

“ILSI EUROPE A.I.S.B.L.”

International Non-Profit Association with a Scientific Purpose
Avenue Emmanuel Mounier 83, Box 6
B-1200 Brussels

CHARTER OF INCORPORATION

Fourth Revision (25 November 2016)

I. NAME, SEAT, PURPOSE

ARTICLE 1

There is hereby incorporated an International Non-Profit Association with scientific purpose, named “ILSI EUROPE a.i.s.b.l.” (hereinafter referred as “The Institute”) pursuant to Title III of the Belgian Act of 27 June 1921, replaced by the Act of 2 May 2002, on non-profit associations, international non-profit associations and foundations. The Institute is a Branch of the INTERNATIONAL LIFE SCIENCES INSTITUTE (hereinafter referred to as “ILSI”) and will comply with policies and procedures for Branches that are laid down in mutually agreed charters.

ARTICLE 2

- 2.1 The Institute shall have its seat at Avenue E. Mounier, 83, Box 6, B-1200 BRUSSELS. The seat can be transferred to any other location in Belgium by decision of the Board of Directors of the Institute, published in the Annexes to the Moniteur Belge (Official Gazette).
- 2.2 The Institute is founded for an unlimited duration. It may be dissolved at any time in accordance with the Act of 27 June 1921, replaced by the Act of 2 May 2002, and the present Charter of Incorporation.

ARTICLE 3

The purpose of the Institute, which is a non-profit association, is to provide a neutral scientific forum through which members of industry, together with experts from academia, governmental organisations and consumer organisations, can identify and evaluate issues related to nutrition, food safety and the environment that are of mutual relevance or concern to the scientific community, governmental agencies, industry, and the general public in order to advance the understanding and scientific resolution of these issues, especially within Europe. Activities of the Institute include organising scientific meetings and workshops with the abovementioned stakeholders and publishing scientific literature related to the issues described above.

II. MEMBERSHIP

ARTICLE 4

- 4.1 Membership of the Institute shall be open to all firms and companies of the food industry, the food related industry, firms or companies engaged in the production of products for human consumption or medicinal products, as well as producers of ingredients used or in connection with the above mentioned products, and who agree to act in accordance with the Institute's present Charter and all standing orders and directives of the Institute. No individual person or trade organisation may be a member of the Institute.
- 4.2 All applicants eligible for membership must apply to the Board of Directors. The Board of Directors shall examine prospective applicants on the basis of their membership applications.
- 4.3 Where the Board of Directors approves an application, the applicant shall become a Member of the Institute upon payment of the membership fee due. Membership fees shall be fixed by the General Assembly and must be paid by the Members before the 1st of January for the following year.

Members shall be eligible to vote at the General Assembly, shall receive all materials intended for Members and have access to all appropriate information at the Seat of the Institute.

Members shall be eligible to stand for election for the Board of Directors or the Scientific Advisory Committee. They are entitled to participate in the activities of the Institute subject to the application of such non-discriminatory conditions of participation as may be established by the Board of Directors. Activities of the Institute comprise those carried out in Scientific Committees and task forces, etc.

4.4 Membership shall terminate:

- a. when a Member ceases to meet the conditions for membership or fails to comply with the duties and obligations incumbent on the Members. Its membership can be terminated by a two third majority decision of the Board of Directors, provided that prior to such decision the concerned Member has had the opportunity to present his defence in writing;
- b. by voluntary resignation addressed in writing to the Executive (and Scientific) Director before the 15th of December of the running year (Article 8.1 of the Charter shall apply in case of voluntary resignation).

III. GENERAL ASSEMBLY

ARTICLE 5

- 5.1 An Ordinary General Assembly shall be held annually on written notice given by the Board of Directors.

An Extraordinary General Assembly may be convened, whenever the interests of the Institute so require and for whatever purpose. Unless provided otherwise in the Charter or in the Standing Orders, such Extraordinary General Assembly shall be convened by :

- a. the Chairman of the Board;
 - b. the Chairman of the Board or the President of the Institute upon request of one third of the total number of the Members, provided that such request states the purposes of such proposed Extraordinary General Assembly.
- 5.2 Written notice of Ordinary or Extraordinary General Assemblies shall state the place, date, time and agenda of the meeting and shall be sent to each Member not less than eight (8) days before the date of the meeting. Extraordinary General Assemblies shall be competent to decide only on issues stated in the meetings' agenda.
- 5.3 General Assemblies shall be composed of the delegated representative of each Member. In this respect, each Member shall appoint in writing a representative who has the powers to represent the Member. The representative of each Member shall have the full authority to represent such Member in all matters coming before the Institute.

The term of a Member's representative shall automatically be terminated if and when such individual ceases to be employed by or to be associated with the Member or when his/her connection with the Member is otherwise severed, or if the Member with which he/she is associated ceases to be a Member of the Institute.

5.4 A majority of Members of the Institute constitutes the quorum. All decisions shall be taken by simple majority vote of all the Members present or represented, except when otherwise provided in the Charter.

