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*International Committee for Study of Bauxite, Alumina and Aluminium*

## **The International Committee for Study of Bauxite, Alumina and Aluminium**

**“ICSoba”**

### **BYLAWS**

This document guides conduct of the affairs of ICSoba registered as a not-for-profit organization under the *Canada Not-for-profit Corporations Act* (NFP Act). ICSoba is registered at: Corporations Canada, Ontario: No. 802906-7, and Registraire des entreprises, Québec: No. 1167982181

OCTOBER 2025

*Visit us at: [www.icsoba.org](http://www.icsoba.org) Contact us: [info@icsoba.org](mailto:info@icsoba.org)*



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### **8. BYLAWS AND EFFECTIVE DATE.....14**

A bylaw relating generally to the conduct of the affairs of ICSOBA (the "Association")

**BE IT ENACTED** as a bylaw of the Association as follows:

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#### **1. GENERAL**

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##### **1.1. Definitions**

In this bylaw and all other Bylaws of the Association, unless the context otherwise requires:

**"Act"** means the *Canada Not-For-Profit Corporations Act S.C. 2009, c.23*, including the Regulations made under the Act, and any statute or regulations that may be substituted, as amended from time to time.

**"Articles"** means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, or revival of the Association.

**"Board"** means the Board of Directors of the Association, and **"Director"** means a member of the Board, which can be either an Executive Director or a Non-Executive Director.

**"Bylaw"** means this Bylaw and any other Bylaws of the Association as amended and which are, from time to time, in force and effect.

**"Company Representative"** means the person nominated by the Company to attend the Meetings of members of the Association.

**"Director"** means either an Executive Director or a Non-Executive Director.

**"Executive Director"** means a member of the Association involved in the daily management of the operation of the Association and who is elected to this position by the members of the Association.

**"Meeting of Members"** includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members.

**"Member"** means an Individual Member or a Corporate Member as defined in 2.1

**"Non-Executive Director"** means a member of the Association, and who is elected to this position by the members of the Association.

**"Officer"** means a person who is or is not a member of the Association and who is appointed by the Board or the CEO to hold a leadership and/or administrative role in managing the day-to-day operations of the Association and in ensuring that it complies with its mission. An Officer can be a Director of the Association.

**"Ordinary resolution"** means a resolution passed by a majority of not less than 50 % plus 1 of the votes cast on that resolution.

**"Proposal"** means a proposal submitted by a member of the Association that meets the requirements of section 163 (Shareholder Proposals) of the Act.

**"Regulations"** means the regulations made under the Act, as amended, restated, or in effect from time to time; and



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"**Special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

### **1.2. Interpretation**

In the interpretation of this bylaw, words in the singular include the plural and vice versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust, and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these Bylaws.

### **1.3. Execution of Documents**

Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the Association may be signed by any two (2) of its directors. In addition, the Board may from time to time direct by whom a particular document or type of document shall be executed and how. Any signing Director may certify a copy of any instrument, resolution, Bylaw or other document of the Association to be a true copy thereof.

### **1.4. Financial Year**

The financial year of the Association has been defined by the Board as starting on January 1 and extending through to December 31.

### **1.5. Banking Arrangements**

The banking business of the Association shall be transacted at such bank, trust company, or other firm or Association carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by a Director or Directors of the Association and/or other people as the Board may, by resolution from time to time, designate, direct or authorize.

### **1.6. Borrowing Powers**

Unless authorized by the members, the Directors of the Association may not:

- i. Borrow money on the credit of the Association;
- ii. Issue, reissue, sell, pledge or hypothecate debt obligations of the Association;
- iii. Give a guarantee on behalf of the Association;
- iv. Mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Association, owned or subsequently acquired, to secure any debt obligation of the Association;

### **1.7. Annual Financial Statements**

The Association may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its Members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Association and any Member may, on request, obtain an electronic copy free of charge or by prepaid mail.

