

# Association of Manufacturers and Formulators of Enzyme Products

## Statutes

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## Chapter I. Name, object, registered office

### Article 1 Denomination

The organisation is founded as a legal entity, more specifically as an international non profit organisation (hereafter "INPO") following the Law of 27<sup>th</sup> of June 1921 concerning the non profit organisations and the foundations, published in the Belgian State Gazette on the 1<sup>st</sup> of July 1921 and modified by the Law of 2<sup>nd</sup> of May 2002 and the Law of 16<sup>th</sup> of January 2003 (hereafter "NPO Law").

The INPO carries the name : Amfep "Association of Manufacturers and Formulators of Enzyme Products"

#### **Amfep**

### Article 2 Objectives

1. To provide a platform for representing the interests of its members toward the institutions of the European Union, international organizations and national authorities inside and outside the European Union.
2. To provide a platform for representing the interests of its members towards non-institutional stakeholders, including but not limited to, customer associations and non-governmental organizations.
3. To ensure a free flow of information between its members on developments related to the regulatory status of enzymes in and outside of the EU.
4. To defend and promote issues of interest to the enzyme industry and its products.
5. To inform its stakeholders and other interested parties on the efficacy, safety and environmental aspects of its enzyme products.
6. To liaise with related industry organizations world-wide.

The association does not intend to gain any kind of profit for itself, its members or its officers.

### Article 3 Registered office and domicile

The registered office of the Association shall be c/o Kellen AGEP, Avenue Jules Bordet 142, 1140 Brussels, Belgium. It may be transferred to any other address in Belgium by the decision of the General Assembly.

### Article 4 Duration

The Association is constituted with unlimited duration. It may be dissolved at any time by the decision of the General Assembly.

## Chapter II. Members, admission, resignation, exclusion, commitments

### Article 5 Members

Membership of the Association is available to all legal entities, which fulfill the criteria laid down for full members (cf. Article 5.1) or associate members, (cf. Article 5.2), and pay the membership fee provided for in Article 23.

## 5.1 Full members

Full membership is open to any company which is directly responsible for the production of enzymes by any fermentation or extraction process for use in food, feed, detergent, and other non-food industries (hereinafter referred to as “Defined Use”).

The Defined Use excludes:

- enzymes for pharmaceutical and diagnostic use;
- enzymes used as food supplements;
- enzymes with any health-related claim which is not legally permitted in the European Union.

Candidates for full membership shall meet at least one of the two criteria listed below:

- a. The company has commercial fermentation or extraction production facilities in at least one EU Member State or EFTA country.
- b. The company has a sales organization responsible for the marketing of enzymes for the Defined Use in at least one EU Member State or EFTA country.

A company eligible for full membership may request to become an associate member for an initial two year period in order to experience Amfep activities. After this initial period the company will automatically become full member.

## 5.2 Associate members

Associate membership is open to any legal entity involved in the promotion of enzymes for the Defined Use without fulfilling the criteria for full membership (cf. Article 5.1), provided it meets at least one of the criteria listed below:

- a. The company has a sales organization, or commercial fermentation or extraction production for enzymes for the Defined Use, in any official candidate country applying for EU membership or in any EFTA country. As soon as the candidate country becomes a member of the EU, the associate member will become a full member of Amfep.
- b. The company formulates enzymes for the Defined Use within the EU, or in or in any official candidate country applying for EU membership or in any EFTA country.
- c. The company formulates<sup>1</sup> enzymes for the Defined Use outside the EU or EU candidate countries or in any EFTA country, but has a sales organization in the EU or EU candidate countries or in any EFTA country
- d. The company produces outside the EU enzymes by fermentation or extraction for the Defined Use, provided that the company has a distribution organization in the EU or in any EFTA country.

Associate members have all rights and duties of full members except voting rights and eligibility for elected positions.

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<sup>1</sup> A formulator is defined as a company blending and/or standardizing enzymes for the Defined Use. Semi-products, in which the enzyme activity is not the main function of the products, are excluded from this definition.

## Article 6 Application for membership

Applications for membership shall be submitted through a web-based form on the Amfep web site. Amfep members will be notified of the application (together with documentation provided by applicants) and invited to submit comments on it to the secretariat within 4 weeks.

