

ARTICLES OF ASSOCIATION

ASSOCIATION EUROPEENNE POUR LE DROIT DE L'ALIMENTATION (AEDA) AISBL EUROPEAN FOOD LAW ASSOCIATION (EFLA) AISBL

Adopted in Brussels on 4 May 1973
Modified in Barcelona on 27 October 1994
Modified in Brussels on 2 November 2009
Modified in Brussels (address), December 2015

Article 1 - Name and registered office

1. There is hereby constituted an international non-profit making association, under Belgian law, the name of which shall be the European Food Law Association (EFLA) hereafter referred to as "the Association".
2. The registered office of the Association shall be established in Belgium. It is established at avenue de Tervuren 13A, 1040 Brussels
3. The registered office may be transferred anywhere else in Belgium by decision of the Council, to be published in the Annexes to the Belgian State Gazette and to be notified to the Federal Ministry of Justice within a month following the decision.
4. The Association may also set up other administrative and operational offices, set up subsidiaries, affiliated and subsidiary organisations, both in Belgium and abroad, by decision of the Council.

Article 2 - Object and activities of the Association

1. The objectivities of the Association shall be to contribute in Europe, by all possible means:
 - a) To a better knowledge of food law as a specific sector of general law.
 - b) To the development of food law and to its international harmonisation, with due regard to its specific and interdisciplinary character and to its particular role in the field of consumer protection.
2. The activities which the Association shall develop are:
 - a) Create a network of experts in Food Law and Policy and to provide a focal point of expertise to its members.
 - b) The organisation of discussion and working groups between members.
 - c) The drafting and presentation of position papers, statements and documents in relation to the above.

- d) The organisation of workshops, meetings and similar events in Europe or on a wider international scale in order to promote the object of the association and to foster discussion on these topics
 - e) Represent members in organisations such as the Codex Alimentarius and the Council of Europe.
 - f) Any other activity relevant to the achievement of the objectives of the Association
3. The Association shall co-operate within its means with any organisation or institution, national or international, public or private, established in Europe or in any region of the world, with similar aims on a non-profit basis. In particular, the Association shall endeavor to afford all assistance in the form of expertise when requested, with a view to the development of food law in non-industrialised countries.
4. The Association may, in the direct or indirect furtherance of its object, acquire any personal property, enter into contracts, accept gifts, sell, mortgage, grant liens on its assets, transfer any property in accordance with legal provisions, these Articles of Association and any amendment hereto. The Association may also acquire or possess any real property which is necessary for the furtherance of its object or for its management.

Article 3 – Composition of the Association

The Association shall consist of:

- a) Individual members who, by their professional activities or their publications, contribute to the development of food law in a legal or a non-legal field.
- b) Corporate members, the aims of which are considered by the Council compatible with the aim of the Association.

Article 4 – Ordinary membership

- 1. Ordinary membership of the Association shall be granted by the Council to any person, including a person established outside the European Union who satisfies the requirements of Article 3, after candidacy by the candidate member.
- 2. Members of the Association shall exercise the right of vote in the General Assembly under the conditions laid down in article 8. They can be elected to the Council under the conditions of article 9.
- 3. Members of the Association, be they individuals or persons representing a corporate member, shall act with no intention of gain.
- 4. Members of the Association shall pay an annual subscription, the amount of which shall be determined by the General Assembly.

5. Membership shall be granted for an unlimited duration. The Council however, may consider that a member has resigned if his subscription is in arrear for more than one year. The Council may also, by a two-thirds majority of its members, present or represented, decide to expel any member who has caused serious material or moral damage to the Association, but only after the member has had the chance to defend himself.
6. A member may resign from the association by notifying the Council in writing. The resignation will only take effect as of the end of the financial year in which the resignation is notified.
7. No member who has resigned or has been expelled will have any right to the assets of the association, nor to any reimbursement of the membership fees or donations. If such member has any debt towards the Association, such debt shall immediately become due and payable.
8. Members who no longer belong to the Association shall have no claim on the assets of the Association.

Article 5 – Patrons and sponsor members

1. The Council may grant the title of “Patron” of the Association to any person of international repute who has made a significant contribution to the development or harmonisation of food law, or to the development of the Association. Patrons who are not members of the Council shall be invited to its meetings in an advisory capacity.
2. The Council may grant the title of “Sponsor member” of the Association, on such conditions as it may determine, to persons, institutions, agencies, or companies who agree to contribute financially to the achievement of the purposes of the Association.

Article 6 – Rights and obligations of the members

1. Members shall pay an annual membership fee to be decided by the General Assembly upon proposal of the Council. The annual membership is payable, in advance, in the first three months of the membership or the financial year. Fees may vary per class of membership. In addition, different fees may be due in each class of members on the basis of such attributes and criteria as the General Assembly may adopt from time to time. Voting rights shall be suspended until the Member has paid his membership fee.
2. The Members shall not have any liability for any obligations of the Association.

