



Internal Regulation

Valid as of: June 27th, 2024

This Internal Regulation supplements and completes the provisions of the Statute of the TCBL Association. In the event of any conflict or discrepancy, the articles of the Statute shall prevail. Topics covered herein include:

1. General Meeting procedures
2. Management Board election procedures
3. Management Board Meeting procedures
4. Contributing Members meeting procedures
5. Accredited member procedures
6. Participant procedures
7. Endowment Fund
8. Fees

1. General Meeting procedures

- The General Meeting shall take place at minimum once every year before end June of that year and in addition can meet when deemed appropriate by a resolution of the Management Board or at the request of one-tenth of the Association's members.
- The General Meeting is to be held at the seat of the Association and shall include the possibility for remote participation through videoconferencing. Those participating remotely shall have the same rights as those physically present. The meetings are recorded locally (i.e. not in the cloud) as a supplement to the minutes. At the request of any member, the recording can be suspended for up to 10 minutes but the discussions during the suspension of the recording do not form part of the deliberations of the meeting and are not mentioned in the minutes. The recordings are transferred to the General Meetings reserved folder on Google Drive and deleted after three months of approval of the related minutes.
- The date and time of each meeting are determined by the launch of a Doodle poll or similar on-line voting mechanism, with the options starting at least two weeks after the circulation of the poll and including at least three weeks of calendar options. The optimum date and time thus determined shall be one from among those with the greatest number of members' availability and communicated to all Association members at least one week prior.
- The agenda for each meeting is to be circulated at the same time as the Doodle poll or similar. Any documents to be discussed shall also be uploaded to the General Meeting Google Drive folder together with the circulation of the agenda, or, in the event this is not possible due to external circumstances, an indication of when the document is to be ready for consultation shall be provided.

- The following items must be included in the agenda for the annual General Meeting prior to end June of each year:
 - Approval of the financial results and the budget for the following year.
 - Approval of the audit of the Financial Committee and nomination of the Financial Committee for the forthcoming year.
 - Approval of the report of activities carried out and the plan for the coming year.
 - Filling any vacancies, including the nominations of the Management Board every two years.
 - Any additional items.
- Minutes of each meeting are to be drawn up by the Secretary and the Chair and a draft circulated for comments within fourteen calendar days following each meeting and will be considered accepted if within seven calendar days no Association member has sent an objection in writing to the Chair with respect to the accuracy of the draft of the minutes. The minutes will be a formal record of all decisions taken by the General Meeting.
- The General Meeting can also adopt specific resolutions by an email procedure, limited to resolutions requiring only a majority of votes for approval. The text of the resolution is drawn up by the Chair and circulated to all members of the Association in pdf form, with specific mention that the procedure for approval is by email. Members express their vote by return mail, and when a positive response is received by a majority of members the resolution is approved. The text of the resolution as circulated is saved as a pdf as are all positive return mails from Association members in the same folder as that of the General Meeting in question. In the event the email procedure has been foreseen and is recorded in the minutes of a regularly convened meeting, the adopted resolution is to be considered as an integral annex to the minutes of that meeting. If this is not the case, the resolution is integrated into the minutes of the next General Meeting.

2. Management Board election procedures

- The Management Board and executive positions as defined upon constitution of the Association in the period from 15 February through 31 March 2022 shall remain in office until end June 2024. Prior to end June 2024 and every two years thereafter the current members of the Management Board will retire and a new Management Board will be formed by the seven members representing the Sponsoring Members and appointed by the General Meeting together with the eighth member appointed by the Contributing Members. The newly appointed members will take office on 1 July following their appointment and will immediately proceed to nominate a Chair, a Secretary and a Treasurer.
- A retiring member of the Management Board is eligible for reappointment. If a member of the Management Board serving as the Chair, the Secretary or the Treasurer is reappointed to the Management Board, they are also eligible for reappointment to any one of these offices.
- Those wishing to be appointed by the General Meeting to one of the seven positions of the Management Board representing the Sponsoring Members shall express their candidacy by posting a statement to the relevant Google Drive folder at least two

weeks prior to the General Meeting. Candidates can also express their intention to serve as Chair, Secretary or Treasurer if so nominated by the Management Board.

- In the event one of the seven members of the Management Board representing the Sponsoring Members is dismissed or retired prior to termination of the two-year period, the Sponsoring Member organisation having that person as a representative shall nominate a new member as a replacement within one month. In the event that person is also serving as Chair, Secretary or Treasurer, the Management Board shall meet within one month to confirm that position or to nominate another person of the Management Board to fill that position.
- In the event the member of the Management Board is the representative of the Contributing Members, the Contributing Members shall meet to nominate a new representative within one month.
- In the event that the member of the Management Board is dismissed due to termination of membership of the organisation represented, an interim member shall be appointed by a two-thirds vote of the Management Board from among the representatives of the Sponsoring Members not already serving on the Management Board, and if that is not possible from among the representatives of the Contributing Members. If neither of these options is possible, the position will remain vacant. In either of these cases, a new member shall be appointed to the Management Board at the next General Meeting.

