

MNI STATUTES **Revision March 2023**

I DENOMINATION - LEGAL FORM – HEADQUARTERS - DURATION

Article 1:

An international non-profit association with the name “Medical Nutrition International Industry” (abbreviated “MNI”, and hereinafter referred to as “the Association”) The Association has the status of “Association Internationale Sans But Lucratif (AISBL)” and is governed by Belgian Law, in particular the Belgian Code for companies and associations.

Article 2: Headquarters

The headquarters of the Association is located in the Brussels-Capital Region. They can be transferred by decision of the Executive Committee, which must inform the General Assembly accordingly.

Article 3: Duration

The existence of the Association is of unlimited duration.

II OBJECTIVES

Article 4: Objectives

The objectives of the Association are:

- 4.1 To deal with questions of specific interest to the medical nutrition industry, in consultation and close co-operation with national, regional and international associations where national/regional/international interests are directly concerned.
- 4.2 To represent and promote and defend the interests of the medical nutrition industry and raise awareness about the benefits of medical nutrition either directly or through other industry organizations towards international institutions and organizations such as the World Health Organization (WHO),

the Food and Agriculture Organization of the United Nations (FAO) and their Codex Alimentarius Commission and UNICEF.

- 4.3 To promote high ethical standards in the medical nutrition industry.
- 4.4. To support the quality of products and services to best serve the interests of customers, namely patients, health care professionals and health care providers.
- 4.5 Association's activities include:
 - 4.5.1 To shape, in collaboration with existing regulatory authorities and scientific bodies, a regulatory and reimbursement framework capable of meeting the needs of patients, health care professionals and health care providers.
 - 4.5.2 To furnish an environment that nurtures and supports further research to fully explore the potential of medical nutrition in improving the health of patients suffering from acute or chronic disease.
 - 4.5.3 To collect and disseminate, where necessary, information and documentation relating to medical nutrition feeding, and in particular the role of the medical nutrition international industry.
 - 4.5.4 To provide guidance, technical and scientific expertise for industry associations, representing the interests of the international special dietary food industry at national, regional, or international level.

III MEMBERSHIP

Article 5: Membership

5.1 *Full Members*

Membership as Full Member shall be open to:

- a. Medical nutrition manufacturers and
- b. Companies or collective organisations operating in the field of medical nutrition products and services which (i) have been accepted as Associate Members of the Association and (ii) have completed 3 years of Associate Membership

Candidates shall be approved as Full Members by the Executive Committee.

All Full Members must agree to the statutes and the Internal Rules, contribute to the costs of the Association and pay their membership fee.

Each Full Member shall designate a physical person as fixed representative to represent them in the name and on behalf of said member. The Full Member cannot dismiss his/her representative without appointing a successor at the same time. Any changes must be communicated to the Association's President immediately.

5.2 *Associate Members*

Membership as Associate Member shall be open to:
Companies or collective organisations operating in the field of medical nutrition products and services.

Candidates shall be approved as Associate Members by the Executive Committee.

All Associate Members must agree to the statutes and the Internal Rules and, pay their membership fee. Associate Members shall have no voting rights in the General Assembly.

Each Associate Member shall designate a physical person as fixed representative to represent them in the name and on behalf of the said member. The Associate Member cannot dismiss his/her representative without appointing a successor at the same time. Any changes must be communicated to the Association's President immediately.

5.3 *Additional categories*

The General Assembly may also create other categories of membership that do not meet the criteria for membership.

5.4 *Application procedure*

The candidate-companies address their request for membership to the Executive Committee.

5.5 *Liability*

The Members shall not have any liability for any obligations of the Association.

5.6 Membership fees

Each Member and Associate Member shall pay to the Association an annual membership fee, which becomes due at the start of the financial year, following a payment invitation sent by the Association. Membership fees that arise after the beginning of the financial year shall be reduced pro-rata on a monthly basis dependent on the date of being accepted as a Member. The amount of the annual membership fee shall be set by the General Assembly. In any event, the annual membership fee may not exceed the amount of EUR 500,000.

Article 6: Resignation and termination of membership

Membership status will be lost:

6.1 *By resignation:*

Resignation shall be notified by registered letter addressed to the Association at its registered office by giving at least 6 months' notice. The resignation can only take effect at the end of the calendar year.

In cases where the member has made a financial commitment for a certain period (for example, for a joint study or in contributing to research costs), resignation does not alter the commitment. In the event an ex-Member wishes to re-join the Association, he will only be re-admitted after having paid any outstanding debts, if any.

