

# Statutes

\* Document translated from the [original Statutes document in French](#).

The undersigned:

- CARI, ASBL, Place Croix du Sud, 4, bte L7.07.09, 1348 Louvain-la-Neuve, 0424644620
- Fédération des apiculteurs de Belgique (FAB-BBF), ASBL, rue Vautier, 29, 1000 Bruxelles, 0457740327
- Fédération Nationale des Organisations Sanitaires Apicoles Départementales (FNOSAD), association, rue Pernety, 41, 75014 Paris, France, 40912814700017
- Fédération des unions d'apiculteurs du Grand-Duché de Luxembourg (FUAL), Coopérative Agricole, Luxembourg, 19472500034
- Syndicat National d'Apiculture (SNA), syndicat professionnel, rue de Copenhague, 5, 75008 Paris, France, 78417932700035
- European Professional Beekeepers Association (EPBA), G.E.I.E., Hauptstrasse, 67, D77728 Oppenau, Deutschland, HRA702505
- Union Nationale de l'Apiculture Française (UNAF), syndicat professionnel, rue des Tournelles, 26, 75 0004 Paris, France, 32365820300019
- Deutscher Berufs und Erwerbs Imker Bund (DBIB), e.V., Hofstattstrasse, 22 A, D-86919 Utting, Deutschland, VR-Nr.130020
- Unione Nazionale Associazioni Apicoltori Italiani (Unaapi), Associazione, Via San Carlo 526 – 40024 Castel san Pietro Terme, Italia, 9701336058
- Confédération Paysanne, fédération syndicale, 104 rue Robespierre - 93170 Bagnolet, France, 38331691600048
- Asociación Galega de Apicultura (AGA), asociacion, Costa de San Marcos, 7, 15890 Santiago de Compostela, Espana, 2004/007461-1
- Gemeinschaft der europäischen Buckfastimker (GdeB), e.V., Schulstrasse, 4, D66909 Nanzdietschweiler, Deutschland, VR-Nr.1568

have agreed to form a non-profit association in accordance with the law of June 27, 1921, adapted and modified by the law of May 2, 2002, and established its statutes as follows:

## **Title 1 - Name, registered office, purpose, duration**

### **Art. 1. Name**

The association is called "Bee Life European Beekeeping Coordination", abbreviated "Bee Life".

The denomination can be translated into the different languages of the members.

This name must appear in all acts, invoices, advertisements, publications, letters, order notes and other documents emanating from the association, and be immediately preceded or followed by the words "non-profit association" or the abbreviation "NPO" ", with the precise indication of the address of the headquarters of the association.

## **Art. 2. Headquarters**

Its registered office is located in the judicial district of Nivelles at Place Croix du Sud, 4, box L7.7.9, 1348 Louvain-la-Neuve. Any modification of the registered office is the exclusive competence of the general meeting which will vote on this point, in accordance with the law of June 27, 1921, adapted and modified by the law of May 2, 2002.

## **Art. 3. Goals**

The association aims to:

- Unveil and solve the environmental problems of pollinating insects and more particularly the honey bees.
- Work for a better protection of the environment, especially for an agriculture compatible with the well-being of pollinators and biodiversity.

The association stimulates, coordinates and promotes projects that aim at its goals.

These projects can be developed:

- in synergy with the members of the association which finances projects.
- in collaboration with other partners (beekeepers, farmers, researchers, NGOs, consumers, ...) who work towards our objectives.
- by the association itself.

It pursues the achievement of its goals by all means including:

- scientific observation;
- regulatory monitoring and monitoring of European political processes;
- analyses and studies;
- dissemination and exchange of information, notably through publications (in magazines and on the Internet, etc.), publishing (report, book, video, etc.);
- organisation and participation in training, courses, study days, conferences;
- information and awareness raising of public authorities, political decision-makers, public opinion and beekeepers;
- dissemination of scientific knowledge to the general public;
- legal proceedings.

The association achieves these goals anyway, in close collaboration with its members. It may do any act related directly or indirectly, in whole or in part, to its purposes or may lead to its development or facilitate its realisation.

## **Art. 4. Duration of the association**

The association is established for an indefinite period. It can be dissolved at any time.

## **Title II - Members**

### **Art. 5. Composition**

The association is made up of full members and affiliated members.

The number of affiliated members is unlimited.

