



STATUTES



Article 1 Name

- 1.1. An International Non-Profit Association has been created, with the name “EUROPEAN SEED ASSOCIATION”, in its shortened form “ESA” (the “Association” or “ESA”).
- 1.2. This Association falls under the scope of the provisions of Chapter III of the Belgian law of 27 June 1921, on Non Profit Associations, on International Non Profit Associations, foundations, European political parties and political foundations as amended or replaced from time to time. The Association has its seat in the Brussels Region. At this moment, the seat is located at 52, avenue des Arts, 1000 Brussels. It can be transferred to any other place in Belgium by decision of the Board of Directors.

Article 2 Purpose

2.1 ESA, in principle, has as members seed companies and national or regional professional seed associations in the European Union, the European Economic Area and from other European Countries, which contribute by their research, production and/or marketing to the seed industry

2.2 The mission of ESA is to represent the interest of its members in any matter relating to their activities.

To this end,

- ESA will intervene with the political and administrative bodies of the European Union and, more generally and to the extent necessary, with any other competent body, group and individual to develop and protect the interests of the seed sector, in particular regarding: plant breeding, seed production and marketing, the protection of intellectual property relating to plants and seeds, and will take all appropriate action to achieve these purposes.
- ESA will also represent its members before any European non-governmental organisation and any international (governmental or non-governmental) organisation that deals or will deal with matters in which ESA is competent.

2.3 ESA also sets up, co-ordinates and facilitates any type of scientific research, more specifically on the seed sector, and sets up, co-ordinates and facilitates studies on all aspects and activities that are important for the seed chain.

ESA also provides general and specific information to its members by way of distributing and co-ordinating the available information, through exchanges, traineeships or other activities and contributes, supported by the competence(s) and the professional education of its members, to the improvement of research conditions, to stimulate progress concerning seeds and new research methods.

2.4 ESA will carry out all activities that are necessary and useful to fulfill its purposes especially the ones under Articles 2.2 and 2.3, such as: the management of the association, editing of documents, realising studies, organization of meetings, seminars and conferences etc.

ESA may also undertake any other action that contributes directly or indirectly to the achievement of its purposes or that is necessary or useful to realise these purposes.

Within the context of achieving its purposes, ESA is authorised to use all the necessary resources.

The activities referred to in Article 2.2 constitute ESA's main mission.

Article 3 Membership

3.1 There are three categories of members:

- The effective members;
- The associate members ; and
- The honorary members.

All members that are legal persons will be legally constituted under the laws and customs of their respective home country.

3.2. Admission of members

3.2.1. First category of members: the effective members

The following may become effective members of ESA:

- all seed associations of any Member State of the European Union or of the European Economic Area or of any other European country (hereafter referred to as the "**Associations Members**"); and
- all individual seed companies provided they are members of at least one national seed association that is an Association Member of ESA and have accepted ESA's general conditions as outlined in ESA's General Code of Conduct (hereafter referred to as "**Individual Members**").

Any candidate seeking to become an effective member of ESA, whether as a Association Member or an Individual Member must apply to the General Secretariat, which will then submit the application to the Board of Directors.

The Board of Directors will resolve on a case-by-case assessment on the application of each candidate as an effective member. In the case of an application to become an Association Member, the Board of Directors will also seek the opinion of all Association Members of the same country before taking its decision.

If the Board of Directors accepts the application of a candidate as an effective member of ESA, then this application will be submitted to the General Assembly for acceptance, in accordance with Article 11.6 of the present Statutes. The decisions of the Board of Directors and the General Assembly are without appeal.

3.2.3. The third category of members: honorary members

The honorary members of ESA are appointed by the General Assembly after being proposed by the Board of Directors.

The Board of Directors can only propose natural persons as honorary members to the General Assembly; and the General Assembly will deliberate on their appointment as honorary president or honorary members of the Association. The proposal to appoint honorary members will be resolved by the Board of Directors by a majority vote. The appointment of honorary members will be voted on by the General Assembly in accordance with Article 11.6 of the present Statutes.

