GLOBAL BATTERY ALLIANCE

BATTERIES POWERING SUSTAINABLE DEVELOPMENT

CHARTER

June 2025

TABLE OF CONTENTS

1.	Introduction	2
2.	Members	7
3.	Observers	11
4.	Governance and Organization	11
5.	General Assembly	12
6.	Board of Directors	14
7.	Executive Committee	17
8.	Leadership Council	20
9.	Steering Committees	21
10.	Secretariat	23
11.	Executive Director	24
12.	Representation of the Association	25
13.	Amendment of the Charter	25
14.	Strategic Plan and Budget	26
15.	Auditor Oversight	26
16.	Funding	26
17.	Financial Year	27
18.	Dissolution	27
19.	Policies	28
20.	Conflicts and Disputes	28
21.	Subsidiary Application of Book 10 of the Companies	
	and Associations Code	28
22.	Internal Rules of Procedure	29
23.	Languages	29
24.	Assignment	29

1. INTRODUCTION

1.1. Definitions

Capitalized terms used in this Charter have the meaning assigned to those terms in this Charter.

1.2. Legal Form - Name

The Association is incorporated as an International Non-Profit Association (AISBL). Its name is 'Global Battery Alliance,' abbreviated as 'GBA,' hereinafter referred to as 'the Association,' or 'the Alliance' governed by the provisions of the Companies and Associations Code (CSA), and in particular the provisions set out in Book X of the CSA, as well as any future legislation that may amend it.

All deeds, invoices, announcements, publications and other documents emanating from the Association will mention its name, immediately preceded or followed by the words 'association sans but lucratif' ('non-profit organization') or the abbreviation 'AISBL,' written legibly and in full, as well as the address of the Association's registered office.

1.3. Registered Office

The Association's registered office is located in the Brussels Region.

The Association's registered office may be transferred to another location within the Brussels-Capital Region by simple decision of the Board of Directors.

Any transfer outside the Brussels-Capital Region requires an amendment to the Charter, and only the General Assembly is authorized to make such a decision, subject to compliance with the rules applicable to amendments of the Charter. Notice of any change of registered office must be published in the Annexes to the Belgian Official Gazette and communicated to the Belgian Ministry of Justice.

If deemed necessary or useful, the Association may establish other administrative offices, operating offices or branches in Belgium or abroad by decision of the Board of Directors.

1.4. Duration

The Association is established for an indefinite period and may be dissolved at any time.

1.5. Statement of Purpose

The Global Battery Alliance ('the Alliance') is a global multi-stakeholder, pre-competitive partnership that seeks to accelerate the scale-up of the battery value chain sustainably and responsibly in order to realize the GBA 2030 Vision.

1.6. Vision and Principles

The GBA's vision is that batteries power sustainable development. The GBA Principles are set forth in Appendix 1 of the articles of association and are the basis for the GBA's actions.

1.7. Mission

The Alliance's mission is to foster:

- a) Insight facilitate the generation, mapping and pooling of information;
- b) Collaboration promote informed dialogue and wide-ranging partnership; and
- c) Action catalyze, accelerate and scale up collaborative action.

1.8. Values

- 1.8.1. The following Values will guide the Alliance:
- 1.8.1.1. Innovation promote and demonstrate innovative value chain partnerships in support of inclusive and sustainable economies;
- 1.8.1.2. Respect promote equity and dignity of the human being as defined by the United Nation's Guiding Principles and the GBA Principles;
- 1.8.1.3. Common good act in good faith, in full compliance with any applicable laws and regulations and promote practices that are impartial – transcending the specific interests of individuals or organizations;
- 1.8.1.4. Collaboration promote inclusivity, collaboration and partnership, both within the Alliance and with those individuals and organizations external to the Alliance whose purpose and vision are aligned with the Alliance's Purpose and Vision;
- 1.8.1.5. Impact achieve results that are proportionate to the collective resources, capacity and leverage of the Alliance and its Members;

- 1.8.1.6. Transparency, accountability, integrity promote transparency, accountability and integrity in the Alliance's actions, membership and funding; and
- 1.8.1.7. Long-term sustainable value creation promote socio-economic development in accordance with the Sustainable Development Goals set by the United Nations.

1.9. Purpose and Activities

The Association's international non-profit purpose is to:

- accelerate the global development of the battery value chain in a sustainable and responsible manner;
- transform the battery value chain to promote sustainable development and climate change mitigation;
- establish a circular battery value chain as a key element in achieving climate goals;
- establish a low-carbon economy in the battery value chain and create new jobs (particularly in emerging economies) and additional economic value;
- protect the human rights of all those involved in the battery value chain world-wide;
- preserve economic development in line with the United Nations Sustainable Development Goals in the geographical areas covered by the battery value chain;
- establish sustainable market conditions in the battery value chain;
- accelerate battery deployment worldwide;
- develop, manage and promote certification, assessment or verification systems, relating in particular to the sustainability, social responsibility, circularity or environmental performance of the battery value chain, as its primary activity;

(the 'Purpose')

The Association may carry out any operations and activities, both in Belgium and abroad, that directly or indirectly strengthen or promote its Purpose, including, but not limited to, operations and activities that consist of:

• promoting, encouraging, conducting or commissioning research, surveys, studies or any other services, and publishing any results that may prove useful;

