

CEPA VZW
Seringenstraat 37
1950 KRAAINEM
Registered with the Register of non-profit associations

MINUTES EXTRAORDINARY GENERAL MEETING HELD ON 14 JUNE 2017

Present:

Members

Bertrand Montmoreau, Frederic Verwilghen, Simon Forrester, Henry Mott, Gérard Cuendet, Jean-Martin Fierz, Patrick Vernié, Zlatko Dakic, Sergio Urizio, Daniela Pedrazzi, Enrica Carnevali, Michael Kahlo, Rune Bratland, Daniel Lucien, Frank Hertel, Daniel Bajomi, Pavlos Pavlides, Fatima Hammouqah, Milagros de Leseta, Brigitte Guillot, Catarina Carvalho, Serge Simon, Armin Leyendecker, Wieder Norbert, Jan Verschoor, Quim Sendra.

Secretariat

Roland Higgins, Michel Tulkens

Excused:

Steffen Koenig, Martin Gavalier, Aurélie Baillet, Hilde Thomas, Dusan Puac, Alain van Lidth

Represented:

Zlatko Dakic representing MEGE Hungary

Votes present or represented on 14 June 2017 and required Quorum:

222 valid votes out of a total of 313 or 70,9 % were present or represented (required: 66% +1 vote).The voting list is attached to these Minutes.

AGENDA

The objective of this meeting is to approve modifications to the CEPA Statutes proposed by the Board of Directors and detailed below.

In accordance with CEPA's Statutes this Extraordinary General Meeting is called at the request of CEPA's Chairman in order to create a new member category that will allow CEPA to accept Certifying Bodies as CEPA Members.

These modifications to the CEPA Statutes were approved for submission to the vote in Extraordinary General Meeting at the CEPA Board meeting held in Brussels on 19 April 2017.

**CONFEDERATION OF EUROPEAN PEST MANAGEMENT
ASSOCIATIONS (in abbreviation CEPA)**

Non-Profit Association under Belgian Law

Registered office: Seringenstraat, 37 1950 KRAAINEM

STATUTES

Article 1 : Name – Logo - Office – Duration

1. The name of the Association is “Confederation of European Pest Management Associations”, or, in abbreviated form, “CEPA”.
2. The CEPA logo is the property of the Association. Prior written authorisation in the form of a Board of Directors decision of the Association is required in respect of any use of the CEPA logo and the Board of Directors shall also be empowered to determine the conditions of use of the logo.
3. The Association is a Belgian non-profit association regulated by the Law of 27 June 1921, as amended.
4. The registered office of the Association is situated at Seringenstraat 37, 1950 Kraainem, Belgium in the Judicial District of Brussels. The office may be transferred anywhere else in Belgium by decision of the General Assembly of the Association.
5. The Association is constituted for an unlimited duration.

Article 2 : Objects of the Association

1. The objects of the Association shall be to represent the interests of the associations and organisations as well as the Pest Management industry in Continental Europe, which are its members and which are active in the field of pest management, with respect to all public, professional, inter-professional, national and European bodies and authorities.

2. The Association shall aim to be the principal representative of the Continental European pest management industry with respect to all European and International institutions and public authorities in Europe. First and foremost, the Association shall aim to increase awareness of the pest management industry's role in responsibly protecting European citizens' health as well as the environment in which they live against harmful nuisance. Secondly, it will promote and explain the pest management industry's contribution to the European economy as a factor for growth and employment.

3. In pursuing its objects, the Association shall aim to be a single voice for the industry in Continental Europe and it shall work to achieve and defend a unified industry position with regard to all legislative and regulatory proposals. The Association shall act as federator and shall aim to build synergies between its members and it shall also act vis-à-vis its members as an information exchange enabler, as well as an early warning system provider.

4. The Association shall pursue its objects, inter alia, by:
 - (i) participating in European and International discussions and studies dealing with the general aspects of the use of biocides and other products used in the pest management industry;
 - (ii) monitoring other issues of interest to members of the Association, including regulatory issues in respect of sustainable development as well as in respect of small and medium sized enterprises;
 - (iii) seeking the standardisation, at the European Community, the Continental European and the International level, of regulations relating to the use of biocides and other products used in the pest management industry;
 - (iv) facilitating the collection of data in respect of the pest management industry;
 - (v) issuing authoritative opinions on proposals relating to the regulation of the pest management industry;
 - (vi) organizing, at the European or International level, meetings, seminars and conferences in relation to the use of biocides and other industry products;
 - (vii) liaising with other business and interest groups on matters of joint interest;
 - (viii) cultivating relationships with other international pest management organizations.