6.2 *In case of merger or acquisition:*

In case a member merges with or is acquired by another, the member merged or acquired is deemed to have resigned. In this case the Executive Committee will decide on a new repartition key mentioned in article 7.2, if required.

6.3 *By expulsion:*

A member may be expelled for:

- non-payment of annual membership fees within six (6) months after being reminded to do so by registered letter;

- non-payment of financial contributions to administrative costs and project costs;
- non-compliance with the statutes or the Internal Rules of the Association;
- loss of membership qualification.
- Being in the process of bankruptcy or being involved in litigation

The member will be notified of the motives for expulsion in writing.

The decision is taken by a majority of three quarters of the votes of the Full Members present or represented at the Executive Committee, after the member concerned has been heard. The decision shall become effective immediately.

- 6.4 In the event of a resignation or exclusion, the annual membership fee, as well as the financial commitments as set out in article 6.1, paragraph 2 of the Statutes remain due. A resigned or excluded Member will not receive a refund of such fees (nor portion thereof). No resigned or excluded Member nor any successor thereof, shall have any right on the assets of the Association. They may not demand account and justification, sealing, or an inventory. Finally, all membership rights and obligations terminate upon the effective date of the resignation or exclusion.

Members who resign or whose membership is terminated have no claim on the assets of the Association.

Article 7: Income and expenditure

- 7.1 All Members are committed to share the administrative and project costs of the Association within the limits of the approved budget.
- 7.2 The General Assembly approves the budget annually and agrees on the repartition key for the payment of individual membership fees, as proposed by the Executive Committee.
- 7.3 Where a new Member joins during the first half of the year, that member shall pay the full membership fee for the current calendar year. Where a new member joins during the second half of the year, that member shall pay half of the membership fee.

IV GENERAL ASSEMBLY

Article 8: Powers of the General Assembly

The General Assembly is the governing body of the Association and has all powers explicitly conferred to it by law and by these Articles of Association. These include, in particular:

- to formulate the broad directives in line with its objectives
- to appoint and revoke the members of the Executive Committee, determine their remuneration (if applicable)
- to grant discharge to the Executive Committee and other accountable parties for the compliant performance of their duties;
- if required, to appoint and dismiss a statutory auditor
- to approve the annual accounts of the past financial year and to be updated on the forecast of the current financial year;
- to approve the budget for the current financial year and the cost-sharing arrangements for Members for the next financial year;
- to determine the membership fees;
- to decide on the suspension and exclusion of Members;
- to modify the Statutes;
- to dissolve the Association;
- to modify any item allowed and following what is governed by Belgian Law, in particular the Belgian Code for companies and associations.

Article 9: Composition

9.1 The General Assembly is composed of all Full Members

Each Full Member will be represented by their fixed representative as outlined in Article 5.

Each Full Member shall have one vote, unless decided otherwise by the General Assembly. Associate Members do not have voting rights. The President may invite third parties in a consultative capacity. The President shall invite a senior executive of each Associate Member to the yearly ordinary meeting of the General Assembly in a consultative capacity.

9.2 All meetings of the General Assembly shall be chaired by the President or in

his absence by the Vice-President. The chair of the meeting shall appoint a secretary.

- 9.3 Any Full Member, who cannot attend a meeting of the General Assembly, may be represented at such a meeting by another Full Member holding a written proxy. No Full Member shall hold more than two proxies.
- 9.4 Each Full Member may also vote by means of a letter or e-form establish by the Executive Committee, which shall contain the following information: (i) the identification of the Full Member, (ii) the number of votes to which he is entitled and (iii) for each decision to be taken by the General Assembly (GA) in accordance with the agenda, the mention “yes” or “no” or “abstention”, the form must be sent to the Association and must reach headquarters at least one day before the GA.

Article 10: Resolutions

Minutes of the General Assembly shall be entered in a special register signed by the chair and the secretary of the meeting, as well as by all Full Members who wish to do so.

General Assembly minutes will be kept at the registered office of the Association where each Member may consult it.

Article 11: Meetings

11.1 Ordinary Meeting of the General Assembly

11.1.2 A General Assembly is convened at least once a year by the President in the first half of the year at the registered office of the Association or at any other place indicated in the notice of convocation to decide on.

11.1.3 Notice of the agenda, the time and place of the General Assembly and requests for nominations for the offices of President, Vice-President and other members of the Executive Committee, shall be served in writing, by mail, fax, electronic mail or any other means of communication not less than thirty (30) days before the meeting.

