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**"Association Internationale de la Boulangerie Industrielle"  
in English "International Association of Plant Bakers"  
abbreviated "AIBI"**

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*International non-profit organisation  
1000 Brussels, Grand Place 10*

STATUTES
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**PART I. : NAME, SEAT, PURPOSE, DURATION**

Article 1 : Name

*The Association has the status of an international non-profit association (in French "association internationale sans but lucratif") and it is governed by Title III of the Belgian law of June 27, 2001 on the non-profit associations, the international non-profit associations and the foundations (in these Statutes further on referred to as "the Law").*

*The name of the association is "Association Internationale de la Boulangerie Industrielle", in English "International Association of Plant Bakers", abbreviated "AIBI".*

*The full and the abbreviated names may be used together or separately and must at all times be preceded or followed immediately by the words "association internationale sans but lucratif" or the initials "AISBL" in all official communication.*

Article 2 : Registered office

*The seat (registered office) of the Association is established in 1000 Brussels, Grand Place 10.*

*It may, by a decision of the Board of Directors, be transferred to another location in Belgium, in accordance with the applicable legal provisions on the use of languages.*

*Any transfer of the registered office must be published in the annexes to the Belgian State Gazette under the responsibility of the Board of Directors.*

Article 3 : Purposes and activities

*The Association is a non-profit making organisation whose main purpose is to represent, promote and protect the interests of plant bakers in Europe and beyond as appropriate. The activities that the Association proposes to carry out in order to achieve its purposes and objectives are mainly as follows:*

*to represent the member interests at the institutions of the European Union and other international institutions and organizations;*

*to supply information in the best interest of the bakery industry and its products with respect to the European Union and other international institutions and organizations;*

*to undertake promotion, research and other special projects in the common interests of the members and encouraging the exchange of information and experience between members;*

*to examine and monitor existing and proposed legislation and regulations to ensure that the members interests are adequately protected;*  
*to establish relevant cooperation and contacts with national and international organisations whose activities may directly or indirectly concern the production and marketing of the products of plant bakeries;*  
*to provide scientific, technical and consumer oriented information about bakery products and encouraging the recruiting and training of staff in plant bakeries;*  
*to promote and enhance the positive image of bread to consumers and to the media.*

*The association may organize meetings, conferences and events in order to achieve the above mentioned purposes.*

*The Association may carry out all acts directly or indirectly related to the achievement of its purposes and activities. To that end, it may buy, sell, take on lease and let out, possess all movable and immovable property and facilities.*

#### Article 4 : Duration

*The Association is created for an unlimited duration.*

### **PART II. : MEMBERS**

#### Article 5 : Categories of members - Rights

*The Association is open to Belgian and foreign entities (legal persons), legally incorporated under applicable law.*

*The Association is composed of an unlimited number of 'full members' and of 'associate members'. The minimum number of full members, which are national associations, is three (3).*

*The full members are the founding members signatories of the incorporation deed of the Association and any national association later admitted as such.*

*The associate members are legal persons admitted as such under this category and who wish to help the Association or participate to its activities.*

*The members shall have only those rights which are expressly granted to them by these Statutes. They shall not be personally liable for any commitments entered into by the Association.*

#### Article 6 : Admission

*Admissions of new members shall be decided by majority vote by the Board of Directors, at its sole discretion. Its decision shall be final and need not be justified.*

*The applying member shall send a written request of admission to the Board of Directors.*

*Membership of the Association automatically entails acceptance of the Statutes of the Association and its possible Internal Regulations.*

#### Article 7 : Resignation – Suspension - Exclusion

*Membership ends by:*

- *voluntary resignation, subject to a notice of six months notified by registered letter to the Board of Directors; the resignation takes effect on 31 December of the following year.*
- *voluntary dissolution;*
- *bankruptcy, insolvency, civil incapacity or provisional administration;*