3.3 Exclusion, resignation, death and dismissal of members

3.3.1. The membership of an effective or an associate member is lost:

- when such a member, whether a natural person or legal person, deceases or ceases to exist.
- after a member's resignation. Such a resignation must be submitted in writing at least six months before the end of a year to take effect at the end of that year. The year's full membership fees will remain due.

When a member no longer fulfils the requirements for membership or in the case of non-payment of the membership fee or for other serious reasons constituting a conflict with the objectives of ESA, the Board of Directors may decide to propose the termination of membership to the General Assembly.

The proposal to exclude a member must be approved by two thirds of the Board of Directors after the Member concerned has previously been called upon to give an explanation. The exclusion must then be resolved by the General Assembly in accordance with Article 11.6 of the present Statutes.

The reasons for the decision of the Board of Directors to propose the exclusion of a member will be set out. The decision taken by the General Assembly cannot be appealed and must be notified to the member concerned in writing by registered mail.

A member that loses its membership for whatever reason loses all rights to the assets of ESA.

3.3.2. Honorary members

The Board of Directors also proposes the dismissal of honorary members to the General Assembly. The proposal to dismiss honorary members will be resolved by the Board of Directors by a majority vote. The dismissal of honorary members will be voted on by the General Assembly in accordance with Article 11.6 of the present Statutes.

Article 4 Rights of Members

- 4.1. All effective and associate members will receive all general information, positions and opinions on the Association's areas competence. Detailed provisions concerning the rights of effective and associate members' participation in the different ESA bodies and the communication of the information to the effective and associate members will be drawn up by the Board of Directors and set out in the Association's Rules of Procedure.
- 4.2. All effective and associate members have the right to participate in the General Assembly, to propose items for the General Assembly's agenda.
- 4.3. Voting rights at the General Assembly are set out in Article 11.10 of the present Statutes.
- 4.4. The honorary members may only assist the General Assembly and have neither the right to propose items for the General Assembly's agenda nor the right to vote at the General Assembly.

Article 5 Obligations of the Members

- 5.1 Each (effective, associate or honorary) member undertakes to provide assistance in the achievement of the goals ESA, as defined in the present Statutes and in line with its Rules of Procedure, to respect the present Statutes and the internal rules, and to comply with the procedural, financial and administrative decisions taken by the Board of Directors or by the General Assembly.
- 5.2 The effective and associate members undertake to pay the membership fee(s) as fixed by the General Assembly for each financial year.

Article 6 ESA's statutory bodies

6.1 ESA's statutory bodies are:

- a) The Board of Directors
- b) The Committees
- c) The Sections
- d) The General Assembly

6.2 Members of the statutory bodies carry out their activities free-of-charge.

Article 7 The Board of Directors

- 7.1 The Board of Directors is composed of the President, the Vice-President, the Treasurer, the Chairmen of the Sections and Committees and members at large (hereafter the “**Board Members**”).
- 7.2 The Board of Directors is a collegial body, which has at least two members. The Board of Directors proposes, for election by the General Assembly, the President, the Vice-President and a Treasurer.
- 7.3 The Board of Directors may propose to the General Assembly to confine the task of the Vice-President and/or the Treasurer to another Board Member.
- 7.4 The Board of Directors may propose, for election by the General Assembly in accordance with Article 11.9 of the present Statutes, members at large for the Board of Directors, taking into account the need for research, production and marketing activities to be each adequately and appropriately represented on the Board of Directors.
- 7.5 The Chairmen of the Sections and Committees will be appointed as Board Members upon the decision of the General Assembly in accordance with Article 11.9 of the present Statutes. The duration of their mandate as Board Members will be aligned with the duration of their respective mandates as Chairman of the Section or of the Committee (including the renewal(s) of their mandate).
- 7.6 The Board of Directors may, at any time, propose the removal of any Board Member to the General Assembly. As for the Chairmen of the Sections and Committees, the Board of Directors may only propose their removal from the Board to the General Assembly after having consulted the members of the Section or Committee concerned. The removal of any Board Member will be resolved by the General Assembly in accordance with Article 11.9 of the present Statutes.
- 7.7 In the case where a Board Member dies or resigns during his/her mandate, the Board of Directors may propose his/her replacement at the next General Assembly.
- 7.8 The Board of Directors is responsible, on the one hand, for preparing questions concerning the general policy of the Association and, on the other hand, for decisions that must be taken by the Board of Directors in accordance with the present Statutes. The Board of Directors has, in general, all the necessary powers to manage the Association unless provided otherwise in the present Statutes.
- 7.9 The President or, in the case of his/her absence, any other authorised Board Member, convenes and chairs the meetings of the Board of Directors at least twice a year or when a third of the Board Members so requests. The Secretary General is also authorised to convene all meetings of the Board of Directors in the name of the President. The convocations include the agenda and are sent by any appropriate way to the Board Members.