### **1.8. Distribution of Property, Accretions or Profits**

- i. Subject to subsection (ii), no part of the Association's profits or of its property or accretions to the value of the property may be distributed, directly or indirectly, to a Member, a Director of the Association, except in furtherance of its activities or as otherwise permitted by the Act.



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- ii. If a Member of the Association is an entity that is authorized to carry on activities on behalf of the Association, the Association may distribute any of its money or other property to the Member to carry on those activities.

### **1.9. Remuneration and Reimbursement**

- i. The Directors of the Association may fix the reasonable remuneration of the Directors, Officers and employees of the Association.
- ii. A Director or a member may receive reasonable remuneration and reimbursement of expenses for any services to the Association that are performed in any other capacity.

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## **2. MEMBERSHIP – MATTERS REQUIRING SPECIAL RESOLUTION**

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### **2.1. Membership Conditions**

Subject to the Articles, there shall be two (2) classes of members in the Association, namely Individual Members and Corporate Members. The Board of Directors of the Association may, by resolution, approve the admission of members of the Association. Members may also be admitted in any other manner prescribed by the Board by resolution.

**Individual Membership** shall be available only to individuals interested in furthering the Association's purposes and who have applied and have been accepted for Individual Membership in the Association.

**Corporate Membership** shall be available only to corporations interested in furthering the Association's purposes and who have applied and have been accepted for Corporate Membership in the Association.

- 1) Each Individual Member is entitled to:
  - a) obtain a 10 % discount on registration rates for events
  - b) receive notices of meetings and attend the Meetings of Members of the Association
  - c) influence ICSoba strategy and deployment with a voice at these meetings of members with one vote
  - d) free access to all digital versions of past proceedings (TRAVAUX).
- 2) Each Corporate Member is entitled to:
  - a) obtain a 10 % discount on registration rates for events for each participant of the Company.
  - b) receive notices of meetings and have the duty to appoint two Company Representatives of the Company to attend the Meetings of the Members of the Association
  - c) influence ICSoba strategy and deployment with a voice at these meetings of members with one vote for each of the two appointed Company Representatives of the Corporate Member
  - d) free access to all digital versions of past proceedings (TRAVAUX) for employees of the Company.

The term of either membership shall be based on a calendar year from January 1<sup>st</sup> to December 31<sup>st</sup>.

Only Members of the Association (either through their company as Company Representative or as Individual Member) may vote at the Association's meetings.



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Under subsection 197(1) (Fundamental Change) of the Act, a special resolution of the Members is required to make any amendments to this section of the Bylaws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

### **2.2. Notice of Meeting of Members**

Notice of the time and place of a meeting of Members shall be given to each Member entitled to vote at the meeting by mail or alternatively by courier, personal delivery, telephone, electronic or other communication facility not less than twenty-one (21) days before the time when the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the Members is required to make any amendment to the Bylaws of the Association to change the manner of giving notice to Members entitled to vote at a meeting of Members.

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## **3. MEMBERSHIP DUES, TERMINATION AND DISCIPLINE**

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### **3.1. Membership Dues**

Every Member of the Association shall pay an annual membership fee, amounting to the equivalent of:

- i. USD150 for Individual Members, as of October 2025, unless a different amount, or exemption for certain members, is decided by the Board;
- ii. USD1500 for Corporate Members, as of October 2025, unless a different amount is decided by the Board. Corporate Membership for multiple years is also made available.

These membership fees are subject to periodical adjustments depending on global escalation (as for example from International Monetary Fund data). Such adjustments shall be proposed at the meeting of Members.

Members shall be notified in writing of the dues they are required to pay at any time, and if not paid at the latest three (3) calendar months before the yearly conference in the year, defaulting Members shall automatically cease to be members of the Association.

### **3.2. Termination of Membership**

Membership of the Association is terminated when:

- iii. The member dies, or in case of a member that is a corporation, the corporation is dissolved;
- iv. The member fails to maintain any qualifications for membership described in section 3.1 of these Bylaws.
- v. The member resigns by delivering to any Board member a written resignation and lodging a copy of the same with the Association's Director in charge of membership administration, in which case such resignation shall be effective on the date specified in the resignation;
- vi. The member is expelled in accordance with section 3.3 below or is otherwise terminated in accordance with the Articles or Bylaws; or
- vii. The Association is liquidated under the Act.