- *exclusion decided by the General Assembly decided by a majority of two thirds (2/3) of the members present or represented; the concerned member will have the opportunity to explain its defence before the General Assembly prior the decision on the exclusion is taken; this exclusion will have immediate effect; the Board of Directors may suspend the concerned member until the decision of the General Assembly.  
Failing to abide with these Statutes or the Internal Regulations, such as for example a failure to pay the membership fee within prescribed delay, may result in forfeiture of membership of the Association.  
Members who resigned or were excluded, as well as their successors shall have no rights, whatsoever, on the assets of the Association, shall not be entitled to claim any reimbursement of any nature whatsoever and shall not be entitled to any refund of subscription due.*

Article 8 : Membership fees

*The full and associate members shall pay an annual membership fee, the amount and payment method of which are determined by the Board of Directors.*

**PART III. : GENERAL ASSEMBLY**

Article 9 : Composition – Powers

*The General Assembly is composed of all the full members.*

*The associate member who wishes to do so can attend the General Assembly meetings with advisory capacity.*

*The General Assembly shall have the following exclusive competences:*

- *amendements to the statuts;*
- *appointment and revocation of members of the Board of Directors;*
- *as the case may be, the appointment, the determination of the remuneration and the revocation of the auditor(s);*
- *discharge of the Directors and of the auditor(s), if any;*
- *approval of the budgets and accounts;*
- *the voluntary dissolution of the Association and the appointment of one or more liquidators;*
- *exclusion of members of the Association;*
- *the merger of the Association with another association, such merger being decided by a majority of at least four fifth of the votes;*
- *all other issues provided in these Statutes or the Law.*

Article 10 : Meetings - Notices - Representation

*The General Assembly meets upon notice of the Board of Directors on the day and time that it determines, each time the interests of the Association so require and at least once a year within six months of the closing of the financial year, the latter being called "Annual Assembly".*

*It must be convened upon request of at least half of the directors or upon written and justified request of at least one fifth (1/5) of the full members.*

*The meetings of the General Assembly are held at the registered office or at any other place indicated in the notice. They shall be chaired by the president of the Board of Directors or, in his absence, by the vice-president or, in the absence of both, by the most senior director present.*

*The notice contains the detailed agenda and is notified by letter sent by postal mail, electronic mail or by telefax, at least four (4) weeks prior to the date of the meeting.*

*All of the members shall be convened.*

*If the General Assembly is invited to approve the accounts and the budget, these are attached to the notice. Any proposal signed by one fifth (1/5) of the full members must be added to the agenda.*

*However, the General Assembly can be validly convened by means of any modes and time limits which appear appropriate to the Board of Directors, even orally, when the latter will have gathered the prior unanimous consent of the full members. Similarly, if all the full members have agreed to meet and all are present or represented or have cast their votes in writing, the General Assembly shall be validly constituted without having to observe any time limit or send any notice.*

*Any member is allowed, by means of a document carrying his signature, including the digital signature as defined in article 1322 of the Civil code, transmitted by letter, telefax, electronic mail or by any other means of communication provided for in article 2281 of the same Code, to give a proxy to another member, to represent him at a given General Assembly meeting and to vote in his name.*

#### Article 11 : Voting rights

*Each full member has an equal right to vote at the General Assembly pursuant to the general rule "one member one vote".*

#### Article 12 : Deliberations

*The General Assembly can only decide on the items which are not in the agenda if all full members are present or represented and provided it is decided unanimously. The unanimity so required is established if no opposition was recorded in the minutes of the meeting.*

#### a) Quorum

*Unless otherwise provided in these Statutes, the General Assembly can validly deliberate and decide regardless of the number of members present and represented.*

#### b) Majorities

*Unless otherwise provided in these Statutes, the decisions shall be adopted by a majority of the votes of the members present and represented.*

*Null and blank votes or abstentions are not taken into account for the calculation of the majorities.*

