

EUROPEAN UNION OF THE POTATO TRADE
in abbreviation: EUROPATAT
Non-Profit-Making International Association

Article 1 – Denomination

An international non-profit-making association is hereby set up, called “European Union of the potato trade”, in abbreviation EUROPATAT.

This association is ruled by the provisions of Title III of the Belgian law of 27 June 1921 on non-profit-making associations, international non-profit-making associations and foundations (articles 46 to 58).

Article 2 – Registered office

The registered office of the association is established in Rue de Trèves 49-51 bte 8 1040 Brussels, Belgium, in the judicial district of Brussels.

The registered office may be transferred to all other locations in Belgium by decision of the administration body, which has to be published in the Annexes of the Belgian Official Journal and which has to be communicated to the Public Federal Juridical Service during the month of the decision.

Article 3 – Objectives

The association pursuits the following non-profit making purpose of international utility:

- exchange of ideas and experience as well as all documentation of interest for the potato trade;
- coordinate actions of its member organisations;
- represent its members at different levels, including at the institutions of the European Union, without bringing prejudice to the particular competence of member organisations;
- take the initiative to settle a framework of rules including an expertise and arbitration system to facilitate potato trade on all levels;
- study all questions of interest to its members, a.o. with research projects;
- defend and promote the general interests of the European potato trade and trade of potato products with a spirit of free enterprise and free trade;
- undertake any research or study, which would aim at improving productivity of the members' enterprises in issues such as administrative, technical, logistic, documentary aspects;
- represent the potato trade interests in the supply chain in view of strengthening its position. It should in this regard foster contacts with producers, processors and retailers;
- should also aim at providing to members and corresponding members a standing representation of the potato trade sector with the European Union institutions, as well as other international organisations, such as United Nations (FAO, UNECE), WTO, OECD..., as well as with third countries' authorities. Contacts with authorities of the EU

Member States should be kept in close co-ordination with the members of that member state;

- defend the image of the sector and of the product vis-à-vis all concerned parties, and in particular the media;
- in a more global environment, defend internationally the interests of the trade from a European perspective and specificity;
- provide to all members networking opportunities through the various meetings of the Association and/or the organisation of a congress, convention, trade fairs...;
- provide to members information and services on all issues relating to activities of the members of the Association;
- provide assistance to the members for the harmonious adaptation of the quality of the product to the requirements of European consumers and provide a forum for promoting the consumption of potatoes in Europe.

Besides, the Association aims at representing companies in the potato trade sector, which adhere to the Association or are represented through their national or regional association. The Association is guided by the principle of free trade for the import, wholesale, retail and export trade. The view of minority groups is also taken in account.

Article 4 - Members

The association is open for Belgians and non Belgians.

Members must be a legal entity constituted according to the law and custom of their country of origin. They are full voting members.

Membership of the Association is classified into full voting members and non-voting associated members.

The full voting members of the Association are classified into two colleges of members:

- a. College A: national or regional trade associations registered and established as a legal person in one of the European countries, whose activity is to represent the interest of members involved in import, export, distribution, trade or packaging of potatoes and potato products. The Association encourages companies described under 4.b. to be member of their national or regional association as described under 4.a. and which represents the trade activity they are involved with.
- b. College B: companies directly involved in import, export, distribution, trade or packaging of potatoes and potato products. These companies need to be established in one of the countries of Europe.

The non-voting associated members are any company or association based in one of the countries of Europe whose activity does not correspond to the above definitions, but which have an interest in the activities of the voting members of the Association. Companies incorporated under any existing company member with full voting rights, also fall under this category.

The association, except when the members' expenditures have been authorised by the Board, does not reimburse travel expenses and other costs of members.

Article 5 – Admission, resignation, exclusion

The admission of new members is submitted to the following conditions:

Applicants wishing to become member should address their application to the board of directors through the Secretary General; admission will be at the sole discretion of the board of directors, which is not obliged to provide any justification of its decision. The candidate member supports his application with a statement concerning his business activity. This statement will allow identifying his activity as mentioned in article 4.