The number of effective members may not be less than 6. Only full members shall enjoy the full rights granted to members by law and these statutes.

### **Art. 6. Full members**

Full members are: the appearing persons in the present deed and any legal person who sends a written and motivated request to the board of directors and whose candidacy is accepted by the general assembly ruling by the majority of 2/3 of the votes of the present members or represented.

To become a full member, you must meet the following conditions:

- its headquarters must be located on the territory of one of the Member States of the European Union,
- its action must contribute to the aims pursued by the association.

In the case of a decision concerning a legal person, it must imperatively be taken by secret ballot.

The decision of admission or refusal is without appeal and must not be motivated by the general assembly. It is brought to the attention of the candidate by letter or e-mail with acknowledgment of receipt.

### **Art. 7. Associate members**

Associate members are: natural or legal persons who wish to help the association or participate in its activities and who undertake to abide by the rules of the procedures, statutes and decisions taken in accordance with them.

The person who wishes to become a member is to send a written request to the board of directors.

The candidacy is accepted by the board of directors ruling by a simple majority of the votes of the members present or represented.

To become a member, you must fulfil the following condition:

- its action must contribute to the aims pursued by the association.

### **Art. 8. Resignation - members deemed to have resigned - suspension and exclusion – death**

Any full member or affiliated member is free to withdraw from the association by sending by letter or e-mail with acknowledgment of receipt his resignation to the board of directors.

Is deemed to have resigned by the general assembly:

- the full member who does not participate or is not represented at two consecutive general meetings.
- the full member or affiliated member who does not pay the subscription which is incumbent on him, in the month of the reminder sent to him by letter or by e-mail with acknowledgment of receipt.
- the full or adherent member who no longer fulfils the conditions required for admission to Articles 6 and 7.

The exclusion of an effective member can only be pronounced by the general assembly by a majority of 2/3 of the votes of the members present or represented. The board of directors may suspend, until a decision of the general meeting, the members who are guilty of serious infringement of the statutes or laws.

The exclusion of a full member requires the following conditions:

1. The regular convocation of a general assembly where all the effective members must be convened;
2. The mention in the agenda of the general meeting of the exclusion proposal with the mention, at least in summary, of the reason for the proposal;
3. The decision of the general meeting must be taken by a 2/3 majority of the votes of the active members present or represented but no quorum of presence is required;
4. Respect for the rights of defence, that is to say the hearing of the member whose exclusion is requested, if the latter so wishes;
5. The mention in the register of the exclusion of the full member.

In the case of a decision concerning a legal person, it must imperatively be taken by secret ballot.

The exclusion of a member can only be pronounced by the board of directors. The chairman of the board of directors may prohibit, until the date of the next meeting of the board of directors, the participation of a member who takes part in the activities and meetings organised by the association when the member has serious interests in the association or its members or seriously disrupts the smooth running of activities or meetings organised by the association. The chairman of the board of directors informs the board of his provisional decision which, at its next meeting, adopts a decision to exclude or maintain the status of member.

Membership is automatically lost by death or, in the case of a corporation, by dissolution, amalgamation, division, nullity or bankruptcy.

The resigning member, suspended or excluded, as well as the heirs or assigns of the deceased member, have no rights to the social fund of the association. They cannot claim or require, statement, accounting, affixing of seals, inventories or reimbursement of contributions paid.

#### **Art. 9. Registry of Full Members**

The association must keep a register of its full members, under the responsibility of the board of directors.

All decisions to admit, resign or expel effective members shall be entered in the register at the behest of the board of directors within eight days of the board's knowledge of the change (s) made.

All members can consult, at the head office of the association, the registry of the members, as well as all the minutes and decisions of the general assembly, the board of directors, all the accounting documents of the association, upon simple written and motivated request addressed to the board of directors. Members are required to specify the documents they wish to access. The board of directors

agrees to a date of consultation of the documents with the members. This date will be fixed within one month from the reception of the request.

### **Title III - Contributions**

#### **Art. 10. Contributions**

Full and affiliated members are required to pay an annual subscription, the amount of which is set by the general meeting and cannot exceed 20,000 euros.

The general meeting may grant contribution reductions based on the specificities of the full members, on the proposal of the Board of Directors.

In the event of non-payment of the membership fees, the board sends a reminder by letter, or by e-mail with acknowledgment of receipt.