5. The Association is empowered to participate in, and cooperate with, other bodies or associations, in accordance with such modalities as may be defined and approved by the General Assembly.
6. In general, the Association shall be empowered to undertake all types of activity capable of contributing to the achievement of its objects in accordance with such modalities as may be defined and approved by the General Assembly.

Article 3 : Members of the Association : CEPA Members, Partners, Observers and Certifying Members

1. Members of the Association, of which there shall always be at least three, are physical or legal persons who are recognized as separate legal persons under the laws of the country or jurisdictions where they are established.
2. The Association shall not be empowered to define or decide who does or who does not represent the pest management industry in any given country, region or jurisdiction.
3. There are 7 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”), “Observers” (“Observers”) and “Certifying Members”.
4. “CNAM” are the national associations which represent the pest management industry in the country where they have their principal place of establishment and which are admitted as “CNAM” members of the Association by the Board of Directors immediately after the adoption of the present Statutes or which are accepted in the future as “CNAM” members of the Association in accordance with the provisions of the present Statutes.
5. “CNAM” shall have the voting and other rights, including the right to present candidates for election to the Board of Directors, as provided for in the present

Statutes. “CNAM” shall be subject to such other obligations, including the payment of membership fees, as are provided for in these Statutes.

6. “CRAM” shall be national associations, other than “CNAM”, or regional or local associations, which represent the interests of the pest management industry at the national, regional or local level, which are admitted as “CRAM” members of the Association by the Board of Directors immediately after the adoption of the present Statutes or which are accepted in the future as “CRAM” members of the Association in accordance with the provisions of the present Statutes.
7. “CRAM” shall have the voting and other rights, as provided for in these Statutes. “CRAM” shall not have the right to present candidates for election to the Board of Directors. “CRAM” shall be subject to such other obligations, including the payment of membership fees, as are provided for in these Statutes.
8. “CICM” shall be international companies which provide pest management services or which are involved in the manufacture, sale or distribution of pest management products and which are admitted as “CICM” members of the Association by the Board of directors immediately after the adoption of the present Statutes or which are accepted in the future as “CICM” members in accordance with the provisions of the present Statutes..
9. “CICM” are divided into three “colleges”, as follows, it being understood that any dispute as to which college any particular member belongs to shall be definitively resolved by decision of the Board of Directors, deciding by a simple majority of the votes effectively cast at the meeting of the Board of Directors:
 - (i) Manufacturers’ College: companies developing and manufacturing products across Europe for pest management services;
 - (ii) International Service Companies’ College: companies providing pest management services across Europe;
 - (iii) Distributors’ College: companies distributing products for pest management services across Europe.
10. “CICM” shall have the voting and other rights, including the right to present candidates for election to the Board of Directors, as provided for in these Statutes.

“CICM” shall be subject to such other obligations, including the payment of membership fees, as are provided for in these Statutes.

11. “CNCM” shall be international or national companies, other than “CICM”, which provide pest management services or which are involved in the manufacture, sale or distribution of pest management products, which are admitted as “CICM” members of the Association by the Board of Directors immediately after the adoption of these Statutes or which are accepted in the future as “CICM” members of the Association in accordance with the provisions of these Statutes.
12. “CNCM” shall be divided into three “colleges” in the same manner as CICM, as provided for in paragraph 9 hereinabove. “CNCM” shall have the voting and other rights, as provided for in the present Statutes. “CNCM” shall not have the right to present candidates for election to the Board of Directors. “CNCM” shall be subject to such other obligations, including the payment of membership fees, as are provided for in these Statutes.
13. “Partners” are any association or company not eligible for full membership as defined in the preceding provisions and which is accepted as an associate member by the Board of Directors. “Partners” do not necessarily need to be members of a pest association.
14. “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 pest management association or organization that is a member of CEPA, 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 an Observer by the Board of Directors.
15. “Certifying Members” are members that, in accordance with such objective criteria as shall be determined from time to time by the Board of Directors, possess the means, qualifications and know-how in order to act as certification bodies for the purpose of auditing and certifying applicants who wish to become CEPA Certified.
16. “Partners”, “Observers” and “Certifying Members” are not full members of the Association and therefore do not enjoy the same benefits as “CNAM”, “CRAM”, “CICM” and “CNCM”.
17. “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.

