
" International Biocontrol Manufacturers Association "
Abbreviated to " IBMA "

Association internationale sans but lucratif

PART I. : NAME, SEAT, PURPOSE, DURATION

Article 1 : Name

The Association has the status of an international non-profit association (in French "association internationale sans but lucratif") and it is governed by Title III of the Belgian law of June 27, 1921 on the non-profit associations, the international non-profit associations and the foundations (in these Statutes further on referred to as "the Law").

The name of the Association is in English "International Biocontrol Manufacturers Association", abbreviated as "IBMA"

The full and the abbreviated names may be used together or separately and must at all times be preceded or followed immediately by the words "association internationale sans but lucratif" or the initials "AISBL".

Article 2 : Registered office

The seat (registered office) of the Association is established in Rue de Treves 61, 1040, Etterbeek (Brussels).

It may, by a decision of the Board of Directors, be transferred to another location in Belgium, in accordance with the applicable legal provisions on the use of languages.

Any transfer of the registered office must be published in the annexes to the Belgian State Gazette under the responsibility of the Board of Directors.

Article 3 : Purpose and activities

IBMA is an association grouping companies involved with the manufacturing and the development of biocontrol agents and products (hereinafter called "Biologicals") such as Microbial Biocontrol agents (MBCAs), Invertebrate Biocontrol agents (IBCAs), Semiochemicals and Natural products.

The Association has the following non-profit international purpose:

- To promote Biologicals for integrated crop protection, organic farming and public hygiene
- To represent members' views with officials and international organisations
- To cooperate with other organisations in the promotion of quality food production, environmental matters and public health
- To promote safety standards and quality control
- To use the expertise of members to set up expert groups concerned with sustainable plant protection and public health
- To exchange information amongst members
- To raise and provide funds for commercial implementation of biocontrol and sustainable methods of pest control
- Any other objective in the interest of members as decided by the General Assembly

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The Association may carry out all acts directly or indirectly related to the achievement of its purpose and activities. To that end, it may buy, sell, take on lease and let out, possess all movable and immovable property and facilities, mortgage the same, accept inter vivos and testamentary gifts subject to the requisite statutory authorizations.

Article 4 : Duration

The Association is created for an unlimited duration.

PART II. : MEMBERS

Article 5 : Categories of members – Rights

IBMA members are required to sign the Charter of Principles and are grouped in three categories. The members shall not be personally liable for any commitments entered into by the Association.

a) Active members

The quality of active member is exclusively reserved to manufacturing and distributing companies provided they are conducting their own research and development for authorisation procedures of Biologicals.

Active members are required to pay annual membership fees based on their turnover

Only the active members have the right to take part in the administration of IBMA with full deliberating and voting rights at the General Assemblies, IBMA Professional groups, National groups and Working Parties (as defined in Articles 21, 22 and 24 hereafter).

b) Associate members

The associate members are other companies or organisations interested in biocontrol, but not conducting their own research and development for authorisation procedures of Biologicals.

They may take part as observers without deliberating or voting rights at the General Assemblies. They may contribute to the activities of IBMA Professional groups, National groups and Working Parties (as defined in Articles 21, 22 and 24 hereafter).

Associate members are required to pay annual membership fees based on their turnover Non-profit-making organisations will be subject to the lowest fee category.

c) Honorary members

Are persons or organisations which have a major value in the development and the support of Biologicals.

Honorary members do hold deliberating or voting rights at General Assemblies, and may contribute to the activities of IBMA Professional groups, National groups and Working Parties (as defined in Articles 21, 22 and 24 hereafter). They are not required to pay annual membership fees.

Article 6 : Admission

Admissions of new members in all categories shall be decided by the Board, as long as no professional group or national association objects. In this case the Board will ask the Executive Committee to take the final decision. In both cases, the decision taken shall be final and need not be justified.

Membership of the Association automatically entails acceptance of the Statutes of the Association and its Internal Regulations.

Article 7 : Resignation - Exclusion

Membership ends by:

- voluntary resignation, notified in writing by registered letter to the President;
- exclusion decided by the Executive Committee due to behaviour contrary to the rules of IBMA as set out in Article 25
- Expulsion for non-payment of membership fees

Members who resigned or were excluded, as well as their successors shall have no rights, whatsoever, on the assets of the Association and shall not be entitled to claim any reimbursement of any nature whatsoever.