Subject to the Articles, upon any termination of membership, the rights of the Member, including any rights in the property of the Association, automatically cease to exist.



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### **3.3. Discipline of Members**

The Board shall have the authority to suspend or expel any Member from the Association for any one or more of the following grounds:

- i. Violating any provision of the Articles, Bylaws, or written policies of the Association;
- ii. Carrying out any conduct which may be detrimental to the Association as determined by the Board in its sole discretion;
- iii. For any other reason that the Board, in its absolute discretion, considers to be reasonable, having regard to the purpose of the Association.

If the Board determines that a Member should be expelled or suspended from membership in the Association, the CEO, or such other Director as may be designated by the Board, shall provide twenty (20) days' notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the CEO, or such other Director as may be designated by the Board, in response to the notice received within such twenty (20) day period. If no written submissions are received by the CEO, or such other Director as may be designated by the Board, may proceed to notify the Member that the Member is suspended or expelled from membership in the Association. If written submissions are received in accordance with this section, the Board of Directors will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board or Director's decision shall be final and binding on the Member, without any further right of appeal.

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## **4. MEETINGS OF MEMBERS**

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### **4.1. Persons Entitled to be Present**

The only people entitled to be present at a meeting of Members shall be those entitled to vote at the meeting, the public accountant of the Association and such other people who are entitled or required under any provision of the Act, Articles or Bylaws of the Association to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the Members.

### **4.2. Chair of the Meeting**

If the Chair of the Board and the CEO are absent, the persons who are present and entitled to vote at the meeting shall choose one of the person present amongst them to chair the meeting.

### **4.3. Place of Members' Meeting**

Meetings of the Members will be held in conjunction with an event (congress, conference, symposium, seminar, etc.) of the Association or at any places determined by the Board.

### **4.4. Quorum at Members' Meetings**

A quorum at any Meeting of the Members (unless a greater number of persons entitled to vote are required to be present by the Act) shall be 10 % of the persons entitled to vote at the meeting. If a quorum is present at the opening of a Meeting of Members, the persons present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

### **4.5. Votes to Govern at Members' Meetings**

At any Meeting of Members every question shall, unless otherwise provided by the Articles or Bylaws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of



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hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

### **4.6. Participation by Electronic Means at Members' Meetings**

If the Association chooses to make available a telephonic, electronic or other communication facility that permits all participants to a Meeting of Members to communicate adequately with each other during such a meeting, any person entitled to attend such a meeting may participate in the meeting by means of such a telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this bylaw, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Association has made available for that purpose.

### **4.7. Members' Meeting Held Entirely by Electronic Means**

If the Directors, or members of the Association call a Meeting of Members under the Act, those Directors, or members, as the case may be, may determine that the Meeting of Members shall be held, in accordance with the Act and the Regulations, entirely using a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

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## **5. BOARD OF DIRECTORS**

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The Board of Directors is accountable to the members and is responsible for managing and supervising the activities and affairs of the corporation. The Directors have legal responsibility for the Association and are registered with Canadian authorities.

### **5.1. Number of Directors**

The Board shall be composed of the fixed number of Directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the Directors to determine the number, by resolution of the Board. The minimum number of Directors is seven (7) as of October 2025. To reflect the international character of the Association, the Directors must represent at least three continents and different fields of activity, ranging from bauxite to metals.

### **5.2. Election and Term of Office of Directors**

Generally, the Directors are elected by the members at the annual meeting. *Under "Force Majeure" circumstances (pandemic, international conflict, ...), making the Director's election impossible to organize according to prescribed timing, running Directors are entitled to extend their mandate until such situation ceases and election could be organized.* The Directors shall hold office for two (2) years from the date of election with an optional extension of another two (2) years, or until their successors are elected or appointed in their stead. A Director needs to be re-elected after four (4) years if he/she wants to continue working on the Board. Top executive positions of the Association (Chairman, CEO, Treasurer) cannot be held by the same person for more than 3 terms of two (2) years.

