



Federation of the European Union Manufacturers and Suppliers of Ingredients
to the Bakery, Confectionery and Patisserie Industries

F E D I M A

**FEDERATION OF THE EUROPEAN UNION MANUFACTURERS
AND SUPPLIERS OF INGREDIENTS
TO THE BAKERY, CONFECTIONERY AND PATISSERIE INDUSTRIES.**

STATUTES

As modified by the General Assembly
7 September 2007 in Amsterdam, The Netherlands



Chapter I. Name, Registered Office, Objectives and Duration

Article 1 – Name

The Contracting National Associations hereby constitute a de facto organisation with the name:

FEDIMA

Federation of the European Union Manufacturers and Suppliers of Ingredients to the Bakery, Confectionery and Patisserie Industries

The Contracting National Associations are listed in an Annex.

Article 2 – Registered Office

The registered office of the federation is established on the Boulevard Saint-Michel 77-79 in B-1040 Brussels. It is located in the juridical district of Brussels.

Article 3 – Objectives

Fedima is to be an authoritative body representing the interests of the ingredient manufacturers and suppliers to the bakery, confectionery and patisserie industry in the EU with specific aims as follows:

- to represent and supply information in the best interest of the industry and its products with respect to the EU and other international institutions and organisations;
- to undertake promotion, research and other special projects in the common interests of the members and customers;
- to examine and monitor existing and proposed legislation and regulations and draft new proposals as necessary, to ensure that Fedima members interests are adequately protected;
- to be well represented at EU level and be involved in the EU legislative process;
- to establish all necessary liaisons with national and international organisations whose activities may directly or indirectly concern the lawful trading of the industry's products;
- to encourage co-operation with other like-minded federations at European level;
- to provide scientific and technical information about our products;
- to provide customers with necessary information needed to manufacture their products within the legal constraints;
- to encourage the recruiting and training of staff into the bakery, confectionery and patisserie industry;
- promote the products of our industry in a positive manner to our customers and through the media;
- to promote Fedima's objectives through the organisation of meetings, conferences, and events as required. Fedima will also provide the necessary supply of promotional and IT services in order to achieve these objectives towards its members and customers., and
- the working programme related to the field of activity of FEDIMA shall be defined by decision of the General Assembly.



Article 4 – Duration

Fedima is created for an unlimited duration. It may be dissolved at any time.

Chapter II. Membership

Article 5 – Members

1. Full Members of Fedima are the national associations representing the appropriate industry in the member countries of the EU, and/or countries applying for membership or with which the EU has drawn an agreement of association, which subscribe to these Statutes.

If there are several candidate associations in one country, then they shall form one national delegation of that country.

2. National associations representing other countries may be admitted to associate membership.

Article 6 – Membership admission

Any request for admission into full or associated membership should be submitted in writing to the President of Fedima at the address of the registered office.

The request will be communicated to all members and then submitted to the General Assembly, after preliminary examination by the Executive Committee.

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

Article 7 – Participation of members

Members shall make every effort to play an active part in pursuance of the association's objectives and shall refrain from any action that may hinder the attainment of these objectives.

Members shall be kept regularly informed of the work of the association and the action taken within the framework of representation of the common interests of the association and may obtain full details concerning the association's activities on request.

By definition, all members shall participate in the General Assemblies in the manner laid down in Chapter IV below.

Article 8 – Resignation and Exclusion

1. Members wishing to resign from Fedima shall advise the President by registered letter addressed to the registered office.

The resignation will take effect from the end of the calendar year, when a minimum of six months notice has been given. Resigning members will fulfil all their obligations and pay the annual fee till the end of the calendar year.

2. A member may be excluded by a decision of the General Assembly with a 2/3 majority after a recommendation of the Executive Committee. To be expelled a Member must have committed a serious breach of the Statutes or failing to pay the subscription incumbent upon it within six months following notification by recorded delivery.



