



Attention: Only the
French version is
legally valid

STATUTES

of the

FEDERATION EUROPEENNE DES FABRICANTS D'ALIMENTS COMPOSES POUR ANIMAUX aisbl (European Feed Manufacturers' Federation)

(FEFAC)

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(Law of 25 October 1919, altered by the laws of
6 December 1954 and 30 June 2000)

November 2015

CHAPTER I - DESIGNATION, REGISTERED OFFICE, PURPOSE

Art. 1

- 1) Herewith is founded a not-for-profit international association in accordance with the Belgian law of 25 October 1919, amended by the laws of 6 December 1954 and 30 June 2000, called "Fédération Européenne des Fabricants d'Aliments Composés pour Animaux (European Feed Manufacturers' Federation)", "FEFAC" in short and called hereafter "The Association".
- 2) The registered office of the Association shall be in the Brussels area and at present at 223, rue de la Loi, 1040 Brussels. It may be transferred to any other place in Belgium, by decision of the General Assembly.

Art. 2

- 1) The purpose of the Association shall be the study, particularly in the scientific, technical and institutional fields, of all problems connected with the animal feedingstuffs industry and related to international economic integration, in particular within the European Union; it shall also seek for solutions to these problems and their implementation.
- 2) The Association's activities shall consist of studies, contacts, negotiations and achievements in the interest of all its members. They are essentially based on the co-ordination and/or the compilation of work carried out by its members. The Association shall represent the members at the Institutions of the European Union and other international organizations.
- 3) It is not intended that the Association will be called upon to carry out any profitable activities. However, it can perform actions and activities directly or indirectly associated to its purpose, including the representation of the interests of its Members and its Members' affiliates. It can also provide support and assistance to any activity similar to its own.

CHAPTER II – MEMBERSHIP

Art. 3

- 1) The Association shall be composed of legal persons, incorporated according to the laws and customs of their country of origin. In case a member shall not have legal status, this member will name a natural person acting in its own name and accepting liability within the international association.
- 2) All associations must be representative of industries dealing, in their respective countries or at European level, with the manufacture of animal feedingstuffs.
- 3) The Association is composed of:
 - full members: national associations representing the compound feed producers of countries of the European Union
 - associate members: associations representing the compound feed producers in the European Free Trade Association (EFTA) countries and EU candidate countries non EFTA as well as European federations whose field of activities is directly linked to animal nutrition
 - observer members: national associations representing the compound feed producers in European countries neither EU nor EFTA

Art. 4

- 1) The Council is authorized to recognise all applications for membership introduced by a petitioner. However, in case of dispute under the conditions foreseen in Art. 4.2 and Art. 4.3 of the present Statutes, the General Assembly will have to decide on the application for membership and does not have to motivate its decision and there can be no appeal.
- 2) Should a national association, which is not a full member of the Association and does not contest the representative nature of one or more association(s) of the same nationality, which is (are) already a full member of the Association request admission, the Council may recognise it, unless there is any opposition from the associations already affiliated from the same country as the applicant. In such case, the applying association may require the General Assembly to hear it, and it will be the Assembly, after having heard the case put forward by the opposing association, which shall decide, in the last instance.
- 3) In case the representative nature of an association as full member should be contested by another association of the same nationality, responding to the purpose listed under Art. 3.2 and non-member of the Association, the General Assembly shall consult the competent Authorities in the country concerned and shall take account of their advice.

Art. 5

- 1) Any request for admission entails adherence to the Statutes of the Association, to any rules of procedure and to all decisions of statutory bodies.
- 2) The members aimed at in Art. 3.3 of the Statutes shall pay an annual subscription to support the purposes and activities of the Association. On proposal of the Council, the General Assembly shall fix a minimum subscription for each category of members.

The subscriptions of the full members are calculated digressively per portion of production on the basis of the compound feed production achieved by the undertakings affiliated to the full member. The calculation will be based on the average production of the two calendar years preceding the drafting of the budget.

The Council fixes the subscriptions of the associate members and observer members. They are calculated taking into account in particular the production volume represented by the member.