The application will be considered at the next Executive Committee meeting available, and will take into consideration the responses from the members. If necessary, the Executive Committee can ask the applicant to provide additional information to assess the applicant's compliance with conditions laid down in Article 5 and Article 8.

Following this comment period the Executive Committee can decide to recommend to the next General Assembly to accept or to reject the application.

If the Executive Committee's recommendation is the acceptance of the application, and pending the formal approval of the General Assembly, the applicant becomes a *de facto* associated member. In particular, it means that the applicant shall have the same rights and obligations as those of an ordinary associate member, including paying the associate membership fee in proportion to the remaining time for the current budget year.

In case the Executive Committee decides to recommend to the General Assembly to reject the application, it shall provide justification for its decision.

The decision of the Executive Committee is notified in writing to the applicant. Amfep members will be notified of such a decision at the same time.

A vote on the recommendation of the Executive Committee to accept or to reject an application will be taken by authorized company representatives present or represented at the General Assembly.

Acceptance or rejection of the application will be by simple majority of the delegates present or represented at the General Assembly.

The applicant is informed about the decision of the General Assembly in writing within two weeks.

If the General Assembly accepts the application for the full membership of the company which has benefited from transitional *de facto* associated membership status referred to in this article, the company becomes full member on the 01 January of the calendar year following the year during which the decision has been taken.

Rejection by the General Assembly of the application terminates the transitional *de facto* associated membership status referred to in this article effective starting from 01 January of the next calendar year following the year during which the decision has been taken.

## Article 7 Participation of the members

Members shall do everything in their power to participate actively in the achievement of the objectives of the Association and will refrain from any activity that would act against such an achievement.

Members shall reply without undue delay – and always within three (3) weeks of the date of request – to requests from the Association marked as urgent, in relation to the objectives stated in Article 2.

Members shall keep the Association informed of all matters of importance, notably in relation to Article 2 and Article 8, which come to their knowledge with respect hereto.

Members will be regularly informed about the activities of the Association and the steps taken in representing the common interests of the Association.

By definition, members are expected to participate and contribute in the meeting of the General Assembly and may there submit any request falling within the competence of that General Assembly.

## **Article 8 Commitments of the members**

Members of the Association commit to comply at all times with applicable EU law with special attention to the following principles:

- a. Apply the highest possible hygiene requirements in the production of food and feed enzymes and providing wholesome enzyme products to the food/feed chain.
- b. Avoid presence of contaminants in enzyme products.
- c. Work towards the elimination of dusty enzyme products from the market – so as to reduce the risk of sensitization by inhalation to an absolute minimum.
- d. Communicate towards customers and stakeholders in line with the Association's regulatory goals.
- e. In general follow the guidance documents established by the Association.
- f. Refrain from any activities and communication that might harm the enzyme industry as such.

## **Article 9 Expiration, resignation, exclusion**

### **9.1 Expiration**

Membership of the Association expires if:

- a. the member no longer fulfills the criteria set out in Article 5;
- b. the member ceases to exist as a legal entity;
- c. the member resigns in accordance with Article 9.5, or
- d. the member is excluded in accordance with Article 9.6.

### **9.2 Membership fee**

A resigned or excluded member shall pay the full membership fee for the calendar year, in which resignation or exclusion takes effect.

### **9.3 Effective date**

As of effective date of expiration of membership (cf. Article 9.1), all membership rights shall terminate, including voting rights and eligibility to elected positions.

### **9.4 Assets**

Members excluded or resigning shall have no claims on the Association's assets.

### **9.5 Resignation**

A member can at any time resign from the Association by giving twelve months' notice by registered letter addressed to the Chairman of Amfep at the address of the registered office.

The 12-month period mentioned in the paragraph immediately above may be reduced to six months by a decision of the Executive Committee.

### **9.6 Exclusion**

To be excluded, there must exist reasonably acceptable evidence that a member has:

- a. committed a breach of the statutes; and/or:
- b. harmed the reputation, activities, interests and/or objectives of the Association and/or its members; and/or:
- c. failed to pay the membership fee incumbent upon it within three months following notification by recorded delivery from the Secretariat.