If in the month after having sent the reminder, the member has not paid his dues, the general assembly may consider him resigning automatically. The general assembly will notify his decision in writing to the member. This decision is irrevocable.

### **Title IV - General Assembly**

#### **Art. 11. Composition**

The general meeting is composed of all the full members and lead by the chairman of the board of directors or, failing that, by the director appointed by him. Affiliated members may participate, but they do not have the right to vote.

#### **Art. 12. Powers**

The general assembly is the sovereign power of the association. It is in particular responsible for:

- the modification of the statutes;
- the exclusion of members;
- the appointment and dismissal of the directors, the auditors and the liquidator (s);
- setting the remuneration of the auditors in cases where remuneration is awarded;
- approval of accounts and budgets;
- the discharge to be granted annually to the directors, to the auditors and, in case of voluntary dissolution, to the liquidators;
- the voluntary dissolution of the association;
- the possible transformation into a society with a social purpose;
- the decision of the destination of the assets in case of dissolution of the association;
- the fixing of the amount of the annual subscription falling to the members as well as the derogations proposed by the board of directors;
- the approval of the internal regulations and its modifications;
- the decision to bring an action for damages against any member of the association, any director, any auditor, any person entitled to represent the association or any agent appointed by the general meeting;
- the decision to consider a member deemed to have resigned if he does not attend nor is represented at two consecutive general meetings;
- the decision to consider a member deemed to have resigned by default of payment of the contributions incumbent upon him;

- the decision to consider a member deemed to have resigned if he no longer fulfils the conditions required for admission to Articles 6 and 7;
- the admission of new members;
- all the cases required in the statutes.

### **Art. 13. Convocation - Ordinary General Meeting**

All full members are summoned to the ordinary general meeting, once a year, during the first quarter of the calendar year. The general assembly is convened by the president of the board of directors, by letter or by e-mail with acknowledgment of receipt at least 3 weeks before the date of this one. The notice must specify the date, time, place and agenda.

The Board of Directors may invite any person to attend all or part of the general meeting as an observer or consultant.

Any proposal signed by one twentieth of the effective members must be put on the agenda of the next general meeting.

### **Art. 14. Extraordinary General Assembly**

An Extraordinary General Meeting may be convened at any time by decision of the Board of Directors.

The general meeting must also be convened by the board of directors when one-fifth of the full members make the written request. In the latter case, the Board of Directors convenes the general meeting within 21 days of the convocation request. The general meeting is held no later than the fortieth day following this request.

### **Art. 15. Deliberation**

The general meeting deliberates validly as soon as half of its members is present or represented except in the cases where the law of June 27, 1921, adapted and modified by the law of May 2, 2002, requires a quorum of presence and a quorum of votes:

- statutory amendment: attendance quorum of 2/3 of the members present or represented - quorum of 2/3 of the votes of the members present or represented;
- modification of the goal of the ASBL: quorum of presence of 2/3 of the present or represented members - quorum of vote of 4/5 of the votes of the members present or represented;
- exclusion of a member: no quorum of presence - quorum of vote of 2/3 of the votes of the members present or represented;
- dissolution of the non-profit organisation or transformation into a company with a social purpose: quorum of presence of 2/3 of the present or represented members - quorum of vote of 4/5 of the votes of the members present or represented.

If the attendance quorum is not reached, a second general meeting may be convened. The decisions of this General Assembly will be valid, regardless of the number of members present. The second general meeting may take place at least 15 days after the first general meeting.

The meeting can deliberate validly only on the items on the agenda.

The "miscellaneous" item covers only communications the nature of which does not

require a vote.

The votes of the general assembly are made by secret ballot in case of request of a full member.

#### **Art. 16. Representation**

All full members have equal voting rights at the general meeting. Any full member may be represented by another full member to whom he gives written proxy. Any member may only hold one power of attorney.

All members may, however, participate in the votes of the general meeting only if they are in good standing.

Decisions are taken by a simple majority of the votes of the members present or represented, except where otherwise provided by law or by these statutes.

Blank votes, blanks and abstentions are not taken into account for the calculation of majorities.

In case of a tie, the voice of the president or his substitute is decisive.

#### **Art. 17. Statutory amendments and dissolutions**

The general meeting can validly deliberate on the dissolution of the association or the modification of the statutes only in accordance with the law of June 27, 1921, adapted and modified by the law of May 2, 2002.