Applications of companies wishing to become member of the college B will be submitted for a non-binding advice to the national or regional trade associations of the country of origin of the company, member of the college A of the Association.

At every given moment, the members of different categories are free to resign from the association by presenting their demand under the following conditions:

- six months before the end of the civil year;
- by recorded delivery which will then take effect at the end of the exercise in progress;
- every resigning member has to pay the outstanding fees for the exercise in progress.

The exclusion of a member is subject of approval by an extraordinary general assembly on proposal of the board of directors, after having heard the defence of the involved. The board of directors can suspend membership of the involved until decision of the general assembly.

The member ceasing membership, through resignation or exclusion, shall remain liable for any outstanding amounts of its contribution. It shall have no claim on financial matters nor will it be entitled to any of the assets of the association.

Article 6 - Contributions

The members pay an annual contribution as determined by the general assembly and upon proposal of the board of directors.

Article 7 – General assembly

7.1. Attributions

The *ordinary* general assembly has full powers allowing realisation of the objectives and activities of the association.

The following points are reserved to its competence:

- a) nomination and dismissal of members of the board of directors;.
- b) approval of the budget and annual accounts: annual setting of the membership fees;
- c) discharge of the board of directors;
- d) amendments to the statutes;
- e) other competences, e.g. adoption of internal rules.

The following points are reserved to an *extraordinary* general assembly:

- a) exclusion of a member ;
- b) revocation of the board of directors ;
- c) dissolution of the association.

7.2. Composition

The general assembly consists of all members.

Only full voting members have voting rights assigned according to art. 7.4 of these statutes.

7.3. Meetings and convocation

The *ordinary* general assembly meets at least once a year under the chairmanship of the President or in his absence of a vice-President at the registered office or another location indicated in the convocation.

The meeting of an *extraordinary* general assembly can be convoked by the secretariat under the following conditions:

- by the President or by a majority decision of the board of directors;
- by a third of trade associations represented in college A – and one third the companies represented in college B – requesting such a meeting in writing. The request is supported and dealt with as ‘any other business’.

The convocation for these meetings, containing the agenda, is made by the secretariat and is sent by mail, fax, e-mail or any other means of communication at least one month before the meeting of the general assembly.

7.4. Decision taking

The procedure for passing resolutions put before a general assembly (ordinary or extraordinary) is designed to give equal right to the companies and the trade associations with full voting rights and is as follows:

There are two voting colleges:

- College A, representing the views of the trade associations
- College B, representing the views of the companies.

Companies and trade associations with full voting rights may vote on any resolution put before a general assembly by casting their single vote, either in person or by proxy, in their representative college.

The companies and trade associations with full voting rights can have up to two proxies which they may cast in their own college only.

The general assembly will be quorate if there is a simple majority in each of the colleges.

Unless half of the full voting members of the association are present or represented in each of the colleges A and B, a new general assembly is called. This assembly will take valid

deliberation on the proposals under consideration with a majority of two thirds of votes of the full voting members present or represented, independently from their number. A second meeting of the general assembly shall be convened without having to meet the quorum requirement.

The right to vote is exercised by the Chairman of the national delegation or, in his absence, by his representative.

The vote is a count of raised hands, unless a delegation asked for a secret ballot.

Any resolution which gains the majority becomes obligatory for all members. If need be, the authorities are notified of resolutions passed.

It shall not be deliberated on matters that are not mentioned in the agenda.

In case of an *ordinary* general assembly resolutions are taken by absolute majority of full voting members present or their representatives in each of the colleges.

In case of an *extraordinary* general assembly resolutions are taken by a 2/3 majority in each of the colleges.

These are brought to the knowledge of all members under the following conditions: letter, fax, email or any other means of communication.