18. “Certifying Members” :

- (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 authorize the use of the CEPA certified logo by CEPA Certified companies 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

Article 4 : Applications for Full Membership, Partnership, Observer status and Certifying Membership, resignation and dismissal

1. Applications for Full Membership, Partnership, Observer status and Certifying Membership must be presented to the Board of Directors and, in the case of applications for Full Membership and Partnership submitted after 1 January 2017 from an applicant in a country in the European Union where there exists a pest management association that is a member of CEPA, unless otherwise agreed by the Board, shall be accompanied by a written communication from the applicant confirming that it is an admitted member of the said pest management association, which is itself a Member of CEPA, and explaining why the applicant wishes to become a 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, Partner, Observer or Certifying Member 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.
2. Any Full Member, Partner, Observer or Certifying Member 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, Observer or Certifying Member will be liable to the Association for the corresponding membership fee.
3. Any Full Member, Partner, Observer or Certifying Member 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, Observer or Certifying Member concerned, provided that any such decision to exclude a Full Member, Partner, Observer or Certifying Member shall have been preceded by two duly motivated written notifications from the President to the Full Member, Partner, Observer or Certifying

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

4. Any Full Member, Partner Observer or Certifying Member 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 Observers or Certifying Members who resign or who are excluded shall not be entitled to any reimbursement of their membership, partnership, observer or certifying membership fee and, to the extent that they are so entitled, shall be deemed to have irrevocably and unconditionally waived any such right.

Article 5 : Full Membership, Partnership, Observer and Certifying Membership 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, Observer and Certifying Membership 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 Observer or Certifying Member. Unless and until a new decision on Full Membership, Partnership, Observer and Certifying Membership 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 Observer and Certifying Membership fees for all Full Members, Partners Observers and Certifying Members are due for each calendar year and are payable in Euro, net of all bank charges.

Article 6 : Voting rights

1. Full Members, other than Partners, Observers and Certifying Members, 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.
2. “CNAM” shall each be entitled to cast a number of votes corresponding to the voting rights of the respective countries where they have their principal place of establishment, in accordance with the voting rights of the EU Member states in the European Parliament, as per the following allocation, it being understood that in the event that there are more than one “CNAM” members for any one country the voting rights shall be divided between them, as determined by the Board of Directors:
 - Category 1 = 20 votes
 - Category 2 = 15 votes
 - Category 3 = 10 votes
 - Category 4 = 8 votes
 - Category 5 = 5 votes
3. “CRAM” shall each be entitled to a number of votes corresponding to the nearest whole number resulting from the division of the amount of their respective membership fees by € 650, **provided** that, within any country, **the total voting rights of “CRAM” shall never exceed 33% of the total voting rights of the “CNAM” in the said country** and, insofar as necessary, the voting rights of the “CRAM” shall be proportionately reduced as between all the “CRAM” in the said country.
4. **“CICM” shall be entitled to a total number of votes of maximum two thirds (2/3) the total number of votes of all the “CNAM”**, said votes to be allocated on an approximately equal basis between the three colleges of “CICM” and, as between the members of the respective colleges.
5. “CNCM” shall each be entitled to a number of votes corresponding to the nearest whole number resulting from the division of the amount of their membership fee by € 1.400, **provided that the total voting rights of “CNCM” members shall never exceed 33% of the total voting rights of the “CICM”** and, insofar as necessary, the voting rights of the “CNCM” shall be proportionately reduced as between all the “CNCM”. There shall be no requirement to allocate the votes of “CNCM” on an equal basis between the three colleges to which “CNCM” members belong.
6. The amounts of € 650 and € 1.400 mentioned above shall be subject to adjustment from time to time by decision of the Board of Directors in order to take account of inflation or any change in the evolution of the membership of the Association.
7. Partners, Observers and Certifying Members shall not be entitled to any voting rights.

Article 7 : Communications and Reports

1. CEPA communication with Members

- (i) All members may participate in all Meetings of the Board of Directors but shall not be entitled to vote if they are not an elected member of the Board of Directors.
- (ii) All members may participate in all General Assembly and Extra-ordinary General Assembly meetings where they are entitled to their allotted voting rights in accordance with the provisions of these Statutes.
- (iii) All members will receive from the Director General in electronic form the Minutes of all Board of Directors and General Assembly Meetings.
- (iv) All members will receive the Newsletters published by CEPA.

