

**INTERNATIONALE VERENIGING ZONDER WINSTOOGMERK  
“ EUROPEAN ORGANIC CERTIFIERS COUNCIL ”**

afgekort “ EOCC \_

1150 Brussel, Tervurenlaan 168/7

Het jaar tweeduizend en negen;

Heden op # ;

Voor Mij, Meester **Guy VERLINDEN**, Notaris te Heusden-Zolder met standplaats te Heusden, in mijn kantoor;

ZIJN VERSCHENEN:

#

WELKE MIJ VERZOEKEN de oprichtingsakte te verlijden van een internationale vereniging zonder winstooigmerk die zij hebben opgericht, overeenkomstig de “ Wet betreffende de verenigingen zonder winstooigmerk, de internationale verenigingen zonder winstooigmerk en de stichtingen ”, hierna de VZW wet genoemd.

De comparanten verklaren dat de statuten als volgt zullen luiden:

**The Articles of the Association.**

## **NAME AND SEAT**

### Article 1: shape, name and seat

The international non-profit association shall bear the name the name "European Organic Certifiers Council", abbreviated "EOCC". The full name as well as the abbreviation may be used separately

The association has its seat at 1150 Brussels, Avenue de Tervuren 168/7, court district of Brussels.

## **DURATION**

### Article 2 Duration

The duration of the organization is unlimited.

## **OBJECTIVE**

### Article 3 Objective

The objective of the association is non-profit and essentially scientific with the following main objective:

The association aims to increase the reliability of control and certification activities and decisions in relation to European organic agriculture.

These activities and decisions concern private control and certification bodies as well as control authorities and their associations within and outside the European Union .

The objective of the association can mainly be fulfilled by:

1. Installing an umbrella organization which facilitates the information flow on the international level and this as well among the association members, with other stakeholders of the organic sector and the public;
2. Harmonizing interpretations of the European organic legislation;
3. Collaborating on the international level with equivalent partners in order to develop a European organic legislation which allows more harmonized controls;
4. Sharing services and developing methodologies and tools;

The association is a non-profit organization; the resources of its activities or other sources are exclusively related to its objective.

## **MEMBERSHIP**

### Article 4: Members

The association comprises full, joint and adherent members.

The association shall have a minimum of two full members; there is no limit on the maximum number of members.

The founders are full members of the association by right.

Membership is open to a private or a public organisation established in Belgium or in another country active in the field of control or certification related to organic agriculture as laid down in the European organic legislation.

There are four possibilities to obtain a membership status:

1. the organisation is an EU-based control body. Such an organisation needs to be recognised by the competent authority in the country of registration;
  2. the organisation is a non-EU-based control body. Such an organisation needs to be approved by the European Commission or by an EU- Member State who granted an import authorisation
  3. the organisation is a public control authority. Such an organisation needs to be recognised by the competent authority in the country of registration;
  4. the organisation is an association of control bodies and/or control authorities.
- There are no additional requirements for these organisations.

According to the type of organisation applying, one of the three types of membership can be applied for:

1. **The full membership:**

Full members are legal persons, legally constituted according to the laws and customs of their country of registration. They can be recognised EU-based or approved non EU-based control bodies.

2. **The joint membership:**

Joint members are legal persons, legally constituted according to the laws and customs of their country of registration.

They can be:

1) recognised EU-based or approved non EU-based control bodies that apply for the first time;

They can maintain this type of membership for a maximum duration of three years.

2) associations of control bodies and/or control authorities;

They can only apply for this type of membership.

3. **Adherent membership:**

Adherent members are competent public control authorities operational in the same area as the full and joint members.

Article 5 – application for membership

Membership to the association is subject to the following formalities and conditions:

The application procedure includes the formal introduction of a request for membership.

This request shall be a written request and can be done by email. The content of this request is free and will be sent to the Board of Directors of the association. The Board of Directors will check compliance of the candidate and in positive cases, present the candidacy at the next General Assembly.

Candidates accepted by the Board of Directors will be considered as joint members until the next General Assembly.

Any kind of final membership acceptance is granted by the General Assembly.

Article 6 – rights of the members

**A full member:**

- has one voting right during the General Assembly;
- is free to join one or more working groups of the association;
- has access to all final position papers or other finalised output of the association's working groups.

**A joint member as well as an adherent member:**

- has no voting right during the General Assembly;
- can join the working groups only upon invitation of the coordinator of that working group;
- has access to all final position papers or other finalised output of the association's working groups.

Article 7 – membership contribution

Each member pays an annual contribution; the amount of which is determined by the General Assembly. This annual contribution can vary from one year to another.

Article 8 – end of membership

Every member of the association is free to withdraw any time by writing a resignation letter to the Board of Directors.