Article 8 : Membership fees

The active and associate members shall pay an annual membership fee based on their turnover, the amount and payment method of which are determined by the General Assembly. A non-profit making associate member will be subject to the lowest fee category.

TITLE III. : BODIES

IBMA administrative entities are:

- General Assembly of members
- Board
- Executive Committee
- Professional groups
- National Associations
- Council of National Associations
- Working parties (as defined in Article 24 hereafter)

PART III. : GENERAL ASSEMBLY

Article 9 : Composition – Powers

The General Assembly is composed of all the active members.

The General Assembly shall have the following exclusive competences:

- amendments to the Statutes and change in the Charter of Principles;
- appointment and revocation of the President, the Vice President and the Treasurer for two year terms of office;
- as the case may be, the appointment, the determination of the remuneration and the revocation of the auditor(s);
- discharge of the non-executive directors and of the auditor(s), if any;
- approval of the budgets and accounts;
- the voluntary dissolution of the Association and the appointment of one or more liquidators;
- Approval of the Activity Report of the Executive Committee presented by the President
Approval of the Activity Report of the Executive Director
- all other issues provided in these Statutes or the Law.

Article 10 : Meetings - Notices

The General Assembly meets upon notice of the President on the day and time that he determines, each time the interests of the Association so require and at least once a year within six months of the closing of the financial year, the latter being called "Annual Assembly".

It must be convened upon written and justified request of at least one quarter (1/4) of the active members.

It shall be chaired by the President with the exception of elections to the Board which are chaired by the Executive Director.

The notice contains the agenda, drawn up by the President and including topics proposed by the members and is notified by letter sent by postal mail, electronic mail or by telefax, at least eight (8) days prior to the date of the meeting.

If the General or Annual Assembly is invited to approve the accounts or the budget, these are attached to the notice.

Each active member present at an Annual or General Assembly may receive a maximum of one proxy mandate from another absent active member.

Article 11 : Voting rights

Each active member has an equal right to vote at the General Assembly pursuant to the general rule "one member one vote".

Article 12 : Deliberations

a) Quorum

Unless otherwise provided in these Statutes, the General Assembly can validly deliberate and decide regardless of the number of members present and represented.

b) Majorities

Unless otherwise provided in these Statutes, the decisions shall be adopted by a majority of the votes of the members present and represented.

c) The General Assembly may also take decisions by email under the conditions specified in the Internal Regulations.

Article 13 : Minutes

Each meeting of the General Assembly shall be recorded in minutes, signed by the President and any member of the Board who wishes to do so.

These minutes - except those to be executed by a notarial deed - and their attachments shall be kept at the registered office by the President, either in their original material form, in a special register, or in a secure electronic form, on any support and under conditions guaranteeing durability, readability, integrity, reliable and durable reproducibility. Each active member will receive a copy thereof.

Unless otherwise provided by law and except in case of a special delegation by the Board of Directors, copies or excerpts of these minutes to be delivered to third parties or used in the courts or elsewhere are signed by the President.

PART IV. : ADMINISTRATION

Article 14 : Board of Directors

The Association shall be managed by an administration organ (herein designated as the "Board of Directors"), consisting of three (3) persons appointed by the General Assembly and dismissible at all times by it. The members are referred to throughout as non-executive directors.

The non-executive directors are appointed for a term of two years expiring at the issue of the second Annual Assembly following the year of the appointment. Any non-executive director can be re-elected twice.

The non-executive directors shall incur no personal obligation because of their office and shall be liable only for the performance of their office.

The Executive Director appointed by the Executive Committee contributes to the work of the Board, without voting rights.

Unless otherwise decided by the General Assembly, the non-Executive Director's office shall be performed free of charge.

Article 15 : End of mandate – Vacancy

The non-executive director's office shall end by:

- voluntary resignation by written notice in advance of the May Executive Committee meeting to the Board of Directors;
- expiration of its term;
- death;
- voluntary dissolution;
- removal by the General Assembly, upon a decision taken by a majority of the vote of the members present or represented;

In the case of vacancy of one or several non-executive director's offices, the remaining non-executive directors can provide for a temporary replacement(s). The non-executive director so appointed shall complete the office of the non-executive director he replaces. The next meeting of the General Assembly shall proceed with the possible final appointment.

