

# **Statutes of the Association for Promoting European Soya Production – Donau Soja**

**Version Mai 7<sup>th</sup>, 2019**

## **Art.1. Name, registered office and duration of the Association**

- 1.1. The Association has – in line with its purpose – the name “Verein zur Förderung der europäischen Sojaproduktion – Donau Soja” [Association **for Promoting European Soya Production - Donau Soja**]. The Association will be authorised to use its name in the abbreviated version: “Verein Donau Soja” [Donau Soja Association].
- 1.2. The Association has its registered office in Vienna and performs its activities both in Austria and the entire world.
- 1.3. The Association has been established for an indefinite period of time.
- 1.4. Association languages include German and English. Resolutions can be applied in English and/or German.

## **Art.2. Purpose of the Association**

### **Preamble:**

**Europe is highly dependent on the importation of protein feed – especially on the importation of soya. A large portion of soya products is imported from countries, where soya is cultivated on recently deforested land. This change in land use has an enormous influence on the climate and biodiversity. Cultivation in the main exporting countries is largely carried out using total herbicides and simple cropping systems characterised by monoculture. These intensive systems present globally significant risks in terms of longer-term impacts on soil quality and farmland biodiversity. The goal of the Association is to make a significant contribution to development of agricultural systems by promoting the sustainable cultivation and use of soybean in Europe to secure and guarantee GMO-free supplies of soya. This is done in support of sustainable food security both in Europe and world-wide. This also makes an important contribution to the social development of agriculture in the Danube region.**

- 2.1. *The Association exclusively and directly pursues charitable goals to promote and support the general public via the promotion of soya cultivation and the guarantee of a sustainable European protein supply. The Association also promotes and supports consumer, nature and environmental protection.*
- 2.2. *The work of the Association contributes to the ecological intensification of agriculture in the Danube region and encourages balanced and sustainable farming methods. Through these measures the Association supports a healthy environment and healthy diets while aiding the development of non-GM value chains.*
- 2.3. *The Association is open to all interested companies, industry-, associations, institutions and individuals that are interested in using and/or producing, processing, marketing or supporting non-GM produced and origin-controlled soya.*
- 2.4. *The Association is not-profit oriented, and exclusively and directly pursues the public interests through the measures specified herein.*

### **Art.3. Activities of the Association**

3.1. The realization of the purpose of the Association should be achieved through material and non-material means as described in 3.2 and 3.3.

3.2. Non-material means:

- 3.2.1. creation of the policy, technical, infrastructural and communication prerequisites for the successful production and marketing of source-identified non-GM soya from the Danube region and Europe, by way of an open cooperation between the business, civil society and policy communities;
- 3.2.2. joint creation of the necessary quality standards valid across Europe for the exemplary production, processing, control and traceability of quality soya from the Danube region and Europe;
- 3.2.3. development, operation and promotion of a breeding, research and control programme for sustainable GM-free soy production in Danube region and across Europe;
- 3.2.4. working with all types of media to inform the public of the role of the supply of sustainable soybean and other grain legumes grown in Europe in the development of sustainable agricultural and food systems with greater self-sufficiency in protein supplies and improved links between the Eastern European Danube region to Western Europe;
- 3.2.5. informing the public about the use of soya-based food products as part of a varied and well-balanced diet;
- 3.2.6. provide information to the public on the wider public effects of regional and non-GM soya as food and feed;
- 3.2.7. enabling the exchange of experience about production- and policy related matters relevant to the cultivation of GM-free and source-identified quality soya in the Danube region and Europe;
- 3.2.8. ensuring communication about standards, markets, prices, and research with the public, with relevant Austrian and European institutes and with farming community as well as with the feed and food industry;
- 3.2.9. organising events (especially congresses) as defined for the purpose of public information and the exchange of knowledge, in the sense of items 3.2.3, 3.2.5 and 3.2.11.;
- 3.2.10. development of initiatives and strategies in Europe to ensure the production of non-GM and source-identified quality soya in the Danube region and Europe;
- 3.2.11. aiding member companies regarding questions of production and control of non-GM and source-identified quality soya from the Danube region and Europe;
- 3.2.12. exchanging experience and information regarding scientific, production-related, control-relevant and policy questions relevant to the production of non-GM and source-identified quality soya;

