

ARTICLES OF ASSOCIATION
of the
**European Society for Agricultural and
Food Ethics**
(EurSafe)

(Unofficial English translation)

Utrecht
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*Unofficial translation of the Articles of Association dated August 20, 2008
of European Society for Agricultural and Food Ethics. When provisions of the
Dutch Articles of Association are contrary to the provisions of this translation,
the Dutch provisions will prevail.*

ARTICLES

NAME AND DOMICILE

Article 1.

1. The name of the Association is: **European Society for Agricultural and Food Ethics.**
2. The Association is registered in Utrecht, the Netherlands.

OBJECT

Article 2.

1. The objects of the Association are:
 - a. to promote scientific education and research relating to agricultural and food ethics;
 - b. to promote the international public debate on subjects related to agricultural and food ethics;
 - c. and further to do anything directly or indirectly connected to or possibly conducive to this, in the broadest sense.
2. The Association shall try to achieve its objects by:
 - a. organizing a network of people involved, from professional practice, academic disciplines, social organizations and public administration, and maintaining a databank for this network;
 - b. organizing scientific conferences;
 - c. organizing meetings of whatever kind to promote the level of public awareness of the issues concerned;
 - d. publishing newsletters in whatever form;
 - e. promoting visiting professorships and instituting special chairs at well-known universities;
 - f. instituting incentive awards;
 - g. and further by using all other lawful means deemed necessary or useful in achieving the above object.

FINANCIAL YEAR OF THE ASSOCIATION

Article 3.

The financial year of the Association shall coincide with the calendar year.

MEMBERSHIP

Article 4.

1. The Association shall have:

- a. ordinary members;
- b. honorary members;
- c. supporting members.

References in these Articles to membership or to members shall include all categories of membership or members, unless the contrary appears. Ordinary members can only be natural persons. Supporting members can only be legal entities.

2. Ordinary members shall be those persons admitted as such by the Executive Committee. Where the Executive Committee does not admit someone, the General Meeting may nonetheless decide to admission. Only ordinary members and honorary members are members within the meaning of the law.
3. Honorary members are those persons appointed as such by the General Meeting on the proposal of the Executive Committee for extraordinary services rendered to the Association or to the objects of the Association.
4. Supporting members are legal entities who have undertaken to pay a minimum annual contribution to be set by the General Meeting, and have been admitted as such by the Executive Committee.
5. The Executive Committee shall keep a register containing the names and addresses of all members.

Members shall be obliged to inform the Executive Committee without delay of any change of address.

CONTRIBUTIONS

Article 5.

1. Ordinary members shall be obliged to pay an annual contribution, to be set by the General Meeting. They may be divided into categories paying different contributions. Honorary members are not obliged to pay any contribution.
2. In special cases, the Executive Committee shall be authorized to grant complete or partial exemption from the obligation to pay a contribution.

TERMINATION OF MEMBERSHIP, SUSPENSION

Article 6.

1. Membership shall end:
 - a. upon the death of a member;
 - b. on notice of termination by the member;
 - c. on notice of termination by the Association;
 - d. on expulsion.
2. Termination of membership by the member may only take place in writing at the end of a financial year, with due observance of a notice period of four weeks, provided that:
 - a. a member may terminate his membership with immediate effect within one month of being informed of a resolution to convert the Association into a different legal form or to conclude a merger;
 - b. a member may terminate his membership with immediate effect within one month of becoming aware of or being informed of a resolution limiting his rights or increasing his obligations – other than financial obligations; and in such a case the resolution shall not apply to him.
3. Termination of membership by the Association, except where an honorary membership is concerned, shall be effected by the Executive Committee; termination of an honorary membership shall be effected by the General Meeting. This may be done when a member has ceased to fulfil the requirements for membership, when he

does not fulfil his obligations to the Association, and when the Association cannot reasonably be required to allow the membership to continue. Termination under this paragraph shall have immediate effect.

4. A notice to terminate membership contravening the provisions of paragraph 2 shall result in the termination of the membership on the earliest permitted date after the date for which notice was given.
5. Expulsion shall be effected by the General Meeting. This may only be done where a member acts in violation of the articles, regulations or resolutions of the Association, or has prejudiced the Association in an unreasonable manner. Expulsion shall result in the termination of membership with immediate effect.
6. When a membership is terminated in the course of a financial year, the member shall nonetheless owe the membership contribution for the entire financial year.
7. The Executive Committee may resolve to suspend a member. Where suspension is not followed within three months by a resolution to terminate membership, the suspension shall end on expiry of that period.

RIGHTS AND OBLIGATIONS OF HONORARY AND SUPPORTING MEMBERS

Article 7.

