



European Association representing the trade in cereals, rice, feedstuffs,
oilseeds, olive oil, oils and fats and agrosupply
Comité du commerce des céréales, aliments du bétail,
oléagineux, huile d'olive, huiles et graisses et agrofournitures

**STATUTES OF THE COCERAL
COMMITTEE OF THE TRADE IN CEREALS, OILSEEDS, PULSES, OLIVE
OIL, OILS AND FATS, ANIMAL FEED AND AGROSUPPLY OF THE EU
(COCERAL)**

Article 1 - Formation

- (1) A non-profit-making international association is hereby constituted, entitled the Committee of the trade in Cereals, Oilseeds, Pulses, Olive Oil, Oils and Fats, Animal Feed, and Agrosupply of the EU, abbreviated to "COCERAL", governed by the (Belgian) Code of Companies and Associations.
- (2) This association is formed by the trade organizations representing one or more branches of the trade in Cereals, Oilseeds, Pulses, Olive Oil, Oils and Fats, Animal Feed, and Agrosupply of the EU, together with associate and extraordinary members, as well as individual companies, as defined in Article 6 - 2, to the exclusion of natural persons.

Article 2 - Duration and seat

The COCERAL is constituted for an unlimited duration. It is located in the Brussels-Capital Region.

The seat can be transferred to any other location in the Brussels-Capital Region upon decision of the Board, to be published in the Annexes of the *Moniteur Belge*.

Article 3 - Purpose - Object

The international non-profit purpose of the COCERAL is:

- (1) to study, more particularly from the scientific, technical and institutional viewpoints, all problems concerning trade and related matters as well as international economic integration, particularly within the EU, and to seek out and apply the corresponding solutions;
- (2) to represent the interests of its members and to represent the latter towards the European Union Institutions and towards other professional

organizations;

- (3) to ensure respect for the commercial function in the different sectors of the cereals, oilseeds, animal feed, pulses, olive oil, oils and fats and agrosupply trade;

The COCERAL pursues its primary purpose through the following activities:

- (1) by ensuring constant liaison among the members in order to contribute towards resolving problems of mutual interest and informing the member organizations of these solutions;
- (2) by collecting and circulating among the member organizations all documentation of a nature to interest the latter;
- (3) by providing information and other documentary assistance to the members on any problems concerning trade and related matters;
- (4) by establishing links and cooperating with any other European or international organizations pursuing the same interests and objectives;
- (5) by acting as liquidator for third parties in very specific cases.

The COCERAL achieves its purpose in close cooperation with its members. It may undertake any activity that is either directly or indirectly, wholly or partially related to its purpose or that is likely to bring about the development or facilitate the realisation of its object.

Article 4 – Advisory services

- (1) Notwithstanding article 3, the COCERAL can extend its activities with the creation of a legal entity that may provide advisory services to non-EU member organizations and corporations with the objective to:
 - (i) provide information on EU legislation related to the trade of cereals, oilseeds, pulses, olive oil, oils and fats, animal feed, and agrosupply;
 - (ii) address specific questions on regulatory aspects related to imports of agricultural products into the EU;
 - (iii) carry out studies, research and analysis on demand on matters that remain within the scope of the activities of the COCERAL.
- (2) The COCERAL will not carry out advocacy for these non-EU organizations and corporations.
- (3) Participation to the entity aimed at non-EU organizations and corporations will be subject to an annual membership fees to be determined by the Board. Research, studies and analysis carried out on demand shall be invoiced separately to the organization or corporation for whom the research and /or

analysis are intended.

Article 5 - Financial year

The financial year shall commence on January 1st and close on December 31st of each year.

Article 6 – Members

- (1) All Members are legal persons established according to the national laws of their country.
- (2) The COCERAL may be composed of four categories of membership:

A) ORDINARY FULL MEMBERS

- i) The national trade organizations of the member countries of the European Union active in the same or in a similar domain as the COCERAL. More than one member is permissible in a member country of the EU.
- ii) The European Union trade organizations whose field of activities is closely linked to the trade of cereals, oilseeds, pulses, olive oil, oils and fats, animal feed, and agrosupply, and related matters.

Shall be considered as “Full members” only those organizations whose membership fees shall be calculated according to the method referred to in Article 10 – paragraph 1).

B) ASSOCIATE MEMBERS

- i) The national trade organizations of European countries that are active in the same or a similar domain as the COCERAL.
- ii) The European professional organizations representing primary processing industries or services linked to the main products covered in the object of the COCERAL may also be admitted as associate members of the COCERAL.

The delegates of associate members may attend the COCERAL’s working meetings.

