

# STATUTES

## **ART. 1 - DENOMINATION AND HEAD OFFICE**

An international association founded in 1931 under the official name 'Institut International de Recherches Betteravières' (IIRB) coming under the jurisdiction of the Belgian law, dated October 25<sup>th</sup> 1919, modified by the law dated December 6<sup>th</sup> 1954, is set up which takes 'International Institute of Sugar Beet Research' as the official English name, and 'IIRB' as the official short name.

Its headquarters and registered office is situated at 40, Rue Washington, 1050 Brussels. It may be transferred to any other location by decision of the General Assembly, subject to compliance with the legal provisions governing the use of the official languages in Belgium.

The legal language of the IIRB and its statutes is French. English is the working language.

## **ART. 2 - OBJECTIVES**

The objectives of the IIRB are:

1. in general to study and promote research on sugar beet and exchange of results of research
2. to organize assemblies and meetings of experts, scientists and persons involved in efforts to improve the efficiency of beet production
3. to make known discoveries, new procedures and methods
4. to coordinate activities concerning specific problems of international importance by compiling reports to be transmitted to its members and where appropriate to national and international organizations concerned either directly or indirectly. Such reports may include recommendations
5. to encourage contacts with other international agricultural organizations.

The IIRB is prohibited from taking part in any commercial or political activity.

The association's purpose is to promote science and research. The statutory purpose is achieved in particular by means of conducting scientific congresses, seminars and study group meetings.

The IIRB achieves its objectives in particular:

- a) by holding a congress at least once every two years to which all members, as well as other participants expressly invited by the Administrative Council, are invited
- b) by creating working groups which enable those concerned in the field of sugar beet research to meet regularly and to establish international cooperation

Furthermore the IIRB may put into effect or stimulate any meeting, investigation or research work the Administrative Council may direct.

The association (corporation) exclusively and directly pursues public-benefit purposes within the meaning of the section "Steuerbegünstigte Zwecke" ["Tax-Privileged Purposes"] of the Abgabenordnung [German Fiscal Code].

The association's activities are of a selfless nature; it does not primarily pursue any commercial purposes.

The association's funds may only be used for the statutory purposes. The members shall not receive any benefits from the association's funds.

No person may benefit from disbursements which are alien to the association's purposes, or from disproportionately high compensations.

### **ART. 3 - MEMBERS**

Membership status is granted on an individual basis only.

The IIRB is composed mainly of persons principally concerned with beet and able to contribute towards improving the economic production and sustainable development of the crop. Members of IIRB can be:

1. persons from institutes specially engaged in sugar beet research
2. scientists and experts recognized for their research work on sugar beet
3. delegates of groups of beet growers and sugar processors
4. sugar beet growers and personnel of the beet processing industry who, through their specialized knowledge and experience, contribute towards improving the economic production and sustainable development of the crop.

Nominations for membership are to be submitted to the Administrative Council by either a member of this Council or three members of the IIRB not later than fifteen days before the next scheduled meeting of the Administrative Council and accompanied by a justification of their candidature. The Administrative Council decides on the admittance of new members.

Membership ceases in the event of death, discontinuance of activity in the field of beet, resignation by the member or exclusion by the Administrative Council, particularly in the event of non-payment of the membership fee referred to in Article 8 hereinafter. No member may have any claim whatsoever on the assets of the association in such circumstances.

A member who, in whatever way and for whatever reason, ceases to belong to the IIRB shall (i) remain liable for its obligations towards the association, including for the payment of the membership fees, up to the end of the financial year in which the termination of its membership became effective, and (ii) have no claims for compensation on the association.

The Administrative Council may grant honorary membership for life to certain persons in recognition of exceptional services rendered to the Institute or objectives defined by it. Honorary members enjoy the same privileges as other members without payment of an annual subscription. The maximum number of honorary members is seven.

The rights and obligations of the members shall be as defined in and pursuant to these statutes.

### **ART. 4 - GENERAL ASSEMBLY**

General Assembly of members shall be convened at least once every two years. It shall be called by the President, following decision by the Administrative Council or at the request of one-fifth of the members. The General Assembly possesses full powers. It is legally required to deliberate in particular in the following instances:

1. to approve and ratify the nomination of members of the Administrative Council
2. to grant a discharge to the Administrative Council for its activities since the preceding General Assembly
3. to modify the statutes
4. to dissolve the association.

The General Assembly may delegate all other powers to the Administrative Council.

Except in the case of modification of the statutes or dissolution of the association its resolutions are passed on the basis of a majority of the members present. Each absent member may be represented by another member who is entitled to vote on his behalf. However no member may at any time have power of attorney for more than 1/10 of the total number of votes. In the event of an equal division of votes the President has the casting vote.

## **ART. 5 - ADMINISTRATIVE COUNCIL**

The IIRB shall be administered by an Administrative Council composed of at least 5 members.

The Administrative Council consists of only one representative per country paying a national subscription. Nominations are to be proposed to the Council by the organizations responsible for the payment of the national subscriptions referred to in Article 8 hereinafter. Their nomination has to be approved and ratified by the General Assembly as mentioned in Article 4. They are elected for a period of four years and may be re-elected.