- 3.2.13. ongoing development and revision of the quality standards as well as of the guidelines for an adequate control system for such quality soya;
  - 3.2.14. execution of a scientific research and development programme to support improved cultivation options of soya in the Danube region and Europe;
  - 3.2.15. licensing to members of the Association of a quality and control mark for non-GM and source-identified quality soya, which is protected by a trademark– both on the level of soya producers and processors and on the level of food that was produced using soya – where this includes, in particular, the use of soya as feed for food from animal production;
  - 3.2.16. ensuring that the products of the Association members can be traded on the relevant agricultural stock exchanges;
  - 3.2.17. organisation and coordination of the granting, administration and control of the quality and control mark;
- 3.3. The resources to achieve the purpose of the Association will be raised from:
- 3.3.1. members' contributions;
  - 3.3.2. royalties and licensing fees for the use of the Association's trademarks;
  - 3.3.3. income from the assets of the Association;
  - 3.3.4. proceeds from events and facilities of the Association;
  - 3.3.5. voluntary donations;
  - 3.3.6. sponsoring from public institutes from Europe;
  - 3.3.7. contractual penalties;
  - 3.3.8. income under license agreements, donations, subsidies, income from own companies, bequests;
  - 3.3.9. other donations.

#### **Art.4. Other principles in the pursuit of the Association's purpose**

- 4.1. The Association complies in all instances with relevant national competition and cartel laws and with the EU cartel law in particular.
- 4.2. The Association shall be authorised to engage third parties of its choice for the performance of all activities, however, it must be accountable for their activity as it is for its own activities.
- 4.3. Donau Soja employees, Board- Presidium- and Advisory Board members as well as Association members are (in terms of Donau Soja) not allowed to pay, offer or assure money, cash equivalents, gifts or other valuables in any amount to people of companies, to achieve an inappropriate implementation of duties of functions or in case of authorities, to ensure or obtain an inappropriate advantage in the exercise of public functions. The above-mentioned are also not allowed to accept such payments, gifts or related things.

- 4.4. Apart from the right to control compliance with the quality standards for GM-free soya guaranteed quality and origin (according to the published by the Association Guidelines for quality standards) the Association has no power of control over its members.
- 4.5. The Association will exert no influence on the sale of the products identified by the Association's trademarks, except for in the verification of compliance with quality standards for non-GM and origin-controlled quality soya. The Association will give no price recommendations or make price agreements and it will not perform, promote or provide a platform for any other anti-competitive activities. The Association is not liable for any activities, especially anti-competitive activities, committed by its members.
- 4.6. The Association undertakes to make the trademarks (see:Art.5) available to all full members on fair, reasonable and non-discriminatory conditions.
- 4.7. Members remain free to develop auxiliary standards and products that do not comply with the quality and control label.

#### **Art.5. Trademarks of the Association**

- 5.1. One of the tasks of the Association is to file for registration as trademarks of the Association, the word and figurative trademark displayed below



or similar marks derived therefrom, and to acquire, register or obtain a right thereon in any other way and to maintain it. These marks will serve the companies of its members to identify the goods produced or sold by them. All ordinary members will acquire a non-exclusive license right to this mark by becoming a member of the Association and by simultaneously concluding a licensing agreement, however only to the extent and under the preconditions specified herein, the agreement of the logo use and in the licensing agreement. The uniformity and the following standards of use of the Association's mark serve exclusively the protection and the information of consumers. The licensing agreement will be resolved upon by the Presidium following an application and proposal by the Board.