11.2 Extraordinary Meetings of the General Assembly

11.2.1 The Executive Committee may at any time convene an extraordinary meeting of the General Assembly. The President must convene an Extraordinary General Assembly at the request of not less than a quarter of the Full Members.

11.2.2 Notice of the agenda and of the time and place of an Extraordinary General Assembly shall be served in writing, by mail, fax, electronic mail or any other means of communication not less than thirty (30) days before the meeting.

Article 12: Quorum and majority

12.1 The quorum for holding a valid vote in the General Assembly or an extraordinary General Assembly is reached when at least half the Full Members are present or represented.

If the quorum is not attained, a new General Assembly or Extraordinary General Assembly shall be convened by the President under the same conditions as the first one within the next fifteen (15) days, and this second General Assembly shall definitively and validly decide on the proposals whether or not a quorum is attained.

12.2 Decisions are taken by a majority of two thirds of the Full Members present or represented unless otherwise decided in the Statutes or the law.

12.3 When an Extraordinary General Assembly is convened to decide on a modification of the Statutes or on the dissolution of the Association or its merger with any association having similar objectives, the quorum shall be the same as in article 12.1, but decisions shall be taken with a majority of three quarters of the votes of all Full Members present or represented.

V EXECUTIVE COMMITTEE

Article 13: Composition, term of office

13.1 The Association is administered by an Executive Committee consisting of not less than four (4) and not more than ten (10) members including the President and the Vice-President, who will act as Treasurer. Members of the Executive Committee are appointed by the General Assembly amongst the Full Members for a term of five years and may be re-appointed

Each member of the Executive Committee shall designate a physical person as fixed representative who shall execute the mandate of member of the Executive Committee in the name and on behalf of the said member. The member of the Executive Committee cannot dismiss his representative without appointing a successor at the same time.

With respect to voting rights and the calculation of quorum and majorities in the Executive Committee, Full members which belong to the same group of companies shall be considered as one single member of the Executive Committee. They shall collectively designate a physical person as fixed representative in the Executive Committee.

- 13.2 Each member will hold the Presidency for two years on the basis of a rotation system. The elections shall take place one year prior to the beginning of the mandate. During this year, the President-elect shall occupy the position of Vice-President. Having completed the mandate of two years, the President shall assume the position of Vice-President for a period of one year.
- 13.3 The term of the members of the Executive Committee runs from the end of the General Assembly, which elects them, to the end of the General Assembly five years later.

Article 14: Powers

- 14.1 The Executive Committee is responsible for the management of the Association within the guidelines and broad directives defined by the General Assembly. It ensures the administration and running of the Association and implements the resolutions adopted by the General Assembly. It shall have all powers not expressly reserved by law or by these Articles of Association to the General Assembly. It created, approved and manages the Internal Rules of the Association. It proposes to the General Assembly the budget and cost sharing arrangements by which individual membership fees are assessed. It approves valid applications for membership and creates, approves and manages the Internal Rules of the Association.
- 14.2 The Executive Committee has a coordinating role on the ad hoc working groups, which the Executive Committee or the General Assembly may establish.

Article 15: Meetings

- 15.1 The Executive Committee is convened each time it is necessary. Notice of the agenda, and the time and place of the meeting shall be served in writing not less than ten working days before the meeting.
- 15.2 All meetings of the Executive Committee shall be chaired by the President or in his absence by the Vice-President. The chair of the meeting shall appoint a secretary.
- 15.3 The quorum for the holding a valid vote on decisions is reached when at least half the elected members are present or represented. If a quorum is not attained, a new Executive Committee shall be convened within the next 15 days, which will be empowered to take decisions whether or not a quorum is attained.
- 15.4 The decisions are taken by a majority of two thirds of the members present represented. Notwithstanding, any Executive Committee member can request for any decision related to strategic direction, focus, themes or priorities to be taken unanimously.
- 15.5 Each member of the Executive Committee has one vote.

Any member who cannot attend a meeting of the Executive Committee, may be represented at such a meeting by (i) another member of the Executive Committee, or (ii) another person representing the Full Member company, provided a written proxy has been given to that person/member. No member of the Executive Committee shall hold more than two proxies.

Article 16: Liability

In the performance of their functions, the members of the Executive Committee shall not be held personally liable towards third parties. They shall, however, be answerable to the Association for the performance of their duties under their mandate. Their office shall be unremunerated.

Article 17: Resolutions

Resolutions of the Executive Committee shall be entered in a special register,

signed by the chair, as well as by all Members who wish to do so.