- writing, producing, commissioning, printing, publishing or distributing written materials, or any other recorded material in or on any format, or contributing to such activities;
- promoting, initiating, developing and conducting educational and training activities, as well as organizing and implementing, or contributing to the organization and implementation of, exhibitions, conferences, meetings, seminars, training sessions, presentations or courses;
- providing or contributing to the provision of advice and recommendations;
- purchasing, leasing, receiving by exchange or gift, any interest in any property, whether movable or immovable, and equipping it for its use;
- selling, managing, leasing, mortgaging, exchanging, making arrangements for or otherwise dealing with all or part of the Association's property, with or without payment, and on such terms as the Association deems appropriate;
- borrowing and collecting funds on such terms and with such guarantees as the Association deems appropriate;
- raising funds and seeking and receiving contributions from any person or persons;
- applying for subsidies and donations from governmental or non-governmental organizations, businesses, private institutions and individuals;
- establishing subsidiaries in the form of companies or associations, wholly owned by the Association;
- employing and remunerating employees and professionals or other consultants;
- granting pensions and retirement benefits to employees of the Association and their depend-ants, and subscribing to funds or schemes for the granting of pensions and retirement benefits to employees of the Association and their dependence;
- establishing, promoting, supporting, assisting, merging or cooperating with, becoming a part, member, affiliate or associate of, acting as or appointing trustees, agents, representatives or delegates to control any non-profit institution, whether corporate or not, that has a purpose similar to the Purpose, and lending or guaranteeing funds to such non-profit institutions;

- making donations and providing support or funds to any project related to the Purpose;
- investing the Association's money, when such money is not immediately required for its Purpose, in investments, securities or property of any kind;
- opening and managing bank accounts and other banking products, as well as drawing, accepting, endorsing, negotiating, issuing or executing promissory notes, bills of exchange or any other negotiable instrument;
- purchasing, acquiring, or making undertakings with regard to all or part of the property, as-sets, liabilities and commitments of any non-profit institution, whether corporate or not, that has purposes similar to the Purpose;
- raising the Association's funds in order to cover the costs of its incorporation and registration; and
- carrying out any action, entering into any contract and executing any document relating to the foregoing.

Furthermore, the Association may develop commercial and profit-making activities, with-in legally permissible limits, particularly in connection with the certification mechanisms mentioned above, provided that the proceeds of these activities are always fully allocated to achieving the non-profit purpose. The Association's activities may not, under any circumstances, give rise to any agreement, understanding, alliance or other form of concerted action aimed at limiting production, fixing prices, eliminating competition or otherwise restricting trade or commerce, or monopolizing or attempting to monopolize trade or commerce.

The Association may not, directly or indirectly, distribute or provide any financial benefit to the founders, members, Directors (as defined below) or any other person, other than with a view to achieving the Purpose. The General Assembly (as defined below) may, however, decide that the Directors' mandate will be remunerated.

2. MEMBERS

2.1. Members

- 2.1.1. This section 4 will govern the rights, obligations, appointment and removal of legal entities associated with the Alliance.
- 2.1.2. Member: any legal entity or NGO, governmental body, civil society organization, academic community, trade union organization, indigenous people, initiative, association, etc., that commits to the GBA Principles (set out in Appendix 1) and complies with the GBA's due diligence obligations may become a member of the Alliance.
- 2.1.3. Members are required to comply with this Charter and all decisions and internal rules of procedure the Association. Members are required to pay the annual membership fee set by the Board of Directors. Members must be kept regularly informed of the Association's activities and the various actions undertaken to represent the Association's common interests. Members may not disclose any confidential information of a member or of the Association to an unauthorized third party without the prior written consent of the concerned party.
- 2.1.4. There are two membership categories: paying members, subject to an annual fee, and non-paying members, exempt from fees. The Board of Directors determines the category to which each member organization belongs, and the fee schedule applicable to paying members. All members have the same voting rights. Each Member must ensure that it exercises its rights and carries out its obligations under this Charter primarily for the purpose of advancing the interests of the Alliance. The rules regarding the membership application and approval process, confidentiality, resignation and expulsion, and termination of membership apply to both categories of members.
- 2.1.5. All Members of the Alliance will receive quarterly communications regarding the Alliance and may attend the Annual General Assembly (further details of which are set out in section 5.2 below).
- 2.1.6. Members of the Alliance may be involved in activities of the Alliance, including participation in working groups, Steering Committees and projects and initiatives.
- 2.1.7. Each Member is expected to and will use its best endeavours to participate in the activities of the Alliance and demonstrate a willingness to substantially contribute to, promote and achieve the Alliance's Purpose, Vision and Mission and adhere to its Principles and Values.

- 2.1.8. Specific recommendations or requirements for the promotion and fulfilment of or substantial contribution to the Alliance's Purpose, Vision and Mission in a manner consistent with this Charter may be specified by the Board of Directors from time to time.
- 2.1.9. Every Member will at all times act in full compliance with any applicable laws and regulations as well as the policies adopted by the Alliance.