#### **Art.6. Types of Membership**

- 6.1. Natural or legal persons only may become members of the Association:
  - 6.1.1. Ordinary (Full) members from the circle of companies or their industry associations, as well as private individuals, which show a special commitment to GM-free produced and source-identified quality soya from the Danube region and Europe and which produce, process, market or support such products by concrete or non-material means.

The membership fee of ordinary members will be determined by the General Assembly for all classifications. Ordinary (Full) members will be admitted by the Board in accordance with the criteria applicable for such after they have filed a relating application.

- 6.1.2. Associate members include in particular the circle of institutions such as government institutions, representatives of regional authorities, chambers of agricultural trade, organisations who are standard and trademark owners for quality programmes, associations, organisations and umbrella organisations which are no industry associations, NGOs and other institutions. They may be invited by the Board to contribute to the Advisory Board.

Associate members are furthermore those companies that produce certified Donau Soja or Europe Soya and who according to the guidelines, need to become a member, but who contravene at least one of the three membership criteria that lead to exclusion as ordinary members of the Donau Soja Association. The classification of an organization that is integrated in a group of affiliated companies leads to a reclassification of all affiliated companies which are separately regarded as ordinary members.

Associate members shall have the right to take part in all general meetings of the Association without voting rights and receive all information which the Association gives to its members. Associate members will be appointed by the Board in line with the criteria applicable for such procedure, after they have filed an application.

- 6.1.3. Promoting members which are companies, individuals or also political or social institutions from Austria or foreign countries that wish to support the efforts of the Association either financially and/or in a non-material way. Promoting members will have the right to take part in all General Assemblies of the Association without voting right and to receive all information that the Association gives to its members.

- 6.1.4. Honorary members who will be appointed after having rendered special services to the Association. Such appointment will be made by the General Assembly following an application by the Board. Honorary members shall have the right to take part in all General Assemblies of the Association without voting right and to receive all information that the Association gives to its members.

- 6.2. Companies in the context of these Statutes are natural or legal persons or groups of persons or other economic entities of any legal form which engage in economic activity.

- 6.3. Members (except scientific institutes) can be excluded particularly if they conduct research on genetic engineering and/or doing (direct or indirect) lobbying for genetic engineering (green gene technology) in Europe and/or do not comply with the system-important international and/or national laws. In case of doubt, the board decides in each individual case, based on the intention to avoid ordinary membership to those who decidedly promote commercial green gene technology.

- 6.4. The companies mentioned in 6.1 — industry associations, institutions and individuals — are to be included in the association on a non-discriminatory basis so long as they fulfil the conditions for full, associate or supporting members mentioned in 6.1. Denial by the board must be grounded in good cause (e.g., 6.3), and be justified by the Board on an individual basis, and may be disputed by the refused at a court of arbitration (see: Art.18).

## **Art.7. Termination of membership**

### 7.1. Membership will end:

7.1.1. by resignation which may be made by way of a written termination three months prior to the end of each quarter; associate members who are not economically active may retire from the Association with immediate effect;

7.1.2. death or dissolution, in the event of legal persons or groups of persons or other economic entities of any legal type;

7.1.3. exclusion after a resolution of the General Assembly following a proposal by the Board, if:

- the member is on arrears with the payment of the membership fee or the royalties/licensing fees, despite two reminders;
- insolvency or settlement proceedings are initiated over the assets of the member's operation or over the assets of the member itself or if such are discontinued for lack of cost-covering assets;
- the members conduct constitutes a gross infringement of the duties of members. This relates, in particular, to the duties specified in Art. 8.1, the criteria listed under 6.3, as well as to infringements of the licensing agreement.

7.1.4. If a member does not pay membership fee for two consecutive years it shall be automatically excluded.

7.2. Resigned or excluded members remain liable to the Association for their obligations accrued up until the date when their membership ends.

7.3. After the end of the membership, former members are prohibited from the continued use of the trademarks specified under Art.5. The only exception to this rule is the using of existing packaging, if and insofar as:

7.3.1. this has evidentiary been produced before the decision was made to end the membership (termination, exclusion);

7.3.2. the relevant former member pays the applicable licensing fees for such use;

7.3.3. the Board grants its consent to such use; and

7.3.4. the guidelines of the Association are continued to be complied with.