### **5.3. Eligibility**

Candidates for an Executive Director's position are eligible only after having been members of the Association either as individual Members or as nominated Company Representatives of a Corporate Member for at least two (2) consecutive years or co-opted unanimously by the Board.





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### **5.4. Appointment of Offices**

Upon election to the Board, the Directors need to settle into the office they will take. A Director can hold any office of the Association, and any two or more offices may be held by the same person.

The Directors shall hold office for two (2) years from the date of appointment with an optional extension of another two (2) years, or until their successors are appointed in their stead. The CEO may appoint additional officers between annual meetings to hold offices for a term that must expire on or before the next Directors' election.

### **5.5. Description of Offices**

The Board of Directors shall manage the business and property of the Association. One of the responsibilities and duties of Directors is to ensure the continuity of the Association and its well-being.

Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict, or supplement such duties and powers), the offices of the Association, if designated and if Directors are appointed, shall have the following duties and powers associated with their positions:

#### **a. Chairman of the Board**

- i. The Chairman of the Board is appointed by the Board from among the elected Directors for a two-year term;
- ii. The Chairman of the Board is the official representative of the Association in all official matters;
- iv. The Chairman of the Board chairs all meetings of the Board and assures that such meeting is conducted properly;
- iii. The Chairman of the Board has the power to call a general meeting of the Association's members and chairs the meeting of the members;
- iv. The Chairman of the Board shall, subject to the authority of the Board, have general supervision of the affairs of the Association, shall initiate actions that are in the best interest of the Association, and shall have such other duties and powers as the Board may specify;
- v. The Chairman of the Board assures compliance of actions with the Bylaws.

#### **b. Chief Executive Officer (CEO)**

- i. The CEO is appointed by the Board from among the elected Directors for a two-year term;
- ii. The CEO shall be responsible for implementing the strategic plans and policies of the Association;
- v. The CEO is responsible for executing decisions of the Board and shall have general supervision of the affairs of the Association. The CEO shall initiate actions that are in the best interest of the Association;
- vi. The CEO can appoint officers for contracted services to perform part of the CEO's duties;
- vii. The Officers, if appointed, are responsible for reporting to the CEO and complementing his/her activities in a specific area such as event organization, acquisition of sponsors, creation and issuing of Newsletter, promotion, and public relations.

#### **c. Treasurer**

- i. The Treasurer is appointed by the Board from among the elected Directors for a two-year term;
- ii. The Treasurer shall be responsible for the financial management of the Association, which also includes maintaining bank accounts, making payments, complying with tax obligations, etc.;
- iii. The Treasurer, with the help of Directors, Officers, members, and/or contracted services, shall keep an account of all financial transactions of the Association and all the sums of money received and spent by it;



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- iv. The Treasurer shall keep full and accurate accounts of all assets, liabilities, receipts, and disbursements of the Association in the books belonging to it and shall deposit all monies, securities, and other valuable effects in the name and to the credit of the Association;
- v. The Treasurer shall render to the Board of Directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Association;
- vi. The Treasurer shall prepare, together with the CEO, the annual accounts, have the accounts audited by an accountant appointed by the Board every year at the close of the accounting year, and prepare, together with the CEO, the budget for the next year;
- vii. The Treasurer shall have such powers and duties as the Board may specify.

### **d. Secretary**

- i. The Secretary is appointed by the Board among the elected Directors for a two-year term.
- ii. The Secretary shall be responsible for documenting and maintaining official records of meetings, resolutions, and decisions made by the board of directors and members, managing the organization's official correspondence, ensuring compliance with relevant laws and regulations.

The powers and duties of all other Directors of the Association shall be determined by the terms of their engagement, or as may be assigned by the Board of Directors or the CEO. The Board may, from time to time and subject to the Act, vary, add to, or limit the powers and duties of any Director.

