

# TCBL ASSOCIATION

## Internal Regulation

Valid as of: July 5th, 2022

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 Providers. Individuals and organisations wishing to apply as an accredited member of the TCBL Association do so by completing a Sign-up survey which is the same for all three types. The current and valid version of the Sign-up survey is available at this link: <https://forms.gle/bdfdVe6yvNhgUyd86>.
- The survey questionnaire can be updated as necessary by the Management Board without the need to modify the Internal Regulation, including the possibility of differentiating the questions and answers for the different types of Accredited member, provided that the questions provide sufficient information to evaluate the applicant according to the three criteria below. At any given time, however, only one version of the survey shall be in force. The current questionnaire as available at the above link shall be moved to the Drupal server of the TCBL website within the year 2022, and from that moment onwards the valid version shall be the one thus accessed through the website.
- The questionnaires are designed to evaluate coherence with three main criteria:
  - Direct personal or professional engagement in activities related to the textile and clothing sector, including related sectors such as footwear and fashion accessories.
  - The 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 and to engage 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 declared on the [project website](#).
- Completed surveys are evaluated by at least two members against the criteria defined above. Those who perform the evaluation also monitor engagement and performance of the new member over time. The evaluation outcome is expressed using the “stop light” analogy as follows:
  - Green light: the member 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 member 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 member 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 whose Sign-up survey responses are deemed appropriate for accreditation are then assigned pre-accession status and issued an invoice for the Sign-up fee.
- Upon payment of the Sign-up fee, pre-accession members are then invited to provide additional details for their personal and organisational profiles, included in the on-line public TCBL Directory, and assigned up to three accounts to the TCBL intranet services.
- In addition, pre-accession members are required to complete additional documents which may include a formal commitment to the goals and principles of the Association, a Non-Disclosure Agreement as regards information gathered in the course of activities in the Association, acceptance of the data and privacy policies, commitment to adhere to GDPR regulations where applicable, and commitment to payment of the yearly fee.
- Membership in the TCBL Association of newly accredited Labs, Businesses, and Service Providers with pre-accession status 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 payment of the Sign-up fee.
- All individuals and organisations who are listed in the Directory of the TCBL Association as of 31 December 2021 are considered to be qualified to join the TCBL Association with at least yellow light status until end 2022. They shall be invited to provide an update on their activities and from there are invited to complete the formal application to join the TCBL Association as per above. Upon completion of this step, they can also be assigned green light status if so deemed appropriate by at least two Founding Members.

- A preferential treatment can also be given to potential Labs and Businesses who have adhered to similar 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. The type of accreditation that can be considered to have been satisfied will vary according to the project, so a specific streamlined procedure can be established with a separate questionnaire. These situations can be identified and the specific questionnaire approved by the Management Board on a case by case basis.
- All Accredited Members:
  - 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.
  - Have the possibility to register up to three users on the TCBL website and service platform.
  - Are invited to participate as speakers in TCBL Jam sessions, including those at the yearly TCBL Days event.
  - Receive the TCBL newsletter and updates.

## 6. Participant procedures

- Participants in the TCBL Association of two types: Supporters and Donors.
- Supporters declare to share the aims and objectives of the TCBL Association and wish to 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 event.
- Donors declare to share the aims and objectives of the TCBL Association and wish to 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. Endowment fund

- The Endowment fund consists of € 30.000.
- The Management Board may draw on the funds of the Endowment fund, up to the amount of € 20.000, for operational cash flow purposes during a financial year. The budget for that year shall foresee the replenishment of any funds thus used at the end of the year. An exception to this rule is foreseen for the year 2022 by the General Meeting of 28 June 2022.
- 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 and uploaded.

## 7. 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 Provider: € 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.
    - Those joining the Association as Accredited Members pay a Sign-up fee for the year of application, equal to the amount of the yearly fee, with the yearly fee itself due starting the following financial year. A special discount for Businesses/Startups from the previous TCBL network (listed in the TCBL Directory as of 31 December 2021) applies to the Sign-up fee as € 100 for Businesses and € 50 for Startups, valid until end 2022. In addition, the calculation of the five years for a Startup shall not take into account the year 2020.
  - TCBL Supporter: € 25,00 (twenty-five Euro) yearly.

Signed by digital signature.

Jesse Marsh, Chair