## **Art.8. Rights and obligations of the members**

8.1. Members are obligated to use all efforts to promote the Association and its purposes; to use the trademarks of the Association in compliance with the Statutes and Donau Soja and Europe Soya agreement for the logo use; and to refrain from anything which might impair the reputation of the Association and the achievement of its objectives. They are obliged in particular to sign and comply with the

regulations on prohibitions of distortion of competition, unfair competition and other anticompetitive conduct as determined by the Board.

8.2. Ordinary members are entitled:

- 8.2.1. to use the trademarks specified under Art.4 in conformity with the Statutes and according to the provisions specified in the licensing agreements;
- 8.2.2. to use all facilities of the Association;
- 8.2.3. to take part in the meetings of the Association, to speak during such, to file applications, to exercise the voting right in decisions of the Association, to use their right to vote, insofar as they have properly complied with their financial obligations to the Association.

8.3. Associate members are entitled:

- 8.3.1. to have access to all necessary information and aids of the Association;
- 8.3.2. to take part in and speak at the General Assembly.

8.4. Legal persons or associations of persons or other economic entities of any legal form will exercise their rights in the General Assembly through their bodies authorised for representation or by one representative holding a written authorisation. If two representatives participate on behalf of one legal person, these will have only one vote and shall vote unanimously, otherwise, their votes will become null and void.

## **Art.9. Membership fees**

- 9.1. Ordinary members will pay an annual membership fee that will be calculated according to turnover and as per the fee schedule. The maximum membership fee is limited as per the fee schedule. The annual contribution for private individuals, that become ordinary members, will be determined in the General Assembly.
- 9.2. Subsidiaries of companies, which are Donau Soja members, have no voting rights, when becoming an associate member of Donau Soja. To become a full member with a voting right, the subsidiary must pay a membership fee based on their own turnover.
- 9.3. Associate members will pay their own membership fee and no royalties. Associate members, that need to become member according to the guidelines (e.g. a feed company which wants to be certified with Donau Soja), but who are excluded due to contravention of any of the three criteria that lead to an exclusion, pay the same group-related member fee as ordinary members.
- 9.4. The General Assembly will decide on all other matters regarding membership fees and royalties following a proposal by the Board ("Fees Schedule").
- 9.5. In the event of discrepancies regarding the classification, the Board's decision will be final.
- 9.6. Honorary members are not obligated to pay a membership fee.
- 9.7. Inspection bodies pay an annual registration fee. The fee amount will be determined in the General Assembly.

## **Art.10. Control, sanctions**

- 10.1. The Board or a contracting and approval body engaged and authorised by the Association will manage and grant the right to use the Association's trademarks. It will be entrusted with the selection, checking, approval and supervision of the control bodies and will ensure that the control bodies verify compliance with the Association's guidelines by member enterprises. Only factual considerations are to apply in the approval of an inspection body. The refusal or exclusion of an inspection body must be conveyed via written justification based on factual considerations or noncompliance with the Donau Soja Inspection Body Contract and according to "Donau Soja" or "Europe Soya"-Guidelines. The refusal or exclusion of an inspection body must be decided by the Association Board and based on written justification of the contracting authority and admission office. The control bodies shall be entitled and obligated to follow the "catalogue of sanctions" agreed between the Association and the relating company in the event of violations of the guidelines. The "catalogue of sanctions" will become effective, when the relating company approves these regulations in writing. Members confirm by their membership the applicability of the current Statutes, in particular the arbitration agreement.
- 10.2. In the event of violations of the guidelines, the control bodies shall also be entitled to order the exclusion of the affected goods from any marketing under the name of "Donau Soja" or as "Gefüttert mit Donau -Soja" [Fed with Donau Soja]", "Europe Soya" or "Gefüttert mit Europe Soya" [Fed with Europe Soya] or other modified trademarks.
- 10.3. When inspection bodies fail to comply with their duties and the association is then held liable by third parties, the board must ensure that inspection body indemnify and hold the Association harmless.
- 10.4. Institutes that are subject to a constant inspection by authorities under the applicable legal and statutory regulations and requirements and which comply with the provisions of the European Standard EN 45011 or subsequent standards relating to the same object matter may be engaged and authorised as control bodies. Their control programmes must, as a minimum, comply with the applicable laws, ordinances and applicable Austrian or European standards and guidelines. The Board or the contracting and approval body will issue the control numbers to the control bodies and will manage the control numbers. It will develop detailed control programmes jointly with the control bodies.
- 10.5. The contracting and approval body and the control bodies will become active for the Association as vicarious agents and accountable service providers (cf. Art. 10.3").).