*In case of a tie, the vote of the president of the meeting is decisive.*

*The members can, unanimously, take all decisions in writing for which the General Assembly is competent, according to practical guidelines eventually specified in the Internal Regulations.*

#### c) Vote in writing

*Upon special authorization of the Board of Directors mentioned in the notice, each member having a voting right has the right to vote in writing, by means of a form ad hoc attached to said notice. In order to calculate*

*the quorum, only those forms received by the Association at least eight (8) days prior to the date of the meeting will be taken into consideration. However, such written procedure cannot be used for the Annual Meetings of the General Assembly or any decision of the General Assembly to be recorded in a notarial deed.*

**Article 13 : Minutes**

*Each meeting of the General Assembly shall be recorded in minutes, signed by the members of the bureau and the members of the Association who wish to do so.*

*These minutes - except those to be executed by a notarial deed - and their attachments shall be kept at the registered office, either in their original material form, in a special register, or in a secure electronic form, on any support and under conditions guaranteeing durability, readability, integrity, reliable and durable reproducibility.*

*They can be consulted at the registered office by all the members and third parties who shall justify the reason, which needs to be accepted by the Board of Directors.*

*Unless otherwise provided by law and except in case of a special delegation by the Board of Directors, copies or excerpts of these minutes to be delivered to third parties or used in the courts or elsewhere are signed by one director.*

**PART IV. : ADMINISTRATION**

**Article 14 : Board of Directors**

*The Association shall be managed by an administration organ (herein designated as the "Board of Directors"), consisting of at least five (5) representatives of national associations, appointed by the General Assembly and dismissible at all times by it.*

*The Directors are appointed for a term expiring at the issue of the second Annual Assembly following the year of the appointment. Any Director can be re-elected.*

*Each director, who is a legal entity, shall be required to appoint, from among its members or directors, a natural person as its "permanent representative" to perform this office on behalf of the legal entity at the Board of Directors.*

*The Directors shall incur no personal obligation because of their office and shall be liable only for the performance of their office.*

*The Board of Directors shall elect, from among its members, a president and eventually, one or more vice-president(s) and a treasurer.*

*Unless otherwise decided by the General Assembly, the Director's office shall be performed free of charge.*

**Article 15 : End of mandate – Vacancy**

*The Director's office shall end by:*

- *voluntary resignation by written notice of thirty (30) days to the Board of Directors;*
- *expiration of its term;*
- *death;*
- *voluntary dissolution;*
- *bankruptcy, insolvency, civil incapacity or provisional administration;*

- *removal by the General Assembly, upon a decision taken by a majority of two thirds (2/3) of the votes of the full members present or represented; In the case of vacancy of one or several Director's offices, the remaining Directors can provide for a temporary replacement(s). The Director so appointed shall complete the office of the Director he replaces. The next meeting of the General Assembly shall proceed with the possible final appointment.*

Article 16 : Powers of the Board of Directors – Daily management

*The board of directors has the broadest powers to administrate and manage the Association within the limits of its purposes. Everything that is not expressly reserved to the general assembly is the competence of the board of directors.*

*The board of directors appoints and revokes, either itself or by proxy, all employees and members of the personnel of the Association and determine their attributions, salary and fees.*

*The board of directors can, under its responsibility, delegate the daily management or part of its powers, to a secretary general. The board of directors will determine in writing the extent of the powers so delegated, the way to exercise them and the duration of the mandate so conferred.*

*The instruments relating to the appointment and end of offices of the directors and as the case may be, the persons empowered to represent the Association, must be filed and published in accordance with the legal provisions regulating this matter.*

Article 17 : Meetings of the Board of Directors

*The Board of Directors shall meet at least twice (2) a year, upon notice of the president, as often he deemed it necessary, and each time at least two (2) Directors request to do so.*

*The notice contains the agenda and is sent by letter, electronic mail or any other means of (tele)communication that can be materialized in a written document, at least eight (8) days before the date of the meeting.*