2.2. Application and Approval Process for Members

- 2.2.1. The following application process set out in subsections (a) to (g) below will be followed with respect to any organization that wishes to apply for membership of the Alliance.
 - a) An Applicant wishing to become a member of the Alliance must complete the form available on the website, which includes the membership criteria, and send it to the email ad-dress indicated on the form. The Applicant will receive a response confirming that the application has been received by the Alliance and setting out, among other things, the expected time frame in which the Applicant's application will be processed.
 - b) The Secretariat will review the Applicant's application and respond with the outcome of such review in a timely manner.
 - c) The Secretariat will conduct preliminary checks of the Applicant to assess the Applicant's interest in the Alliance's Purpose, Vision and Mission and its adherence to the Alliance's Principles, Values and relevant policies ('due diligence").
 - d) The Secretariat may ask the Applicant any further questions it deems necessary to assess the Applicant's application. The due diligence assessment process will be approved by the GBA Board of Directors.
 - e) The Secretariat will review the Applicant's application and make a recommendation to the Board of Directors or any subcommittee that the Board of Directors establishes for the purposes of assessing applications ('Selection Committee') as to whether the Secretariat believes the application should be accepted or rejected. The power to approve or reject an application lies with the Board of Directors.
 - f) The outcome of the decision of the Board of Directors as to the approval or rejection of an Applicant's application will be communicated to the Applicant in writing. In circumstances where the application is rejected, the written

communication should provide sufficient detail as to the reason or reasons giving rise to the rejection.

g) The member or Applicant has the right to appeal the decision to the Board of Directors.

2.3. Confidentiality

Unless otherwise:

- a) agreed by the relevant group;
- b) specified in the Policies;
- c) already in the public domain other than as a result of disclosure by a Member in breach of its obligations under this Charter; or
- required by law, all information in relation to the Alliance that is provided or disclosed to or otherwise received by a Member through its involvement in any GBA activity is regarded as confidential and must not be disclosed by any Member.

2.4. Withdrawal and Removal

- 2.4.1. Withdrawal of Members
 - a) Subject to section 2.5.4, a Member may at any time cease to be a member through a voluntary notice of withdrawal submitted to the Secretariat in writing. Similarly, a Member may also cease to be a member because of a decision taken by three-quarters of the Board of Directors in accordance with the process set out in section 2.5.
 - b) In the event that a Member wishes to withdraw its membership of the Alliance, a six months' notice period applies during which time the obligation to pay membership fees continues.

2.5. Cancellation of Membership

2.5.1. In the event that:

- a) A Member is found to be in material breach of any of its obligations as determined by the GBA Board of Directors under this Charter and does not remedy such breach within thirty (30) days of receipt of a written notice from the Secretariat identifying the material breach and its remedy, including the payment of fees which will be considered delinquent if not paid within 90 days of the start of a new financial year (1 January to 31 December);
- b) The action of a Member brings, will bring, or has the potential to bring, the Alliance into disrepute, as assessed by the GBA Board of Directors;
- c) A Member becomes bankrupt or insolvent;
- A Member is affected by an embargo, sanction or other similar programme, including but not limited to any sanction, prohibition or restriction under any United Nations resolution imposed by any jurisdiction; or
- e) It is determined that a Member is no longer in a position or willing to support the Alliance's Purpose, Vision, Mission, Principles and/or Values, the Member concerned may be removed as a Member of the Alliance in accordance with the process set out in this section 2.5.
- 2.5.2. Any of the conditions listed above under section 2.5.1 (a) to (e), if met individually or cumulatively, will be considered a 'Removal Event'. Upon the occurrence of a Removal Event, the Secretariat may recommend to the Board of Directors that the relevant Member be removed as a Member of the Alliance. At its next meeting, the Board may either validate or overturn the Secretariat's recommendation regarding the removal of the Member.
- 2.5.3. A Member's rights and obligations in relation to the Alliance may be suspended by the Secretariat while the Secretariat investigates any facts, allegations or other circumstances which may give rise to grounds for removal of that Member under section 2.5 for such time as the Secretariat deems necessary. The Member being investigated must cooperate in good faith with the Secretariat to enable the Secretariat to conduct its investigation efficiently and effectively.
- 2.5.4. A Member that has withdrawn or been removed from the Alliance will not be entitled to any repayment or refund of any costs, fees, expenses or contributions incurred by that Member in relation to this Charter and the work of the Alliance, and must immediately desist from using the logo or referring to itself as a member upon notification.

3. OBSERVERS

- **3.1.** Representatives from prospective member organizations and interested stakeholders whose support and engagement is determined to be of strategic importance to the GBA, including specifically relevant subject matter experts, international organizations and government entities, may be invited by the GBA Secretariat to attend GBA meetings as observers, when this can be practically accommodated. They have no voting rights, but may be invited to express their views on specific matters.
- **3.2.** Interested stakeholders may request an invitation from the Board of Directors to participate in GBA activities and meetings as observers. Attendance of observers will be approved (on a no-objection basis) by the Board in the case of a Board meeting or by the relevant Steering Committee in the case of a meeting of the Steering Committee or a Working Group that sits under the Steering Committee.
- **3.3.** During the approval of prospective observers, the Board of Directors or the Steering Committee will determine the duration of the observer role (i.e. a single meeting, multiple meetings, long-term). For long-term observers, the status may be reviewed at regular intervals to determine the continuation or cessation of the observer participation.
- **3.4.** Prospective members' observer status will usually be limited to a single meeting unless otherwise authorized by the Board of Directors or the Steering Committee.