The membership ends at the end of the month in which the expulsion has been decided.

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

Article 9 – Liability of Members

Members shall not be under any personal obligation and shall not be liable for obligations entered into by the association beyond their subscription for the current year.

Chapter III. Structure and Minutes

Article 10 – Constituent bodies (Structure)

The constituent bodies of FEDIMA are:

- The General Assembly
- The Executive Committee

They are supported by the Technical Committees and other committees as required.

Article 11 – Minutes

Minutes shall be prepared by the Secretariat of all the meetings of the General Assembly, the Executive Committee and the various committees. These minutes shall mention all the decisions taken.

Minutes of the General Assembly will be sent out to all Members within *one month*. Any comments and request for amendments must be notified to the Secretariat. The text shall be regarded as approved after being signed by the President at the next meeting of the General Assembly.

Minutes of the Executive and Technical committees must be sent out to all the members of the committee concerned, as well as to the Secretariats of national delegations within one month of the meeting having taken place. The text shall be regarded as approved after being signed by the chairman at the next meeting of that committee.



Chapter IV. The General Assembly

Article 12 – Generalities and composition

1. The General Assembly shall be the sovereign body of FEDIMA.
2. The General Assembly comprises the full and associate members. Members shall appoint a national delegation to represent them.

The General Assembly shall be valid when all the national delegations have been invited and the majority is present or represented.

3. At least one Ordinary General Assembly must be held each year. Extra-ordinary General Assemblies may be convened at the request of the Presidium or 1/3 of the Executive Committee members.
4. The notice of meeting and the agenda must be sent to members at least thirty days before the day of the meeting in any communication form.
5. The General Assemblies shall be chaired by the President of the Executive Committee or, in his absence, by a Vice-President. In any case, the Chairman of the General Assembly may not represent his country.

Article 13 – Voting rights

1. Each full member, represented by a national delegation, has one vote.

A delegation unable to attend may give a proxy in writing to another delegation and must inform the General Secretary in writing in advance. No delegation may hold more than one proxy.

2. Decisions shall be taken by simple majority of the present or represented national delegations except in those matters referred to in Article 14.

At the request of at least one national delegation, the voting will be by secret ballot.

Article 14 – Competences

The following in particular fall within the competence of the General Assembly acting in its ordinary form:

- amendments to the Statutes. A two third majority is required. For a change in the objectives (Article 3) a majority of four fifths is required;
- admission and exclusion of Members with a majority of two thirds;
- voluntary dissolution of the association with a majority of four fifths;
- definition of the general policy of the association and its activities;
- elections and removal from office of the members of the Executive Committee as well as the election and removal from office of the President and the Vice Presidents and the Chairman of the Technical Committee;
- annual election of the Auditor;
- examination and approval of the income and expenditure accounts and balance sheet and of the budgets,
- fixing the date and place of the next Ordinary General Assembly.



Chapter V. The Executive Committee

Article 15 – Composition

1. National Associations will appoint a representative to the Executive Committee, which will be subject to approval of the General Assembly. A deputy will be able to replace the representative if the latter is unable to attend the meetings.

2. Executive Committee members are elected for three years as are the President and the two Vice-Presidents. These persons must belong to different national delegations.

At the end of his mandate, the President is not immediately eligible for re-election. Vice-Presidents may be re-elected for a second term of office. The immediate Past-President may be invited to remain on the Executive Committee.

In case of resignation of a member of the Executive Committee, a new member will be elected to complete the term of office.

3. The Chairman of the Technical Committee shall attend all meetings of the Executive Committee; he shall bear the title of Vice-President.

4. The President and the three Vice-Presidents shall constitute a Presidium, which shall have power to act in between the meetings of the Executive Committee. They shall report to the following meeting of the Executive Committee.

5. The mandates of the Members of the Executive Committee and the Presidium shall be fulfilled free of charge and the elected officers may not derive any financial benefit from their position.