In order to be able to request to be represented at the Administrative Council, a country must:

- possess a permanent and significant beet crop area, as well as a national industry for beet processing
- have at least six members belonging to the IIRB and paying individual subscriptions.
- have a formal inter-professional agreement already existing between beet growers and the national industry for beet processing
- possess a sufficient research structure for beet
- pay an annual national subscription covering all of the beet production of the country. For this item, the trial period, before becoming eligible, is 5 years long
- have members who contribute actively to the various IIRB activities

All of these conditions together are required in order to provide the Council with the possibility of proposing the candidature of a country for ratification by the General Assembly and affect the upholding of the right to this representation.

The mandate of a member of the Administrative Council terminates by (i) expiry of its term or (ii) upon revocation by the General Assembly, provided that there are due causes to revoke the member and that said member is convened at the meeting and can be heard prior to the voting on the revocation. The Administrative council members are also free to resign from their office at any time by submitting a written notification to the President.

The President is elected by the Administrative Council from amongst its members for a term of two years. He may be re-elected for one year and once only. The President is not considered as representing his country. For the period of his Presidency the organization responsible for the payment of the national subscription may nominate another member of IIRB as a substitute member of the Council. A past-President may not be re-elected until a period of three years has elapsed.

The Administrative Council elects amongst its members Vice-Presidents, to a maximum of three, for a four-year period. They can be re-elected only after a period of four years has elapsed.

In case the President is unable to function the Administrative Council designates one of the Vice-Presidents to deputize for him.

The Administrative Council shall meet, upon convocation of its President, at least once a year and upon the request of three of its members. Convocations for the Administrative Council shall be notified to the Administrative Council members via regular mail or via any other means of written communication (including e-mail) at least 7 calendar days before the meeting.

The Administrative Council's resolutions are passed on a majority basis. They are valid only if at least half the members are present or represented. In the event of votes being equal the President has the casting vote. Voting may be by secret ballot when requested by one of the members present.

A meeting of the Administrative Council shall be validly held even if all or some of the Administrative Council members are not physically present or represented, but participate in the deliberations via any means of telecommunication that allow said members to directly hear each other and directly speak to each other, such as a telephone or video conference. In such a case, the Administrative Council members shall be deemed present.

The Administrative Council has all managerial and directorial powers.

The Administrative Council may grant to the President, or the Treasurer and Secretary-General together, the fullest powers in all matters pertaining to the general management of the IIRB. In

order to be granted a discharge the President submits the Council's report to the General Assembly taking into account the reports of the Secretary-General and the Treasurer. This report covers the activities of the IIRB since the previous General Assembly and includes details of the accounts and the budget for the ensuing financial period.

All acts of the organization other than those of daily work, or ordinary acts, are signed, at least, by a special delegation of the Administrative Council, be this the President, or two members of the Administrative Council, or the Treasurer and Secretary-General together, who will not have to give account towards third parties.

Actions at law as plaintiff as well as defendant are assumed by the Administrative Council, represented by its President, by one of its members or by the Secretary-General appointed to appear for him.

#### **ART. 6 - SECRETARY-GENERAL**

The Administrative Council appoints a Secretary-General. He is responsible for the day to day running of the IIRB and may, in the case of minor administrative duties, delegate his powers to his staff. He presents annually a report of his activities to the Administrative Council.

#### **ART. 7 - TREASURER**

The Administrative Council appoints one of its Vice-Presidents as Treasurer. The Treasurer is empowered to administer the IIRB funds under the control of the Administrative Council for this purpose. The Treasurer may, under conditions to be specified by the Administrative Council, delegate limited powers to the Secretary-General. He submits annually a report to the Administrative Council which includes the accounts for the previous financial year as well as the budget for the ensuing financial period.

The financial year ends on December 31<sup>st</sup>.

#### **ART. 8 - SUBSCRIPTIONS**

Each year the Administrative Council fix a budget after examining the proposals of the Treasurer.

The costs enumerated in the budget are met by:

1. individual subscriptions (...)
2. national subscriptions fixed by the Administrative Council for each country prior to January 1<sup>st</sup>. These subscriptions are also due and payable as soon as possible and, in any case, prior to June the 15th of each year by the national organizations referred to in the preceding paragraph. When determining the national subscriptions the Administrative Council is, exceptionally, authorized to give consideration to special situations that exist in certain countries. The Administrative Council is furthermore authorized to accept all donations and grants.

#### **ART. 9 - MODIFICATION OF THE STATUTES**

Modifications of the Statutes may be proposed by the Administrative Council or by a minimum of one-fifth of the members of the IIRB. It is imperative that these proposals for modification appear on the agenda of the General Assembly.

It is legally valid for the General Assembly to discuss proposals to modify the Statutes, provided that two-thirds of the members are present or represented. The majority then required is two-thirds of the members present or represented. In the event of these conditions not being fulfilled the President must convene another General Assembly within twelve months.

This new General Assembly is empowered to take decisions by a two-thirds majority regardless of the number of members present or represented.

## **ART. 10 - DISSOLUTION**

The dissolution of the IIRB must be legally considered following a request by at least one-third of the members. To be adopted, this resolution must be supported by a majority vote of two-thirds at a General Assembly where at least three-quarters of the members are present or represented.

This General Assembly shall determine the manner of the association's liquidation and the destination of the estate of the dissolved association.

In the event of liquidation or dissolution of the corporation or in case of discontinuation of tax-privileged purposes the assets of the corporation shall pass to a legal entity under public law or another tax-privileged corporation to be used for the purpose of promoting science and research.