

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

## INTERNAL RULES

As approved on 9 March December 2021  
by COCERAL Board

### 1. Introduction

COCERAL's constitutional elements are separated from management questions. The former are covered by COCERAL's statutes, which are subject to the Belgian authorities for scrutiny and publication. The latter are covered by COCERAL's internal rules, for which this document has been established.

COCERAL is a European association, acting in the interest of its members in respect of European Union principles and institutions.

### 2. Membership

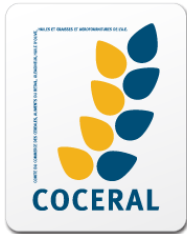
A) COCERAL is composed of ordinary full members, associate members, extraordinary members and individual companies [art.6, A); B); C); D) of COCERAL statutes].

Prospective members should not have conflict of interests with COCERAL. In case of doubt as to a possible conflict of interests, the situation shall be assessed by the Board and addressed as follows : the candidate will answer the questions put forward by the Board and, in case doubt persists, formally represent and warrant that its interests do not directly or indirectly conflict with the Association's interests.

Membership applications should be addressed to the President and submitted to the Board for its approval at least 3 months before the Annual General Meeting. The application is thereafter submitted to the General Assembly for confirmation. The Board may decide to derogate from this rule by a 2/3 majority and accept applications with a shorter notice.

Once an application has been approved by the Board, and until formal approval by the General Assembly, the candidate is considered as "accepted" and may participate in the works of the Association as if it were a Member or an Associate Member.

An entity that is not based in Europe, as per the definition below, shall only be entitled to become an Extraordinary member of Coceral.



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#### B) Associate members (Article 6 – B)

Once the UK shall cease to be a member of the European Union, the UK national association member of COCERAL will be granted a Seat in COCERAL's Board, together with a vote.

#### C) Extraordinary members (Article 6 – C)

- 1) An individual Company can **also be admitted only** as an Extraordinary Member of Coceral following a Board proposal approved by an AGM decision. In this event, the Company is invited in the AGM where it has no voting right, unless they have been granted voting rights by an AGM decision.
- 2) The Company may apply for a seat in the Board, following a Board decision, but shall not be entitled to vote, unless voting rights are granted by an AGM decision.
- 3) All voting rights can be withdrawn by the General Assembly at its discretion.

An Extraordinary member may attend all working groups and Committees.

#### D) Individual Corporate members (Article 6 – D)

A Company can be admitted as a Member of Coceral if it is established in the European Union, the United Kingdom, Norway or Switzerland.

In order to ensure a fair representation of the sector, the strategic interest of Coceral is to maintain amongst the companies admitted in the Board a balanced representation between “small size”, “medium size” and “large” companies.

In this respect :

- a “small” company will be defined by a traded volume of less than 5 million MT;
- a “medium-sized” company will be defined by a traded volume exceeding 5 MT, but lower than 20 million MT; and
- a “large” company will be defined by a worldwide traded volume over 20 million MT.

The volumes are based on worldwide trade.

### 3. Fees

In order to ensure a fully transparent process, the membership fees for each associate member and each extraordinary member shall be subject to an agreement between the Executive Committee and the respective member, then shall be adopted by the Board before being submitted to voted by the General Assembly.



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The fees of individual companies will be discussed and adopted by the Board on the basis of the 3 categories described above – ie “small size”, “medium size” and “major multinational” companies.

#### 4. Governance Structure

For clarity purposes, the governance of COCERAL is described in the table below:

| GOVERNANCE STRUCTURE       |          | FULL MEMBER | ASSOCIATE MEMBER      | EXTRAORDINARY MEMBER  | COMPANY |
|----------------------------|----------|-------------|-----------------------|-----------------------|---------|
| AGM                        | presence | Yes         | Yes                   | Yes                   | Yes     |
|                            | Vote     | Yes         | No, or AGM decision   | No, or AGM decision   | Yes     |
| Board                      | presence | Yes         | No, or Board decision | No, or Board decision | Yes     |
|                            | Vote     | Yes         | No, or AGM decision   | No, or AGM decision   | Yes     |
| WG / Committee /Task Force |          | Yes         | Yes                   | Yes                   | Yes     |

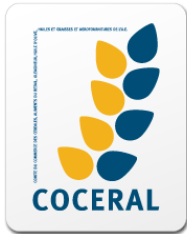
Chair(wo)men and Vice-Chair(wo)men of COCERAL’s Operational Committees shall attend Board meetings without voting rights unless they are the sole official representative of their organization (association or company).

#### 5. Votes in the Board:

A voting member who is not present during a Board loses his/her vote. The total number of votes is thus reduced, unless the said member has given proxy to another Board member of his/her choice.

#### 6. Non-Competition provisions:

It is not COCERAL’s intention to compete with its own association members. Therefore, those Companies who are members of a national association which is itself member of COCERAL may be admitted as member according to Article 6 – D), and provided they maintain all their national memberships.



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In case where a new Corporate member, based in a country where there is no national association, joins COCERAL, and a national association is formed subsequently in that country, or becomes member of COCERAL, COCERAL encourages the Company to join the association at national level. In this event, the vote assigned to that Company would automatically transfer back to the national association when the association is confirmed as a member of COCERAL.

## 7. Definition of a European country

As per these Internal Rules, a European country is one amongst those listed as members of the Council of Europe.

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