

# Plant ETP

**European Technology Platform  
'Plants for the Future'**

**❖ Statutes ❖**

The undersigned European Technology Platform 'Plants for the Future' Avenue des Arts 52, 1000 Brussels, amongst them and all who will later become a member in accordance with the statutes, founded a non-profit association of which they have drawn up the statutes below.

## **Article 1      Name**

- 1.1 An organisation has been created, with the name EUROPEAN TECHNOLOGY PLATFORM 'PLANTS FOR THE FUTURE', in its shortened form Plant ETP.
- 1.2 The organisation has its seat in a community of the Brussels Region. At this moment, the seat is located at Avenue des Arts 52, 1000 Brussels. Subordination of the judicial district of Brussels.

## **Article 2      Purpose**

- 2.1 Plant ETP regroups industrial, farming, academic entities of the plant sector, as described in Art. 3 and other entities, as described in Art. 4, in the European Union and European Economic Area and, if appropriate, other European Countries, contributing by their research, production or marketing to the mission of the Plant ETP.
- 2.2 The mission of the Plant ETP is:
  - 2.2.1 To represent the interests of its Members before European and international governmental or non-governmental organisations which deal or will deal with subjects in which Plant ETP is competent.
  - 2.2.2 To promote and advocate joint strategies for research and innovation and internationally competitive research landscape in Europe as a joint basis for European plant sciences between industry, farmers, and academia. Education, communication and innovation embracement (including general policy statements) will be complementary tasks. Activities, task forces and deliverables will be decided by the General Assembly on an annual basis.
  - 2.2.3 To implement all activities necessary in order to attain its goal, such as management of the association, editing of documents, realising studies, organisation of meetings, seminars and conferences, etc.

### **Article 3      Membership**

- 3.1      Membership is open to companies and professional associations that develop, produce and/or use plants or parts of plants for their activities in the European Union and European Economic Area and, if appropriate, other European countries, that subscribe to the mission of the Plant ETP as laid down in Article 2, and that contribute financially to it.
- 3.2      All Members must be legally constituted following the laws and customs of their home country.
- 3.3      On written membership application to the Plant ETP, the Board of Directors shall provide preliminary approval or rejection of any membership application and shall make its recommendations known to the General Assembly.
- 3.4      *The membership is unlimited but the number of members must be at least three.*
- 3.5      The General Assembly shall decide without appeal on granting or refusing membership.
- 3.6      The General Assembly may decide on a case-by-case basis on the possibility of an Associate membership for associations or companies outside of Europe.
- 3.7      Plant ETP Membership is lost:
- When a Member, either legal or physical person, ceases to exist;
  - After resignation by a Member. The resignation must be submitted in writing at least six months before the end of a year to take effect at the end of that year. That years' full membership fees will be due;
  - By dismissal upon decision of the General Assembly for reasons of non-payment of the membership fee or for other serious reasons constituting a conflict with the purpose (Art 2) and/or obligations (Art 6) of the Plant ETP. This decision must be approved by two-thirds of the General Assembly after the Member concerned has previously been called upon to give an explanation. The decision by the General Assembly to dismiss a Member must indicate the reasons for the decision.
- 3.8      A Member that loses its Membership loses all rights to the assets of Plant ETP.

### **Article 4      Observers**

- 4.1      The General Assembly may decide on a case-by-case basis on the possibility of an Observer status for such entities that are not listed under members as laid down in Article 3 (e.g. from the European Commission, NGOs etc).

Observers have no voting rights in any Plant ETP organ or working body.

#### 4.2 Plant ETP Observer status is lost:

- When the entity, either legal or physical person, ceases to exist;
- After resignation by the Observer;
- By dismissal upon decision of the General Assembly for serious reasons constituting a conflict with the purpose (Art 2) and/or obligations (Art 6) of the Plant ETP. This decision must be approved by two-thirds of the General Assembly after the Observer concerned has previously been called upon to give an explanation. The decision by the General Assembly to dismiss an Observer must indicate the reasons for the decision.