- 3) The full members shall fully participate in the deliberations of the General Assembly and nominate their representatives in the Council according to Art. 7.2 and Art. 10.2 of the Statutes. In case several associations from the same country are full members of the Association, they have to agree on the distribution of seats and on the appointment of their active delegates and alternates in order not to lead to an increase in the number of delegates per country, such as foreseen in Art. 7.2 and Art. 10.2 of the Statutes.

They shall receive the minutes of all meetings of the Association and have access to all publications of the Secretariat.

- 4) The associate and observer members shall be invited to the General Assembly and may be invited, upon decision by the President, to certain Council meetings, for consultation. They shall receive the minutes of all the meetings of the Association and have access to all publications of the Secretariat.
- 5) Each member under Art. 3.3 of the Statutes may at any time resign from the Association. The subscription for the current financial year, however, shall still be due by them, and if the resignation occurs in the second half of the year, they shall also pay the subscription for the following financial year.

- 6) Members under Art. 3.3 of the Statutes who resign may not claim any right to the joint assets. The same applies to all members under Art. 3.3 of the Statutes who cease, for any reason whatsoever, to belong to FEFAC or their rightful claimants.
- 7) Any infringement of the present Statutes or the non-payment of subscriptions, may lead the General Assembly to exclude a member under Art. 3.3 of the Statutes, after having heard the concerned member; such exclusion would enter into effect three months after notice, without affecting the payment of the subscription for the current financial year.

CHAPTER III – GENERAL ASSEMBLY

Art. 6

The General Assembly shall possess such powers as are required to implement the purpose of the Association.

The General Assembly is composed of all full members (the associate members and observer members are invited to the General Assembly for consultation only).

The following points fall under its competence:

- Approval of the budget and the accounts
- Election of the President, the Vice-Presidents and the Treasurer
- Election and removal of the administrators
- Adoption of the basis for the calculation of subscriptions
- Modification of the Statutes
- Dissolution of the Association

Art. 7

- 1) The General Assembly shall meet by rights once a year at least at the place mentioned in the notification and at the latest on 30 June of the year following the closure of the financial year, when convened by the President.

An extraordinary General Assembly may be convened at the request of one third of its members or each time that the Council deems it necessary, as well as in all cases foreseen in the present Statutes.

The notification is sent by mail, fax, electronic mail or by any other means of communication at least 4 weeks before the General Assembly and includes the agenda.

- 2) The General Assembly shall deliberate on all matters of common interest as laid down in Art. 2 and the various delegations sitting on it shall attempt, as far as possible, to reach a common position.

With the exception of the cases mentioned in Art. 17.3 and 17.5, decisions of the General Assembly shall require a quorum of 50% of the full members of the Association, either through attendance or valid representation, gathering at least two thirds of the votes. Should this quorum not be reached, the attending members can call for a new General Assembly under the above-mentioned conditions, which will finally and validly decide, whatever the number of full members and the number of valid votes, either through attendance or valid representation.

The only items subject to decision-making shall be those on the agenda.

Art. 8

- 1) In case of voting in the General Assembly and the Council, each full member present or having a valid representation has a number of votes related to the tonnage on which the subscription of that member is based:

Up to 2 million tonnes	1 vote
From 2 to 5 million tonnes	2 votes
From 5 to 9 million tonnes	3 votes
From 9 to 14 million tonnes	4 votes
As from 14 million tonnes	5 votes

The full members can be represented by proxy by another full member. Each full member can hold only one proxy.

The associate members and observer members do not have voting rights.

- 2) Voting in the General Assembly between two or more candidates for the election of a FEFAC official or for the appointment of a FEFAC delegate will be by simple majority of the votes, either through attendance or valid representation.

The candidate obtaining more than 50% of the votes is elected or appointed. If there are more than two candidates and none has more than 50% of the votes, a second election is immediately held between the two candidates who received most votes in the first round. The candidate receiving the highest number of votes is elected.

- 3) In all other cases, except those foreseen in Art. 8.2, 17.3 and 17.5, the decisions of the General Assembly are taken by a two-thirds majority of the votes, either through attendance or valid representation.

All the decisions and conclusions of the meetings are taken up in the minutes of which a copy is sent to all Members. These minutes are kept at the registered office of the Association.

