and to be published, at the costs of the Association, in the annexes to the Belgian Official Gazette.

#### **ARTICLE 11: BUDGETS AND ACCOUNTS**

The fiscal year of the Association shall start on January 1 and end on December 31. The first fiscal year shall commence on the date of incorporation of the Association, and end on December 31, 2005.

In accordance with Article 53 of the law, the financial statements of the past fiscal year, and the budget provided for the following fiscal year, shall each year be established by the Board of Directors, and submitted to the general meeting for approval at the next meeting. (In accordance with Article 51 of the law, the financial statement shall be transferred to *Service public fédéral Justice*.)

One or more statutory auditors shall be charged with the audit of the financial condition, the financial statements and the regularity of the transactions reflected in the financial statements pursuant to the law and the Articles of Association. The statutory auditors shall be appointed by the general meeting of shareholders from among the members, physical persons or legal entities, of the *Institut des Réviseurs d'Entreprises*.

The statutory auditors shall be appointed for a period of three years. They are eligible for reelection.

At the beginning and for the period of their mandate, the general meeting shall determine for each statutory auditor, the remuneration to be paid, which shall not be modified unless by mutual agreement.



## **ARTICLE 12: DURATION**

The Association is organized for an unlimited term.

## **ARTICLE 13: JURISDICTION**

The Brussels Court of First Instance shall have jurisdiction over any disputes that may arise concerning the interpretation of these Articles of Association.

## **ARTICLE 14: GENERAL PROVISIONS**

The purpose and activities of the Association shall in all circumstances be in accordance with the applicable competition laws.

If the Association should be called upon to take position in public matters or to submit an official opinion to any institution, it shall make sure that any minority opinion shall be expressed in an appropriate way.

All matters not covered by these Articles of Association, especially any publications to be made in the annexes to the Belgian Official Gazette, shall be regulated in accordance with the provisions of Title III of the Belgian law of June 27, 1921 concerning non-profit associations, international non-profit associations and foundations.