This register will be kept at the registered office of the Association where each Member may consult it.

Article 18: Secretariat

18.1 The Executive Committee has the possibility to delegate the daily management of the Association to an Executive Director and a Secretariat. These functions may be delivered by volunteers, employees, companies, or contractors who are engaged under clearly defined, renewable terms. Their work may be remunerated.

18.2 The Executive Director and Secretariat may have all the powers of daily management, administration, and execution of the activities of the Association including financial management, but excluding those tasks exclusively reserved to the General Assembly or the Executive Committee. The mission, role, and responsibilities of the Executive Director and Secretariat may be defined further in a Statement of Work.

18.3 The Executive Director and Secretariat are appointed by and are responsible to the Executive Committee. Working and reporting processes may be defined further in the Internal Rules.

VI INTERNAL RULES – FORMALITIES – REPRESENTATION

Article 19: Internal Rules

If needed Internal Rules can be established by the Executive Committee to supplement the statutes. These Internal Rules are binding on the Members. These will be subject to approval of the Executive Committee.

The last version of the Internal Rules was approved on 26 April 2018.

Article 20: Formalities

The Executive Director or any person from the Secretariat appointed by the Executive Committee, will register the Statutes, and is responsible for fulfilling

all the formalities relating to statements and publications laid down by the legislation in force.

Any documents relating to the appointment, the revocation and the termination of office of the person who is designated to represent the Association shall be notified in accordance with the relevant provisions and be published at the cost of the association in the annexes to the Belgian State Gazette.

The Executive Director or any person from the Secretariat appointed by the Executive Committee is given the mandate to fulfil these requirements.

Article 21: Representation of the Association vis-à-vis third parties and in court

- 21.1 Except where a special proxy has been given, all acts which bind the Association shall validly be signed by the President, or – in case he/she has been acknowledged as unable or unwilling to fulfil his/her duties by the Executive Committee – by the Vice-President, who will not need to justify their authority towards third parties. Such acts must be in line with the decisions taken by the Executive Committee and the General Assembly and as well as with the overall objectives of the association.
- 21.2 All judicial actions, whether as a plaintiff or as a defendant, will be conducted by the President, or by a qualified professional mandated by a special proxy by the Executive Committee.
- 21.3 Notwithstanding the above paragraphs, the Executive Director shall have the power to execute decisions of the Executive Committee and manage operations in line with his/her mandate for daily management.

Article 22: Conflict of Interest

- 22.1. Each Member, Executive Committee Representative, employee, and independent contractor (hereafter: “Concerned Party”) is under an obligation to disclose the existence or potential existence of a conflict of interest as it arises.
- 22.2. In case a Concerned Party has a direct or indirect conflict of interest related to a proposal presented for discussion or decision at General Assembly or Executive Committee, it shall notify the Executive Committee as soon as is feasible and before the General Assembly or Executive Committee starts

deliberation and takes a decision related to the conflicting interest. If the Concerned Party fails to do so, anyone aware of the potential conflicting interest is obliged to raise the issue to the Executive Committee before the General Assembly or Executive Committee starts deliberation and takes a decision related to the conflicting interest.

- 22.3. The Concerned Party shall neither participate in the deliberations of the General Assembly or Executive Committee, nor participate in the vote related to the items on the agenda relating to the conflicting interest. In relation to these items, the Concerned Party shall not be taken into account for the calculation of the presence quorum.

VII AUDITOR - BUDGET – ACCOUNTS

Article 23: Auditor

Unless the Association meets the conditions laid down in the relevant legislation, the Executive Committee need not appoint an auditor to audit the accounts of the association.

Article 24: Budgets and accounts

24.1 The financial year shall commence on 1 January to end on 31 December of each year.

24.2 In accordance with the provisions of the relevant legislation, the annual accounts of the previous financial year as well as the budget for the following financial year are prepared every year by the Executive Committee and submitted to the General Assembly, for approval at its next meeting.

24.3 The accounts are transmitted to the relevant authorities in accordance with the relevant provisions.

VIII DISSOLUTION

Article 25: Dissolution

If the General Assembly decides on the dissolution of the Association, the

General Assembly shall appoint one or more liquidators from among the representatives of the members. Any assets of the Association shall, after deduction of debts and charges, be distributed to an association of its choice, which has similar objectives.

IX GENERAL PROVISIONS

Article 26. General provisions

Any matter, which is not covered by the present Articles of Association, including the publications to be made in the Annexes to the Belgian State Gazette shall be governed by the provisions of Belgian law.