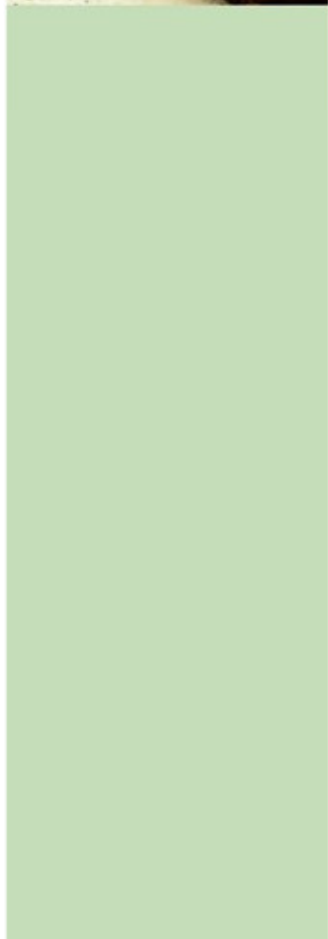
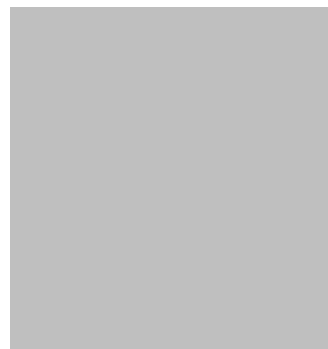




ESA EUROPEAN SEED ASSOCIATION



STATUTES



European Seed Association

ESA_10.1500

Article 1 Name

- 1.1 An International Non-Profit Association has been created, with the name EUROPEAN SEED ASSOCIATION, in its shortened form ESA. To this Association, the provisions of chapter III of the Belgian law of 27 June 1921, on Non Profit Associations, on International Non Profit Associations and on Foundations apply.

- 1.2 The Association has its seat in a community of the Brussels Region. At this moment, the seat is located at 23, rue du Luxembourg, 1000 Brussels. It can be transferred to any other place in Belgium by decision of the Board, which is published within one month after the decision in the Annexes to the State Gazette.

Article 2 Purpose

- 2.1 ESA regroups companies and their national professional associations in the European Union, the European Economic Area and from other European Countries, contributing by their research, production and marketing to the seed industry.
- 2.2 The mission of ESA is
- a) to effectuate, to co-ordinate and to facilitate any type of scientific research and more specifically, on the seed chain equally as to effectuate, to co-ordinate and facilitate studies on all aspects and activities important for the seed chain;
 - b) to contribute to the general and specific information of the Members by the way of divulging and co-ordinating the available information, over exchanges, traineeships or other activities and to contribute, supported by the competence and the professional education of the Members, to the amelioration of their research conditions, to stimulate progress in the matter of seeds and notably new research methods.
 - c) to realise all activities necessary in order to attain its goal, such as: management of the association, editing of documents, realising studies, organisation of meetings, seminars and conferences etc.
- 2.3 ESA equally shall intervene with the political and administrative bodies of the European Union in particular and, for as much as necessary, to any other competent body, group and individual in general, in order to devote its energy to the development and protection of the seed sector, in particular with regard to the protection of intellectual property and with regard to plant breeding and seed production resulting from it and also to take any appropriate action to this end.
- 2.4 ESA shall also have the mission of representing its Members before European non-governmental organisations and international organisations (governmental or non-governmental) which deal or will deal with subjects in which ESA is competent.
- 2.5 The missions as stated under Article 2.2 a) to c), 2.3 and 2.4 are of an equal value and none shall take precedence over another.
However, the representation and defence of interests of the Members does not prejudice the principal scientific character of ESA.

Article 3 Membership

- 3.1 All Members with voting rights following Art 12.7 are legally constituted following the laws and customs of their home country.
- 3.2 Individual seed companies may become Individual Members of ESA provided they are member of at least one national seed association that is an Association Member of ESA.
- 3.3 On written application to the General Secretariat, the Board shall decide without appeal on the acceptance or otherwise of the request.
- 3.4 Any seed association of any Member State of the European Union or of the European Economic Area or any other European country may request admission as Association Member through the General Secretariat. The Board shall decide without appeal on acceptance or otherwise. The Board shall request the opinion of all Association Members of the same country before taking its decision.
- 3.5 The Board may decide on a case-by-case basis on the possibility of granting Associate Membership without voting rights for representation from non-European countries, seed related industries or other third parties.
- 3.6 ESA Membership is lost:
- when a Member, either legal or physical person, ceases to exist;
 - after resignation by a Member. The 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. That year's full membership fees will be due;

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

European Seed Association

ESA_10.1500

The decision must be approved by two thirds of the Board after the Member concerned has previously been called upon to give an explanation, and must then become ratified by the General Assembly.

The decision by the Board to propose the dismissal of a Member will indicate the reasons for the decision. The decision taken by the General Assembly must be notified in writing by registered mail.