### **e. Past Chairman of the Board**

If appointed and accepted, a past-Chairman of the Board will serve on the Board of Directors as an advisor to ensure a smooth transition and continuity of the organization's affairs.

## **5.6. Association's Committees**

The CEO may propose to the Board to appoint any committee or other advisory body, as it deems it necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make.

If a non-member of the Association is appointed as a committee member, they must promptly enroll as a member of the Association, either as an Individual Member or as a Company Representative of a Corporate Member.

Any committee member may be removed, or a new member added, by decision of the CEO.

### **a. Executive Committee**

The CEO shall propose to the Board appointing an Executive Committee whose duties are:

- Development of the Association policies for Board endorsement.
- Organisation of the Association's annual conference with the appropriate technology content.
- Development and management of the Association Corporate Members, Media Partners, and strategic partnerships with bodies of the Aluminium Industry.
- The Association communication plan, including via suitable channels such as website, social network, ...;
- Implement appropriate IT infrastructure and Tools to support the Association.



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- Budget preparation / Finance management.

### **b. Program Director / Technical Committee**

The CEO shall propose to the Board to appoint a Program Director whose duties are:

- to set up a Technical Committee, composed of the different Subject Organisers
- to maintain and enhance the reputation of the Association through rigorous selection of high-quality papers in the field of bauxite, bauxite residue, alumina, carbon, electrolysis, casting, aluminium, environment, etc
- practical organization/running of the sessions during the annual conference.

### **c. Presidency**

The Association's international success is founded on the practice of rotating the venue of its annual conference to countries that play an important role in the global aluminium industry. To recognize importance among the industry leaders of the organization, which becomes host to the Association's annual conference, a position of President is offered to a top executive of the Host Organization. Such a person is endorsed by the Board for a one-year term and becomes the patron of the Annual Conference.

The President is not a Director of the Association, so he/she has no legal responsibility for ICSoba, and he/she is not registered as such with Canadian authorities. The President traditionally opens and closes the yearly conference.

## **5.7. Board of Directors Meetings**

### **a. General Interpretations**

- Meetings of the Board will be held as often as deemed necessary by at least 1/3<sup>rd</sup> of the members of the Board, but at least twice a year;
- Meetings of the Board shall be held in conjunction with an Event of the Association, or at any time and place to be determined by the members of such board, or will be conducted by teleconferencing at any moment that the Board may decide;
- 50% + 1 members of the Board shall constitute a quorum. Any meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers, and discretions by or under the Bylaws of the Association;
- In case of an adjourned meeting, there shall be no quorum;
- Meetings of the Board are chaired by the Chairman of the Board and, in his/her absence, by the CEO
- The minutes of the Board's meeting shall not be available to the general membership of the Association but shall be available to the Directors, each of whom shall receive a copy of such minutes;
- Members of the Board may agree to make decisions outside a meeting through voting or approval by other means such as e-mail;
- The Board decides on the final version of the business plan, contracts for services for administration and/or Event organisation, and on any issue regarding legal matters of the Association;
- The Board decides or approves according to a simple majority of the votes. Each Director is authorized to exercise one (1) vote. In case equal numbers of votes are for and against the proposal, the vote of the Chairperson is decisive.



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### **b. Notice of Meeting of Board of Directors**

- i. Meetings of the Board may be called by the Chairman of the Board, the CEO or any two (2) Directors at any time; provided that for the first organization meeting following incorporation, such meeting may be called by any Director or incorporator;
- ii. Notice of the time and place for the holding of a meeting of the Board shall be given at least a fortnight prior to the meeting to every Director of the Association, but typically not less than seven (7) days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting;
- iii. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting are announced at the original meeting. Unless the bylaw otherwise provides, no notice of meeting needs to specify the purpose or the business to be transacted at the meeting.