### **Article 5 Rights of Members**

- 5.1 Each member appoints its representative(s) to the General Assembly. The number of seats per member is determined by the Board of Directors and stipulated in the Rules of Procedure annexed to these Statutes.
- 5.2 Members have all the rights that the law attributes to them. This includes the right to receive all information and opinions on the subjects of competence of Plant ETP.
- 5.3 As well as the right to submit suggestions to the Board of Directors and the General Assembly, take part in the voting according to the provisions laid down by the Statutes and the Rules of Procedure, and provide any document, position paper or proposal for motions.

### **Article 6 Obligations of Members and Observers**

- 6.1 Members and Observers undertake to provide assistance in the achievement of the aims of Plant ETP as defined in its statutes, to respect the statutes and to comply with the legal decisions taken.
- 6.2 Members pay the membership fees as fixed by the General Assembly for each accounting period. The annual fee per member shall not exceed 100 k€ p.a.
- 6.3 Members and Observers will display a constructive honest and open working attitude, thereby respecting the values of each of the Members and Observers.

### **Article 7 Organs**

- 7.1 The Statutory Organs of Plant ETP are:
- a) General Assembly
  - b) Board of Directors
- 7.2 The non-statutory Organs of the Plant ETP could be for instance task forces and working groups.
- 7.3 Members of the Organs carry out their activities free of charge.

## **Article 8 Secretariat of the Plant ETP**

- 8.1 The Board appoints and dismisses the Executive Manager of the Plant ETP.
- 8.2 The Executive Manager is responsible to coordinate the activities of the Plant ETP and to represent the Plant ETP.
- 8.3 The Executive Manager attend the meetings of the Board of Directors and General Assembly and of any other working body set up under the Plant ETP.

## **Article 9 Board of Directors**

- 9.1 The Board of Directors is composed of 3-4 representatives of industry, 2 representatives of farmers and 2 representatives of academia. The number of Directors shall be smaller than the number of members.
- 9.2 The Board of Directors members are appointed by the respective stakeholder groups in the General Assembly for a renewable three years term.
- 9.3 The Board of Directors is responsible, on the one hand, for initiating and preparing documents concerning the general policy of the organisation and, on the other hand, for decisions that must be taken.
- 9.4 The Board of Directors proposes the fee for the annual membership and any other financial contributions to the General Assembly for adoption.
- 9.5 The Board of Directors meets at least twice a year or when a third of its members agrees on additional meeting(s).
- 9.6 The decisions of the Board of Directors are taken by the majority of the votes cast. In order to decide validly, a minimum of two-thirds of the Board of Directors members should be present or represented. In the absence of a majority, the Chair of the Board of Directors has the casting vote. Each stakeholder group can veto a decision if otherwise this would undermine their core interest. The Committee decisions will be filed in chronological order in a special register kept in the headquarters. The voting procedure as laid down in Rules of Procedure applies.
- 9.7 The members of the Board of Directors who cannot attend a meeting may delegate their vote to another member of the Board of Directors representing the same stakeholder group but cannot be replaced.
- 9.8 The Board of Directors elects a chair for a period of two years. The chair function rotates between the three stakeholder groups.

## **Article 10     General Assembly**

10.1   The General Assembly is composed of representatives of the Members of Plant ETP, which are:

- Full Member representatives
- Associate Member representatives
- Observers

Only representatives of Full Members in the General Assembly are entitled to vote. Associate Member representatives and Observers can be present but have no voting right.

10.1.1   The Board of Directors can invite Observers to participate in the Plant ETP General Assembly meeting and/or in all Plant ETP non-statutory bodies. This can be done for a single or several observer(s).

10.2   The General Assembly meeting is chaired by the Chair of the Board of Directors.

10.3   The General Assembly discusses the general policy of the Association, in particular its program and the quality of service. The following powers are explicitly reserved for the General Assembly:

- Approval of the Annual Report presented, on behalf of the Board of Directors, by the Executive Manager;
- Approval of the Financial Report presented on behalf of the Board by the Executive Manager and decision on discharge to the Board of Directors and the Executive Manager for the financial year concerned;
- Decisions on membership fees on the basis of the proposal made by the Board;
- Decision on the Annual Budget;
- Approval of the External Auditor(s), to determine their remuneration, and to grant discharge from liability
- Decision on modification(s) of the Statutes;
- Decision on admission and dismissal of members;
- Decision on appointing the members of the Board of Directors; as described in Art. 9;
- Approval of voluntary dissolution of the organization and appointing one or more liquidators;
- In general, decision on all questions put on the agenda, which shall be sent out by the Secretariat to the Members at least two weeks prior to the meeting of the General Assembly. Only those questions, which have been submitted to the Secretariat at least four weeks in advance of the meeting, will be included on the agenda. However, the General Assembly, on unanimous vote, may add items to the agenda at the beginning of the meeting of the General Assembly. Should an agenda point concern the dissolution of the organisation, this has to be sent to all General Assembly members six weeks prior to the meeting and follow Article 14.

All remaining powers are vested with the General Assembly.

- 10.4 The Board of Directors must convene the General Assembly in writing at least once a year. The meeting has to be announced at least eight weeks in advance. The agenda of the meeting must be sent to all Members at least two weeks before the meeting.
- 10.5 The General Assembly takes decisions with the majority of votes present and represented. The voting procedure as laid down in Rules of Procedure applies.

#### **Article 11 Membership fees**

- 11.1 Subscription takes place as outlined in Art.3. The fee will be determined as described in Art. 9 and Art. 10.
- 11.2 Payment of the membership fees must be made, the latest one month after receiving the invoice.

#### **Article 12 Accounts, Liability**

- 12.1 General Assembly approves an external auditor who shall submit an audit certificate on the financial year to the General Assembly on an annual basis.
- 12.2 The liability of the Members is limited to their annual financial commitment.

#### **Article 13 Financial Year**

The financial year is the calendar year.

#### **Article 14 Dissolution**

- 14.1 The dissolution of the Organisation can only be decided by the General Assembly by a majority of 4/5 of all votes assigned to all General Assembly Members.
- 14.2 The proposal to dissolve the organisation must be communicated to Members by registered mail at least 6 weeks prior to the meeting date of the General Assembly where the proposal will be voted upon.
- 14.3 In the case where there remains a credit after payment of any debts and charges, this will be distributed to a similar association(s) with similar aims within the European Union as defined by the General Assembly.  
Whatever the circumstances, this could only take place in compliance with the legislation in force in the country of the seat of Plant ETP.

#### **Article 15 Supplementary provisions**

The organisation lays down the Rules of Procedure to deal with all non-statutory, practical management questions. These Rules of Procedure and any amendments to them shall be drafted by the Board of Directors and shall be adopted by the General Assembly.

## FINAL PROVISIONS

The provisions of the law of June 27th, 1921 shall govern anything not provided for in these articles of association.

The financial year corresponds to the calendar year. By way of derogation from this, the first financial year begins on the date of the foundation and ends on 31/12/2017

Prepared at Brussels, 16/06/2016 in two original copies.

### **The following founders adopted these statutes:**

#### **COPA COGECA**

ASSOCIATION DE FAITE  
RUE DE TRÈVES 59-61  
1040 BRUXELLES, BE  
BE 0850.074.148

represented by

PESONEN PEKKA JUHANA  
RUE DE TREVE 59-61  
1040 BRUXELLES, BE

#### **EPSO – European Plant Science Organisation:**

EUROPESE ORGANISATIE VOOR WETENSCHAPPELIJK PLANTENONDERZOEK  
(E.P.S.O.) IASBL  
RUE DE L'INDUSTRIE 4,  
1000 BRUSSEL, BE  
BE 0477802204

represented by

KARIN GUTBERLET-METZLAFF  
IRISLAAN 26,  
3080 TERVUREN, BE

#### **ESA – European Seed Association**

AISBL  
23, RUE DE LUXEMBOURG  
1000 BRUXELLES, BE  
BE 478.219.205

represented by

GARLICH VON ESSEN  
OLDENBURGER STRASSE 310  
26180 RASTEDE, DE

#### **Bayer CropScience nv**

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1831 DIEGEM, BE  
BE 0412 639 087

represented by

MARC BOTS  
LANDJUWHEELSTRAAT 32  
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**Céréales Vallée:**