C) EXTRAORDINARY MEMBERS

The General Assembly may admit as an extraordinary member any organization or body who, without being directly involved in, is closely connected with the activities of the above mentioned agri-bulk commodities and is interested in the promotion of the activities and/or the work of the association, and whose expertise or experience may bring added value to the

other members of the COCERAL.

The delegates of extraordinary members may attend the COCERAL working meetings.

D) INDIVIDUAL CORPORATE MEMBERS

Besides the categories of members listed under points - A), B) and C) of the present article, individual companies may be admitted as direct members.

- (3) Any application for membership (A, B, C or D) shall be submitted to the Board at least three months before the Annual Ordinary General Assembly. The Board may decide to derogate from this rule by a 2/3 majority of the votes and accept applications with a shorter notice.
- (4) Any application implies adhesion to these Statutes and to the internal rules. The Board shall check whether the application complies with the Statutes and the internal rules and, in the event of a positive vote, transmit the application and its own recommendations to the General Assembly, which shall approve it by a 2/3 majority of the votes cast by the members' representatives present or represented.

Article 7 - Resignation

- (1) Any member organization may resign by communicating its decision in writing to the President at least six months before the end of the financial year.
- (2) Resignation shall not release the resigning organization from fulfilment of all its financial obligations for the full running financial year.
- (3) In the event of resignation, the resigning member organization shall be bound to pay the entirety of its membership fees for the year during which the resignation occurs. Furthermore, it shall also be bound to pay its share of indemnities due for breach of contracts existing before its resignation and applicable during the year following the year of its resignation.

Article 8 - Suspension

In the event of failure to comply with these Statutes and/or serious misconduct, the Board may decide to suspend a member forthwith until the next General Assembly, which shall confirm or invalidate this decision.

Article 9 - Expulsion

Expulsion of an organization may be decided, with or without notice, by the General Assembly acting by a 2/3 majority of the votes after having allowed the organization concerned the opportunity to put its case forward.

Article 10 – Membership fees

- (1) On a proposal by the Board, the General Assembly shall annually set the membership fees to be paid by each ordinary member on the basis of a calculation method which will itself be subject to approval by the General Assembly. The review of the calculation method should remain exceptional and will be carried out at the initiative of the Board.
- (2) On a proposal by the Board, the General Assembly adopts the membership fees for each associate member, each extraordinary member, and each individual company member on an annual basis.
- (3) Once they have been set for a given year, the membership fees shall not vary, even if there are changes to the membership of the COCERAL (new memberships or resignations).
- (4) Membership fees shall be payable in advance at the beginning of each financial year. They may be paid in two instalments, i.e. one instalment of 50% on or before January 1st and another instalment of 50% on or before July 1st.
- (5) All membership fees will be revised every year, in order to reflect annual inflation, as per official Belgian index, following a Board decision to be approved by the following AGM.
- (6) Failure to pay membership fees by a member shall lead to the loss of voting rights and of the right (and right of its own members) to attend meetings until payment of the fees or the instalment. Furthermore, the Board may order suspension of the provision to this organization of the information and documents circulated to members until the situation is rectified. Such a measure shall in no way exclude the possibility of action as per Articles 8 and 9 above.
- (7) In the cases provided for by Articles 8 and 9, the membership fees shall remain due or forfeit for the duration of the running financial year.

Article 11 - Cessation

Any member ceasing to be part of the association shall have no claim on the association's assets.

Article 12 – Governance

The governance of the COCERAL shall be exercised by:

- The General Assembly
- The Board.

THE GENERAL ASSEMBLY

Article 13 - Composition of the General Assembly

- (1) The General Assembly is composed by all members.
- (2) Each member's official representative shall be appointed by his/her national organizations and/or company. An alternate representative shall also be appointed.
- (3) The vote of a member shall be cast by the member's official representative, mandated to that end.
- (4) Ordinary full members and companies admitted as members of the COCERAL as per Article 6 – D) have voting rights in the General Assembly.
- (5) Associate and extraordinary members have no voting rights in the General Assembly, unless the latter granted them voting rights. These voting rights can be withdrawn by decision of the General Assembly.
- (6) Each member may be represented by another member provided that the proxy has reached the COCERAL Secretariat in writing before the vote.
- (7) The representatives of members in the General Assembly and the Board shall not be remunerated.

Article 14 - Powers of the General Assembly

- (1) The General Assembly is sovereign and shall decide on all questions of principle and of general interest. It shall establish the COCERAL's programme of activities, indicate the working methods and give all necessary instructions for pursuance of the purpose and objectives as defined in Article 3.