- 3.7. A Member that loses his Membership for whatever reason loses all rights to the assets of ESA.

Article 4 Rights of Members

- 4.1. All Members have the right to participate in the General Assembly, to propose items to the agenda of the General Assembly and to take part in the votes of the General Assembly according to the provisions laid down in the Statutes.

- 4.2. All Members receive all general information, positions and opinions on the subjects of competence of ESA. Detailed provisions concerning the rights of participation of Members in the different ESA bodies and for the communication to Members are established by the Board and laid down in the Associations Rules of Procedure.

European Seed Association

ESA_10.1500

Article 5 Obligations of the Members

- 5.1 Each Member undertakes to provide assistance in the achievement of the aims of ESA as defined in these Statutes and in line with its Rules of Procedure, to respect these Statutes and the Rules of Procedure and to comply with the legal decisions taken.

- 5.2 The Members undertake to pay the Membership fee(s) as fixed by the General Assembly for each accounting period.

European Seed Association

ESA_10.1500

Article 6 Organs

6.1 The Statutory Organs of ESA are:

- a) Board
- b) Committees
- c) Sections
- d) General Assembly

6.2 Members of the Organs carry out their activities free of charge.

European Seed Association

ESA_10.1500

Article 7 Board

- 7.1 The Board is composed of the President, the Vice-President, the Treasurer, the Chairmen of the Sections, the Chairmen of the Committees and members at large. The Board has a minimum of two members.
- 7.2 The Board 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.
- 7.3 The President or, in the case of his absence, any other authorised member of the Board, convenes and chairs meetings of the Board at least twice a year or when a third of the members of the Board so request.
- 7.4 The Board proposes to the General Assembly the President, the Vice President and a Treasurer for election.
- 7.5 The Board may propose to the General Assembly to confine the task of the Vice-President and/or the Treasurer to another member of the Board.
- 7.6 The Board may propose to the General Assembly Board members at large for election, taking into account the need for research, production and marketing activities to be each adequately and appropriately represented on the Board.
- 7.7 The Chairmen of the Sections and Committees shall be Board members ex officio provided their confirmation by a decision of the General Assembly.
- 7.8 In the case where a member of the Board dies or resigns during his term of office, the Board may propose his replacement to the next General Assembly.
- 7.9 The decisions of the Board are taken by the majority of the votes cast. In order to decide validly, a minimum of two-thirds of the Board members should be present or represented. In the absence of a majority, the President has the casting vote. The Board decisions will be filed in chronological order in a special register to be kept in the headquarters.
- 7.10 The members of the Board who cannot attend a Board meeting may delegate their vote to another member of the Board but cannot be replaced. Every Board member can hold a maximum of 3 proxies.

European Seed Association

ESA_10.1500

- 7.10 The Board can decide on modifications to these Statutes which are of a technical, linguistic, or legal nature or which are proposed by the notary public and/or the Ministry of Justice.

- 7.11 Physical Members of ESA may be awarded Honorary Presidency or Membership by the General Assembly on proposal of the Board.

- 7.12 The Board members are elected by the General Assembly for a renewable three years' term.

European Seed Association

ESA_10.1500

Article 8 President

- 8.1 The President represents the Association in all legal actions, as a plaintiff or a defendant and in all administrative questions. The President can delegate powers to another member of the Board and can mandate the Secretary General.

- 8.2 The President, or his designated representative, represents ESA before the European Union authorities and any international or European government or non-government organisation.

Article 9 Sections

- 9.1 Sections covering the crop specific interests of the ESA Members are set up by decision of the Board.
- 9.2 Sections elect, for a period of three years, a Chairman on proposal of the Board.
- 9.3 Sections may decide on their internal structure and rules in line with the Rules of Procedure of the Association..
The internal rules will have to be deposited with the Secretariat General.
- 9.4 Sections may set up Working Groups in line with the provisions of the Rules of Procedure of the Association.
- 9.5 Members of the Sections are Association Members, Individual Members and Associate Members having deposited to the General Secretariat their interest to become member and being active in the respective field of the Section. Further details may be laid down by the Rules of Procedure of the Association.
- 9.6 The Sections do not interfere with the competence of either the Board or the General Assembly of ESA.
- 9.7 In case of dispute, the Board shall decide based on the general principles of ESA following the procedure as laid down in Article 7.9.

Article 10 Committees

- 10.1 Committees dealing with issues of general importance for the seed industry are set up by the Board.
- 10.2 Committees elect, for a period of three years, Chairmen on proposal by the Board.
- 10.3. Horizontal Committees are composed of at least 6 members, but not more than 10 members, nominated by the Board.
- 10.4. Committees may decide on their internal structure and rules in line with the Rules of Procedure of the Association.
Internal rules will have to be deposited with the Secretariat General.
- 10.5. 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 or the General Assembly of ESA.
- 10.7. In case of dispute, the Board shall decide based on the general principles of ESA following the procedure as laid down in Article 7.9.