2. Full Member's reports

Each Full Member shall prepare a report in the form decided from time to time by the Board of Directors but which shall include an up to date description of the market(s) where the member is present, including, subject to applicable legal restraints, a qualitative and quantitative description of the various market segments as well as a list of publications and documentation that have become available in the past year in the market(s) where it is present.

Article 8 : General Assembly

- 1. The General Assembly is the sovereign body of the Association and has full powers with a view to achieving the objects of the Association.
- 2. The General Assembly is made up of representatives of all the Members of the Association, it being understood that Partners, Observers and Certifying Members shall be entitled to attend and participate in meetings of the General Assembly but shall not be entitled to vote.
- 3. The General Assembly shall have the exclusive power to decide on the following matters, all such decisions to be taken by a simple majority of the number of votes effectively cast at the meeting of the General Assembly:
 - (a) The election of the President, Vice Presidents and Treasurer of the Association from amongst the candidates proposed by the "CNAM" or "CICM";
 - (b) The election of the members of the Board of Directors from amongst the candidates proposed by the "CNAM" and "CICM" Members, as provided for in Article 9.1 of these Articles; the appointment of the Director General from amongst the candidates proposed by the "CNAM" and "CICM" Members;

- (c) The approval of the annual budget of the Association;
 - (d) The approval of the annual accounts of the Association;
 - (e) The approval of the Internal Rules of the Association;
 - (f) The approval of the work programme for the Association;
 - (g) The approval of the annual Activity Report presented by the Director General.
 - (h) The election of the President, Vice President or Treasurer for a second and consecutive term;
 - (i) The creation of an exceptional and non-recurring Membership or Partnership contribution payable in addition to the existing Membership or Partnership fee.
4. Any decision to modify the Statutes of the Association shall only be validly taken if the proposed modifications are explicitly mentioned in the notice for the meeting of the General Assembly and if at least two thirds of the Full Members, not including Partners, Observers and Certifying Members, are present or represented at the meeting of the General Assembly. If two thirds of the said members are not present at the first meeting of the General Assembly a second meeting may be convened at least 15 days after the date of the first meeting and, at the second meeting, the decision may be validly taken irrespective of the number of members present or represented at the meeting. In all events, any decision to modify the Statutes shall require a majority of two thirds of the votes cast at the meeting of the General Assembly. Any decision to modify the objects of the Association shall require a majority of four fifths of the votes cast at the meeting of the General Assembly.
5. The General Assembly meets at least once a year, and for the first time in 2013, upon notice given by the President of the Association by electronic mail or other means. The notices are sent out at least 30 days before the date fixed for the meeting along with the agenda for the meeting.
6. As and when he deems it necessary, or at the request of one third of the Members of the Association, not including the Partners, Observers and Certifying Members, the President shall convene an extraordinary meeting of the General Assembly. Notices for extraordinary meetings of the General Assembly are sent out at least 14 days before the date fixed for the meeting by electronic mail or other similar means along with the agenda for the meeting.
7. Except as provided otherwise in these Articles, for all meetings of the General Assembly the meeting may only proceed if the Members present or represented by proxy represent more than the half of the total votes of all Full Members. A Member can be represented by another member from the same class of Full Member, by means of a written signed proxy form addressed to the President at the registered office of the Association, at the latest before the opening of the General Assembly. A Member in possession of such a proxy can represent up to three other Members. If the quorum for the meeting is not reached, a new meeting of the General Assembly shall be convened

in the following thirty days and the above-stated quorum requirement shall not apply to such new meeting.

8. Minutes of all meetings of the General Assembly shall be drawn-up by the Director General and shall be conserved in the register of minutes maintained at the registered office of the Association. Each member, including Partners, Observers and Certifying Members shall be entitled to receive from the Director General a copy in electronic form of the minutes.

