

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

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TITLE I  
**NAME, SEAT (or registered office) AND DURATION**

**Article 1 – Denomination**

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

All deeds, invoices, announcements, publications and other documents issued by the International Association must bear the name of the International Association, immediately preceded or followed by the words “association internationale sans but lucratif” (international non-profit association) or the abbreviation “AISBL”, along with the address of the association’s head office.

This association is ruled by the provisions of the Belgian Code of Companies and Associations.

**Article 2 – Registered office**

The registered office of the association is located within the Brussels Capital Region.

The address at which the registered office of the association is located may be transferred to all other locations in the Brussels Capital Region, without a change of the articles of association, by decision of the governing body, without this giving rise to a change in the language of the articles of association.

**Article 3 – Duration**

The association is created for an unlimited period and acquires legal personality as soon as it is recognized by the King.

## TITLE II OBJECT AND SOCIAL PURPOSE

### **Article 4 – The object**

The object of the association is as follows :

- 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.

### **Article 5 – Social purpose**

This social purpose of the association shall be pursued through the following initiatives and activities :

- 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.

### TITLE III MEMBERS

#### **Article 6 - Members**

The association is open for Belgian residents and non-residents.

Members must be a legal entity constituted according to the law and custom of their country of origin. They are full voting members. The number of members is unlimited but may not fall below two full members. The first full members are the association founders.

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 governing body, does not reimburse travel expenses and other costs of members.

#### **Article 7 – Admission**

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

Applicants wishing to become member should address their application to the governing body through the general secretary; admission will be at the sole discretion of the governing body, 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 6.

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.

### **Article 8 - Resignation**

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.

### **Article 9 - Exclusion**

Members may be excluded from membership in the case of non-compliance with these Articles of association; non-payment of one year's membership fee within one month of notice to pay being sent by registered letter; serious violations of the Internal Regulations or of the rules of honor or decorum; serious misconduct, actions, or words that might sully the honorable name or reputation of the association; or bankruptcy.

The exclusion from membership of a full member or associate member may only be approved by a two-thirds majority of full members present or represented at the general assembly.

The governing body can suspend membership of the involved member 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 10 - Contributions**

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

TITLE IV  
GENERAL ASSEMBLY

**Article 11 – General assembly**

**11 .1. Attributions**

The *ordinary* general assembly has full powers allowing realisation of the object and social purposes of the association.

The general assembly has the powers conferred by the Code of Companies and Associations.

The following points are reserved to its competence:

- a) amend the articles of association;
- b) appoint and dismiss the directors and determine their remuneration, if any;
- c) appoint and dismiss a statutory auditor and fix his remuneration;
- d) grant discharge to the directors and the statutory auditor if appointed as well as, if applicable, the institution of a claim against the directors and the statutory auditors by the association;
- e) approve the annual accounts and the working budget;
- f) dissolve the association;
- g) accept members (including whether members should become full or associate members), dismiss, suspend and expel a member;
- h) to the extent necessary, approve the association's internal rules and the modifications thereof; and
- i) convert the association into a company with a social objective ;
- j) the making or acceptance of a contribution for no consideration of a universality;
- k) all other cases required by law or by the articles of association.

**11.2. Composition**

The general assembly consists of all members (full voting members and non-voting associated members).

The general meeting is chaired by the chairman of the governing body. In his absence, the general assembly is chaired by the Vice-President of the governing body.

In the absence of the Vice-President, the general meeting is chaired by the oldest of the directors present.

Only full voting members have voting rights assigned according to art. 11.4 of these statutes.

**11.3. 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 governing body ;
- 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 of the general meeting, containing the agenda, is made by the secretariat, and is sent by e-mail or any other means of communication at least one month before the meeting of the general assembly.

#### **11.4. 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.

The governing body may provide for the possibility for members to participate in the general meeting remotely using an electronic means of communication made available by the AISBL. The articles of the association may authorize any member to vote remotely before the general assembly in electronic form, according to the terms they determine.

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 general secretary who will keep at the disposal of the members at the registered office of the association.

## **Article 12 – Amendments to the statutes and winding-up of the international association**

After liquidation possible net assets will be allocated to a non-profit-making legal person of private law pursuing a similar international purpose. The general assembly can only validly deliberate on amendments to the bylaws if the amendments are explicitly indicated in the convocation and if the assembly consists of at least two-thirds of the members, whether they are present or represented.

The amendments are adopted by a two-thirds majority of the votes of the members present or represented.

However, an amendment that concerns the social purpose or object of the association can only be adopted by a majority of four-fifths of the votes of the members present or represented.

If two-thirds of the members are not present or represented at the first meeting, a second meeting can be convened, which can validly deliberate regardless of the number of members present or represented, and adopt the amendments by a majority of four-fifths of the votes of the members present or represented for amendments concerning the social purpose or object of the association, and by a two-thirds majority of the votes of the members present or represented for all other amendments.

The second meeting cannot be held less than fifteen days after the first meeting.

When the general assembly decides on statutory amendments, null votes, blank votes, and abstentions are not taken into account for the calculation of majorities.

The general assembly can only vote for the dissolution of the association under the same conditions as those pertaining to the amendment of the purpose or non-profit goal for which the association was established.

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.

## TITLE V GOVERNING BODY

### **Article 13 – Governing Body**

#### **13.1. Assignment**

The governing body 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 directors or to one or several employee(s) or the general secretary whose powers shall be fixed.

#### **13.2. Composition**

The association is governed by the governing body elected by the general assembly and composed of at least (3) three members.

The directors 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 governing body 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 governing body 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 directors 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 governing body 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.

#### **13.3. Meetings and convocations**

The governing body meets at least twice a year upon a special convocation by the President, the general secretary or upon the request of at least two directors.

The governing body convenes each time the needs of the association require it or as convened by its President or its Vice-President.



The convocation is done by email or any other means of communication.

#### **13.4. Decision-taking**

The decisions of the governing body 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 governing body 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.

#### **13.5. Register of resolutions of the governing body**

The decisions taken by the governing body are communicated to all members.

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

#### **Article 14 – Commissions and working groups**

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

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 7 of the Articles.

Each commission elaborates its position on the subjects of its competence, relating to the association's object and social purpose. 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 governing body. They will inform the governing body 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 governing body 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 general secretary 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 governing body shall establish the working groups, possibly upon recommendation of the commissions. These working groups are competent to advise and make recommendations to the governing body 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 15 - 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 general secretary.

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 governing body appointed for this purpose.

Any deed, document or legal act made by the association, shall be signed by two (2) directors acting jointly.

Acts relative to nomination, revocation or cessation of functions of persons capacitated to represent the international non-profit 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 16 - Secretariat**

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

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

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

## **Article 17 – 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 8 of these statutes.

In conformity with the regulations of the Belgian Code of Companies and Associations the annual accounts of the financial year as well as the budget for the coming exercise have to be established by the governing body 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.

## **Article 18 – 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 19 – Reference - Internal Rules**

The association has internal rules dated 27 May 2010.

The governing body of the association may, within the limits of the law, issue internal rules. The internal rules and any amendment thereto shall be communicated to the members in accordance with the provisions of the law.

If internal rules are created or amended, a reference to the latest approved version of the internal rules shall be included in the bylaws and made public through the action of the governing body.

Any provisions that are included in the internal regulations that are contrary to the articles of association and/or to the mandatory legal provisions as included in the Code of Companies and Associations are regulated by the articles of association or the Code itself.

## **Article 20 – 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 Belgian Code of Companies and Associations.

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.