The resolutions taken by the general assembly are written down in a register signed by the president or at least two administrators present and have to be kept by the secretary general who will keep at the disposal of the members at the registered office of the association.

Article 8 – Amendments to the statutes and winding-up of the international association

Without prejudice to articles 50 §3, 51 § 2 et 3, 55 et 56 of the Belgian law of 27 June 1921 on non-profit-making-associations, non-profit-making international associations and foundations, any proposal having as subject amendments to the statutes or the winding-up of the international association shall emanate from the board of directors or at least a quarter of the effective members of the association.

The board of directors shall inform members of the association of the proposed amendments as well as of the date of the meeting of the general assembly which will decree on the said proposal, at least 3 months in advance.

Amendments to the statutes shall only enter into force once approved by the competent authority in conformity with article 50 § 3 of the law and after publication of the statutes in the annexes of the Belgian Official Journal in conformity with article 51 § 3 of said law.

The general assembly shall establish modalities for the winding-up and the liquidation of the association.

After liquidation possible net assets will be allocated to a non-profit-making legal person of private law pursuing a similar international purpose or, if not available, the net assets will be allocated to a purpose without profitable interest.

Article 9 – Board of directors

9.1. Assignment

The board of directors has full powers of administration and management with the reservation of the assignments of the general assembly.

It can delegate the daily management to the president and/or one or several administrators or to one or several employee(s) or the Secretary General whose powers shall be fixed.

9.2. Composition

The association is administered by the board of directors elected by the general assembly and composed of at least three members.

The administrators will be nominated under the following conditions:

- they shall be elected for a period of four years, renewable once for a period of four years by the general assembly They can be re-elected after an interruption of at least one year ;
- they shall not be remunerated for their mandates.

The board of directors elects in its midst a president, vice-president and a treasurer.

Their functions will expire by death, resignation, civil incapacity or if placed under temporary administration or revoked or with the expiry of the mandate.

In the event of vacancy during a mandate, the board of directors may designate a temporary substitute who will finish the mandate of whom he replaces.

All acts relative to nomination, revocation or cessation of functions of administrators established in conformity with law will be communicated to the Federal Public Service of Justice in view to be published at the expense of the association in the annexes of the Belgian Official Journal.

To execute their functions, the board of directors will be assisted by an advisory committee (ADCOM), composed out of members designated according to the internal rules approved by the general assembly. This advisory committee will represent the different commissions active within the association.

9.3. Meetings and convocations

The board of directors meets at least twice a year upon special convocation by the president, the secretary general or upon request of at least two board members.

The convocation is sent by mail, fax, e-mail or any other means of communication.

9.4. Decision-taking

The decisions of the board of directors are taken with a simple majority of members of which it is composed, and which are present for the vote. The president has a casting vote. The board of directors may only take a decision if at least half of its members are present or represented.

All directors may validly represent another absent director, provided that they can produce a proxy vote stating expressly the person to whom the vote has been entrusted and the purpose of the vote.

9.5. Register of resolutions of the board of directors

The decisions taken by the board of directors are communicated to all members.

The resolutions are written down in a register signed by the president or two administrators and kept by the secretary general at the disposal of members at the registered office of the association.

Article 10 – Commissions and working groups

The association will have a number of commissions established by the general assembly on proposal of the board.

Any member may participate to the work of the commissions. For the companies this will be in conformity with their declared commercial activities as mentioned in article 5 of the Articles.

Each commission elaborates its position on the subjects of its competence, as described in article 3, relating to the association's objectives. Frequency of meetings is linked to the matters to be discussed. Invitations to participate are transmitted by the secretariat of the association to the members of the commission.

The positions are adopted by consensus of the members present. No minimum quorum of presence is required to decide in a valid way.

Each commission elects by simple majority a chairman. The term of the mandate is set for two years. The chairman may be re-elected twice for a two year term. The chairman will represent their commission through the Advisory committee, assisting the board of directors. They will inform the board of directors of any decision within their commission via the secretariat.