- (2) Apart from the powers conferred upon it by Articles 8, 9 and 10, the General Assembly shall also:
- a) Elect the President, the Treasurer and two Vice-Presidents on recommendation of the Board. Once elected by the General Assembly, they shall automatically become ex officio members of the Board for the duration of their term of office, and they shall first and foremost represent the interest of the Coceral;
 - b) Elect and dismiss the members of the Board;
 - c) Approve the annual accounts presented by the Treasurer. These accounts shall be attached to the agenda of the General Assembly, which shall be sent out at the same time as the invitations at least 21 days before the General Assembly;
 - d) Adopt the budget proposed by the Board and the report made by the latter.

The General Assembly also has the competence to decide:

- e) To amend the Statutes,
- f) To adopt the calculation method setting the membership fees of ordinary full members,
- g) To dissolve the COCERAL,
- h) On all other cases required by the Statutes or by the applicable Law.

Article 15 - Convening of the General Assembly

- (1) The Ordinary General Assembly shall be convened by the President once a year, at the latest 6 months after the closing of the financial year (unless exceptional circumstances). The Assembly may be held in Belgium or in another country designated by the Board.
- (2) Extraordinary General Assemblies may be convened by the President or at the request of either the Board or at least three members of at least three different countries, or in the case provided by Law.
- (3) The notice convening a General Assembly shall be sent out at least 21 days in advance.
- (4) If it considers it appropriate, the Board may invite guests that are not part of its organization to attend a General Assembly.

Article 16 - Deliberations and Decisions in the General Assembly

- (1) The quorum shall be reached when at least a half of the members are present or represented.
- (2) In the event where the quorum is not reached, another General Assembly may be convened and its proceedings shall be valid independently from the number of representatives present or represented. The notice convening this second General Assembly shall be sent out at least seven days in advance.
- (3) Each voting member has one vote in the General Assembly (Ordinary or Extraordinary). Voting shall be carried out in accordance with Article 13.
- (4) Decisions shall be taken by a simple majority of the votes cast, except in the following cases for which a 2/3 majority shall be required:
 - Amendment of the Statutes;
 - Amendment of the method of calculation of the membership fees;
 - The expulsion of a member;
 - The dissolution of the COCERAL.

Article 17 - Accountability of the Board

Notices to attend and minutes containing the decisions made by the General Assembly, as well as all accounting records, are kept on a register at the association's headquarters where they may be consulted by all members and by third parties upon provision of a justifiable reason which needs to be accepted by the Board.

THE BOARD

Article 18 - Composition of the Board

- (1) The Board shall comprise:
 - a) A representative appointed by each national associations which is an ordinary full member or his/her alternate. The representative or alternate have voting rights in the Board;
 - b) A representative appointed by each associate member, provided the latter is authorised to sit in the Board as per a Board decision, or his/her alternate. He/she shall not be entitled to voting rights, unless voting rights have been granted by the General Assembly;
 - c) A representative appointed by each extraordinary members, provided the latter is authorised to sit in the Board as per a Board decision, or his/her

alternate. He/she shall not be entitled to voting rights, unless voting rights have been granted by the General Assembly;

- d) A representative appointed by each company who is a member as per Article 6 -D), or his/her alternate. The latter shall have voting rights;
- e) The Chair(wo)men and Vice-Chair(wo)men of the Operational Committees (Article 24 – 3); shall have no voting rights unless they are the official representative of their organization (association or company).

- (2) The Board must be composed of at least three members.
- (3) At least one member of the Board shall be of Belgian nationality.
- (4) The term of office of the members of the Board shall be of two years and shall be renewable. If a member of the Board is unable to complete a term of office, the Board may accept the appointment of a replacement from the same member, pending confirmation at the next General Assembly. If case the said organization cannot designate a replacement, the seat will not be attributed until the following General Assembly.
- (5) The President shall be elected for a maximum of three mandates of two years.
- (6) Should it be necessary to replace the President or a Vice-President before the expiry of their term of office, they may be replaced only by another Board member, after an election within the Board for the vacant mandate. In case there is no candidate, the elder Board member takes the vacant mandate.
- (7) Should the representative of a member of the Board be unable to attend a meeting, the said member may nominate an alternate with the same voting rights to attend the meeting in the place of the full member.

Article 19 - Powers of the Board

- (1) The Board is vested with the power to carry out the decisions taken by the General Assembly, which delegates part of its powers to the Board, except for the approval of the budget and the annual accounts, and in general to implement the programme assigned to it. All matters not covered by the Statutes shall be validly decided by the Board and submitted to the next General Assembly for approval. The Board operates on the principle of joint responsibility.
- (2) Meetings of the Board shall be convened by the President or at the request of at least two members.
- (3) The Board may set up committees or working groups and assign specific tasks to them.