*The meetings are held at the registered office or at such location as indicated in the notice.*

*They shall be chaired by the president of the Board of Directors or, if the latter is prevented from attending, by the vice-president or, in his absence, by the oldest Director present.*

*The secretary general will assist the meetings of the board of directors, without a voting right.*

*No formal notice shall be necessary if all Directors are present or duly represented at the meeting or if they each have waived the requirement to do so in writing by mail, facsimile or any means of electronic communications.*

Article 18 : Deliberations of the Board of Directors

*The Board of Directors can only validly deliberate if the majority of its members is present or represented.*

*Each Director is allowed, by means of a document carrying his signature, including the digital signature as defined in article 1322 of the Civil code, transmitted by letter, telefax, electronic mail or by any other means of communication provided for in article 2281 of the same Code, to give a proxy to another director to represent him at a given Board of Directors*

meeting and to vote in his name. No Director, however, may represent more than one other Director.

Decisions of the Board of Directors are taken by a simple majority of votes. In case of a tie, the vote of the president shall prevail.

In the first hypothesis (unanimous written consent), a proposal of resolution preceded by a detailed explanatory memorandum will be considered as a resolution, provided that such proposal, after having been simultaneously communicated to the Directors, it is unconditionally approved in writing by the latter.

The vote in writing or by email without physically meeting is authorized provided that each Director (i) was informed and invited to vote on the decisions to take and (ii) agrees with the written or electronic procedure. The minutes will mention this agreement. The decisions will be taken in accordance with the deliberation rules given in this article. The minutes must be signed by the number of Directors which would have been required to adopt the decision at an effective meeting of the Board of Directors. The Directors have the choice between (i) printing and sending the minutes with their original signature or (ii) to send an email with the attached minutes provided with their electronic signature, both to the attention of the president.

The Directors can also deliberate and take all decisions, either by unanimous written consent, either in writing or by electronic mail without physically meeting, either by means of a conference call or a video conference.

Decisions can be taken by conference call or video conference provided (i) that each Director was informed and invited to express his vote on the decisions to be taken, (ii) that none of the Directors disagree with the conference call, and (iii) that the decisions are immediately recorded in minutes, addressed the same day to each Director for signature.

#### Article 19 : Minutes of the Board of Directors meetings

The decisions of the Board of Directors are recorded in minutes signed by the president and the secretary general, as well as by those Directors who wish to do so.

The minutes and their attachments are kept by the secretary at the registered office, either in their original material form entered in a special register, or in a secure electronic form, on any support and under conditions guaranteeing durability, readability, integrity, reliable and durable reproducibility.

Each member of the Association and Director shall have the possibility to consult the minutes at the registered office and to receive a copy thereof. Copies or excerpts to be used in the courts or elsewhere shall be signed by the president or, if the latter is prevented, by two Directors.

#### Article 20 : Internal Regulations

Internal Regulations which detail the provisions of these Statutes and define the practical modalities for the functioning of the Association shall be, if necessary, adopted by the Board of Directors. Their amendments are of the sole competence of the Board of Directors. Each year the Board of Directors shall re-examine the Internal Regulations in force and shall proceed with any amendment it deems appropriate or necessary.

Article 21 : Representation

*Notwithstanding the general powers of representation of the Board of Directors as a collegial body, the Association shall be validly represented towards third parties, including any public officer (including the mortgage registrar – "conservateur des hypothèques"):*

- *either by the president of the Board of Directors, acting alone;*
- *either by two vice-presidents, acting jointly;*
- *or, within the limits of the day-to-day management, by the secretary general.*

*They need not to provide any evidence of a prior decision of the Board of Directors.*

*Any legal proceeding, as a plaintiff or defendant, shall be conducted by the Board of Directors, through the President or another Director especially appointed for that purpose by the latter.*