The minutes of all commissions' meetings will be circulated to all members of the association.

Each commission can recommend to the board of directors to set up a working group to study a particular point of horizontal or vertical nature.

In the event of an issue that requires immediate action, the secretary general will consult the representative commission as widely as practically possible in the circumstances. However, should the circumstances require an urgent decision, it may be taken by the chairman of that commission. The members of the concerned commission will be informed immediately about the actions undertaken and the reasons behind.

The board of directors shall establish the working groups, possibly upon recommendation of the commissions. These working groups are competent to advise and make recommendations

to the board of directors on specific issues of general interest for the potato trade, or on technical aspects for which the working group has been established.

Members may participate to the work of the working group according to their interest.

Each working group chooses a chairman among its members.

Article 11 - Representation of the association towards third parties and in court

All acts engaging the association are, with the exception of special authorisation, signed by the President and the secretary general

The international association is validly represented in legal proceedings, both as plaintiff and as defendant, shall be followed, by the president or by a member of the Board of directors appointed for this purpose.

Acts relative to nomination, revocation or cessation of functions of persons capacitated to represent the international non-profit-making association, established in conformity with law will be communicated to the Federal Public Service of Justice in view to be published at the expense of the association in the annexes of the Belgian Official Journal.

Article 12 - Secretariat

The secretariat is an executive body at the disposal of the members. It shall be managed by a secretary general employed under an undetermined time contract who will be charged organising the office in agreement with the board of directors.

All appointments within the Association, with exception of the secretary general and the secretariat, are honorary and carry no remuneration. The secretary general is placed under the authority of the president for the employment terms and conditions.

The secretary general and the secretariat of the association will organise and support the work of the general assembly, the board of directors, the commissions and the working groups. Within the limitations of the statutes of the Association the secretary general can represent the association and its positions. He will report on this representation to the board of directors.

Article 13 – Budget and accounts

The financial exercise starts on 1 January and ends on 31 December each year.

The resources required for the functioning of the Commission are provided by the contributions of its members. Members are obliged to pay an annual contribution, the amount of which is established according to the procedure mentioned in article 6 of these statutes.

In conformity with article 53 of the Belgian law of 27 June 1921 on non-profit-making-associations on the annual accounts of the financial year as well as the budget for the coming exercise have to be established by the board of directors every year and have to be forwarded for approval to the general assembly at its next meeting.

Contributions due for the financial exercise must be paid in the month of receipt of the debit invoice. Non-paying after six months could lead to the possibility of exclusion of all rights.

The accounts are transmitted, in accordance with article 51 of the law to the Federal Public Service of Justice.

Article 14 – Languages

English is the working language of the association for its meetings and communications.

However, for interpretation of the present statutes it should be taken into account that the French version of the text is the authentic version; texts in other languages are translations.

Article 15 – General provisions

All that is not provided for by the present statutes and notably publications to be done in the Annexes of the Official Belgian Journal is ruled in conformity with the provisions of Title III of Belgian law of 27 June 1921 on non-profit-making associations, international non-profit-making associations and foundations.

All points not provided for in the present statutes concerning the management of the association can be laid down in internal rules. The internal rules are at the disposal of the members at the Secretariat.

Article 16 – Transitional provisions

The first year of the activities of the Association the financial exercise starts at the 1st of July 2010 and ends at the 31st December 2010.

For the year 2016, the board members elected during the Assembly General of the Association on 1 June 2016, will function under a different set of rules regarding the duration of their term as to avoid that more than one member finishes their mandate at the same time. Therefore, if one member is re-elected he will continue under the old rules (maximum three mandates of two years each), the member who takes the role of treasurer (provided is different from the re-elected member) will also function under the old rules (maximum three mandates of two years each), whereas the third member will have his mandate under the new rules on this statutes (maximum two mandates or four years each).