- 7.10 The decisions of the Board of Directors are taken by the majority of the votes cast. In the absence of majority, the vote of the President is decisive. The decisions of the Board of Directors will be filed in chronological order in a special register to be kept at the seat of the Association.
- 7.11 To decide validly, the presence of at least two-third of Board Members (whether they are physically present or duly represented) is required. If this quorum is not met, the President or any other authorized person under Article 7.9 of the present Statutes will convene, within 3 months from the first meeting, another meeting of the Board of Directors with the same agenda that will validly deliberate and resolve regardless of the number of Board Members being present or represented.
- 7.12 The Board Members who cannot attend a meeting of the Board of Directors may delegate their vote to another Board Member but cannot be represented by a third party. Each Board Member can hold no more than 3 proxies.
- 7.13 The Board of Directors has the power to amend ESA's Statutes provided that any such amendments are either of a technical, linguistic, or legal nature or are proposed by the public notary and/or the Ministry of Justice for legal reasons.
- 7.14 Without prejudice to Article 7.5 of the present Statutes, the Board Members are appointed by the General Assembly for a renewable period of 3 years.

Article 8 President

- 8.1 The President is appointed by the General Assembly, upon the proposal of the Board of Directors, for a renewable period of 3 years. In case the current President has already served for two consecutive mandates, his/her renewal as President may only be accepted after the expiry of a period of three years during which another person serves as President.
- 8.2 The President represents the Association towards the authorities of the European Union and all European or international governmental or non-governmental organisations as well as towards third parties regarding any act, including administrative acts and judicial actions either as plaintiff/claimant or defendant. The President can delegate these representation powers to another Board Member or to the Secretary General.
- 8.3 The President is also in charge of the Association's day-to-day management. The President can also delegate the management and representation powers regarding the day-to-day management to the Secretary General.

Article 9 The Sections

- 9.1 The Sections covering the specific crop interests of the ESA members are set up by decision of the Board of Directors.
- 9.2 The Board of Directors elects and revokes, upon consultation of the members of each Section, the Chairman of each Section for a renewable period of 3 years.
- 9.3 The Sections may decide on their internal structure and rules which will be in line with the Rules of Procedure of the Association.

The internal rules must be deposited with the General Secretariat.
- 9.4 The Sections may set up Working Groups in line with the provisions of the Rules of Procedure of the Association.
- 9.5 The Sections are composed of effective and associate members which have indicated to the General Secretariat their interest in becoming a member of the respective Section and which are active in the field of the given Section. Further details may be laid down in the Rules of Procedure of the Association.
- 9.6 The Sections do not interfere with the competence of either the Board of Directors or the General Assembly.
- 9.7 In case of a dispute within a Section or between several Sections about a position to be adopted, the Board of Directors will decide on the final position based on the general principles of ESA, following the procedure as set out in Articles 7.9. et seq. of the present Statutes.