**PART V. : ACCOUNTING YEAR – ANNUAL ACCOUNTS – BUDGET – CONTROL**

Article 22 : Accounting year – Annual accounts

*The accounting year shall begin on January first and end on December 31 of each calendar year.*

*Each year, the Board of Directors draws up the annual accounts of the past accounting year, in accordance with the legal provisions regulating this matter, as well as the budget for the forthcoming year. Both shall be submitted for approval to the General Assembly at its nearest meeting.*

*The approved annual accounts shall then be filed by the Board of Directors with the clerk's office of the competent Commercial Court.*

*The accounting shall be conducted in accordance with the legal provisions regulating this matter.*

Article 23 : Control – Auditor

*To the extent the Association is so legally required, the audit of its financial situation, the financial statements and the compliance with the Law and these Statutes of the operations to be entered in the annual accounts, must be entrusted to one or more auditors appointed by the General Assembly.*

**PART VI. : AMENDMENTS TO THE STATUTES - DISSOLUTION**

Article 24 : Special provisions for amendments to the Statutes

*The Statutes may be amended at any time by a decision of the General Assembly. The notice to such a meeting contains a detailed agenda of the proposed amendments and must be sent to all members at least one (1) month before the meeting date.*

*The General Assembly can only validly deliberate and decide on an amendment of the Statutes if at least two thirds (2/3) of the full members are present or represented. If this quorum is not met, a second meeting must be convened with the same agenda and under the same conditions as the first one, which shall validly deliberate regardless of the number of full members present or represented. The second meeting cannot be held*



earlier than fifteen (15) days, nor later than six (6) weeks after the first meeting.

Any amendment to the Statutes shall be adopted provided it is approved by a majority of two thirds (2/3) of the votes of the full members present or represented.

However, any amendment to the purposes of the Association, as well as to the activities it intended to implement in order to achieve these purposes, must be approved by a majority of four fifth (4/5) of the votes of the full members present or represented.

Any amendment to the purposes of the Association, as well as to the activities it intended to implement in order to achieve these purposes, must be approved by a royal decree. Amendments to the statutory provisions referred to in article 48, 5° and 7° of the Law must, as for them, be recorded in a notarial deed.

#### Article 25 : Dissolution – Liquidation – Allocation of asset

Without prejudice of the provisions of Articles 55 and 56 of the Law, the Association can be dissolved at any time by a decision of the General Assembly adopted by a majority of four fifth (4/5) of the votes.

In the event of dissolution of the Association, for whatever reason, the liquidation shall be carried out by one or more liquidators who shall perform their duties, either by virtue of a resolution of the General Assembly or, in the absence thereof, by a court decision that may be initiated by any interested party.

In all events of voluntary or legal dissolution of the Association, at any time and due to any cause, the allocation of the possible net assets after liquidation shall be determined by the General Assembly or, in the absence thereof, by the liquidators. This asset will have to be allocated for a disinterested purpose as close as possible to the purposes of the Association as described in Article 3.

### **PART VII. : GENERAL PROVISIONS**

#### Article 26 : Legal reference

All issues not explicitly covered by these Statutes and by the Internal Regulations shall be governed by the Law. Consequently, the provisions of the Law which cannot be lawfully departed from shall be deemed enshrined in these Statutes and such clauses which contradict the imperative provisions of the Law or might become contradictory to same, shall be deemed as unwritten.

#### Article 27 : Language

The working language of the Association is English.

These Statutes are written in French and translated into English. In case of doubt, contradiction or interpretation problems between the two versions, the French version shall prevail.

All the instruments and documents of the Association required by the laws and regulations must be drawn up in the language of the Region in which the Association has its registered office. This includes, among others, when requested by these laws and regulations, the minutes of the meetings of the General Assembly and the Board of Directors, to be recorded or not by a notary, as well as any instrument subject to be made public through a

*legal publicity or to filing requirements with the clerk's office of the commercial court. All these instruments and documents must imperatively be drafted at least in French*