1. Honorary and supporting members shall have no rights or obligations other than those granted or imposed under or by virtue of the Articles or the rules of procedure.
2. The rights and obligations of a supporting member may be terminated at any time by either party giving notice with immediate effect, provided that the annual contribution for the current financial year shall still be owed in full.
3. Termination of a supporting membership on behalf of the Association shall be effected by the Executive Committee.

THE EXECUTIVE COMMITTEE

Article 8.

1. The Executive Committee shall consist of at least four (4) members. Appointments shall be made by the General Meeting from the members of the association. The number of Executive Committee members shall be determined by the General Meeting. In the event of a vacancy, the Executive Committee may make a nomination, without prejudice to the authority of the General Meeting to appoint someone else.
2. Candidates for the Executive Committee may be nominated by the Executive Committee, as well as on the proposal of at least ten ordinary members.

DURATION AND TERMINATION OF EXECUTIVE COMMITTEE MEMBERSHIP, SUSPENSION

Article 9.

1. Each Executive Committee member shall retire no later than three years after his appointment in accordance with a retirement rota to be drawn up by the Executive Committee, on the understanding that the member retiring according to the rota shall continue to fulfil the function for as long as the vacancy he leaves has not been filled. The retiring Executive Committee member may be reappointed immediately. A member appointed to fill an interim vacancy shall take his predecessor's place on the retirement rota.
2. An Executive Committee member shall further retire if:

- a. the Association terminates his membership;
 - b. he retires by giving notice in writing;
 - c. he loses the right to dispose of his property;
 - d. the time for which he was appointed expires; or
 - e. he loses the capacity because of which he was appointed.
3. In the event of any vacancies, or the prolonged absence of one Executive Committee member, the other Executive Committee members shall be charged with the management. If one or more Executive Committee members are lacking, the remaining Executive Committee members or member shall constitute an authorized Executive Committee. The Executive Committee is obliged to convene a General Meeting within three months to fill the vacancy or vacancies.
 4. Every Executive Committee member, even if he is appointed for a fixed period, may be dismissed or suspended by the General Meeting at any time. Where suspension is not followed within three months by a resolution to dismiss, the suspension shall end on expiry of that period.

EXECUTIVE COMMITTEE OFFICERS AND DECISION-MAKING

Article 10.

1. The Executive Committee shall appoint from among its members a chairman, vice-chairman, secretary and treasurer, and such other officers as it deems desirable, on the understanding that if the chairman retires he shall be succeeded as such by the vice-chairman.
One Executive Committee member may have more than one, but not more than two positions.
2. The Executive Committee shall meet whenever necessary under the Articles or desired by the chairman or other Executive Committee member.
3. Resolutions may only be passed at meetings if at least half of the Executive Committee members are present or represented. An Executive Committee member may opt in writing to be represented at a meeting by another Executive Committee member. The Executive Committee may also pass resolutions (in writing) without holding a meeting, provided all Executive Committee members have given their views on the relevant motion in writing, including by electronic data carrier.
4. All resolutions of the Executive Committee shall be passed by an absolute majority of votes.
5. The secretary shall take minutes of the proceedings at each meeting, and these shall be signed by the chairman and secretary after being adopted by the Executive Committee.
6. The chairman's judgement pronounced at a meeting as to the outcome of a vote shall be decisive. The same applies to the contents of a resolution passed, where a vote is taken on a motion not laid down in writing.
However, if immediately after pronouncement of such a judgement, its correctness is disputed, a new vote shall take place, if this is requested by a majority of the meeting or, if the original vote did not take place by roll call or by ballot, by a person present who is entitled to vote. The legal consequences of the original vote shall lapse as a result of the new vote.

THE EXECUTIVE COMMITTEE'S ROLE AND POWERS

Article 11.

1. The Executive Committee shall be charged with the management of the Association. The Executive Committee shall have authority to delegate one or more of its powers

to others, provided these are clearly described. Anyone exercising powers in this way shall act in the name of and under the responsibility of the Executive Committee.

2. Testamentary dispositions may only be accepted with the benefit of inventory.
3. Provided it has the approval of the General Meeting, the Executive Committee has authority to resolve to conclude agreements to acquire, alienate or encumber registered property and to conclude agreements whereby the Association binds itself as surety or joint and several debtor, warrants performance by a third party or provides security for the debt of a third party.

REPRESENTATION

Article 12.

1. The Association shall be represented by the Executive Committee. The Association may also be represented by two Executive Committee members acting together.
2. The Executive Committee may resolve to grant a power to one or more Executive Committee members or third parties to represent the Association within the limits of that power. The Executive Committee may further resolve to grant a title to a person so authorized.
3. The Executive Committee shall notify the Commercial Register of the Chamber of Commerce of a continuous representative authority.
4. If an Executive Committee member has a conflict of interests with the Association he may nonetheless represent the Association, unless the General Meeting designates one or more persons for this purpose.