### **5.8. Vacancy in Office**

- a. In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any Director of the Association. Unless so removed, a Director shall hold office until the earlier of:
  - i. The Director's successor being appointed;
  - ii. The Director's resignation;
  - iii. Such director ceasing to be a Director (if a necessary qualification of appointment);
  - iv. Such a Director's death;
- b. If the office of any Director of the Association shall be or become vacant, the Directors may, by resolution, appoint a member of the Association to fill such vacancy;
- c. If a non-member of the Association is appointed to fill such vacancy, they must promptly enroll as a member of the Association, either as an Individual Member or as a Company Representative of a Corporate Member.
- d. The office of the Director shall be automatically vacated:
  - i. If at a special general meeting of members, a resolution is passed by 75 % of the votes cast in favor of the removal of the Director;
  - ii. If such director has resigned from his office by delivering a written resignation to the Chairman or the CEO;
  - iii. If such a Director is found by a court to be of unsound mind;
  - iv. If such Director becomes bankrupt or suspends payment or compounds with his creditors;
  - v. On death.
- e. A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is elected.

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## **6. NOTICES**

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### **6.1. Method of Giving Notice**

Any notice (including any communication or document), other than notice of a meeting of members or the Board, required under the Act, the Articles, the Bylaws, or otherwise, shall be sufficiently given if sent by email to the



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recipient's recorded email address. The notice shall be deemed to have been given when the email is dispatched. The Chairman's declaration that notice has been given shall serve as conclusive evidence thereof

### **6.2. Invalidity of any Provisions of this Bylaw**

The invalidity or unenforceability of any provision of this bylaw shall not affect the validity or enforceability of the remaining provisions of this bylaw.

### **6.3. Omissions and Errors**

The accidental omission to give any notice to any member, Technical Committee member, Director, or public accountant, or the non-receipt of any notice by any such person where the Association has provided notice by the Bylaws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

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## **7. DISPUTE RESOLUTION**

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### **7.1. Mediation and Arbitration**

Disputes or controversies among members, Directors, Technical Committee members, Directors, committee members, or volunteers of the Association are, as much as possible, to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this bylaw.

### **7.2. Dispute Resolution Mechanism**

In the event that any dispute or controversy between the members, Directors, ~~technical committee members~~, officers, committee members, or employees of the Association arising out of or in connection with the Articles or Bylaws, or arising out of any aspect of the operations of the Association, is not resolved in private meetings between the parties, then without prejudice to or otherwise derogating from the rights of the members, Directors, officers, committee members or employees of the Association as set forth in the Articles, Bylaws, or law, and as an alternative to the commencement of legal action or litigation by such person, such dispute or controversy shall be settled by a dispute resolution process as follows: The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the Board of the Association) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question to mediate a resolution between the parties;

The number of mediators may be reduced from three to one or two upon agreement of the parties;

If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Association is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.



## International Committee for Study of Bauxite, Alumina and Aluminium

### 8. BYLAWS AND EFFECTIVE DATE

Subject to the Articles, the Board may, by resolution, make, amend, or repeal any Bylaws that regulate the activities or affairs of the Association. Any such bylaw, amendment, or repeal shall be effective from the date of the resolution of Directors until the next meeting of members, where it may be confirmed, rejected, or amended by the members by ordinary resolution. If the bylaw, amendment, or repeal is confirmed or confirmed as amended by the members, it remains effective in the form in which it was confirmed. The bylaw, amendment, or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting. This section does not apply to a bylaw that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such bylaw amendments or repeals are only effective when confirmed by members.

CERTIFIED to be Bylaws of the Association, as enacted by the Directors of the Association by resolution on xx September 2025 and approved by the members on xx October 2025. The previous Bylaws were accepted by the members of the Association on 10 October 2022.

SIGNED BY:

Houshang Alamdari

Najeeba Al Jabri

Bernard Allais

Matthieu Arlettaz

Efthymios Balomenos

Serge Despinasse

Marc Dupuis

Frank Feret

Andrey Panov

Michel Reverdy

Bijoy Satpathy

Dagoberto Severo

Claude Vanvoren

Dated as of the 25<sup>th</sup> day of September 2025