

MNI STATUTES **Revision May 17, 2019**

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”) was established in accordance with the provisions of Title III of the Belgian Law of 27 June 1921 (as amended).

Article 2: Headquarters

The headquarters of the Association are in MCI - Boulevard du Souverain 280, 1160 Brussels. They can be transferred by decision of the Executive Committee, which must advise 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.

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.

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.

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.

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 is final and 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 remains due (and is payable immediately in event of an exclusion). All other 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

All powers necessary for achieving the objectives and realizing the activities of the Association are vested in the General Assembly. In particular, the following powers are reserved for the General Assembly:

- to lay down the broad directives for the policy decisions to be taken by the Executive Committee;
to appoint and revoke the members of the Executive Committee, determine
- their remuneration (if applicable) and grant discharge for the performance of their duties;
- if applicable, elect and dismiss the statutory auditor, determine his/her remuneration and grant the discharge from his/her duties;
to approve the annual accounts of the past financial year and the budget for the current financial year and the cost-sharing arrangements for Members;
- to determine the membership fees;
- to modify the Statutes;
- to take note of reports on its financial situation, and on the activities of the Association, and ratify the decisions of the Executive Committee.

Article 9: Composition

- 9.1 The General Assembly is composed of all Full Members.
Each Full Member shall have one vote, unless decided otherwise by the General Assembly. 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.

Article 10: Resolutions

Resolutions 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.

This register 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-elected.

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 takes all policy decisions following the broad directives defined by the General Assembly. It ensures the administration and running of the Association. It may choose an Executive Director and a Secretariat to help with the daily management and operation of the Association. The Executive Committee can delegate the daily management to the Executive Director. It proposes to the General Assembly the budget and cost sharing arrangements by which individual membership fees are assessed.
- 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 thirty (30) 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.
- 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.

VI INTERNAL RULES – FORMALITIES – REPRESENTATION

Article 18: 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.

Article 19: 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 20: Representation of the Association vis-à-vis third parties and in court

- 20.1 Except where a special proxy has been given, all acts which bind the Association shall validly be signed by the President, or by any two members of the Executive Committee acting jointly, who will not need to justify their authority towards third parties.
- 20.2 All judicial actions, whether as a plaintiff or as a defendant, will be conducted by the President and another member of the Executive Committee.
- 20.3 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 Secretariat representative shall have powers to comply with these formalities.

VII AUDITOR - BUDGET – ACCOUNTS

Article 21: 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 22: Budgets and accounts

- 22.1 The financial year shall commence on 1 January to end on 31 December of each year.
- 22.2 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.
- 22.3 The accounts are transmitted to the relevant authorities in accordance with the relevant provisions.

VIII DISSOLUTION

Article 23: 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 24. 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 the legislation on international associations.