Article 9 : Board of Directors

1. The Board of Directors, which is elected by the General Assembly to manage the Association, is composed of a minimum of 12 members. At least sixty (60) per cent of the Board of Directors shall be elected from candidates proposed by the CNAM members and the remaining members shall be elected from candidates proposed by the CICM members.
2. The Board of Directors shall include the following officers appointed in accordance with these Articles :
 - the President, coming from amongst the candidates proposed by the “CNAM” and/or “CICM” in accordance with the provisions of article 8.3 of these Statutes;
 - up to two (2) Vice-Presidents, coming from amongst the candidates proposed by the “CNAM” and/or “CICM” in accordance with the provisions of article 8.3 of these Statutes;
 - the Immediate Past President;
 - the Treasurer coming from amongst the candidates proposed by the “CNAM” and/or “CICM” in accordance with the provisions of article 8.3 of these Statutes;
 - a member (Rapporteur) that is in charge of each key CEPA activity area as determined from time to time by the Board of Directors. Each of these members is the privileged interlocutor of the Secretariat for all dossiers relevant in his/her given area and presents to the General Assembly the part of the activity report that concern his/her activity;
 - a representative of each of the three colleges of “CICM” and “CNCM” mentioned in articles 3.9 and 3.12.
3. The Board of Directors is accountable to the General Assembly for the good management of the Association, adherence to the budget and the implementation of the work programme. The Secretariat participates in the meetings of the Board of Directors.
4. The members of the Board of Directors are elected for terms of 2 years that are renewable. The offices of members of the Board of Directors are gratuitous and are not remunerated but they shall be entitled to reimbursement of their legitimate and reasonable expenses.
5. Immediately upon their election, all members of the Board of Directors shall be entitled to appoint a substitute person who shall be entitled to attend meetings of the Board of Directors and vote at the said meetings in lieu and place of the elected member. The full details of the substitute person shall be notified in writing by the

member of the Board of Directors to the Director General of the Association.

6. The Board of Directors meets at least four times per year, upon notice issued by the President or the Director General. In case of necessity, or at the request of one third of the members of the Board of Directors, the President shall convene other meetings of the Board of Directors. The notices, along with the agenda of the meeting, are addressed to the members of the Board of Directors at least fifteen days in advance by electronic mail or other similar means.
7. The Board of Directors shall act as a collegiate body and decisions of the Board of Directors are taken by a simple majority vote of the members present or represented. Any member of the Board of Directors may appoint another member of the Board of Directors to represent him/her at any specific meeting of the Board. In case of a tie, the President has a deciding vote. In the absence of the President, the vote or votes of the Vice-President(s) present at the meeting shall be deciding.
8. Meetings of the Board of Directors may be held by telephone, by video conference or any other similar technological link which allows real time discussion between the members of the Board. In such event all those members of the Board of Directors participating in the conference or link shall be deemed to be in attendance at the meeting of the Board of Directors.
9. Minutes of all meetings of the Board of Directors shall be drawn-up by the Director General and shall be conserved in the register of minutes maintained at the registered office of the Association. Each member, including Partners, shall be entitled to receive from the Director General, upon written request, a copy in electronic form of the minutes.

Article 10 : President, Vice Presidents and Treasurer

1. The General Assembly elects the President, the Vice-Presidents and the Treasurer, from amongst the candidates proposed by the “CNAM” and/or “CICM” in accordance with article 8.3 of these Statutes and which are notified to the President or to the Director General at least 30 days before the date of the meeting of the General Assembly. The term of office shall be a period of two years which may be renewed for one further term of two years by the General Assembly in accordance with article 8.3 (a) of these Statutes. The offices of President, Vice-Presidents and Treasurer are gratuitous and shall not be remunerated but officers shall be entitled to the reimbursement of their legitimate and reasonable expenses. At the end of his/her mandate, the President becomes Past-President for the duration of the mandate of the newly elected President. The Vice-Presidents are normally considered as a candidate for presidency at the end of the President's mandate.
2. The President shall chair the General Assembly and Board of Directors meetings. Should the President be unable to attend, he/she is replaced by one of the Vice Presidents, as agreed by the Board of Directors, or by the Treasurer should none of the Vice Presidents be able to attend. In case of vacancy of the presidency, one of the Vice Presidents, as agreed by the Board of Directors, replaces the President until his/her successor is elected at the next meeting of the General Assembly.

3. The President may delegate defined executive powers to one or more members of the Board of Directors.
4. The Vice-Presidents of the Association assist the President in the execution of his duties, and, if necessary, replace him, as provided for by article 10.2.
5. The Treasurer is accountable to the General Assembly for the adherence to the budget and for the regularity of the accounts of the Association.

Article 11 : Director General and Secretariat

1. The day to day management and the secretariat of the Association (convocation of meetings, drafting of minutes, daily management of the Association) is the responsibility of the Director General, who is appointed for a term of two years that is renewable and who may be revoked by the Board of Directors and who reports to the President.
2. The Director General may be a member of the Board of Directors or any other person appointed by the General Assembly. The Director General participates in the meetings of the Board of Directors but has no right to vote.
3. The Director General is responsible for the management of the register of members and other registers which are kept at the registered office of the Association and in which the minutes of the meetings of the Board of Directors and of the General Assembly are filed.