## **Art.11. Bodies and facilities of the Association**

These are

- 11.1. the General Assembly;
- 11.2. the Board, consisting of up to thirteen persons;
- 11.3. the Presidium; consisting of the Board and up to thirteen other members elected by the General Assembly;



11.4. the Auditor(s);

11.5. the Technical Advisory Board and the Scientific Advisory Board;

11.6. 11.6. (optional): the Managing Director;

11.7. 11.7. the Court of Arbitration.

The Association may engage a contracting and approval body for the issue and management of the Association's marks (Art.4) and the performance of the control system.

## **Art.12. The General Assembly**

12.1. The ordinary General Assembly is a "Members Assembly" within the meaning of the "Vereinsgesetz" [Law on Associations] 2002. The ordinary General Assembly shall be held each year within the first nine months after the end of the previous financial year.

12.2. An extraordinary General Assembly may be convened at any time, at the request of the Board and after a written request made by one tenth of all ordinary members of the Association. An associate General Assembly will be held within four weeks after a resolution of the Board or the ordinary General Assembly or following a written application by a minimum of 1/10 of the members or at the request of the auditors or after a resolution of the auditor(s) or after the resolution of a curator appointed by the court.

12.3. The Board will convene the General Assembly. The members (ordinary, associate, and honorary as well as the Advisory Board) shall be notified of the convocation of the General Assembly in writing and shall be informed of the agenda within a minimum of 14 days prior to the date set for the meeting. Applications to the General Assembly shall be filed with the Board in writing five days prior to the date of the General Assembly, at the latest.

12.4. The following matters are reserved for the General Assembly:

12.4.1. the receipt of the Annual Accounts and the Annual Statements from the Board;

12.4.2. the approval of the amount of the membership fees and royalties/licensing fees as determined by the Board;

12.4.3. the approval of the minutes of the last General Assembly;

12.4.4. the approval of the annual estimate, the report of activities of the Board and statement of accounts;

12.4.5. the discharge of the bodies of the Association;

12.4.6. the election of the Board and the other members of the Presidium;

12.4.7. the dismissal of members of the Board and the Presidium;

12.4.8. the election of the auditors;

12.4.9. the election of the secretary and the treasurer;

- 12.4.10. the dismissal of the auditors;
  - 12.4.11. the passing of resolutions on applications filed in due time;
  - 12.4.12. the passing of resolutions on amendments of the Statutes following a proposal by the Board;
  - 12.4.13. the passing of resolutions on the dissolution of the Association;
  - 12.4.14. the decision on the exclusion of members;
  - 12.4.15. approval of legal transactions between (the) auditor(s) and the Association. Resolutions on matters specified in the provisions 12.4.7., 12.4.12., 12.4.13. and 12.4.14. above require a majority of three fourth of all validly cast votes.
- 12.5. The General Assembly shall constitute a quorum if a minimum of one third of the ordinary members are present. If the properly convened General Assembly does not constitute a quorum a new General Assembly will be opened one half an hour later which will constitute a quorum, irrespective of the number of members present. Unless otherwise specified herein, the resolutions of the General Assembly will be passed with two thirds of all validly cast votes, otherwise, the application shall be deemed to be rejected. The General Assembly shall be chaired by the Chairman/Chairwoman, or, if they are absent, by one of the two deputies. Minutes shall be prepared in each General Assembly stating the number of members present, the quorum and the votes as well as all information that enable a review whether the resolutions were validly passed in accordance with the Statutes.