Article 16 : Powers of the Board of Directors – Daily management

Tasks and duties of the Board:

- To officially represent IBMA
- To implement decisions taken by Assembly and the Executive Committee
- To implement the strategic direction of IBMA
- To govern the respect of IBMA regulations
- To represent IBMA within the framework of the creation and operation of a Global Federation of Biocontrol Industries.

The Board of Directors can, under its responsibility, delegate the daily management or part of its powers, to one or several non-executive directors or third parties. The Board of Directors shall determine in writing the extent of the powers so delegated, the way to exercise them and the duration of the mandate so conferred.

The instruments relating to the appointment and end of offices of the non-executive directors and as the case may be, the persons empowered to represent the Association, must be filed and published in accordance with the legal provisions regulating this matter.

Article 17 : Meetings of the Board of Directors

The Board of Directors shall meet on a regular basis as determined by the President of the Board of Directors.

The notice contains the agenda and is sent by letter, electronic mail or any other means of (tele)communication that can be materialized in a written document, at least three (3) days before the date of the meeting.

The meetings are held at the registered office or at such location as indicated in the notice.

They shall be chaired by the President of the Board of Directors or by the Executive Director.

No formal notice shall be necessary if all non-executive Directors are present or duly represented at the meeting or if they each have waived the requirement to do so in writing by mail, facsimile or any means of electronic communications.

Article 18 : Deliberations of the Board of Directors

The Board of Directors can only validly deliberate if the majority of its members is present or represented.

Decisions of the Board of Directors are taken by a majority of votes. In case of a tie and except when the board is composed by only two (2) non-executive directors, the vote of the President shall prevail.

The non-executive directors can also deliberate and take all decisions, either by unanimous written consent, either in writing or by electronic mail without physically meeting, either by means of a conference call or a video conference. A non-executive director may give a proxy to another non-executive director.

Article 19 : Minutes of the Board of Directors meetings

The decisions of the Board of Directors are recorded in minutes signed by the President.

The minutes and their attachments are kept by the Executive Director at the registered office, either in their original material form entered in a special register, or in a secure electronic form, on any support and under conditions guaranteeing durability, readability, integrity, reliable and durable reproducibility.

Each non-executive director shall have the possibility to consult the minutes at the registered office and to receive a copy thereof. Copies or excerpts to be used in the courts or elsewhere shall be signed by the President, or, if the latter is prevented, by two non-executive directors.

Article 20: Executive Committee

The Board is advised by an Executive Committee of maximum ten members, consisting of:

- The three Board members elected by the General Assembly
- The Professional group Chairs elected by their respective professional group members
- The two Council of National Associations members elected by the National Associations' representatives
- The Executive Director who will participate without voting rights.

The Executive Committee meets at least once a year, convened by the President or by at least three (3) Executive Committee members.

The Executive Committee appoints an Executive Director who is responsible for the daily management of the Association.

Tasks and duties of the Executive Committee:

- To discuss and decide main activities
- To prepare proposals to the General Assembly
- To provide strategic and working guidance and recommendations to the Board
- To suggest and/or approve proposals for setting up Working Parties (as defined in Article 24 hereafter)
- To supervise the application of Internal Regulations
- To endorse applications from potential new members

Article 21: Professional Groups

- a) All members may participate in Professional Groups
- b) The Professional groups are :
- c) Invertebrate Biocontrol Agents (IBCA's)
- d) Microorganism Biocontrol Agents (MBCA's)
- e) Semiochemicals
- f) Natural and Biochemical products
- g) The Professional Groups set up their own administration and working rules. They decide their specific activities, which must remain within the framework of the missions, activities and regulations of IBMA.
- h) The members of each Professional Group elect a Chair for a three-year term of office.

Article 22: National Associations

- a) Members of IBMA in any given country or group of countries may create a National Association with the approval of the Executive Committee.
- b) The National Associations decide on their administrative and working rules. They decide on their activities which must remain within the framework of the missions, activities and regulations of IBMA. The National Associations must respect the laws of their respective countries.

Article 23: The Council of National Associations

- a) The National Associations set up a Council of National Associations with the sole purpose of electing two members to the Executive Committee.
- b) Each National Association delegates their representative to the Council of National Associations.
- c) The President oversees the delegation of the two representatives of the Council of National Associations to represent the said Council on the Executive Committee.