ASSOCIATION LOI 1901  
BIOPÔLE CLERMONT-LIMAGNE  
5 RUE EMILE DUCLAUX  
63360 SAINT-BEAUZIRE, FR  
N° SIRET: 490521143 0 0 0 1 9

represented by

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HALDERBERGSEBAAN 15,  
4741 AA HOEVEN, NEDERLAND

CHRISTIANE VANLEEuw  
MECHELSEBAAN 15G,  
3270 SCHERPENHEUVEL-ZICHEM

**Keygene N.V.**

AGRO BUSINESS PARK 90  
6708 PW WAGENINGEN, NL  
CHAMBER OF COMMERCE # 09066631

represented by

ADRIANUS JOHANNES VAN TUNEN  
AGRO BUSINESS PARK 90  
6708 PW WAGENINGEN, NL

**De Recherche et Developpement Nestle SAS**

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N° RCS 722 045 556

represented by

PIERRE BROUN  
NESTLÉ R&D CENTRE TOURS – 101 AVENUE GUSTAVE EIFFEL B.P.  
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**KWS SAAT SE**  
GRIMSEHLSTR. 31,  
37555 EINBECK, DE  
REGISTRY COURT: GÖTTINGEN, HRB 204567

represented by

REINHARD NEHLS  
THEODOR-HEUSS-WEG 44,  
37574 EINBECK, DE

## **APPOINTMENT OF ADMINISTRATORS**

After the foundation, the founders meet in general assembly on 16/06/2016 and appointed for the first time the members of the board of directors.

The Board of Directors is composed of:

### **Industry**

#### **ESA – European Seed Association**

AISBL  
23, RUE DE LUXEMBOURG  
1000 BRUXELLES, BE  
BE 478.219.205

represented by

GARLICH VON ESSEN  
OLDENBURGER STRASSE 310  
26180 RASTEDE GERMANY  
30.05.1964, OLDENBURG I.O., DE

**Bayer CropScience nv**  
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BE 0412 639 087

represented by

MARC BOTS  
LANDJUWHEELSTRAAT 32  
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29.10.1975, ROTTERDAM, NL

**SESVanderHave**  
NAAMLOZE VENNOOTSCHAP  
INDUSTRIEPARK 15  
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CBE : 0431.431.749

represented by

MARC LEFÈBVRE  
RUE DE LA CHAPELLE STEVENAERT,  
75 – 1370 JODOIGNE-SOUVERAINE  
20.10.1956, ANDERLECHT, BE

**Céréales Vallée:**  
ASSOCIATION LOI 1901  
BIOPÔLE CLERMONT-LIMAGNE  
5 RUE EMILE DUCLAUX  
63360 SAINT-BEAUZIRE, FR  
N° SIRET: 490521143 0 0 0 1 9

represented by

BERNARD BEJAR  
6, ALLÉE DE PASTREUIL  
63110 BEAUMONT, FR  
14.05.1959, BRIOUDE, FR

**Agricultural sector**

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EMMANUEL ROUGIER  
25 AVENUE POINCARE  
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29.08.1952, BORDEAUX, FR

**COPA COGECA**  
ASSOCIATION DE FAITE  
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BE 0850.074.148

represented by

ARNAUD PETIT  
RUE DE TREVE 59-61  
1040 BRUXELLES, BE  
30.10.1970, VALENCIENNES, FR

#### **Academia**

##### **EPSO – European Plant Science Organisation:**

EUROPESE ORGANISATIE VOOR WETENSCHAPPELIJK PLANTENONDERZOEK  
(E.P.S.O.) IASBL  
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represented by

KARIN GUTBERLET-METZLAFF  
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##### **FORSCHUNGSZENTRUM JULICH GMBH**

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0829.447.691

represented by

ULRICH SCHURR  
LEO-BRANDT STRASSE  
52425 JÜLICH, DE  
08.04.1963, STUTTGART, DE

##### **ROTHAMSTED RESEARCH**

ROTHAMSTED  
HARPENDEN  
HERTFORDSHIRE AL5 2JQ, UK  
a company limited by guarantee incorporated in England under no. 2393175 and  
a not for profit charity no. 802038

represented by

SIMON VAUGHAN  
3 ROTHAMSTED COURT, ROTHAMSTED AVENUE  
HARPENDEN, HERTFORDSHIRE, UK  
26.06.1970, PEMBURY, UK