Article 20 – Deliberations and Decisions in the Board

- (1) The decisions of the Board shall be taken by a majority of the votes cast. Allocation of votes shall be in accordance with the following:
 - a) A total of 100 votes is allocated to the Board members: 75 votes for the ordinary full members, including Associate and Extraordinary members (when they have voting rights according to Article 18 – 1 b) and 1 c), and
 - b) 25 votes for the companies.
 - c) After approval by the General Assembly of new and exiting members, a number of votes will be allocated to each voting member by dividing 75 by the number of voting members according to a), and to each company by dividing 25 by the number of voting companies according to b). This allocation shall remain valid and unchanged until the next AGM.
- (2) The Board can make decisions during in person and virtual meetings, as well as through written procedure. When the written procedure is used, the questions shall be submitted to the Board members for consideration and decision two weeks in advance. However, under exceptional circumstances, the Board may be asked to make a decision within 48 hours upon the request of the President or at least two members. Decisions shall be taken by a majority of the votes cast by the deadline set in the communication requesting the decision, in accordance with Article 20 – (1).

Article 21 – Structure and Organization

The structure of the COCERAL is composed of Sections.

The organization of the COCERAL is composed of:

- An Executive Committee
- Operational Committees.

SECTIONS

Article 22 - Composition and Scope of the Sections

- (1) The General Assembly, acting by a 2/3 majority of the votes cast by the official members representatives present or represented, may group the members in Sections. An organization involved in different activities may be part of several Sections.
The Sections refer to the structure of the Coceral.

- (2) The Sections shall deal exclusively with the professional problems specific to their branch.
- (3) There shall be three sections:
 - a) The “trade” section
 - b) The “agrosupply” section
 - c) The “logistics” section.
- (4) Additional Sections may be created subject to the Board’s approval. The Statutes shall be updated accordingly.

THE EXECUTIVE COMMITTEE

Article 23 – Composition and Scope of the Executive Committee

- (1) The Executive Committee shall comprise the President, the Vice-Presidents, the Treasurer and the Secretary General.
- (2) The Executive Committee shall:
 - a. provide strategic, long-term direction to ensure the COCERAL focuses on topics of business relevance,
 - b. prepare the Board meetings,
 - c. oversee the management of the association.

THE OPERATIONAL COMMITTEES

Article 24 - Composition and Scope of the operational Committees

- (1) The Board, acting by a 2/3 majority of the votes cast by the members present or represented, may create Operational Committees dedicated to the management of a group of issues that are common to some members of the COCERAL.
Operational Committees refer to the organization of the work of the COCERAL.
- (2) Three Operational Committees are created:
 - a. Market and Agriculture Policy Committee (MAP)
 - b. Food and Feed Safety Committee (FFS)
 - c. Agrosupply Committee (AS).
- (3) Each Operational Committee shall appoint a Chair(wo)man and a Vice-Chair(wo)man.

Article 25 - General Secretariat and daily management

- (1) The Secretary General shall be appointed by the Board, which shall set the duration of his/her term of office.
- (2) Acting alone, he/she shall be responsible for the day-to-day management of the activities of the COCERAL, and the Board may delegate some of its powers to him/her.
- (3) He/she shall be accountable to the Board via the Executive Committee

Article 26 - Actions at Law

- (1) All acts committing the association, except for special powers of attorney, shall be signed by the President or the Vice-Presidents. Each of them acting alone shall not have to demonstrate their credentials to third parties.
- (2) Legal proceedings, both as plaintiff and defendant, shall be prosecuted by the Board, represented by the President or the Vice-Presidents, each of them acting alone, as designated to this effect by the Board.

Article 27 – Liquidation

In the event of dissolution, the General Assembly shall appoint a liquidator, and in case of legal entity, shall also decide the natural person who represents it. The General Assembly shall determine the liquidation procedure, as well as the use to be made of the net assets after liquidation.

Upon decision of the Board and in very specific cases, the COCERAL may act as liquidator for third parties.

Article 28 - Languages

For the interpretation of these Statutes, it should be borne in mind that the French text is the only authentic text, with those in any other language being non-binding translations.

Article 29 - Belgian Law

Anything not provided for in the present Statutes, and particularly publications to be made in the Annexes of the Moniteur Belge, shall be settled in accordance with the provisions of the (Belgian) Code of companies and associations.