4. GOVERNANCE AND ORGANIZATION

4.1. Governance and Organization

- 4.1.1. The following bodies will be responsible for the governance and day-to-day operations of the Alliance in accordance with the terms of this Charter. Participants in the Alliance's official governing bodies will not be remunerated, with the exception of the Secretariat, including the Executive Director.
 - a) General Assembly (section 5);
 - b) Board of Directors (section 6);
 - c) Executive Committee (section 7);
 - d) Leadership Council (section 8);
 - e) Steering Committees (section 9);
 - f) Secretariat (section 10);
 - g) Executive Director appointed by the GBA Board of Directors (section 11).

5. GENERAL ASSEMBLY

5.1. Composition and Powers

The General Assembly consists of all members. Third parties may be invited to attend meetings of the General Assembly on the proposal of the Board of Directors. The powers of the General Assembly are as follows:

- a) the appointment and dismissal of Directors and the determination of their remuneration where applicable;
- b) the appointment and dismissal of the auditor (where applicable) and the determination of its fee;
- c) granting discharge to the Directors and the auditor, and, if necessary, taking action on behalf of the association against the Directors and auditors;
- d) the approval of the annual accounts and budget;
- e) the dissolution of the Association;
- f) the transformation of the Association into a non-profit organization;
- g) undertaking or accepting the capital contribution of a totality of assets for no consideration;
- h) amending the Charter in accordance with applicable law; and
- i) exercising all powers conferred on it by law or the Charter.

5.2. Convening – Meeting

- 5.2.1. A General Assembly of the Alliance will be held annually ('Annual General Assembly'). All Members will be entitled to attend. The purpose of the Annual General Assembly is to:
 - a) take stock of the Purpose, Vision, Mission, Principles and Values of the Alliance;
 - b) catalyze partnerships and commitments to action;
 - c) exchange knowledge and best practices;

- d) raise global awareness of the Alliance's Purpose and Vision and progress; and
- e) provide the Members with a status report on the GBA.
- 5.2.2. The Secretariat will be responsible for organizing the Annual General Assembly in accordance with section 10.5 (g).

The General Assembly will be convened by the Board of Directors whenever the interests of the Association so require or upon the written request of at least one-fifth (1/5) of the members.

The meeting notice will be sent to all Members, Directors and auditors by regular post and/or, if they have given their prior consent, by email, at least fifteen days before the meeting. The meeting notice will indicate the location, date, time and agenda of the meeting.

Meetings will be held at the locations and on the dates set by the Board of Directors, including by any means of telecommunication allowing for joint discussion, such as telephone or videoconferencing.

5.3. Representation

A Member is represented at the General Assembly by a duly authorized natural person who is mandated by written proxy to represent it. The representative may hold multiple proxies.

5.4. Deliberations, Quorums and Votes

Each Member has one vote.

Without prejudice to any provisions of the Charter to the contrary, decisions of the General Assembly will be taken by a simple majority of the votes cast.

All votes will be taken by show of hands, unless at least two members request a secret written ballot.

The decisions of the General Assembly will be recorded in minutes and sent to each Member as quickly as possible.

Once approved, the minutes will be signed by the Chair (as defined below) and kept at the Association's registered office for Members to inspect.

No decisions may be made on matters not mentioned in the agenda unless half of the members are present or represented.

5.5. Written Decisions

The Members may take any decisions unanimously and in writing that lie within the powers of the General Assembly, with the exception of amendments to the Charter.

In this latter case, the convening formalities do not have to be satisfied. The Members of the Board of Directors and the auditor may be informed of these decisions.

6. BOARD OF DIRECTORS

6.1. Role and Responsibilities of the Board of Directors.

- 6.1.1. The Board of Directors is responsible for the following matters:
- 6.1.1.1. reviewing and approving the Strategic Plan and Budget and, as needed from time to time, reviewing and approving any material changes to the approved Strategic Plan and Budget;
- 6.1.1.2. reviewing and approving the draft Policies. The Policies will not be effective unless approved by the Board of Directors;
- 6.1.1.3. reviewing and approving amendments of this Charter;
- 6.1.1.4. reviewing and commenting on the Annual Reports, prepared in accordance with section 10.5 (h).
- 6.1.1.5. promoting the work of the Alliance where appropriate;
- 6.1.1.6. actively participating in events organized under the auspices of the Alliance (as relevant);
- 6.1.1.7. facilitating the engagement of and dialogue between key stakeholders to further the work of the Alliance;
- 6.1.1.8. facilitating the fund-raising efforts of the Secretariat (as relevant);
- 6.1.1.9. appointing the GBA Executive Director;

- 6.1.1.10. establishing a process for consulting with non-member governments and civil society;
- 6.1.1.11. mandating the conduct and reviewing the results of an annual financial audit of the GBA.

