



ARTICLES OF THE ASSOCIATION

Attention: Only the
French version is
legally valid

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, 30 June 2000 and 23 March
2019)

June 2019

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, 30 June 2000 and 23 March 2019, called “Fédération Européenne des Fabricants d’Aliments Composés pour Animaux (European Feed Manufacturers’ Federation)”, “FEFAC” in short and called hereafter “The Association”.

All acts, invoices, announcements and other documents that originate from The Association, mention the name of the Association, immediately preceded or followed by the words “not-for-profit international association” or “NPIA”, and the registered office of the Institute

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.

3) The Association is formed for an unlimited term and can be dissolved at any moment in accordance with these articles of the association.

4) The organs of the Association are:

- The general Assembly;
- The Board.

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 full members, associated member and observer members.

2) Only national associations representing the compound feed producers in the countries of the European Union or at level of the European Union can become a full member.

3) 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 can become associate members

- 4) National associations representing the compound feed producers in European countries neither EU nor EFTA can become observer members.

Art. 4

- 1) The Board 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 Articles of the association, 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 Board 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 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 Articles of the association of the Association, to any rules of procedure and to all decisions of statutory bodies.
- 2) The members aimed at in Art. 3 of the Articles of the association shall pay an annual subscription to support the purposes and activities of the Association. On proposal of the Board, 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 Board 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 have all powers and shall fully participate in the deliberations of the General Assembly

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 have only the powers explicitly granted to them in the Articles of the associations and shall be invited to the General Assembly. They shall receive the minutes of the General Assembly and have access to all publications of the Secretariat.
- 5) All Members 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 who resign may not claim any right to the joint assets. The same applies to all members under Art. 3 of the Articles of the association who cease, for any reason whatsoever, to belong to FEFAC or their rightful claimants.
- 7) Any infringement of the present Articles of the association or the non-payment of subscriptions, may lead the General Assembly to exclude a member of the Articles of the association, 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

- 1) The General Assembly is composed of all full members.

The associate members and observer members are invited to the General Assembly for consultation only.

- 2) The General Assembly shall have the following competences:
 - Adoption of the Annual Work Programme & long-term strategic lobbying plan
 - Approval of the budget and the accounts
 - Approval of the Activity Report
 - Adoption of the basis for the calculation of subscriptions
 - Election of the President, the three Vice-Presidents, the Treasurer and the other Board members upon proposal by Nominations Committee
 - Setting-up of the Nominations Committee, composed by the President, the three Vice-Presidents, the Treasurer and 1 representative of a full member, not represented in the Board
 - Modification of the Articles of the association
 - Dissolution of the Association
 - Discharge of the Board
 - Dismissal of Board members

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 Board deems it necessary, as well as in all cases foreseen in the present Articles of the association.

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, 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

Each full member will be invited to nominate a delegation leader for the General Assembly. The delegation leader will hold the voting card to express the views of the Member Association.

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) Except for the cases foreseen in Art. 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.

- 3) In special and urgent cases, the General Assembly may take decisions by written procedure. To this effect, the President, at the request of the Board and with the assistance of the Secretariat, communicates the proposed resolutions to all Members under Art. 3 of the Articles of the association using all written communication means he deems appropriate, joining a memorandum prepared by the Board, 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 Board, to reach the quorum required and to meet the voting procedures as foreseen in the Articles of the association.

Art. 9

- 1) Every three years the Assembly shall elect a President upon proposal from the Nominations Committee to the General Assembly. At the request of one of its full members the ballot shall be secret. The thus elected President shall preside over the Board 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 upon proposal by the Nominations Committee to the General Assembly for a term of three years renewable a Treasurer, three Vice-Presidents and the other board members. The Treasurer shall prepare the draft budget, develop the financial management plan and report to the Board at least once a year. The Vice-Presidents assist the President in accomplishing his function and shall, if necessary, act as alternates.

One board member will be elected among the candidates proposed by the Associate members.

- 3) The General Assembly appoints the auditor of the accounts. His/Her term of office is three years. He/She is eligible for re-election.

CHAPTER IV – ADMINISTRATION

Art. 10

- 1) The Association shall be administered by a Board comprising the President, three Vice-Presidents, the Treasurer and max. 8 ordinary board members. All Board members can be re-elected, with the exception of the President.

Observer members shall not be eligible for Board member seats.

- 2) In case of a vacancy during the mandate, an ad interim Board member can be nominated by the Board. This new Board member will finish the term of the mandate of the previous Board member. The nomination of an ad interim Board member shall be ratified at the next Annual General Meeting.

Board members may be dismissed by the General Assembly.

Art. 11

- 1) The Board shall meet three times 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. The Secretary General will attend all meetings as a non-voting delegate.

- 2) In order to hold valid discussions, at least 9 Board members must be present at the meeting. Board members cannot be represented by proxy.

- 3) Each member of the board has one vote. All decisions will be taken by consensus. In case a board member requests a vote, the decision will be taken by simple majority requiring a minimum quorum of 6 votes from full members and the casting vote of the President.

The member representing the Associate members will not have a vote on issues which are declared as reserved voting item on the board agenda and affecting only full members

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 Board 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 Board meeting taking place after the written consultation in question. The vote shall be preceded by an explanatory note allowing the Board members to be in full knowledge of all the considerations involved. This vote will be ratified by the Board at its next plenary session.

Art. 12

- 1) The Board has full powers to manage and administer, subject to the prerogatives of the General Assembly.
- 2) The Board may delegate the day-to-day management to the Secretary General.
- 3) The Board 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 another Board member, or if the President cannot sign, by a Vice-President and another Board member. They shall not have to present proof to third parties that the Board 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 Articles of the association, who will not have to present proof to third parties that the Board 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.
- 4) Legal proceedings, either as plaintiff or defendant, are contracted by the Board or by two Board members.

Art. 14

Recourse to law shall be by legal action at the request of the Board, represented by its President or another Board member appointed by him.

CHAPTER V – EXPERT COMMITTEES

Art. 15

The Board 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 past 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 Board not later than 31 October. After examination by the Board, 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 ARTICLES OF THE ASSOCIATION AND DISSOLUTION

Art. 17

- 1) Without prejudice to the legal provisions in force, any proposal for a change in the Articles of the association or the dissolution of the Association must come from the Board.
- 2) The Board 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 Articles of the association shall be considered as final, unless it has obtained a two-thirds majority. Nevertheless, by derogation to Art. 7.2 of the present Articles of the association, 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 Articles of the association 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 Articles of the association, 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 Articles of the association shall be implemented and also the procedure governing the internal functioning of the Association.
- 2) These rules shall be adopted by the Board. The Board shall also decide upon any changes in the Rules of Procedure.

Art. 19

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