Article 7 – Organs of the Association

The organs of the Association are the General Assembly, the Council, the President, the Executive Committee and the Secretary General.

Article 8 – The General Assembly

1. The General Assembly shall consist of ordinary members and “Patrons” of the Association. It shall meet at least once every year in ordinary session. It may also be convened in extraordinary session by decision of the Council. Ordinary members of the Association be they individuals or corporate, are allocated one vote.
2. The place and date of the sessions of the General Assembly shall be determined by the Council.
3. The President shall, in consultation with the Secretary General, determine the agenda of ordinary sessions. The agenda shall include the election of the Council members and of the auditors, the discussion of the general report of activities, and the approval of the income and the expenditure accounts for the previous period as well as the budget for the following period. The General Assembly may also, on its own initiative, consider any matter not on the agenda provided that such matter is related to the purposes of the Association. Any decision on a matter that was not on the agenda will be deemed validly taken unless at least five members ask the Council to convene a meeting of the General Assembly to ratify the decision within one month following the notification of the decision to all members. Pending ratification, the execution of the decision will be suspended.
4. The agenda of extraordinary sessions shall be determined by the Council.
5. The meeting shall be convened by the President by way of letter, fax, electronic mail or any other means of communication, at least fifteen days before the meeting of the General Assembly. The notice of convocation shall indicate the agenda.
6. The General Assembly shall convey to the Council, to the President, to the Executive Committee and to the General Secretary any appropriate recommendation for the accomplishment of their respective duties as described in these Articles of Association.
7. With due regard to Article 16 paragraph 2, decisions of the General Assembly shall be taken by a majority of members present or represented. A quorum of one quarter of the members is required to hold a valid vote. Absent members may be represented by another paid up member holding a written proxy, provided that no member shall cast more than four votes.
8. Resolutions of the General Assembly shall be entered in a special register, signed by the president and the secretary of the meeting, as well as by all Members who wish to do so. This Register will be kept at the registered office of the Association where each Member may consult it.

Article 9 – The Council

1. The Council of the Association is composed of a minimum of three and a maximum of twenty-one ordinary individual members elected at each

- ordinary session for a period of two years. It shall consist of the President of the Association, three Vice-Presidents, a General Secretary and a maximum of sixteen other members. As far as possible, at least one half of the members of the Council shall have legal training.
2. No more than one fifth of members of the Council may be of the same nationality. This limitation is not applicable to those members who exercise responsibilities within European or international public organizations on a permanent basis.
 3. Members of the Council may be re-elected. The office of the President however, shall not be held by the same person for more than two consecutive terms.
 4. The Council shall meet at least once a year and whenever deemed necessary. The place, date and agenda of its meetings shall be determined by the President in consultation with the Secretary General. The Council may however, consider on its own initiative any matter not on the agenda, provided that such matter is related to the purposes of the Association.
 5. Notices of convocation shall be sent by the President not less than five days before the meeting, by ordinary mail, fax, by electronic mail or by any other means of communication. The notice shall indicate the agenda, the date, time and the place of the meeting.
 6. The Council shall be responsible for the management and administration of the Association and for the implementation of recommendations of the General Assembly. It shall take any measure deemed useful for the accomplishment of the purposes of the Association, provided that it reports thereon on the General Assembly. It may delegate to any of its members the exercise of specific powers, appoint within the Association any study or working committee, invite to its discussions any person it deems useful to hear and co-operate with any external institution for the accomplishment of the purposes of the Association.
 7. With due regard to Article 4 paragraph 5, the decisions of the Council shall be taken by an absolute majority of its members present or represented. Absent members may be represented by another member of the Council holding a written proxy, provided that no member shall cast more than three votes.
 8. In the performance of their functions, the members of the Council shall not be held personally liable towards third parties. They shall, however, be answerable to the Association for the performance of their duties under their mandate. Their office shall be unremunerated.
 9. The resolutions of the Council are recorded in the minutes, which are circulated within the Council for approval or correction and then finally signed by the president and the secretary of the meeting. Alternatively, decisions of the Council may be made in the form of resolutions in writing signed by the president and the secretary of a meeting of the Council held by conference call attended by a sufficient number of members of the Council, if they hold a

copy of the minutes of the meeting signed by each of the members of the Council.

The minutes are kept in a special book held at the registered office of the Association where they shall be held at the disposal of all members of the Association.

10. Detailed rules for the implementation of the present article are established by the Council.

Article 10 – The Executive Committee

1. The Executive Committee is composed of the President, Vice-Presidents, Secretary General and Treasurer. It is convened by the President or by a Vice-President upon delegation of the President, between Council meetings.
2. The Executive Committee acts for the implementation of the Council's decisions, without prejudice to the latter prerogatives according to Article 9 paragraph 5.