- 4) In special and urgent cases, the General Assembly may take decisions by written procedure. To this effect, the President, at the request of the Council and with the assistance of the Secretariat, communicates the proposed resolutions to all Members under Art. 3.3 of the Statutes using all written communication means he deems appropriate, joining a memorandum prepared by the Council, which includes the reasons for the written procedure and the framework of the proposed resolutions. The latter are regarded as adopted if, within the 10 working days following their sending, the President receives a sufficient number of duly filled in written communications from full members to the attention of the Council, to reach the quorum required and to meet the voting procedures as foreseen in the Statutes.

Art. 9

- 1) Every three years the Assembly shall elect a President from among the representatives of the full members to the General Assembly. At the request of one of its full members or if there is more than one candidate, the ballot shall be secret. The thus elected President shall preside over the Council and the General Assembly.

The representatives of the associate members and observer members, having a consultative role only, are not eligible for the function of President.

- 2) The General Assembly shall also elect from among the representatives of the full members to the General Assembly for a term of three years renewable a Treasurer and several Vice-Presidents, the number will depend on a proposal by the Council. The Treasurer and the Vice-Presidents are of nationalities different from that of the President. The Treasurer shall prepare the draft budget, develop the financial plan and

management and report to the Council at least once a year. The Vice-Presidents assist the President in accomplishing his function and shall, if necessary, act as alternates.

- 3) The President is eligible for re-election for a single term of one year. In this case the General Assembly can renew for one year the mandate of the Vice-Presidents and Treasurer.
- 4) The General Assembly appoints the auditor of the accounts. His term of office is three years. He is eligible for re-election.

CHAPTER IV - ADMINISTRATION

Art. 10

- 1) The Association shall be administered by a Council comprising the President and duly accredited representatives of the full members elected by the General Assembly and among whom the General Assembly has elected the Vice-Presidents and the Treasurer. The Council is composed of at least 9 and maximum 35 Administrators.

The representatives of associate members and observer members having right of discussion only, shall not be eligible for Administrator seats.

- 2) The Administrators shall be appointed by the General Assembly, upon proposal from full members, with two representatives for each member association, i.e. a representative and an alternate. Their term of office shall be one year, except for the President, the Vice-Presidents and the Treasurer. The Administrators shall cease to hold office at the end of the General Assembly, which elects their successor. Outgoing Administrators are eligible for reappointment.

In case of a vacancy during the mandate, a provisional Administrator can be nominated by the Council upon proposal by the concerned full member. This new Administrator will finish the term of the mandate of the previous Administrator. The nomination of a provisional Administrator shall be ratified at the next Annual General Meeting.

Administrators may be dismissed by the General Assembly.

Art. 11

- 1) The Council shall meet at least twice a year and whenever it is convened by the President or at the request of a Vice-President or at the request of at least one third of its members.

The notification is sent by mail, fax, electronic mail or by any other means of communication at least 4 weeks before the meeting and comprises the agenda.

- 2) In order to hold valid discussions, the members present must gather 50% of the votes plus 1.

The Administrators can be represented by their alternate.

- 3) In case of voting at Council level, a three-quarters majority of votes is required. More than 50 % of the Administrators present should express a positive vote. If a proposal is not accepted, further discussion will be necessary, to reach a decision

The three-quarters majority vote may be opposed if the vote affects vital issues for the opponents. To be admissible, the opposition has to be expressed by at least $\frac{1}{4}$ of the votes through attendance, stemming from at least $\frac{1}{4}$ of the Administrators present.

After the necessary consultations, the President will submit the draft to a new vote which needs to obtain $\frac{4}{5}$ of the votes through attendance of $\frac{4}{5}$ of the Administrators present in order to be definitively adopted.

All the decisions and conclusions of the meetings are taken up in the minutes of which a copy is sent to all Members. These minutes are kept at the registered office of the Association.

- 4) In exceptional cases and if a rapid reaction is required, the President may proceed to written consultation of the Council but the decision can only be executed if the draft is unanimously accepted. Should this not be the case, the draft will be presented to the first Council meeting taking place after the written consultation in question. The vote shall be preceded by an explanatory note allowing the Administrators to be in full knowledge of all the considerations involved. This vote will be ratified by the Council at its next plenary session.