ANNUAL REPORT – RENDERING ACCOUNT

Article 13.

1. The Executive Committee shall be obliged to maintain records of the Association's financial position and of everything relating to the Association's activities, according to the requirements imposed by those activities, and to keep the accompanying accounts, documents and other information carriers in such a way that the Association's rights and obligations may be ascertained at any time.
2. The Executive Committee shall issue its annual report on the progress of the Association's affairs and the policy pursued, at a General Meeting within six months of the end of the financial year, except where the General Meeting extends this period. It shall submit the balance sheet, the statement of income and expenditure and explanatory notes to the General Meeting for approval. These documents shall be signed by the Executive Committee members; where the signature of one or more of them is missing, this shall be reported, stating the reasons. After expiry of the said period, any member of the Executive Committee may issue proceedings claiming an order for performance of these obligations by the Executive Committee.
3. The General Meeting may commission an accountant within the meaning of Section 2:393 of the Dutch Civil Code (*Burgerlijk Wetboek*) to audit the balance sheet and statement of income and expenditure prepared by the Executive Committee in accordance with the provisions of paragraph 3 of that Section. The accountant shall set out the results of his audit in a declaration on the correctness of the documents. This declaration shall be appended to the documents as submitted to the General Meeting for approval.
4. If the General Meeting does not assign the task referred to above to the accountant, it shall appoint a Cash Audit Committee annually from among the ordinary members, consisting of at least two persons who may not be members of the Executive Committee.

The Committee shall audit the documents referred to in the second sentence of paragraph 2 and shall report its findings to the General Meeting.

If the auditing of the account rendered requires particular accounting expertise, the Cash Audit Committee may, with the Executive Committee's approval, obtain the assistance of an expert at the Association's expense.

The Executive Committee shall be obliged to provide the Committee with all information requested by it, and if desired, to make available for inspection the cash in hand and securities and the Association's accounts, documents and other information carriers.

5. The Association shall be obliged to keep the accounts, documents and other information carriers as referred to in paragraphs 1 and 2 for a period of seven years.

THE GENERAL MEETING

Article 14.

1. A General Meeting – the Annual General Meeting - shall be held annually, no later than six months after the end of each financial year.
2. Other General Meetings shall be held as often as the Executive Committee considers desirable.
3. The Executive Committee shall also be obliged to convene a General Meeting within a period of no longer than four weeks, if at least one tenth of the ordinary members entitled to vote request this in writing.
If the Executive Committee has not taken action on this request within fourteen days, those members may convene the meeting themselves in accordance with Article 15.

CONVENING MEETINGS AND ACCESS TO MEETINGS

Article 15.

1. General Meetings shall be convened by the Executive Committee. Notice of the meeting shall be sent in writing to the members' addresses as stated in the membership register. At least fourteen days' notice shall be given, not including the day of giving notice and the day of the meeting.
2. The notice of the meeting shall set out the matters to be dealt with at the meeting.
3. All members who have not been suspended and Executive Committee members of the Association shall have access to the General Meeting.
The General Meeting shall decide whether to admit other persons than those referred to above.

VOTING RIGHTS AND RESOLUTIONS

Article 16.

1. All ordinary members who have not been suspended and all honorary members shall have the right to vote. Each ordinary member and honorary member may cast one vote. Each member shall have authority to cast his vote through another ordinary member authorized for this purpose in writing. Each member may only cast a vote for one member so authorizing him.
2. Resolutions shall be passed by an absolute majority of votes validly cast, unless otherwise provided in these Articles.
Blank votes shall be deemed not to have been cast.
3. If votes are tied on a motion not for the appointment of persons, the motion shall be rejected.
4. Voting on persons shall take place in writing unless the meeting decides to vote by acclamation.

If on a vote to appoint persons, no-one obtains an absolute majority, a second vote shall be held (between the nominated candidates).

If this again results in no-one obtaining an absolute majority, voting shall be repeated until either one person has obtained an absolute majority, or a vote has been held between two persons and the votes are tied.

On repeated voting (not including the second vote), the vote shall be between the persons voted for in the preceding vote, but leaving out the person obtaining the fewest votes in the preceding vote.

If more than one person obtained the smallest number of votes in the preceding vote, then lots shall be drawn to decide which of them should be left out of voting in the next vote.

If votes are tied in a vote between two people, lots shall be drawn to decide which of them is elected.