A proposal for the exclusion of a member shall be prepared by the Executive Committee for consideration by the General Assembly. The member concerned must be notified of such proposal at least thirty (30) days before the meeting of the General Assembly and may, within such timing, submit written observations to the General Assembly. Exclusion will be confirmed by a majority of three-quarters of the votes of the full members present or represented at the General Assembly, it being understood that the member concerned shall not have a voting right on such decision.

The date on which the exclusion becomes effective is established by the General Assembly. Exclusion by a member shall not affect the obligations by said member, including its obligations to pay membership fee, to the extent such obligations incurred prior to the effective date of exclusion.

The decision of the General Assembly to exclude a member shall be final and binding without appeal.

## **Chapter III. General assembly**

### **Article 10 Composition**

All members of the Association shall be invited to attend to the General Assembly.

### **Article 11 Competence**

The General Assembly is the sovereign authority of the Association.

It shall deal with questions arising from the aims of Amfep as stated in these Articles of Association and it alone shall be competent to:

1. Define the general policy of the association and its activities.
2. Elect the officers of the Association.
3. Elect treasurer and auditor.
4. Ratify the decisions taken by the Executive Committee relating to the admission or exclusion of members.

5. Approve the annual reports on the activities of Amfep prepared by the Chairmen of the Committees and by the Chairmen of the expert groups.
6. Approve the accounts for the previous year, the financial situation for the current year and the budget for the forthcoming association year.
7. Decide the membership fee for the forthcoming year.
8. Amend the Articles of Association.
9. Discharge the members of the Executive Committee, the auditors and the Secretary General.
10. Decide on the dissolution of the Association.
11. Fix the date and place of the next ordinary General Assembly.

## **Article 12 Frequency**

The General Assembly shall meet at least once a year and no later than end of October.

## **Article 13 Convening extraordinary general assemblies**

An extraordinary meeting of the General Assembly shall be convened at the request of the Executive Committee or at the request of at least one third of the full members or on the initiative of the Chairman.

Should such a request be made, the Chairman shall convene such an extraordinary General Assembly stating what the agenda will be.

## **Article 14 Organization of general assemblies**

Ordinary and Extraordinary General Assemblies shall be convened at least 20 calendar days before the date fixed for the meeting.

Ordinary and Extraordinary General Assemblies shall be convened in writing (in any form).

The agenda including a proxy vote form shall be sent to each member at least 2 weeks before the General Assembly.

The General Assembly may only deliberate on the items included on the agenda. In emergencies, however, matters not included on the agenda may be examined with the agreement, by a simple majority, of the full members present. In this case, the Executive Committee shall be obliged to inform immediately the full members not present or represented of the decisions taken, asking them to make their position known within seven days of receipt of this information and, if applicable, their intention to use the procedure explained in Article 16.

The General Assembly shall be chaired by the Chairman, if he is unable to attend by the Vice-Chairman and, if the latter is unable to attend, by another person elected for that purpose by the General Assembly. In any case, the person chairing the General Assembly shall not represent his company.

The proceedings of a General Assembly shall be valid only if 2/3 of the full members are present or represented. If this quorum is not reached, a second meeting may be

convened as soon as possible and it may then deliberate regardless of the number of full members present or represented.

#### **Article 15 Modification of the statutes**

Each proposal concerning the amendment of the statutes or the dissolution of the Association shall be proposed by the Executive Committee to the General Assembly.

#### **Article 16 Voting rights**

Each full member shall have one vote whatever the form of representation. The Chairman shall seek unanimity or a large consensus in the decision-making process.

With the exception of the member exclusion procedure mentioned in Article 9.6 and the dissolution of the Association mentioned in Article 11.8 and Article 11.10 (cf. Article 24), a simple majority of the votes is required for the decisions of a General Assembly to be valid.

The Chairman shall ask any full members which have abstained or voted against if they wish the nature of and reasons for their vote to be mentioned in the text of the decision. If so, the reasons, expressed by the full members concerned, must be set out in the decision recorded in the minutes and in all the other documents from the association.

The right to vote is limited to full members that have paid their membership fee for the preceding year.

#### **Article 17 Minutes**

The minutes of the meeting shall be drawn up by the Secretary General and circulated to all members within one month following the General Assembly. They will be subject to approval at the next General Assembly.

Any comments or suggested amendments of the minutes must be notified to the Secretary General at least four weeks before the next General Assembly.