Article 10 The Committees

- 10.1 The Committees dealing with issues of general importance for the seed industry are set up by the Board.
- 10.2 The Board of Directors will elect and revoke, upon consultation of the members of the Committee concerned, the chairman of each Committee for a renewable period of 3 years.
- 10.3 The Committees are composed of at least 6 members who are appointed by the Board of Directors.
- 10.4 The Committees may decide on their internal structure and rules which will be in line with the Rules of Procedure of the Association.

The internal rules must be deposited with the General Secretariat.
- 10.5 The Committees may set up Working Groups in line with the provisions of the Rules of Procedure of the Association.
- 10.6 The Committees do not interfere with the competence of either the Board of Directors or the General Assembly.
- 10.7 In case of a dispute within a Committee or between several Committees about a position to be adopted, the Board of Directors will decide on the final position based on the general principles of ESA, following the procedure as set out in Articles 7.9. et seq. of the present Statutes.

Article 11 The General Assembly

11.1 The General Assembly is exclusively responsible for the following tasks:

- The approval of the Annual Report presented, on behalf of the Board of Directors, by the Secretary General.
- The approval of the annual accounts presented, on behalf of the Board of Directors, by the Secretary General and the granting of discharge to the Board Members, to the statutory auditor(s) and to the Secretary General.
- The approval of the budget on the basis of a proposal by the Board of Directors.
- The approval of the membership fees on the basis of a proposal by the Board of Directors.
- The acceptance or exclusion of effective and associate members.
- The appointment and dismissal of honorary members.
- The appointment and removal of Board Members.
- In a general way, making decisions on all items on the agenda, which will be sent out by the Secretary General to the members, at least four weeks before the meeting of the General Assembly. Only those items, which have been submitted to the General Secretariat at least three months in advance will be included on the agenda. However, the General Assembly, by unanimous vote, may add items to the agenda at the beginning of the meeting of the General Assembly.
- The appointment and removal of statutory auditors, who must be officially recognised audit firms.
- The adoption of amendments to the Statutes. However, regarding legal, linguistic or technical amendments to the Statutes, to the extent that the General Assembly did not decide on such amendments, the Board of Directors is validly empowered to take a decision.
- The dissolution and liquidation of the Association.

All the other powers required for the achievement of ESA's purposes are vested with the General Assembly, with the exception of the powers expressly granted to the Board of Directors and/or to the President in accordance with the present Statutes.

The decisions taken by the General Assembly are final and cannot be subject to appeal.

The decisions of the General Assembly will be filed in chronological order in a special register to be kept at the seat of the Association.

11.2 Participation at the General Assembly is detailed under Articles 4.2, 4.3 and 4.4 of the present Statutes.

11.3 The General Assembly is chaired by the President or, in his/her absence, by any other member of the Board of Directors.

11.4 The Ordinary General Assembly will be convened by the President at least once a year. The written convocations include the agenda and are sent to all members at least four weeks before the meeting.

11.5 The Extraordinary General Assembly will be convened by the President at the request of the Board of Directors or of effective members representing at least $\frac{1}{4}$ of the votes within ESA's General Assembly. The written convocations include the agenda and sent to all members at least four

weeks before the meeting.

- 11.6 Without prejudice to Article 11.9 of the present Statutes, the decisions of the General Assembly are taken by a majority vote of the effective members present and/or represented. Abstentions and void votes will be considered as votes against the proposed motion.
- 11.7 However, the General Assembly can only take decisions if Association Members and Individual Members taking part in the vote represent at least half of the votes of their respective membership group. If this minimum is not reached, a new General Assembly will be convened with the same agenda within a minimum of 45 days and a maximum of 90 days after the first General Assembly. This second General Assembly may deliberate and take decisions by a majority vote of the effective members present and/or represented without taking into account the quorum provided for in the preceding paragraph. Abstentions and void votes will be considered as votes against the proposed motion.
- 11.8 The effective members that cannot participate in the General Assembly may delegate their vote to any other effective member (but not to a third party) in order to be represented. Each effective member can hold a maximum of 3 proxies.
- 11.9 Without prejudice to Articles 11.5, 11.7 and 11.8 of the present Statutes, decisions regarding the amendments to the Statutes, the dissolution and liquidation of the Association, and the appointment and removal of Board Members, are all taken by a two-thirds majority of the votes of the effective members that are present and/or represented. Abstentions and void votes will be considered as votes against the proposed motion.
- 11.10 The voting rights in any Ordinary General Assembly and Extraordinary General Assembly are set out as follows:

Association Members

Class	Vote
1	92
2	66
3	58
4	40
5	30
6	20
7	10
8	6
9	4
10	2

Individual Members

Class	Vote
1 d	108
1 c	100
1 b	92
1 a	84
1	76
2	68
3	60
4	52
5	44
6	36
7	28
8	21
9	14
10	7

11.11 The classification of effective members is laid down in the Rules of Procedure of the Association.

Article 12 General Secretariat

- 12.1 The General Secretariat assists the ESA bodies in carrying out their tasks as defined in the present Statutes and in the Rules of Procedure of the Association. It also assists the members of ESA on all questions in the competence of the Association.
- 12.2 The Secretary General is appointed and may be dismissed by the President in consultation with the Board of Directors.
- 12.3 The Secretary General is responsible for ensuring the management of the General Secretariat and its employees.

Article 13 Membership fees

- 13.1 The Board of Directors proposes to the General Assembly the amount to be fixed for the annual membership fee.
- 13.2 The payment of the membership fee must be made two months after the issue of the notice of membership fee. In case of failure, penalties for late payment can be decided and applied by the Board of Directors.
- 13.3 When an effective or an associate member fails to fulfill his/her obligations to pay the membership fee for a period of more than 18 months, the Secretary General will make a proposal to the Board of Directors, which in turn will propose to the General Assembly the exclusion of the member concerned from the Association.

Article 14 Treasurer, Accounts, Liability

- 14.1 The Treasurer will verify the accounts of the Association on the basis of the financial statements of the General Secretariat and the annual report of the statutory auditor(s) and the amount of the membership fee to be applied in relation to the budget.
- 14.2 The liability of members is limited to the amount of their membership fee for the current year.
- 14.3 The liability of ESA is limited to its assets.

Article 15 Financial Year

- 15.1 The financial year of the Association is the calendar year. The books of the Association are therefore closed on the 31 December of each year.

Article 16 Audit of the annual accounts

- 16.1. The General Assembly appoints one or several statutory auditors of the Association, chosen from among the members of the “Institut des Réviseurs d’Entreprises” or, to the extent permitted by the law, from among the members of the “Institut des Experts-comptables et conseillers fiscaux”.
- 16.2. The statutory auditor(s) will draw up an annual report on the annual accounts of the Association. This report will be submitted to the General Assembly.

Article 17 Dissolution and liquidation

- 17.1 The dissolution and liquidation of the Association can only be requested by an Extraordinary General Assembly following the terms set out under Articles 11.1, 11.5, 11.7, 11.8 and 11.9 of the present Statutes.
- 17.2 In the case where there remains a credit after the payment of the debts and charges, this amount will be distributed to a similar association with identical purpose within the European Union.

Whatever the circumstances, such a distribution can only take place in compliance with the legislation in force in the country of ESA’s registered office.

Article 18 Rules of Procedure

- 18.1 Further detailed provisions for the management of the Association may be laid down in the Rules of Procedure of the Association.
- 18.2 The Rules of Procedure and all subsequent changes to them will be proposed by the Board of Directors and will be adopted by the General Assembly.
- 18.3 The Rules of Procedure do not interfere with the rights of the Board of Directors and the General Assembly as set out in the present Statutes and must be in line with the Belgian law of 27 June 1921, on Non Profit Associations, on International Non Profit Associations, foundations, European political parties and political foundations as amended or replaced from time to time.

Article 19 Supplementary provisions

- 19.1 Everything not explicitly dealt with in the present Statutes will be governed by the law of 27 June 1921, on Non Profit Associations, on International Non Profit Associations, foundations, European political parties and political foundations as amended or replaced from time to time.