Article 11 General Assembly

11.1. The exclusive tasks of the General Assembly are:

- approval of the Annual Report presented, on behalf of the Board, by the Secretary General;
- making decisions on the financial Report presented, on behalf of the Board, by the Secretary General and, in case of approval, giving official discharge to the Board and to the Secretary General;
- fixing the budget on basis of the proposal made by the Board;
- fixing the membership fees on the basis of the proposal made by the Board;
- making decision on admission and expulsion of members;
- determining the dates and places of the General Assemblies;
- electing the President, the Vice-President, the Treasurer and members at large of the Board;
- confirming the Chairmen of Sections and Committees as Board Members ex officio
- awarding Honorary Presidency and Honorary Membership;
- in a general way, making decision on all questions put on the agenda, which shall be sent out by the Secretary General to the Members at least four weeks prior to the meeting of the General Assembly. Only those questions, which have been submitted to the General Secretariat at least three months in advance will be included on the agenda. However, the General Assembly, on unanimous vote may add items to the agenda at the beginning of the meeting of the General Assembly;
- appointment of Auditors which must be officially recognised audit firms;
- dissolution of the Association and modification of the Statutes of the Association may only become decided by the General Assembly held as an Extraordinary General Assembly under the conditions provided for in Articles 11.3. and 11.6.

European Seed Association

ESA_10.1500

All remaining powers are vested with the General Assembly.

This does not apply to modifications to the statutes which are of a technical, linguistic or legal nature or which are proposed by the Notary Public and/or the Ministry of Justice; where the General Assembly does not decide on such modifications, the Board is empowered to decide.

These modifications must be published in the Annexes of the Moniteur Belge.

- 11.2. The President must convene the General Assembly in writing once a year. The written convocations are accompanied by the agenda and sent to all Members at least four weeks before the meeting, which has been previously fixed at least eight weeks in advance.
- 11.3. Extraordinary General Assemblies shall be convened by the President on request of the Board or of Members representing at least $\frac{1}{4}$ of the votes of ESA. The period of notice for Extraordinary General Assemblies can be reduced to thirty days.
- 11.4. The General Assembly takes decisions with the majority of votes present and/or represented.
- 11.5. The General Assembly can only take decisions if the Association Members who take part in the ballot represent at least half of the votes. If this minimum is not attained, a new General Assembly shall be convened with the same agenda within a minimum of forty-five days and a maximum of ninety days after the first meeting.
This second General Assembly shall be able to take decisions by the majority of the votes cast.

The decisions of the General Assemblies will be filed in chronological order in a special register to be kept in the headquarters.
- 11.6. As regards modification of the Statutes or the dissolution of the Association the majority of two-thirds of the votes allocated shall be required.
All modifications of the Statutes must be made by a Notary Public and become published in the Annexes of the Moniteur Belge.

European Seed Association

ESA_10.1500

11.7. The voting rights in General Assembly and Extraordinary General Assembly are laid down as follows:

Association Members

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

Individual Members

Class	Votes
1	76
2	68
3	60
4	52
5	44
6	36
7	28
8	21
9	14
10	7

11.8. The classification of Members is laid down in the Rules of Procedure of the Association.

Article 12 The General Secretariat

- 12.1. The General Secretariat assists the ESA organs in carrying out their tasks as defined in these Statutes and in the Rules of Procedure of the Association. It also assists the ESA Members 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.
- 12.3. The Secretary General is responsible for ensuring the management of the Secretariat and its employees.

Article 13 Membership fees

- 13.1. The Board 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 subscription. In case of failure penalties for late payment can be decided and applied by the Board.

Article 14 Treasurer, Accounts, Liability

- 14.1. The Treasurer shall verify the accounts on the base of the financial statements of the General Secretariat and the annual Auditors report and the amount of the subscriptions to be applied in relation to the budget.
- 14.2. The liability of the Members is limited to their subscription to the current year.
- 14.3. The liability of ESA is limited to the extent of its assets.

Article 15 Financial Year

- 15.1. The financial year is the calendar year.

Article 16 Dissolution

- 16.1. The dissolution of the Association can only be requested by an Extraordinary General Assembly following Articles 11.1, 11.3 and 11.6
- 16.2 In the case where there remains a credit after payment of the debts and charges, this will be distributed to a similar association with identical aims within the European Union. Whatever the circumstances, this could only take place in compliance with the legislation in force in the country of the seat of ESA.

Article 17 Rules of Procedure

- 17.1. Further detailed provisions for the management of the Association may be laid down in the Rules of Procedure of the Association.
- 17.2. The Rules of Procedure and all subsequent changes to them are proposed by the Board and shall be adopted by the General Assembly.
- 17.3. The Rules of Procedure do not interfere with the Rights of the Board and the General Assembly as laid down in these Statutes and must be in line with the law of 27 June 1921, on non-profit Associations, on International Non-profit Associations and Foundations.

Article 18 Supplementary provision

- 18.1. Everything not explicitly dealt with in these statutes will be governed by the law of 27 June 1921, on Non- Profit Associations, on International Non-Profit Associations and on Foundations.