Article 11 – The President and Vice-Presidents

1. In the designation of the President, consideration shall be given to his knowledge in food law and to his independence from any particular interest. For the purpose of exercising his functions, he shall not accept any order from any government, firm or institution, be it private or public.
2. The President shall convene meetings of the General Assembly and of the Council and shall conduct their discussions. In the event of a tie he shall have a casting vote.
3. The President shall represent the Association vis-à-vis third parties with due regard to Article 12 paragraph 1 and Article 15 paragraph 1. He shall execute the decisions of the Council and take, in consultation with the Secretary General, any urgent measure of management or administration, provided that he reports thereon to the Council at its next session.
4. The Vice-Presidents shall participate actively to the works of the Council and accomplish the missions granted to them by the Council. Upon request, they shall replace the President when absent or unable to attend.

Article 12 – The Secretary General

1. The Secretary General shall be responsible for the day-to-day administration, in so doing of which he shall represent the Association and report to the Council.

2. The Secretary General shall assist the President in carrying out the Council decisions. He shall make arrangements for the proceedings of the General Assembly and of the Council and shall draft the reports thereof.
3. The Secretary General shall be responsible for the activity of the administrative staff of the secretariat whose appointment has been authorized by the Council, under conditions which it has laid down.
4. In the performance of his functions, the Secretary General shall not be held personally liable towards third parties. He shall, however, be answerable to the Association for the performance of his duties under his mandate.

Article 13 – Financial provisions

1. The funds of the Association shall consist of the annual subscriptions paid by the members and of any grants or subsidies from public or private sponsors subject to their acceptance by the Council.
2. The funds available shall be used exclusively for expenditure directly related to the purposes of the Association. In particular, the Association shall not own real estate other than that required for its activities. It shall not proceed to investments nor undertake financial deals which are speculative.
3. The Council may designate, from among its members, a Treasurer charged with the financial administration of the Association.
4. The Council may set up separate funds and accounts to carry out specific projects in relation to the purposes of the Association, in particular for the allocation of subsidies to such projects by special grants or financial contributions.

Article 14 – Auditor

- 14.1. The General Assembly shall appoint at each ordinary session, two auditors who shall not be members of the Council. The auditors may, at any time, request from the Secretary General or the Treasurer, information relating to the administration of the funds of the Association. They shall check that the books of account are conform to the financial position as laid before the General Assembly, and they shall submit to the President of the Association, before each ordinary session, a written report of the results of their auditing. If any auditor is prevented from fulfilling his task, the Council, or in any case of emergency the President, shall provide a substitute.
- 14.2. Unless the Association meets the conditions laid down in the relevant legislation (article 53 of the Law of 27 June 1921), the Council need not appoint a statutory auditor to audit the accounts of the association.

Article 15 – Special provisions relating to representation

1. The Association shall be represented by the President and the Secretary General, acting jointly, in respect of:
 - a) Any financial or contractual undertaking binding the Association.
 - b) Any judicial proceedings taken on behalf of the Association.
2. Any civil litigation relating to the activities or the assets of the Association shall be within the jurisdiction of the civil court of the place where the Association has its registered office, unless otherwise stipulated.

Article 16 - Special provisions in case of amendment to the articles of association or the winding up of the Association

1. Any decision entailing an amendment to these Articles of Association or the winding up of the Association shall be taken by the General Assembly, provided that the subject of the proposed amendments or conditions governing the liquidation envisaged have been duly shown in the agenda.
2. Contrary to what is said in Article 8 paragraph 6, no decision of the General Assembly entailing amendment to these Articles of Association, or the winding up of the Association and the disposal of its assets, shall be taken unless one third of the ordinary members referred to at Article 4 paragraph 1 and who are paid up members, are present or represented. Such a decision is approved by a two-thirds majority of said members, whether voting or not.

However, if less than a third of the members of the Association are present or represented at this General Assembly, a new General Assembly shall be convened under the same conditions as the first one, and this second general assembly shall definitively and validly decide on the proposals by the same majority of two thirds of the members present or represented.

The modifications to these Articles of Association will only have effect after they have been approved by the competent authorities and after publication in the Annexes of the Belgian State Gazette.

3. In case of winding up of the Association and of the disposal of its assets, such assets shall be distributed on a preferential basis to bodies or associations engaged in non-profit making activities linked with the purposes of the Association.

Article 17 - Languages

1. The working languages of the Association shall be French and English.

Article 18 - Regional or national sections

1. The Council may authorise under conditions which it shall lay down, the establishment of regional or national sections in order to promote, in a limited geographical area, the achievement of the purposes of the Association.
2. It must be reported to the General Assembly at each ordinary session on the establishment and activities of regional or national sections of the Association.
3. The Council may withdraw its approval of regional or national sections who do not comply with the conditions imposed to them deriving from paragraph 1 above. It informs the General Assembly about its intention prior to the said decision.

Article 19 - Final provisions

1. Two original copies of these Articles of Association, one in French and one in English, shall be kept at the registered office of the Association.
2. Any matter which is not covered by the present Articles of Association, including the publications to be made in the Annexes to the Belgian State Gazette shall be governed by the provisions of the legislation on international associations (Title III of the Law of 27 June 1921).