3. Management Board meeting procedures

- The Management Board shall meet as a rule every three months and in addition can meet when deemed appropriate by the Chair at most once a month. Management Board meetings can also be called at the request of one-third of the Board's members.
- Management Board meetings in general are held through videoconferencing. The meetings are recorded locally (i.e. not in the cloud) as a supplement to the minutes. The recordings are transferred to the Management Board reserved folder on Google Drive and deleted after three months of approval of the related minutes.
- The date and time of each meeting are determined by the launch of a Doodle poll or similar on-line voting mechanism, with the options starting at least two calendar days after the circulation of the poll and including at least one week of calendar options. The optimum date and time thus determined shall be one from among those with the greatest number of members' availability and are communicated to all Management Board members at least two days prior.
- The agenda for each meeting is to be circulated at the same time as the Doodle poll or similar. Any documents to be discussed shall also be uploaded to the Management Board Google Drive folder together with the circulation of the agenda, or, in the event this is not possible due to external circumstances, an indication of when the document is to be ready for consultation shall be provided.
- Minutes of each meeting are to be drawn up by the Secretary and the Chair and a draft circulated for comments within fourteen calendar days following each meeting and will be considered accepted if within seven calendar days no Management Board member has sent an objection in writing to the Chair with respect to the accuracy of

the draft of the minutes. The minutes will be a formal record of all decisions taken by the Management Board.

4. Contributing Member procedures

- The Contributing Members shall meet at least once every two years to nominate their representative to the Management Board.
- On these occasions, the Chair of the Management Board shall call the meeting according to the same procedure as for the Management Board, shall Chair the meeting, and shall draw up and sign the minutes.
- The Contributing Members are free on any other occasion to meet as a group. On these occasions, the person representing the Contributing Members on the Management Board shall organise and chair the meeting and draw up minutes if deemed appropriate.

5. Accredited Member procedures

- There are three types of accredited members: *Labs*, *Businesses*, and *Service Platforms*, defined as follows:
 - **Labs** These are structures that explore technical and social innovation of any kind, with the aim of making the textile and clothing industry more sustainable. They are not directly involved in production on a regular basis, but work together with the local business community to promote the uptake of sustainable change.
 - **Businesses** These are social or for-profit enterprises whose main activity is to deliver products and services in the textile and clothing sector. They come to TCBL to gain access to the innovation opportunities emerging from Labs and participate in collaborative initiatives up and down the supply chain. Yearly membership fee: € 250,00, discounted to € 150,00 for those in business for five years or less (not counting the Covid year 2020).
 - **Service Platforms** These are companies (or consortia) that offer IT or internet based digital services that provide functionalities supporting a sustainable textile and clothing industry.
- The candidacy to become an Accredited Member must be proposed by a TCBL Community member (see “6. Participant Procedures” below) who has duly completed the TCBL Agreement - Individual, which includes a formal commitment to the goals and principles of the Association in relation to the TCBL values. The Community member making the application indicates which membership type they are applying for, and the completed expression of interest sends a notification email to info@tcbl.eu.
- Upon submission of an expression of interest, the relevant sections of the proposing TCBL Community member’s completed survey are evaluated by at least two members against the following criteria:
 - Direct personal or professional engagement in *activities related to the textile and clothing sector*, including related sectors such as footwear and fashion accessories.

- *An interest in exploring innovative technologies, processes, forms of social organisation, design methods, business models, etc.* promising to improve the social and environmental performance of the textile and clothing sector, combined with an *interest in engaging in collaborative experiments* with other Association members to explore the potential of these innovations for new sustainable business models.
- *Alignment with the shared values of the TCBL Association* as defined on the project website: <https://tcbl.eu/values>.
- Those who perform the evaluation also monitor engagement and performance of the new Accredited Member over time. The evaluation outcome is expressed using the “stop light” metaphor as follows:
 - *Green light*: The organisation is well aligned with TCBL values and objectives and up to date with payment of the yearly fee. Verification of green light status occurs after one year: if positive, the green light is confirmed; if there is no or a weak response, a yellow light is assigned.
 - *Yellow light*: The organisation appears to be less engaged in activities but is up to date with payment of the yearly fee. Verification of yellow light status occurs after six months, upon which the status is either upgraded to a green light, confirmed at yellow light, or downgraded to red light.
 - *Red light*: The organisation is absent from project activities, not responding to communication, and/or deficient in payment of the yearly fee. Verification of red light status occurs after six months, upon which either the status is upgraded to yellow light or termination of membership is automatically proposed to the Management Board as per the TCBL Association Statute.
- Applicants deemed appropriate for accreditation are then invited to complete the formal application for membership, upon which they are assigned pre-accession status and issued an invoice for the Onboarding fee. Upon payment of the Onboarding fee, pre-accession members are then invited to provide additional details for their organisational profile to be included in the TCBL Directory. In addition, pre-accession members are required to complete the TCBL Agreement, which includes a formal commitment to the goals and principles of the Association in relation to the TCBL values.
- Membership in the TCBL Association becomes definitive with a resolution to that effect at the next meeting of the Management Board. From that point, new members are liable for payment of the yearly fee starting from the calendar year following that of accreditation.
- A preferential treatment can be given to potential Accredited Members who were listed in the Directory of the TCBL Association as of 31 December 2021 or who have adhered to similar network-building initiatives in the context of on-going projects in which CEDECS-TCBL Sas is a partner or subcontractor acting on behalf of the TCBL network. These situations can be identified and approved by the Management Board on a case by case basis.
- All Accredited Members:
 - Are granted access to all TCBL Member Services.
 - Are granted the right to use the TCBL logo to promote their membership.
 - Are listed in the TCBL Directory, including access to non-public detailed profiles of members.