Without prejudice to article 13, the exclusion of a member can only be pronounced by the General Assembly by a two-third majority of the full members present or represented in the General Assembly.

Non payment of the membership contribution within the period specified, but no sooner than one month after the member has been urged by registered mail to pay and

furthermore the intentional disrespect of the principle of good practices and the fact of acting contrary to the articles of the association or regulations or decisions of the association, can result in the exclusion of a member from the association.

The reason for exclusion will be communicated to the member in written form by the Board of Directors.

The Board of Directors imposes a temporary suspension of membership rights until the next General Assembly. In such cases, the Board of Directors always has to hear the offended member which will be invited by the Board for such a hearing.

If the membership terminates during the course of an association year, the member shall nevertheless be required to pay the annual association contribution for the entire year.

### **GENERAL ASSEMBLY ( algemeen leidinggevend orgaan)**

#### Article 9: Composition

The General Assembly is composed of the full members of the association. The joint and adherent members are invited as observers to the General Assembly.

#### Article 10: Competence

The General Assembly exercises all the powers to realize the objective of the association. Besides other competences written in these articles of the association, its competence and power embraces:

1. to define the general policy of the association;
2. the amendment to the articles of association;
3. the approval of and the amendment of the standing orders;
4. the election and dismissal of the members of the Board of Directors;
5. the election and dismissal of the auditors;
6. the creation of working groups, the definition of their mission and their powers, the election and dismissal of their members;
7. the approval of the activity reports of the working groups and the Board of Directors ;
8. the approval of the final draft of the minutes of the General Assembly
9. the approval of the accounts, the balance sheet and the budget;
10. the dissolution of the association.

#### Article 11: The gathering of the General Assembly

1. At least one General Assembly has to be held every year at a date, hour, and a location, in Belgium or abroad, decided by the Board of Directors. This is the annual General Assembly.

2. The General Assembly can also be gathered at any time by the Board of Directors. The Board of Directors is obliged to call together the meeting when a minimum of one fifth of the full members or at least two members of the Board of Directors demand it. Each meeting will be held at the day, hour and location, in Belgium or abroad, decided by the Board of Directors and mentioned in the convocation. These are extra-ordinary General Assemblies.

Each General Assembly is convoked by e-mail containing the agenda addressed to each member ( full, joint and adherent members ) at least 30 days before the meeting.

#### Article 12: presidency

The General Assembly shall be chaired by the president of the Board of Directors, or in his absence, the vice-president of the Board of Directors, or in his absence, by a replacement appointed by the Board of Directors. The secretary general, or in his absence, another person appointed by the president of the General Assembly meeting shall act as the secretary.

#### Article 13: quorum, voting and minutes

Except if the law or the articles of the association decide otherwise, the General Assembly is validly composed if 1/3 of the full members are present or represented.

Only full members vote and have one vote each during the General Assembly.

Except if the law or the articles of the association decide otherwise, decisions are taken by simple majority of votes.

In case of an ex-aequo vote the vote of the president of the meeting will be decisive.

The Board of Directors is responsible to keep the minutes of the General Assembly, which are recorded in minutes by the secretary of the General Assembly Meeting.

A final draft of the minutes will be sent latest one month after the General Assembly, by e-mail to all the members of the association, including the joint and adherent members. The Board of Directors can proceed according to the final draft of the minutes. The final draft of the minutes will be approved during the next General Assembly and signed by the president of the Board of Directors and the Secretary General.

#### Article 14: presence, representation and power of attorney

The full members are represented by their statutory representation or their legal bodies or by a natural person to which a power of attorney has been addressed.

During the General Assembly, one representative can not have more than 3 powers of attorney.

The joint and adherent members can each delegate one observer to the General Assembly provided that this observer can present the invitation to that General Assembly.

#### Article 15 – dissolution of the association and amendment of the articles of the association

Without prejudice to article 13, first paragraph the amendment of the articles of the association as well as the dissolution of the association shall be pronounced by a two-third majority of the full members present or represented in the General Assembly.

In case of a proposal to amend articles of the association, the proposed new text of the articles shall be entirely entered in the agenda for the General Assembly.

In the decision holding the dissolution of the association, the General Assembly nominates one to three liquidators, determines their powers and indicates the allocation to be given to the net active of the capital of the association to be done in favour of a non-profit organization aiming at the development of organic agriculture.

#### **BOARD OF DIRECTORS ( Bestuursorgaan )**

##### Article 16: Composition

The association will be run by a Board of Directors.

The Board shall comprise at least three natural persons, who elect from their number a president, a vice-president and a secretary general.

Functions can not be combined in one person.