5.5 The General Assembly is empowered to:

- a. approve the annual accounts;
- b. appoint certified auditors;
- c. discharge the Board of Directors;
- d. elect and revoke the Members of the Board of Directors;
- e. approve the annual budget ;
- f. approve the membership fees;
- g. approve the creation and disbanding of Scientific Committees and to change the structure of the Institute;
- h. approve amendments to the Charter of Incorporation;
- i. approve the dissolution of the Institute.

The decisions taken at General Assemblies shall be binding on all Members and Affiliate Members, including those absent or dissenting.

5.6 The decisions of the General Assembly shall be recorded in the Minutes of the General Assembly which shall be approved by the Chairman of the Board of Directors.

All Members shall obtain a copy of the Minutes. All Minutes shall be kept at the Seat of the Institute, where all Members may consult them and make copies thereof.

IV. ADMINISTRATION

ARTICLE 6

6.1 Board of Directors

6.1.1 Composition

The Board of Directors shall comprise maximum ten Directors selected from the official representatives of the Members of the Institute. The number of non-member scientists, representing academic institutions, government agencies, and scientific foundations shall be equal to or greater than the number of Directors selected from the official representatives of the Members of the Institute.

Directors representing Members of the Institute should preferably have a scientific background.

Members of the Board of Directors shall be elected for a term of three (3) years. One third of the Members of the Board of Directors shall retire each year, but shall be eligible for re-election. The Chair, Vice-Chair, the President, the Vice-President and the Past President serve two-year terms. The Treasurer serves a three-year term.

The Chair, the Vice-Chair, the President, and the Vice-President shall rotate by default after one (1) term. After serving one term, the Vice-Chair rotates to the position of Chair and the Vice-President rotates to the position of President. The Past President serves a two-year term. The Treasurer is eligible for re-election for one additional term of three (3) years.

6.1.2 Powers

The Board of Directors shall be the managing body of the Institute and shall have the powers to:

- a. direct and control the management of the Institute, such as:
 - to employ on behalf of the Institute the Executive (and Scientific) Director and delegate to him the daily management of the Institute;
 - to oversee and control budget expenditures and personnel planning as implemented by the Executive (and Scientific) Director;
 - to elect the President, the Chairman, the Vice-President, the Vice-Chairman and the Treasurer among the Members of the Board of Directors;
 - to prepare the annual accounts and to propose the budget for the forthcoming year;
 - to propose amendments to the Charter of Incorporation, changes in the structure of the Institute or the dissolution of the Institute to the General Assembly;
- b. direct and control the scientific activities of the Institute, such as:
 - to approve the scientific content of the programme, to ensure its execution, and to report back on the progress and status of the programme to the General Assembly;
 - to decide upon the composition of the Scientific Committees and propose the establishment or dissolution of Scientific Committees to the General Assembly.

The Board may adopt such rules and regulations for the conduct of its business as it sees fit and may, within the scope of the powers conferred on it, delegate certain of its powers and responsibilities to the Executive (and Scientific) Director, Committees, or to individual Members of the Board of Directors.

After approval by the Board of Directors, all acts binding the Institute shall be signed by the Chairman of the Board or by the Executive (and Scientific) Director, who shall not be required to prove the authority to do so.

All legal proceedings, whether as plaintiff or as defendant, shall be undertaken, instigated and prosecuted by the Board of Directors in the person of either the Chairman of the Board, the Executive (and Scientific) Director, or any Director of the Board specially appointed by the Board of Directors for the purpose.

6.1.3 Meetings, Quorum, Majority and Minutes

Meetings of the Board of Directors shall be convened by the Chairman of the Board or by any two Directors. The notices for such meetings shall set out the place, date, time and agenda of the meeting and shall be sent to all members of the Board by letter, telegram, facsimile, email or other written form at least eight (8) days prior to the meeting.

The quorum for a valid Board Meeting is a majority of the Board Members which must include the Chairman of the Board, or in case of the absence of the Chairman, the Vice-Chairman.

Board decisions shall be taken by a majority of the votes cast. In case of an equality of votes, the Chairman shall have a casting vote.

Any Director may authorise another Director by letter, email, telegram, telex, facsimile or other written means to represent him at a Board Meeting. Each Director may hold a maximum of three (3) proxy authorisations.

The decisions of the Board of Directors shall be recorded in the minutes, which will be approved by the Chairman of the Board. Proxies shall be attached to the Minutes. Copies or extracts of said minutes required for legal or other purposes shall be signed by either two Directors or by the Chairman of the Board. All Minutes shall be kept at the Seat of the Institute, where Members may consult and make copies thereof.

6.2 Officers

6.2.1 President

The President of the Institute is responsible for the scientific integrity of the Institute and should be a non-industry European scientist of international renown. He/She is a member of the Board of Directors and serves a two-year term. He/She will contribute to the deliberations from his own experience and expertise; he/she provides a link between the Institute and the scientific community and shall advise on the quality of the scientific basis of the Institute's activities. The President of the Institute rotates by default after two (2) years to the position of Past President.