Any amendment to the articles of association or decision on the dissolution must be filed, in the month of its date, with the registry of the commercial court for publication in the "Annexes of the Moniteur belge". The same applies to any appointment or termination of office of a director, a person authorized to represent the association, a person delegated to day-to-day management or an auditor.

#### **Art. 18. Publicity of the decisions taken by the general assembly**

The convocations and minutes, in which are recorded the decisions of the general assembly as well as all the accounting documents, are signed by the president and the secretary or another administrator. They are kept in a registry at the headquarters of the association and can be consulted by all members.

### **Title V - Board of Directors**

#### **Art. 19. Appointment and Minimum Number of Directors - Term of Office**

The association is administered by a board of directors of at least 3 and no more than 11 members, appointed and dismissed by the general assembly and chosen from among the full members of the association.

The number of directors will always be less than the number of full members of the general meeting.

The members of the Board of Directors, after a call for nominations, are appointed by the General Assembly by an absolute majority of the votes of the members present or represented.

The term of office is fixed at 3 years. Retiring directors are eligible for reappointment. In the event of a vacancy, a director may be appointed on a temporary basis by the general meeting. In this case, he completes the mandate of the director he replaces. As long as the general meeting has not proceeded to the renewal of the board of directors at the end of the mandate of the directors, they continue to exercise their mission pending the decision of the general meeting.

#### **Art. 20. Resignation - suspension and revocation - death**

Any director is free to resign at any time. He must serve his decision by letter, or by email with acknowledgment of receipt to the Board of Directors. An administrator cannot, however, leave his office to be abandoned. He will therefore ensure that his resignation is not untimely and does not cause any prejudice to the association.

The mandate of director is at all times revocable by the general meeting convened on a regular basis. The decision is taken by an absolute majority of the votes of the members present or represented and by secret ballot. The general meeting must not justify or justify its decision. This same general meeting may decide to temporarily suspend a director.

The status of director is automatically lost by death or, in the case of a legal person, by dissolution, merger, division, nullity or bankruptcy.

#### **Art. 21. Composition**

The Board of Directors appoints each year from among its members a president, a vice-president, a secretary and a treasurer. The president cannot be renewed more than four times.

#### **Art. 22. Frequency of meetings**

The board of directors meets at least twice a year and whenever the need arises. It is convened by the president or at the request of at least two administrators, by letter, or by e-mail with acknowledgment of receipt at least 15 days before the date of the latter. The notice must specify the date, time, place and agenda. The notice always specifies the possibility of participating in the Board of Directors by any means of communication.

If the chairman and the vice-chairman are unable to act, he is chaired by the director appointed by the chairman.

The board of directors may invite to its meetings any person whose presence it deems necessary according to the needs and in a consultative capacity only.

Decisions are recorded in a minute book, signed by the president and the secretary. This register is kept at the head office of the association where all members can, without moving the register, take note.

#### **Art. 23. Deliberation**

The board of directors deliberates validly as soon as half of its members are present or represented.

#### **Art. 24. Representation**

All administrators have equal voting rights to the board of directors.

Any director may be represented by another director to whom he gives written proxy.

Any director may only hold one power of attorney.

Are considered present: administrators physically present, represented by proxy or still present by any means of telecommunication (tele-conference, videoconference, call conference ...).

The decisions of the board of directors are taken by a simple majority of the votes of the members present or represented.

Blank votes, blanks and abstentions are not taken into account for the calculation of majorities.

In case of emergency, the president, the vice-president, the treasurer, the secretary, may unanimously take any decision necessary for the proper functioning of the association. They must report their decision to the entire board of directors.

In case of a tie, the voice of the president or his substitute is decisive.

Any director who has an interest opposite to that of the association cannot take part in the deliberations and the vote on this point on the agenda.

#### **Art. 25. Powers**

The board of directors has the most extensive powers for the administration and management of the association. The board of directors operates on the principle of the college. All powers not expressly reserved by law or by the articles of association to the general meeting will be exercised by the board of directors.

It may in particular, without this enumeration being exhaustive, make and pass all acts and contracts, open and manage all bank accounts, negotiate, compromise, acquire, exchange, sell any movable or immovable property, mortgage, borrow, enter into leases, accept any legacies, subsidies, donations and transfers, waive all rights, represent the association in law, both in defence and in demand. He may also appoint and dismiss the staff of the association.