Article 12 : Representation of the Association vis-à-vis third parties

1. All acts are validly binding on the Association if signed by either the President or by the Director General, each acting alone, without any requirement to prove any prior decision of the Board of Directors.
2. All actions before the courts, whether as plaintiff or as defendant, are managed in the name of the Association by the Board of Directors. To this end, the Board of Directors is represented by its President, the Immediate Past President, a Vice-President or any other member of the Board of Directors explicitly designated by the Board of Directors.

Article 13 : Accounts, accounting and financial year

1. The Association shall maintain accounts in accordance with the requirements of Belgian law.
2. The financial year of the Association shall commence on 1 January and shall close on 31 December of each year.

3. The first financial year of the Association shall close on 31 December 2013.

Article 14 : Voluntary Winding-up

1. The voluntary winding-up of the Association may be decided by the General Assembly. Any decision to wind-up the Association shall only be validly taken if the proposed decision to wind-up is explicitly mentioned in the notice for the meeting of the General Assembly and if at least two thirds of the members, not including Partners, are present or represented at the meeting of the General Assembly. If two thirds of the said members are not present at the first meeting of the General Assembly a second meeting may be convened at least 15 days after the date of the first meeting and, at the second meeting, the decision may be validly taken irrespective of the number of members present or represented at the meeting. In all events, any decision to wind-up the Association shall require a majority of two thirds of the votes cast at the meeting of the General Assembly.
2. The General Assembly that decides on the voluntary winding-up of the Association shall appoint and determine the powers of one or more liquidators and shall decide on the use to which the net assets of the Association, after payment of all debts and liabilities, shall be put, which use shall be a not for profit use.

Article 15 : Miscellaneous

1. The internal working language of the Association is English and all communication to members of the Association shall be effected in English.
2. The Board of Directors decides on the possible creation of committees or working groups. The Board of Directors defines the mandates, appoints the members as well as the Presidents of all said committees and working groups.
3. Upon proposition from the Board of Directors, the General Assembly shall be empowered to approve, adopt and modify one or more sets of Internal Rules which shall be binding on all members.
4. For all that is not explicitly provided for in the present Articles of Incorporation or in the Internal Rules shall be regulated in accordance with the provisions of the Law of 27 June 1921.

RESOLUTIONS

The Extraordinary General Meeting resolved to unanimously approve the proposal of the Board for the modification of the Statutes as detailed above.

There being no further business, the meeting was adjourned.



**Extraordinary General Assembly - Voting List
Brussels, 14 June 2017**

Organisation	Country	Delegate Name	Votes	Signature
National Association Members				
CS3D	France	GUYLOT Brigitte	20	
DSV	Germany	Armin Levenschütz	20	
BPCA	UK	Simon FORRESTER	20	
ANID	Italy	Sergio URIZIO	20	
ANECPLA	Spain	MILAGROS FERRER DE LA	15	
NVPB	Netherlands	Jan Verschoor	10	
BS	Denmark		8	
IPCA	Ireland		8	
SEAME	Greece		8	
BePMA	Belgium	ERGEN V.	8	
GROQUIFAR	Portugal	K. CARVALHO	8	
MKOSZ	Hungary	Dr. D. BAJOMI	8	
Polish PCA	Poland		8	
FSD	Switzerland	G. Cuendet	8	
Czech PCA	Czech Rep.		8	
WKO	Austria		8	
SKABRA	Norway	RUNE BRATLAND	8	
Cyprus PCA	Cyprus	PAYLOS PAVLIDES	5	
Bulgaria PCA	Bulgaria		5	
ANODDD	Romania		5	
GZS	Slovenia	ZLATKO DAKIČ	5	
Slovakia PCA	Slovakia		0	
TOTAL			213	
Regional Association Members				
ADEPAP	Spain (Catalonia)	Alim Sendra	2	
MEGE	Hungary	ZLATKO DAKIČ	2	
ARCVIP	Romania		1	
AMED	Spain (Madrid)		1	
AGACPRA	Spain (Galicia)		1	
TOTAL			7	
Intl. and Ntl. Members				
Manufacturers	Debia Degeoch	Norbert Wieder VERNIE	32	
Distributors		SERGE SIMON	31	
Service Companies			30	
TOTAL			93	
GRAND TOTAL			313	
Simple Majority	50% +1		157	Present

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