

CEPA VZW

Seringenstraat 37

1950 KRAAINEM

Registered with the Register of non-profit associations

MINUTES OF BOARD OF DIRECTORS MEETING HELD ON 1 FEBRUARY 2017

Present :

Montmoreau France; Beckman Germany; Forrester UK; Urizio Italy; De Lezeta Spain; Van Zanten NI; Sotiroudas Greece; Ergen Belgium; Fiedler Austria; Bratland Norway; Sendra Catalogna; Vernié Manufacturers; Simon Distributors; Van Lidth De Jeude Service Companies.

Represented :

Montmoreau representing France CS3D; Ireland IPCA; Switzerland FSD

Milagros de Lezeta representing Makosz Hungary

Rune Bratland representing MEGE Hungary ; GZS Slovenia

Quorum: 263 votes present or represented on 318 (82.7 %)

2/3 majority equals 174 votes.

AGENDA

1. Modification of Statutes proposed by Deutscher Schädlingsbekämpfer Verband as detailed in Appendix I.
2. Alternative proposal of Board for the modification of Statutes as follows :

(i) Modification of the title of article 3 of the Statutes as follows:

“Article 3 : Members of the Association : CEPA Members, Partners and Observers.”

(ii) Modification of article 3.3 of the Statutes as follows :

“3.3 There are 6 classes of members, being respectively “CEPA National Association Members” (“CNAM”), “CEPA Regional Association Members (“CRAM”), “CEPA International Company Members” (“CICM”), “CEPA National Company Members” (“CNCM”) “Partners” (“Partners”) and “Observers” (“Observers”).”

(iii) Modification of article 3.13 of the Statutes by the addition of a second paragraph as follows :

“Observers are any commercial company not situated in the European Union or which is situated in the European Union in a country where there is no representative pest management association or organization, which is active in the field of pest management, which is not eligible for full membership as defined in the preceding provisions and which is accepted as Observer by the Board of Directors. Observers do not necessarily need to be members of a pest association.”

[Explanation: The creation of a new category of Observers is in the interests of CEPA in that it allows CEPA to establish and maintain structured relationships with pest management companies situated outside the European Union as well as with such companies in the European Union where there is no representative pest management association or organization.]

(iv) Modification of article 3.14 of the Statutes as follows :

3.14 Partners and Observers are not full members of the Association and therefore do not enjoy the same benefits as “CNAM”, “CRAM”, “CICM” and “CNCM”.

(v) Modification of article 3.15 of the Statutes as follows :

“3.15. Partners and Observers :

(i) may attend meetings of the General Assembly in a consultative capacity but without any right to vote;

- (ii) may not nominate candidates for election to the Board of Directors;
- (iii) may make use of the CEPA logo (not including the CEPA certified logo) subject to such conditions as are determined from time to time by the Board of Directors;
- (iv) shall be entitled to receive copies of the CEPA newsletter and such other CEPA communications as are determined from time to time by the Board of Directors.”

- (vi) Modification of article 4 of the Statutes as follows :

“ 4.1 Applications for Full Membership, Partnership and Observer status, resignation and dismissal

Applications for Full Membership, Partnership and Observer status must be presented to the Board of Directors and, in the case of applications for Full Membership from an applicant in a country where a representative pest control association exists, unless otherwise agreed by the Board, shall be accompanied by a written communication from the applicant Member confirming that it is an admitted member of the said pest control association, which is itself a Member of CEPA, and explaining why the applicant wishes to become a Full Member of the Association, as well as any other documentation and information required by the Board of Directors in order to decide on the application. In order for the applicant to become a Full Member, Observer or Partner of the Association, the application must be approved by a simple majority of the votes effectively cast at the meeting of the Board of Directors.”

[Explanation: It is proposed that in the future (not for the past) applicant Full Members must be members of a local, regional or national pest association that is itself a Member of CEPA but that this requirement shall apply only to Full Members and not to Partners or Observers.]

4.2 Any Full Member, Partner or Observer wishing to resign from the Association must inform the Board of Directors by registered letter posted at the latest by 30 June of the current year and addressed to the President at the registered office of the Association. Any resignation posted after 30 June shall take effect only at the end of the following year and the Full Member, Partner or Observer will be liable to the Association for the corresponding membership fee.

4.3 Any Full Member, Partner or Observer not respecting its obligations vis-à-vis the Association, including, *inter alia*, the payment of membership fees, may be excluded from the Association by a decision of a majority of two thirds of the votes effectively cast at any meeting of the General Assembly not including the votes of the Full Member, Partner or Observer concerned, provided that any such decision to exclude a Full Member, Partner or Observer shall have been preceded by two duly motivated written notifications from the President to the Full

Member, Partner or Observer concerned, with an interval of thirty days between each notification. The Full Member, Partner or Observer concerned, if it so requests in writing, shall be allowed to defend its position before the meeting of the General Assembly.

4.4 Any Full Member, Partner or Observer who resigns or is excluded shall be deemed to have irrevocably and unconditionally waived any and all rights of ownership or other rights in relation to the assets of the Association. Full Members, Partners or Observers who resign or who are excluded shall not be entitled to any reimbursement of their membership, partnership or observer fee and, to the extent that they are so entitled, shall be deemed to have irrevocably and unconditionally waived any such right.

(vii) Modification of article 5 of the Statutes as follows :

“Article 5 : Full Membership, Partnership and Observer fees

1. For the purpose of determining the amount of their respective Membership fees, Full Members shall be classified into various categories. . All such categories, each of which corresponds to a different level of membership fee, shall be decided by the General Assembly, on the basis of a proposal from the Board of Directors.

2. Full Membership, Partnership and Observer fees are determined each year by the General Assembly of the Association and shall not exceed an absolute maximum of € 20.000 per Full Member, Partner or Observer. Unless and until a new decision on Membership, Partnership and Observer fees is adopted by the General Assembly the previous fees shall continue to apply. The initial fees shall be the same as those paid or payable for 2013 to the unincorporated association CEPA which existed prior to the creation of the Association.

3. Full Membership, Partnership and Observer fees for all Full Members, Partners and Observers are due for each calendar year and are payable in Euro, net of all bank charges.”

(viii) Modification of articles 6.1 and 6.7 of the Statutes as follows:

6.1 Full Members, other than Partners and Observers, shall be entitled at any meeting of the General Assembly of the Association to cast a number of votes determined in accordance with the following provisions of this Article 6.

6.7 Partners and Observers shall not be entitled to any voting rights.

RESOLUTIONS

RESOLVED to approve unanimously the alternative proposal of Board for the modification of Statutes as detailed in Agenda item # 2 above.

There being no further business, the meeting was adjourned.