The members of the Board shall be elected by the General Assembly.

Candidates for the Board of Directors have to make themselves known at least 40 days before the annual General Assembly.

The directors are elected for a period of 3 years; Re-election for two more terms is possible.

##### Article 17: Withdrawal and dismissal

Every director is free to withdraw by writing a resignation letter sent by email to the other Directors, at least three months before the next annual General Assembly.

Dismissal of the mandate of a director shall be proposed to the General Assembly upon unanimous decision by the other directors. The remaining directors can suspend a director until the next General Assembly. This decision of suspension will be communicated to all the members by email, latest 7 days after the day this decision was made.

#### Article 18: Competence

The Board of Directors is responsible for the day to day business and the running of the association. Besides other competences written in the articles of the association, and besides the decisions which have to be taken by the General Assembly according the Law or these articles of the association , its competence and power embraces:

1. the decisions necessary for the day to day business.
2. the election and dismissal of the commissioner;
3. the reporting to the General Assembly about:
  - a. the results of the internal work done regarding the development of the association
  - b. the results of the working group activities;
  - c. the result of the external work done regarding activities and results of the association in relation to other stakeholders in the organic sector ;
  - d. changes in membership and membership status ;
  - e. financial report of the last year and proposal of budget for coming year;

#### Article 19: The gathering of the Board of Directors

The Board of Directors meets upon request of the president.

The Board of Directors meets at least once every six months.

The Board of Directors is convoked by e-mail containing the agenda addressed to each director at least 7 days before the meeting. Each meeting will be held at the day, hour and location mentioned in the convocation.

#### Article 20: presidency

The Board of Directories shall be chaired by his president, or in his absence, his vice-president, or in his absence, by the oldest present director.

The secretary general, or in his absence, another person appointed by the Board of Directors meeting shall act as the secretary.

#### Article 21: quorum, voting and minutes

Except if the law or the articles of the association decide otherwise, the Board of Directors is validly composed if at least half of its members are present or represented.

Except if the law or the articles of the association decide otherwise, decisions are taken by unanimously agreement between the Directors present.

If unanimity cannot be reached, the decisions will be taken by the majority of votes.

In case of an ex-aequo vote, a second vote will be taken, in case of the same result; the vote of the president of the meeting will be decisive.

In case of need, the Board of Directors can also take decisions by consultation and deliberation by other means such as mail, telephone, e-mail. In this case, the decisions have to be carefully documented, sent to all directors prior to implementation and they are subject to ratification during the course of the next ordinary meeting of the Board of Directors.

The decisions are recorded in minutes by the secretary of the Board of Directors meeting and shall be sent by e-mail to all members of the Board of Directors at least seven days after the meeting.

#### Article 22: Power of attorney

An absent director can have himself represented by another director by written power of attorney ( proxy ).

During the Board of directors meeting, one director can not have more than one proxy.

#### Article 23: Representation of the Board of Directors

The Board of Directors can mandate one director or another person to represent the association at meetings other than the General Assembly.

Article 24: Representation of the Association

The Board of Directors represents the association.

Besides this general representation, the association shall be represented, all deeds and contracts can be signed by, and all judicial actions, both as plaintiff as well as defender can be followed by the Secretary General.

Article 25: Bookkeeping

The fiscal year starts on January 1st and is closed on December 31st of each year. At the end of the fiscal year, the Board of Directors has to submit the accounts first to the auditors, then together with their report of the accounts as well as a budget proposal for the coming year for approval by the General Assembly.

Article 26: Audit

The General Assembly appoints one auditing company for a duration of three years. Renewal is possible.

Article 27: Language

The official language is Dutch. The in the functioning of the association daily used language is English.

Article 27: Miscellaneous

For everything that is not provided for in these articles is referred to the for international associations currently applicable arrangements, included in the relevant law.

**ELECTION OF BOARD OF DIRECTORS**

The founding members of the association have unanimously decided to elect 5 directors and herewith mandate the following persons as director of the association for a period of three years:

Mr PIVA Fabrizio

Mss ALCAZAR MARIN Maria Evelyne

Mr KROL Jan Wicher

Mr REYNAUD Michel Daniel

Mss RÜEGG BÄCHI Christine Elisabeth

*[In the official Dutch version of the Articles, what follows is an official text part, important for the Notary and other external parties. This text does not contain anything that influences the functioning of the Association and exists only in Dutch. The titles of these chapters are: obtaining a legal status, continuation of existing engagements, first fiscal year, depositing the articles, Notary cost, confirmation identities, declaration of correctness of all the mentioned information. Translation of the detailed text in English can be obtained upon request.*

*Please take into account a period of one week for the translation thereof]*