Article 24: Working Parties

- a) Individual IBMA members or any IBMA administrative entity may propose setting up Steering Groups, Task Forces, Project Groups, Advisory Groups or any other Working Groups, hereinafter called "Working Parties"
- b) The members of the Working Parties are selected by the IBMA administrative entity or individual member who constituted the Working Party.
- c) Working Parties must be approved by the Executive Committee to ensure that the views and interests of IBMA are respected
- d) Working Parties can work, deliberate and express their views independently, provided they remain within the framework of the missions, activities and regulations of IBMA.

Article 25 : IBMA Rules

IBMA regulations are defined in the following documents:

- IBMA Statutes
- IBMA “Charter of Principles” which sets out the ethical rules and behaviour of IBMA members. It is proposed by the Executive Committee and approved by a majority of two-thirds of the votes received from the General Assembly
- IBMA “Internal Regulations” which are approved by the Executive Committee and detail IBMA administrative procedures

Article 26: Representation

Notwithstanding the general powers of representation of the Board of Directors as a collegial body, the Association shall be validly represented:

- Either by one non-executive director and the Executive Director
- or, within the limits of the day-to-day management, by the person(s) to whom such management has been delegated.

They need not to provide any evidence of a prior decision of the Board of Directors.

PART V. : ACCOUNTING YEAR – ANNUAL ACCOUNTS – BUDGET – CONTROL

Article 27: Funds

The funds of IBMA are the result of transfer of funds and assets from the bank accounts and assets owned by IBMA Global when previously located in Switzerland.

Article 28: Resources

IBMA resources originate from:

- Membership fees
- Donations
- Subsidies provided by Governmental and non-governmental organisations
- Income from services provided and invoiced to members and third parties
- Revenues from invested funds

Article 29 : Accounting year – Annual accounts

The accounting year shall begin on January first and end on December 31 of each calendar year.

Each year, the Board of Directors draws up the annual accounts of the past accounting year, in accordance with the legal provisions regulating this matter, as well as the budget for the forthcoming year. Both shall be submitted for approval to the General Assembly at its annual meeting.

The approved annual accounts shall then be filed by the Board of Directors with the clerk's office of the competent Commercial Court.

The accounting shall be conducted in accordance with the legal provisions regulating this matter.

Article 30 : Control – Auditor

To the extent the Association is so legally required, the audit of its financial situation, the financial statements and the compliance with the Law and these Statutes of the operations to be entered in the annual accounts, must be entrusted to one or more auditors, appointed by the General Assembly among the members of the Institute of Company Auditors.

PART VI. : AMENDMENTS TO THE STATUTES - DISSOLUTION

Article 31 : Special provisions for amendments to the Statutes, Charter of Principles

The Statutes and the Charter of Principles may be amended at any time by a decision of the General Assembly. The notice to such a meeting contains a detailed agenda of the proposed amendments and must be sent to all members at least two (2) weeks before the meeting date.

Any amendment to the Statutes shall be adopted provided it is approved by a majority of two thirds (2/3) of the votes of the active members present or represented.

Any amendment to the purposes of the Association, as well as to the activities it intended to implement in order to achieve these purposes, must be approved by a royal decree. Amendments to the statutory provisions referred to in article 48, 5° and 7° of the Law must, as for them, be recorded in a notarial deed.

Article 32 : Dissolution – Liquidation – Allocation of assets

Without prejudice to the provisions of Articles 55 and 56 of the Law, the Association can be dissolved at any time by a decision of the General Assembly taken under the same conditions as for the amendments to the Statutes. The General Assembly shall establish the detailed process and method for the winding up and liquidation of the Association in accordance with applicable laws.

The allocation of the possible net assets after liquidation shall be determined by the General Assembly or, in the absence thereof, by the liquidators. This asset will have to be allocated for a disinterested purpose as close as possible to the purpose of the Association as described in Article 3.

PART VII. : GENERAL PROVISIONS

Article 33 : Election of domicile

Any member, non-executive director, auditor or liquidator residing abroad who has not elected domicile (an official address for service) in Belgium, validly reported to the Association, shall be deemed to have elected domicile at the registered office where all instruments can be validly served or notified, with no other obligation for the Association than to keep such instruments available for the addressee. A copy of said documents and notifications shall also be sent, for information, to the addressee's residence abroad.

Article 34 : Legal reference

All issues not explicitly covered by these Statutes and by the Internal Regulations shall be governed by the Law. Consequently, the provisions of the Law which cannot be lawfully departed from shall be deemed enshrined in these Statutes and such clauses which contradict the imperative provisions of the Law or might become contradictory to same, shall be deemed as unwritten.