6.2. Board of Directors Composition

- 6.2.1. The Board of Directors will comprise no fewer than five (5) and no more than twenty (20) members with equal representation from the private sector across the value chain, including mining companies, refiners, processing companies, battery and electric vehicle manufacturers, original equipment manufacturers (OEMs), utility companies and recyclers, and from the public sector, including civil society and non-governmental organizations, trade unions, governments, international organizations, the academic community and representatives of indigenous peoples. All members of the Executive Committee will be members of the Board of Directors. The exact composition of the Board in terms of representation and eligibility of each member category will be determined by the Annual General Assembly.
- 6.2.2. Subject to the requirements of section 6.2.1, any Member may nominate itself or another Member to fill a vacancy on the Board of Directors. The Members will vote to elect the members of the Board of Directors annually (in case of replacements) and every three years during the Annual General Assembly of the GBA. Election to the Board of Directors will be decided by a simple majority vote, ensuring equal representation of public and private sectors.
- 6.2.3. The Executive Director holds an ex-officio (non-voting) seat on the Board of Directors.
- 6.2.4. The term of appointment of members of the Board of Directors will be three (3) years and may be renewed on the expiry of the term. Board members may not serve more than three consecutive terms.

6.3. Chair of the Board of Directors

- 6.3.1. The Chair may serve as Chair for one year and may be re-elected for consecutive terms. The Chair may not serve more than three consecutive terms.
- 6.3.2. The role of the Board of Directors Chair is to:
- 6.3.2.1. chair and moderate the meetings of the Board of Directors;

- 6.3.2.2. facilitate outreach on behalf of the Alliance; and
- 6.3.2.3. review any relevant material in advance of each meeting of the Board of Directors.
- 6.3.3. Members of the Board of Directors in good standing may nominate themselves to act as Chair of the Board of Directors. The Board of Directors will vote on the nominees in accordance with the procedure set out in section 6.4 before the start of each financial year.

6.4. Meetings and Voting of the Board of Directors

6.4.1. The Board of Directors will meet at least three times per annum and otherwise as often as it sees fit.

Reasonable notice of the meeting must be given, other than in an emergency. In an emergency, the nature and reasons for the emergency must be specified in the notice. Notices may be validly delivered by post, fax, email or any other means of communication specified in Article 1.5 of the Civil Code. The notice convening the meeting will contain the agenda.

- 6.4.2. The meeting of the Board of Directors will be held at the place indicated in the convening notice. If the notice specifies the methods of participation, the meeting may be held using any means of telecommunication that allows for joint discussion, such as telephone or videoconferencing.
- 6.4.3. The quorum for a meeting of the Board of Directors is at least one-half of all the members of the Board of Directors and includes equal representation from the public and private sector. A quorum must be present for any vote of the Board of Directors and to call any official meeting.
- 6.4.4. The Board of Directors will use reasonable endeavours to adopt resolutions by consensus. Taking account of the view of the Board members, the GBA Board Chair may decide that a vote is required. A simple majority vote of the members who are present and entitled to vote will be sufficient to decide any matter before the Board of Directors, ensuring equal representation of the public and private sector. An abstention is not a negative vote. Absent members may vote by proxy.
- 6.4.5. A Board member may be represented at GBA Board meetings by written proxy. The proxy may also include specific voting instructions. A duly signed proxy must be received by the GBA Secretariat by the date stated in the Board meeting invitation.
- 6.4.6. Each member elected to the Board of Directors is entitled to one (1) vote.

6.4.7. When a member of the Board of Directors has a financial interest that conflicts with a decision to be made by the Board of Directors or a transaction to be decided by the Board of Directors, the Director in question is required to immediately notify the other members of the Board of Directors of the conflict of interest. The minutes of the Board meeting will include the Director's statement and the reasons underlying the conflict of interest.

The Board of Directors is not authorized to delegate this decision. If the majority of Board members have a conflict of interest, the decision or operation will be submitted to the General Assembly. If the General Assembly approves the decision or transaction, the Board of Directors may implement it.

The Board member with a conflict of interest will withdraw from the meeting and will not participate in the deliberations of the Board or vote on the decision or transaction.

The aforementioned procedure does not apply to decisions of the Board of Directors concerning regular transactions conducted under the conditions and terms of the customary market guarantees for similar transactions.

7. EXECUTIVE COMMITTEE

7.1. Role of the Executive Committee

- 7.1.2. The role of the Executive Committee is to:
- 7.1.2.1. serve as a structured group to raise and discuss topics affecting the Alliance and to act on behalf of the Board of Directors between meetings or where applicable, as as-signed by the Board of Directors. Any action taken on behalf of the Board of Directors will be re-ported to the Board immediately and must be ratified at the next Board meeting; and
- 7.1.2.2. The Executive Committee is responsible for the following matters:
 - a) reviewing the draft of the Strategic Plan and Budget prepared by the Secretariat for final review and approval by the Board of Directors and as needed, reviewing any material changes to the Strategic Plan and Budget for final review and approval by the Board of Directors in accordance with the process set out in section 14.2;
 - b) supervising the work of the Secretariat, including performance and pay reviews;

- c) monitoring the activities of the Steering Committees and working groups to ensure that they are consistent with the approved GBA Strategic Plan and Budget;
- d) commenting on Annual Reports prepared by the Secretariat with respect to the Alliance's performance and the impact of the Alliance's work with reference to its Purpose, Vision, Mission, Principles and Values; and
- e) reviewing and recommending for approval by the Board of Directors any amendments of this Charter.

7.2. Executive Committee Composition

The Executive Committee will be composed of delegates from the Board of Directors and the Executive Director (ex-officio). Other members may be appointed by the Board of Directors from time to time as needed. The composition of the Executive Committee will be balanced to ensure representation of the private sector, government and civil society.