- Receive the TCBL newsletter and updates.

6. Participant procedures

- Participants in the TCBL Association all share the aims and objectives of the TCBL Association and contribute to that end in different ways, although they are not effective Members of the Association and thus cannot access Member Services and do not participate in the General Assembly. Currently there are four types of participant:
 - *Community members* are individuals who demonstrate their interest in and alignment with the Association by completing the Sign-up survey as described above. Upon approval of a successfully completed survey, they are assigned a user account on the TCBL website and an individual profile in the TCBL Directory. They are encouraged but not obliged to complete the TCBL Agreement - Individual. All individuals who were actively involved in the TCBL Project and/or the activities of the TCBL Association until June 2024 are invited to be listed as TCBL Community Members even if they have not yet completed the Sign-up survey.
 - *Strategic partners* are either a) organisations (e.g. public authorities, consultancies, research institutes) not specifically dedicated to the textile and clothing industry but wishing to support the goals and activities of the TCBL Association or b) networks and collective initiatives with goals similar to those of the TCBL Association and wishing to collaborate for mutual benefit. Strategic partners do not pay a fee but declare their commitment to collaboration; their logo appears in a specific section of the TCBL website, linking to their organisational profile, but the profile is not listed in the TCBL Directory.
 - *Supporters* support the Association's operations with an annual contribution by completing an on-line form to that effect. Their participation can be anonymous if so desired. Supporters are invited to participate at the yearly TCBL Days and other events.
 - *Donors* contribute to the Association's activities with a one-time or repeating sum that is agreed case by case directly by the Management Board. Donors may specify the types of activities they wish to support through their contribution, on the condition that these activities fall within the statutory scope of the Association. Donors shall be listed on the TCBL website or can remain anonymous if they so desire.

7. The Sign-up survey

- The Sign-up survey is the entry point to join the TCBL Association. It is compiled by individuals wishing to become a member of the TCBL Community (see 7. Participants below) as well as the basis for the evaluation of applications for an organisation to become an Accredited Member (see 6. Accredited Members below).

- The survey questionnaire is designed to evaluate coherence with the three main criteria for accreditation as described in section 5 above. The current and valid version of the Sign-up survey is available at this link: <https://tcb1.eu/sign-up>. The survey questionnaire can be updated as necessary by the Management Board without the need to modify the Internal Regulation, provided that the questions provide sufficient information to evaluate the applicant organisation according to the three criteria below. At any given time, however, only one version of the survey shall be in force, which is that at the above link in the TCBL website.

Endowment fund

- The Endowment fund consists of € 25.000.
- The Management Board may draw on the funds of the Endowment fund for operational cash flow purposes during a financial year. The TCBL budget for each year shall foresee an achievable target date for the replenishment of any funds thus used.
- Any positive result at the end of a financial year shall go first towards the replenishment of the Endowment fund, if necessary, and then towards the Operational fund for the following year, unless the Management Board shall propose and the General Meeting approve an increase in the Endowment fund. In such a case, a revised version of this Internal Regulation shall be approved.

8. Fees

- Membership fees for the Association are set as follows:
 - Sponsoring Member: € 5.000,00 (five thousand Euro) one time.
 - Contributing Member: € 2.000,00 (two thousand Euro) one time.
 - Accredited Members:
 - TCBL Lab: € 25,00 (twenty-five Euro) yearly.
 - TCBL Service Platform: € 25,00 (twenty-five Euro) yearly.
 - TCBL Business: € 250,00 (two hundred fifty Euro) yearly; special discount for Startups (in operation for five years or less at the beginning of any financial year) is € 150,00 (one hundred fifty Euro) yearly.
 - Supporter: € 25,00 (twenty-five Euro) yearly.

Membership fees are due starting the calendar year following that of accreditation. The calculation of the five years for a Startup shall not take into account the year 2020.

Those joining the Association as Accredited Members pay an Onboarding fee of € 100 for all member types.

Signed by digital signature.

Jesse Marsh, Chair