### **Chapter IV. Executive Committee, administration management**

#### **Article 18 Composition**

The Executive Committee shall consist of between 6 and 9 full members including the Chairman, the vice-Chairman and the Treasurer.

The Executive Committee is elected every two years by the General Assembly. In case of resignation of a member from the Executive Committee, a new member will be elected by the General Assembly.

If a member of the Executive Committee is not acting according to Article 20, the Chairman has the right to request the resignation of the member (to be endorsed by the General Assembly).

#### **Article 19 Competence**

The Executive Committee shall be responsible to the General Assembly for the effective organization and efficient functioning of the Association and for the achievement of the objectives of the Association as set out in Article 2.

In its performance of these responsibilities the Executive Committee shall conform with the polices agreed by the General Assembly.

Within the limitations set out above and within the limitations of the budget approved by the General Assembly, the Executive Committee is authorized to and responsible for:

1. The day to day management of the Association including the finance.
2. The formation and dissolution of Committees and expert groups for specific purposes.
3. The co-ordination of the various activities of the Committees and the expert groups.
4. The establishment of reports of their activities and those of the expert groups to be distributed to all members by the secretary of the Association. Annual reports will be submitted to the General Assembly for their approval.

The Executive Committee meets upon convocation by the Chairman or by the Vice-Chairman.

The proceedings of the Executive Committee shall be valid only if at least half of its members are present. The resolutions of the Executive Committee shall be adopted by a majority of the members of the Executive Committee that are present or represented.

The resolutions of the Executive Committee shall be recorded in minutes and kept by the Secretary General, who shall hold them at the disposal of the members.

All acts relating to the daily management of the association shall be validly committed vis-à-vis third parties only by the signature of the Chairman or his delegate.

The Executive Committee shall be empowered to propose to the General Assembly the candidacy of the Secretary General responsible for the daily management of the association. It shall determine his powers.

Documents committing the association, other than those of daily management, shall be signed, save for special delegation, by the Chairman and the Vice-Chairman. One of both can be replaced by any other Executive Committee member.

## **Article 20 Representation of the association**

The right to be a party to legal proceedings as either plaintiff or defendant shall be exercised by the Executive Committee, represented either by its Chairman or by its Vice-Chairman or an authorized representative.

The members of the Executive Committee and the authorized representative shall not be under any personal obligation by reason of their position and shall be responsible only for the performance of their duties.

## **Chapter V. Annual accounts, budget, reserves**

### **Article 21 Financial year**

The financial year shall run from 1 January until 31 December (calendar year).

## **Article 22 Annual accounts**

The annual costs incurred by the Association, as agreed annually by the General Assembly, shall be shared between the full members and associate members.

Within the limitations of the budget agreed by the General Assembly the Secretary General shall be responsible for authorizing and arranging payment of recurrent expenditure in the limits foreseen by the Executive Committee.

## **Article 23 Annual membership fee**

Members of the Association shall pay an annual membership fee as determined by the General Assembly on recommendation by the Executive Committee, based on the following distribution key:

- The membership fee is based on a distribution key which takes into account the size of member's annual enzymes business turnover in the European Union Member States. The calculation of membership fee shall take into consideration the factual situation at the time of collection. There will be no retroactive adjustments upwards or downwards of membership fees invoiced regardless of any subsequent change in the facts on which the membership fees have been distributed.
- Associated members shall pay 50% of the full member fee except for the situations where the General Assembly decides otherwise.

Payment of membership fees shall be due within the time limits established by the Executive Committee.

Payment of membership fees shall be due in their entirety during the financial year.

## **Chapter VI. Dissolution**

### **Article 24 Dissolution**

As laid down in Article 11.10 a meeting of the General Assembly, especially convened for that purpose, may, by a majority of two-thirds of the votes of (full) members present or represented, resolve that Amfep be dissolved. The dissolution of the Association shall be carried out by the Executive Committee.

### **Article 25 Miscellaneous provisions**

In the event of difficulties arising, relating either to the letter or the spirit of the statutes or to the resolutions adopted by the association, the said difficulties shall be resolved by the General Assembly.

By virtue of joining the association, the members accept these statutes and undertake to comply with them.

On any point not covered by these statutes, the association shall refer to the Belgian law.

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