7.2.1. Delegates from the Board of Directors

The delegates from the Board of Directors on the Executive Committee will represent the various membership segments. The delegates from the Board of Directors are:

- 7.2.1.1. Chair: works in partnership with the Secretariat and Board to achieve the organization's mission
 - Chairs meetings of the Executive Committee after establishing the agenda with the Secretariat;
 - 2) Raises key issues and builds consensus with the Board of Directors;
 - In conjunction with the Secretariat, Treasurer and Board of Directors, tracks the performance of the Alliance's achievement of its objectives and its financial health;
 - Leads the Board of Directors and Executive Committee with the Vice Chair, Treasurer, Immediate Past Chair (an at-large position when there is no Immediate Past Chair) and Secretariat;
 - 5) Helps steer the actions of the Executive Committee and Board of Directors and ensure their consistency with the organization's priorities;

- 6) Serves as one of the spokespeople for the Alliance in alignment with its vision, mission and purpose;
- 7) Along with the Board of Directors and Secretariat, ensures the Alliance's strategy is consistent with the agreed Vision and is being followed over time;
- 8) Leads the performance review process for the Executive Director.
- 7.2.1.2. Vice Chair: assumes the responsibilities of the Chair when the Chair is unavailable (see Chair's duties)
 - 1. Serves on the Executive Committee with the Chair, Treasurer and Secretariat; and
 - 2. Participates closely with the Chair in the development and implementation of the leadership's transition plans.
- 7.2.1.3. Treasurer: monitors the Alliance's finances and reports to the Board of Directors on a regular basis (but no less than twice a year) on the GBA's financial situation
 - 1. Works with the Secretariat and the Budget Committee to present the annual budget to the Board of Directors;
 - 2. Ensures the development of financial policies and procedures and their review by the Board of Directors;
 - 3. In conjunction with the Secretariat, develops a financial risk mitigation plan;
 - Serves on the Executive Committee with the Vice Chair, Secretariat and Immediate Past Chair (an at-large position when there is no Immediate Past Chair);
 - 5. Serves as Chair of the Budget Committee alongside the members of the Board of Directors and at-large members;
 - 6. Oversees the completion of the financial reports;
 - 7. Oversees the audit of the organization's financial practices and performance.
- 7.2.1.4. Immediate Past Chair (an at-large position when there is no Immediate Past Chair).
 - 1. Serves in an advisory role to the organization and the Board of Directors.

7.2.2. Terms of Office

The Chair, Vice Chair and Treasurer will be elected by the Board of Directors annually from among its members. An elected officer will take office immediately following his or her election and will hold office for a term of one year and until such officer's successor is elected, or until such officer's death, resignation or removal. An officer may serve for no more than three consecutive one- year terms, but must be re- elected annually by the Board of Directors. A vacancy for the office of Chair, Vice Chair, Immediate Past Chair (an at-large position when there is no Immediate Past Chair) or Treasurer must be filled at a meeting of the Board of Directors. In the event of a vacancy for the office of Chair, the Vice Chair will succeed to that office, and the resulting vacancy for the office of Vice Chair will be filled by the Board of Directors. An officer may continue to serve the full term (three years) as a Board member after serving on the Executive Committee for a single term or multiple consecutive terms.

7.3. Chair of the Executive Committee

The Chair of the Board of Directors will act as Chair of the Executive Committee.

7.4. Executive Committee Meetings and Voting

- 7.4.2. The Executive Committee will meet at least four times a year and as often as it deems necessary.
- 7.4.3. The Chair of the Executive Committee will ensure that the proceedings of its meetings and any decisions adopted by it at such meetings are recorded in written minutes. These writ-ten minutes will constitute the definitive record of the proceedings and decisions adopted at the Executive Committee meeting, which will be communicated to the Board of Directors for ratification of all decisions taken between Board meetings.

8. LEADERSHIP COUNCIL

8.1. The role of the Leadership Council is to:

- a) ensure the supervision and management of the Alliance as a whole;
- b) promote the Alliance in its capacity as its supreme representative body;

- c) actively participate in events organized under the auspices of the Alliance;
- d) support the engagement of and dialogue between key stakeholders to further the work of the Alliance;
- e) support the fund-raising efforts of the Secretariat.

8.2. Composition of the Leadership Council

- a) The Leadership Council will be composed of the heads of member organizations (or their representatives) and will meet periodically at the proposal of the Board of Directors. The size and composition of the Leadership Council will be balanced to ensure equal representation of the private and public sectors, including civil society and non-governmental organizations, trade unions, governments, international organizations, the academic community and representatives of indigenous peoples.
- b) The Board of Directors may invite members of the Leadership Council to act as annually rotating co-chairs for GBA meetings, including the Annual General Assembly.

9. STEERING COMMITTEES

9.1. The Board of Directors has the authority to create and approve the mandates of the Steering Committees, support the GBA's decision-making and general multi-stakeholder engagement, and provide technical oversight of initiatives designed to advance the GBA's vision and mission, as it deems appropriate.

9.2. The role of the Steering Committees is to:

- a) provide technical oversight of GBA initiatives and monitor programme budgets;
- b) report and make recommendations to the Board of Directors regarding the progress of initiatives and the associated strategic plans;
- c) actively participate in activities under the umbrella of the initiatives;
- establish working groups to facilitate effective member engagement in the initiatives;

- e) establish independent advisory functions (including external advisory groups) to inform decision-making by the Steering Committee and the Board of Directors;
- f) supervise the selection of service providers in line with GBA procurement guide-lines.