Article 16 – Decision making

1. The President shall attempt to find a consensus among the members of the Executive Committee however; decisions shall be taken by a simple majority vote of its members present or represented. The immediate Past-President and the Chairman of the Technical Committee have no voting rights. The president may exercise a casting-vote in the event of a tie.

2. Acts relating to the daily management or committing the association shall be approved, save for special delegation, by the President or the two Vice-Presidents.

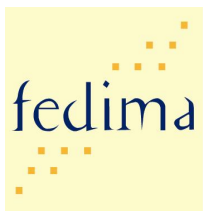
Article 17 – Competences

1. The task of the Executive Committee is to attain the objectives of the Federation within the framework of the mandates fixed by the General Assembly.

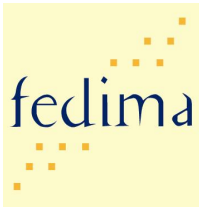
2. In particular, the Executive Committee shall:

- prepare and convene the General Assembly
- define position papers or endorse recommendations drafted by the committees
- be responsible for the daily management of FEDIMA.
- define the tasks of the Secretary General
- appointment and removal from office of the Secretary General.

3. The Executive Committee shall meet on the initiative of the President or at the request of one of its members, as frequently as circumstances require.



Chapter VI. Technical Committee
Article 18 – Technical committee 1. A Technical Committee is set up. The Technical Committee is composed of experts delegated by the members and associate members, and selected because of their expertise. 2. The Chairman of the TC shall report to the Executive Committee. 3. The Technical Committee shall primarily study and evaluate all technical issues of interest to FEDIMA and make recommendations concerning possible actions to be undertaken by FEDIMA. It shall send its recommendations for actions to the Executive Committee for decision. However, in cases of exceptional urgency, the Technical Committee can take provisional action of its own. Such actions shall be reported upon and endorsed during the next meeting of the Executive Committee.
Chapter VII. Other committees
Article 19 – Other committees 1. The General Assembly and the Executive Committee can set up Committees for which they shall set the terms of reference and the rules of functioning. They shall also choose their Chairmen, who shall report to the constituent body. 2. Persons outside FEDIMA may be invited to the meetings of the Committees in the capacity of experts.
Chapter VIII. Secretary General
Article 20 – Secretary General 1. FEDIMA shall have a Secretary General appointed by the Executive Committee and confirmed by the General Assembly. His office will be at the registered office. 2. The Secretary General shall deal with the day-to-day administration of FEDIMA's budget and shall report to the Executive Committee. 3. The Secretary General shall attend the General Assembly and all meetings as required.
Chapter IX. Finances
Article 21 – Financial Year The financial year shall correspond to the calendar year. The books shall be closed on 31 December.
Article 22 – Annual Accounts The income and expenditure accounts and balance sheet shall be established by the Executive Committee and the Secretary General. After verification by the Auditor, it shall be submitted by the Executive Committee to the General Assembly, meeting in its ordinary form, for approval. The said approval shall constitute a discharge for the Executive Committee and the Secretary General. Any surplus recorded shall belong to FEDIMA. It may be carried forward or appropriated upon a decision by the General Assembly to the reserves.



The draft budget for the following financial year as drawn up by the Executive Committee and the Secretary General, shall be submitted to the General Assembly meeting in its ordinary form for approval.

The draft budget and the income and expenditure accounts and balance sheet will be attached to the notice convening the General Assembly that is required to act upon them.

Article 23 – Other provisions

1. FEDIMA bears the costs of the Secretariat and the organisation of the meetings. It is not responsible for the travel and accommodation expenses of the members of the different national delegations.
2. The travel and accommodation expenses of the members of the different constituent bodies of FEDIMA can only be borne by FEDIMA if it is a question of a special expenditure decided upon by the Executive Committee, or, in cases of urgency, by the President. The decision of the latter must be submitted to the next Executive Committee for ratification.