Art. 12

- 1) The Council has full powers to manage and administer, subject to the prerogatives of the General Assembly.
- 2) The Council may delegate the day-to-day management to the Secretary General.
- 3) The Council may delegate certain powers to one or several of its Members or to other persons holding administrative rank.

Art. 13

- 1) All documents which commit the Association, other than those required in day-to-day management or issued by authorized representatives, shall be signed by the President and an Administrator, or if the President cannot sign, by a Vice-President and an Administrator. They shall not have to present proof to third parties that the Council has previously discussed the matter.
- 2) All activities linked to the day-to-day management are signed by the person appointed under Art. 12.2 of the Statutes, who will not have to present proof to third parties that the Council has previously discussed the matter.
- 3) Authorized representatives commit the Association to third parties within the framework of their mandate in accordance with Art. 12.3.

Art. 14

Recourse to law shall be by legal action at the request of the Council, represented by its President or an Administrator appointed by him.

CHAPTER V – EXPERT COMMITTEES

Art. 15

The Council shall decide on the establishment of expert committees which are advisory bodies.

The competence, the composition and the functioning of the expert committees are determined in the Rules of Procedure of the Association.

CHAPTER VI - BUDGET AND SUBSCRIPTIONS

Art. 16

- 1) The financial year shall end on 31 December each year.
- 2) The Association elaborates both the annual accounts for the passed financial year and the budget for the next financial year, in line with the legal provisions in force.
- 3) A draft budget for the next calendar year is submitted to the Council not later than 31 October. After examination by the Council, the accounts and the budget shall be submitted to the General Assembly for approval at its next meeting.
- 4) The balance of the budget is ensured by the subscriptions of the members such as defined in Art. 5.2.
- 5) To ensure that the Association can function in the period preceding the vote on the annual budget by the ordinary General Assembly, the Association may call-in provisional quarters.

CHAPTER VII - CHANGES TO THE STATUTES AND DISSOLUTION

Art. 17

- 1) Without prejudice to the legal provisions in force, any proposal for a change in the Statutes or the dissolution of the Association must come from the Council.
- 2) The Council must make known to the Members of the Association, at least three months in advance, the date of the General Assembly, which is to decide about any such proposal.
- 3) No decision regarding an amendment of the Statutes shall be considered as final, unless it has obtained a two-thirds majority. Nevertheless, by derogation to Art. 7.2 of the present Statutes, if two thirds of the full members of the Association are not present at this meeting, a new General Assembly shall be convened under the same conditions as outlined above, which shall take a final and valid decision on the said proposal, by a two-thirds majority of the votes, whatever the number of full members or the number of votes, either through attendance or valid representation.
- 4) Changes to the Statutes shall enter into force (i) after approval according to the prevailing legal provisions, if necessary, by a Royal Decree and (ii) after the conditions concerning publicising, required by the applying legal provisions, have been fulfilled.
- 5) The dissolution may be pronounced by the General Assembly by a three-quarters majority. Nevertheless, by derogation to Art. 7.2 of the present Statutes, if two thirds of the full members of the Association are not present at this meeting, a new General Assembly shall be convened under the same conditions as outlined above, which shall take a final and valid decision on the said proposal, by a three-quarters majority of the votes, whatever the number of full members or the number of votes, either through attendance or valid representation. The General Assembly shall lay down the manner of dissolution and liquidation of the Association. The net assets resulting from the liquidation of the Association will be transferred to a charitable purpose on decision of the General Assembly.

CHAPTER VIII - GENERAL PROVISIONS

Art. 18

- 1) Rules of Procedure shall lay down the manner in which the present Statutes shall be implemented and also the procedure governing the internal functioning of the Association.
- 2) These rules shall be adopted by the Council. The Council shall also decide upon any changes in the Rules of Procedure.

Art. 19

Any matters which are not covered by the present Statutes and especially the publications in the Belgian Official Journal (*Moniteur Belge*) shall be settled under prevailing Belgian law.