9.3. Steering Committee Composition

- 9.3.1. Steering Committees will be composed of members of the GBA. The size and composition of Steering Committees will be balanced to ensure equal representation of the private and public sectors.
- 9.3.2. The members of Steering Committees will be elected by majority vote of the Board of Directors.
- 9.3.3. Each Steering Committee will have two co-chairs, including one representative from the private sector and one representative from the public sector. The co-chairs will be elected by the Steering Committee annually from among its members.

9.4. Role of the co-chairs

- 9.4.1. The role of the co-chairs is to:
- 9.4.1.1. consult and advise the Secretariat on the preparation of the agenda for Steering Committee meetings;
- 9.4.1.2. chair Steering Committee meetings;
- 9.4.1.3. advise the Secretariat on programme-specific questions between Steering Committee meetings.

9.5. Terms of Office

- 9.5.1. The terms of office of Steering Committees are the same as those of the Board of Directors, unless otherwise determined by the Board of Directors.
- 9.5.2. Co-chairs will hold office for a term of one year and until their successor is elected, or until their death, resignation or removal. An officer may serve for no more than three consecutive one-year full terms, but must be re-elected annually by the Steering Committee.

10. SECRETARIAT

10.1. The GBA Secretariat ('the Secretariat') will consist of the Executive Director and other necessary personnel members who are taken on directly or interns, consultants or other contractors take on in consultation with the GBA Board.

The appointment and dismissal of the Day-to-Day Manager will be undertaken by the Board of Di-rectors. The Board of Directors alone may revoke the delegation of the day-to-day management and determine the conditions under which it may be terminated.

- **10.2.** The Secretariat will be responsible for the day-to-day running of the GBA organization under the direction of the GBA Board through its Chair and Executive Committee.
- **10.3.** The Secretariat will keep an updated register of members at all times.
- **10.4.** The role of the Secretariat is to implement and facilitate the work of the Alliance in accordance with the decisions of the Board of Directors and the Alliance's policies and Charter.
- **10.5.** The Secretariat is responsible for the following matters:
 - a) the day-to-day management of the Alliance, including financial management;
 - b) on-going communications to the membership on the situation and affairs of the GBA;
 - c) conducting due diligence checks and making recommendations to the Board of Directors regarding the admission of a Member in accordance with the process set out in section 2.7;
 - similarly, investigating the potential occurrence of a Removal Event in relation to any Member and making a recommendation to the Board of Directors about such removal (as required) in accordance with the process set out in section 2.10;
 - e) drafting the Strategic Plan and Budget for the Executive Committee to review be-fore it is submitted to the Board of Directors for its approval in accordance with the procedure set out in section 15;
 - f) proposing to the Executive Committee and submitting to it for review expenditure outside an approved Budget during the year and, if it deems it

appropriate, submitting such expenditure to the Board of Directors for its approval;

- g) organizing the virtual and in-person meetings of the Board of Directors, Executive Committee and Working Groups, including working with the Chairs to draw up the agenda for such meetings, sending invitations to participants, preparing the minutes of these meetings, distributing them for comments and finalizing and circulating such minutes to the relevant stakeholders;
- h) organizing the Annual General Assembly and other regional Alliance events;
- tracking and documenting the progress of the work of the Alliance for the Board of Directors and collating this information annually into a report to be shared with the relevant stakeholders ('Annual Report');
- j) fund-raising;
- k) facilitating the engagement of Members and stakeholders;
- I) member recruitment.

11. EXECUTIVE DIRECTOR

- **11.1.** The Secretariat will be run by a full-time Executive Director who will manage the day-to-day running of the GBA, lead strategy development, resourcing and succession planning, including the selection of the necessary staff, oversee the development of the GBA Association and provide support to the GBA Board.
- **11.2.** The Executive Director will report directly to the GBA Board of Directors through the Chair and Executive Committee and will be responsible for the activities of the Secretariat.
- **11.3.** The Executive Director will hold an ex-officio (non-voting) seat on the Board of Directors.

12. REPRESENTATION OF THE ASSOCIATION

The Association is validly represented in all acts, including legal proceedings, by the joint signature of two (2) Directors.

If the Board of Directors so decides, the Association is also validly represented by the Dayto-Day Manager for all acts of daily management as well as in legal proceedings within the limits of day-to-day management.

The Association is also validly represented by an agent, within the limits of his or her authority.

13. AMENDMENT OF THE CHARTER

In accordance with the Companies and Associations Code:

- any amendment to the Charter relating to the precise description of the nonpartisan purpose it pursues and the activities that constitute the purpose of the Association must be approved by Royal Decree;
- any amendment to the Charter relating to the powers and functioning of the General Assembly must be the subject of a notarial deed; and
- any amendment to the Charter relating to the conditions for amending the Charter or the allocation of assets must be the subject of a notarial deed.