6.2.2 Vice-President

The Vice-President of the Institute should be a non-industry European scientist of international renown. He/She is a member of the Board of Directors and serves a two-year term. He/She shall have such duties as may be assigned to him/her by the Board of Directors and shall assist the President as he/she shall deem necessary.

In the event of the absence, disability, refusal to act or resignation of the President, the Vice-President shall perform all duties of the President. The Vice-President of the Institute rotates by default after two years to the position of President.

6.2.3 Past President

The President rotates by default to the position of Past President after serving a term of two (2) years. The Past President serves a term of two (2) years. He/she is illegible to continue to serve as an ordinary member of the Scientific Advisory Committee. He/she is also a member of the Nomination Committee.

6.2.4 Chairman

The Chairman of the Board of Directors, representing a Member of the Institute, is the formal head of the Institute and shall chair all meetings of the Board of Directors and of the General Assembly. He/She will supervise, on behalf of the Board of Directors, the general management of the Institute and the execution of activity programmes of the Institute as well as decisions of the Board of Directors and of the General Assembly. The Chairman serves a term of two (2) years.

6.2.5 Vice-Chairman

The Vice-Chairman, representing a Member of the Institute, shall have such duties as may be assigned to him/her by the Board of Directors and shall assist the Chairman as he/she shall deem necessary. In the event of the absence, disability, refusal to act or resignation of the Chairman, the Vice-Chairman shall perform all duties of the Chairman. The Vice-Chairman of the Board of Directors serves a two-year term and rotates by default to the position of Chairman after two (2) years.

6.2.6 Treasurer

The Treasurer, representing a Member of the Institute, shall be responsible for overseeing the financial management of the Institute. He/She shall report on the finances (annual accounts and budget for the forthcoming year) to the Board of Directors and General Assembly. The Treasurer of the Institute serves a three-year term and is eligible to serve an additional three-year term.

6.3 Executive (and Scientific) Director

The Institute may employ a salaried staff head who shall have the title of Executive (and Scientific) Director and whose terms and conditions of employment shall be specified by the Board of Directors.

The management of the Institute is entrusted to the Executive (and Scientific) Director in accordance with the instructions of the Board of Directors which includes duties such as the management of the Secretariat and the management of the budget and assets.

The Executive (and Scientific) Director shall employ staff or terminate employment contracts subject to personnel planning approval of the Board of Directors. He/She shall also be entrusted with the personnel management of the office staff (such as the assessment of salaries, duties and performance). Being of scientific discipline, the

Executive (and Scientific) Director shall also coordinate the scientific activities of the Institute.

He/She shall participate in the meetings of the Board of Directors without being a member thereof.

V. BUDGET AND ACCOUNTS

ARTICLE 7

7.1 The fiscal year shall end on 31 December of each year.

The Institute's annual financial statements shall be audited and attested at the end of each fiscal year by a firm of certified public accountants appointed by the General Assembly.

At the end of each fiscal year, the Treasurer and the Board of Directors shall submit to the General Assembly the annual accounts together with the budget for the forthcoming year for approval. The Board of Directors shall deposit the approved annual accounts and budgets at the Seat of the Institute. The Institute shall provide each year a copy of the annual accounts to the Board of Trustees of ILSI.

7.2 The General Assembly shall fix the membership fees and manner of payment of membership fees and other charges. No change in the amount of membership fees or other charges shall take effect until thirty (30) days after the Members have been notified in writing of such change by the Executive (and Scientific) Director in accordance with the instructions given by the Board of Directors.

ARTICLE 8

8.1 Except in the event of dissolution of the Institute, a Member shall forfeit all interests in all funds, capital, assets of the Institute immediately upon termination of its membership for whatever cause.

In the event of such termination of membership, neither the Member concerned nor its representatives, successors or assigns shall be entitled to file any procedure whatsoever connected with such assets either against the Institute or other Members or its representatives, successors or assigns.

8.2 Upon the dissolution of the Institute, the Board of Directors shall, after having paid or raised provisions for the payment of all liabilities of the Institute, apply the remaining assets solely to purposes compatible with the purpose of the Institute, or shall grant such remaining assets to one or more associations organised and administered exclusively for purposes similar to the purpose of the Institute.

The Court and Tribunals of Brussels, Belgium, shall have the exclusive jurisdiction over all assets not distributed as aforesaid.

VI. ALTERATION TO THE CHARTER - DISSOLUTION

ARTICLE 9

Proposals for alterations to the Charter or for the dissolution of the Institute shall be made only by the Board of Directors.

The General Assembly shall be lawfully quorate when at least two thirds of the Members are present or represented.

Decisions shall be passed by a majority of two thirds of votes of the Members present or represented.

Alterations to the charter and legal requirements of publication shall comply with the modes introduced by the Act of 27 June 1921, replaced by the Act of 2 May 2002 (Moniteur Belge (M.B.) of 11 December 2002), modified itself by the Acts of 16 January 2003 (M.B. of 5 February 2003), 22 December 2003 (M.B. of 31 December 2003), 9 July 2004 (M.B. of 15 July 2004) and 27 December 2004 (M.B. of 31 December 2004)

The General Assembly shall fix the detailed procedures of the dissolution of the Institute.