5. A unanimous vote by all ordinary and honorary members not gathered together in a meeting, shall have the same force as a resolution of the General Meeting, provided the Executive Committee knows of this in advance.
6. The chairman's judgement pronounced at a meeting, that a resolution has been passed by the meeting, shall be decisive. The same applies to the contents of a resolution passed, where a vote is taken on a motion not laid down in writing.
7. However, if immediately after pronouncement of such a judgement, its correctness is disputed, a new vote shall take place, if this is requested by a majority of the meeting or, if the original vote did not take place by roll call or by ballot, by a person present who is entitled to vote. The legal consequences of the original vote shall lapse as a result of the new vote.

CHAIRMANSHIP - MINUTES

Article 17.

1. The General Meetings shall be chaired by the chairman of the Executive Committee. In that person's absence, the vice-chairman shall act as chairman. If the vice-chairman is also absent, one of the other Executive Committee members designated by the Executive Committee shall act as chairman. If a chairman is not provided by this method, the meeting itself shall provide one.
2. The secretary or another person designated for this purpose by the chairman shall take minutes of the proceedings at each meeting, and these shall be signed by the chairman and the minute-taker after having been adopted by the General Meeting. The contents of the minutes shall be made known to the members.
3. When the meeting is convened at the request of the members in accordance with the provisions of Article 14 paragraph 3 of these Articles, the persons requesting the meeting may ask persons other than Executive Committee members to chair the meeting and take minutes.

COMMITTEES

Article 18.

1. The Executive Committee or the General Meeting may set up one or more committees and disband them.
2. The body setting up a committee shall determine its responsibilities and powers.
3. The members of the committees shall be appointed and dismissed by the body that set up the committee, whether or not from their membership.

RULES OF PROCEDURE

Article 19.

1. Rules of procedure may be drawn up to regulate any matter deemed to require further regulation. Rules of procedure may not include any provision conflicting with the law or these Articles.
2. The rules of procedure shall be adopted and amended by the General Meeting. The provisions of the following two articles on the amendment of the Articles shall apply *mutatis mutandis* to the adoption and amendment of the rules of procedure.

AMENDMENT OF ARTICLES, MERGER AND PARTITION

Article 20.

1. No amendment shall be made to the Articles of the Association other than by a resolution passed at a General Meeting convened with notice of the fact that a motion to amend the Articles is to be considered.
2. At least five days before the General Meeting, a copy of the motion setting out the proposed amendment word for word shall be made available for inspection by the members at a suitable place until the end of the day on which the meeting is held.
3. The resolution to amend the Articles may only be passed by a majority of at least two thirds of the valid votes cast.
At least two thirds of the ordinary members must be present or represented at the meeting.
4. If a meeting at which a motion to amend the Articles is to be considered is not attended by at least two thirds of the ordinary and honorary members or their representatives, a new meeting shall be convened, to be held at least fourteen days later, but no later than the next following Annual General Meeting. At this meeting, the same resolution to amend the Articles may validly be passed by a majority of at least two thirds of the validly cast votes, regardless of the number of ordinary or honorary members present or represented.
5. The provisions of this Article shall apply *mutatis mutandis* to a resolution in favour of a merger or partition.

Article 21.

The provisions of Article 20 shall not apply if all members entitled to vote are present at the General Meeting and the resolution to amend the Articles is passed unanimously.

Article 22.

The amendment to the Articles shall only come into force once a notarial deed has been drawn up. Each individual Executive Committee member is solely authorized to execute the aforementioned notarial deed.

DISSOLUTION

Article 23.

1. The Association may be dissolved by a resolution of the General Meeting. The provisions of Articles 20 and 21 shall apply *mutatis mutandis*.
2. The Association shall continue to exist after the dissolution to the extent necessary for the liquidation of its assets. Documents and announcements sent out by the company must contain the words 'in liquidation' after the name. The liquidation shall end at the point when the liquidators are aware of no further assets.
3. The members of the Executive Committee shall act as the liquidators of the Association's assets. The provisions relating to the appointment, suspension, dismissal and supervision of Executive Committee members shall remain applicable to them. The other provisions of the Articles shall remain in force as far as is possible during the liquidation.
4. Any positive balance left after liquidation shall be applied to such ends as the General

- Meeting determines are most in accordance with the objects of this Association.
5. After completion of the liquidation, the accounts and documents of the dissolved Association shall be kept for seven years in the custody of the person designated for this purpose by the General Meeting.

FINAL PROVISION

Article 24.

The Executive Committee shall be granted all powers within the Association which have not been granted to other bodies by law or by these Articles.

TRANSITIONAL PROVISION

Article 25.

Notwithstanding the provisions of Article 8, paragraph 1, the members of the Executive Committee are appointed for the first time by this deed.