14. STRATEGIC PLAN AND BUDGET

- **14.1.** The affairs of the Alliance will be conducted in accordance with the Strategic Plan as approved by the Board of Directors and General Assembly.
- **14.2.** The Secretariat will be responsible for annually preparing a draft or any required update to an approved Strategic Plan that provides a framework. The Strategic Plan will, to the ex-tent practicable, determine the general characteristics of the specific Projects and work of the Alliance so as to reflect the Alliance's activities as accurately as possible.
- **14.3.** The Secretariat will work with the Treasurer to draft an annual budget for review by the Executive Committee and approval by the Board of Directors. If the position of Treasurer is vacant, the Secretariat will work with the Chair of the Board of Directors.

15. AUDITOR OVERSIGHT

- **15.1.** As long as the Association does not exceed more than one of the criteria mentioned in Article 3:47, § 2 of the Companies and Associations Code (CSA) for the most recently completed financial year, the Association is not required to appoint an auditor.
- **15.2.** As soon as the Association exceeds two or more of the criteria mentioned in Article 3:47, § 2 of the CSA, the General Assembly of Members will appoint an auditor from among the members of the Institut des commissaires aux comptes, who will be responsible for auditing the financial position, financial statements and regularity of transactions in accordance with the law and the Charter, and for recording the transactions in the annual accounts. The General Assembly of Members will also determine the auditor's remuneration.

16. FUNDING

The Association will be financed, among other things, by grants, allowances, donations, contributions and bequests, given both to support the Association's general objectives and to support a specific project.

17. FINANCIAL YEAR

The financial year begins on the first of January of each year and ends on the thirty-first of December of that year.

The governing body will submit the annual accounts for the previous financial year for approval by the Annual General Assembly of Members. A draft budget will be submitted for approval to a General Assembly of Members.

The Association's annual accounts will be filed in accordance with the legal provisions.

18. DISSOLUTION

The Association may only be dissolved by decision of the General Assembly, for which a two-thirds majority of votes is required.

The General Assembly will decide on the method of liquidation, appoint the liquidators and determine their powers and, where applicable, their remuneration.

By unanimous decision of the Members present or represented at the General Assembly, and if all debts to third parties have been repaid or the sums necessary for their payment have been deposited with the Caisse des Dépôts et Consignation, the Association may be dissolved and the liquidation completed in a single step.

Each Member of the Association undertakes to contribute to the assets of the Association in the event of liquidation, while it is a Member or within six months thereafter, for the payment of the Association's debts and liabilities incurred before it ceased to be a Member, in an amount equal to one year's membership fee.

19. POLICIES

- The Alliance will, to the extent not inconsistent with this Charter, be managed in accordance with the Policies in force on the Effective Date and as otherwise adopted from time to time by the Board of Directors in accordance with section 8.1.b.
- b. The Secretariat will be responsible for formulating and submitting amendments to the Policies to the Executive Committee for review. The Executive Committee may recommend amendments to draft Policies if it deems them necessary before the Secretariat submits the Policies to the Board of Directors for approval.
- c. The Members, by their accession to this Charter, undertake to adhere to the Policies.

20. CONFLICTS AND DISPUTES

Any dispute or conflict regarding the interpretation of the above Charter, or any dispute that may arise between a Member and the Association, must first be submitted to the Board of Di-rectors, which will endeavour to find an amicable solution, before it is brought before the courts for a judicial decision.

In the event of legal recourse, the dispute will be governed by Belgian law and will fall under the exclusive jurisdiction of the courts of the judicial district in which the Association has its registered office.

21. SUBSIDIARY APPLICATION OF BOOK 10 OF THE COM-PANIES AND ASSOCIATIONS CODE

Any matter not mentioned in this Charter, and in particular publication in the Annexes to the Belgian Official Gazette, will be governed by the Companies and Associations Code, and in particular Book 10 thereof.

22. INTERNAL RULES OF PROCEDURE

Within the scope of its powers, the Board of Directors may amend or adapt the internal rules of procedure it has approved. A copy of any amended or adapted internal rules of procedure will be made available to members. The internal rules of procedure may not conflict with this Charter. In the event of a conflict between this Charter and the internal rules of procedure, this Charter will prevail.

23. LANGUAGES

The official language of the Association is French, although its working language is English. In the event of a discrepancy in the interpretation of any provision in the Charter, the French version will prevail.

24. ASSIGNMENT

No Member will be entitled to assign or transfer any of its rights, benefits or obligations under this Charter.

APPENDIX 1: GBA PRINCIPLES

Ten GBA principles for a sustainable battery value chain, adopted by 42 organizations on 23 Jan. 2020

Establishing a circular battery value chain as a major driver to achieve the Paris Agreement	 Maximizing the productivity of batteries in their first life Enabling a productive and safe second life use Ensuring the circular recovery of battery materials
Establish a low- carbon economy in the value chain, create new jobs and additional economic value	 Ensuring transparency of greenhouse gas emissions and their progressive reduction Prioritizing energy efficiency measures and substantially increase the use of renewable energy as a source of power and heat when available Fostering battery-enabled renewable energy integration and access with a focus on developing countries Supporting high quality job creation and skills development
Safeguard human rights and economic development consistent with the UN Sustainable Development Goals	 8. Immediately and urgently eliminating child and forced labour, strengthening communities and respecting the human rights of those employed by the value chain 9. Fostering protection of public health and the environment, minimizing and remediating the impact from pollution in the value chain 10. Supporting responsible trade and anti-corruption practices, local value creation and economic diversification