#### **Art. 26. Delegation to day-to-day management**

The board of directors may delegate certain powers to one or more persons, whether directors or not, acting individually.

The powers of the day-to-day management body are limited to the day-to-day management of the association, which enables the acts of administration to be carried out:

- which do not exceed the needs of the daily life of the non-profit organization,
- which, because of their lack of importance and the need for a prompt solution, do not justify the intervention of the board of directors.

The term of office of the delegates to the day-to-day management, which may be renewable, is fixed by the Board of Directors.

When the day-to-day management delegate also performs the function of director, the end of the term of director automatically entails the end of the term of the delegate for day-to-day management.

The board of directors may, at any time and without having to justify itself, terminate the position held by the person in charge of day-to-day management.

#### **Art. 27. Delegation to the general representation**

The association may be validly represented in all acts or in court by the president or an individual director who, as an organ, shall not justify to third parties a prior decision and a power of attorney of the board of directors.

They may in particular represent the association with respect to any authority, administration or public service, including the signing of certificates and various certificates to be provided to the public authorities, particularly in social and tax matters; to represent the association in court both in asking and defending, proceed to the formalities for the filing of documents at the Registry of the Commercial Court and the publications in the "Moniteur belge".

The term of office, possibly renewable, is fixed by the Board of Directors.

The mandate ends automatically when the person in charge of the general representation loses his capacity of administrator.

The board of directors may, at any time and without having to justify itself, terminate the mandate conferred on the person (persons) in charge of the general representation of the association.

#### **Art. 28. Mandate and responsibility**

The directors, the persons delegated to the day-to-day management or the representation do not contract, because of their function, any personal obligation and are only responsible for the execution of their mandate. The directors exercise their mandate free of charge. However, the expenses incurred in the performance of their mission may be reimbursed. Delegates to day-to-day management or representation may receive remuneration to be fixed by the board of directors.

#### **Art. 29. Publicity of decisions taken by the board of directors**

The convocations and minutes, in which are recorded the decisions of the board of directors, are signed by the president and the secretary or another administrator. They are kept in a registry at the headquarters of the association. The convocations and minutes can be consulted by all the effective members if they justify the reason on simple written request and motivated addressed to the board of directors, and that this one is accepted by the board of directors. Members are required to specify the documents they wish to access. The board of directors agrees to a date of consultation of the documents with the members. This date will be fixed within one month from the reception of the request.

#### **Art. 30. Publications**

The acts relating to the appointment or the termination of the duties of the directors, the persons delegated to the day-to-day management and the persons authorized to represent the association are deposited at the clerk's office of the commercial court, in the month of its date, with a view to their publication in the "Annexes of the

Moniteur belge".

## **Title VI - Miscellaneous provisions**

### **Art. 31. Internal regulations**

An internal regulation may be presented by the board of directors to the general meeting. Amendments to this by-law may be made by a general meeting of at least half of the members and acting by a simple majority of the votes of full members present or represented.

### **Art. 32. Social exercise**

The financial year begins on January 1st and ends on December 31st. By exception, the first fiscal year begins today and ends on December 31, 2013.

### **Art. 33. Accounts and budgets**

The accounts of the past financial year and the budget for the following financial year will be submitted annually to the ordinary general meeting for approval by the Board of Directors.

### **Art. 34. Auditors**

The general meeting may appoint two auditors, appointed for two years and not re-eligible, to audit the accounts of the association and submit their annual report.

### **Art. 35. Dissolution of the association**

In case of dissolution of the association, the general meeting will appoint two liquidators, determine their powers and indicate the allocation to be given to the net assets of the social assets. This assignment must be made in favour of a non-profit organisation, a private or public foundation, an international non-profit association or a foreign association with legal personality with a purpose similar to its own.

Any decision relating to the dissolution, the conditions of the liquidation, the appointment and termination of the duties of the liquidator (s), the closing of the dissolution, and the allocation of the net assets is filed and published in accordance with the law of June 27, 1921, adapted and modified by the law of May 2, 2002.

### **Art. 36. Residual skills**

All that is not provided for explicitly in the present statutes is regulated by the law of June 27, 1921, adapted and modified by the law of May 2, 2002.

Brussels 26/09/2013