### **Art.13. The Board**

- 13.1. The Board will be elected by the General Assembly. The term of office is two years. A re-election is possible.
- 13.2. In the event of the default or retirement of one of the members of the Board, the Board is entitled to co-opt for another member replacing him/her, however an approval is required for such from the next General Assembly. Details can be seen in the rules of procedure Donau Soja Board and Presidium member.
- 13.3. The Board will elect one Chairman/Chairwoman and two deputies from its members. In the event of their absence, the Chairman/Chairwoman will be represented by the first deputy and if the latter is absent, by the second deputy. The Board consists of Chairman/Chairwoman, treasurer and and six additional persons serving in the capacity of board members, from which two are elected as deputies. The board consists of a maximum of thirteen individuals.
- 13.4. The board can elect a secretary. The secretary doesn't have to be member of the board.
- 13.5. Members of the Board perform their activities without remuneration.
- 13.6. The Board will constitute a quorum if a minimum of 50 percent of its members are present. It will pass its resolutions – unless otherwise provided – with a majority of two third of all validly cast votes. The Chairman/Chairwoman will decide in the event of a tie.

- 13.7. A Board member may also delegate a representative authorised for that purpose. No representation is allowed with regard to the Chairman/Chairwoman or its deputies.
- 13.8. The office as Board member might be terminated by dismissal and/or resignation, apart from death and expiry of the office term. The Board may be dismissed, at any time, by the General Assembly or may resign of its own accord. Details can be seen in the rules of procedure Donau Soja Board and Presidium member.
- 13.9. The Board is the management body within the meaning of the Law on Associations 2002. It is, in particular, responsible for:
- the establishment of an accounting system complying with the legal requirements, which permanently records all payments received/made and the management of a list of assets as a minimum requirement;
  - the preparation of an annual budget, the accounting report and the statement of accounts;
  - informing the members of the Association about the activities of the Association, the conduct of the Association and the audited Statement of Accounts;
  - management of the Association's assets;
  - acceptance and exclusion of ordinary and associate members of the Association (an exclusion requires, however, the approval by the General Assembly);
  - preparation of Rules of Procedure for the Board, Presidium and the management, if any;
  - the preparation of agreements and determination of the contents of the agreement which provides for the relation between the Board and a managing director which might be appointed;
  - determination of the scope of competencies of the managing director;
  - the provisions for the signatory and representation authorities of the managing director;
  - the appointment and dismissal of the managing director, secretary, deputy secretary, treasurer and treasurers' deputy;
  - preparation and convocation of the General Assembly in the cases of an ordinary General Assembly and the associate General Assembly after a resolution by the Board, a written application filed by a minimum of 1/10 of the members or at the request of the auditors;
  - passing of resolutions on the guidelines for the performance to the "Donau Soja" or "Europe Soya" standard, determination and change of the "Donau Soja" or "Europe Soya" standard to be presented to the Presidium, amendment of the Statutes of the Association to be presented to the General Assembly. The passing of a resolution on the performance guidelines, the determination and change of the Donau Soja standard to be presented to the Presidium and the amendment of the Statutes of the Association to be presented to the General Assembly require the approval of a minimum of 80 % of the validly cast votes; and
  - the resolution on the establishment or closing of the associations subsidiaries, guaranteeing the same governance-regulation that is applied within the association.
- 13.10. The Association will be represented externally and internally by the Chairman/Chairwoman or (in the event of their absence) by their deputies. The Chairman/Chairwoman will manage the ongoing business of the Association. The Board may appoint one managing director for the representation regarding certain tasks, this applies apart from the acquisition and sale of real estate under Art. 54 para. 2 UGB [Austrian Commercial Code].
- 13.11. Written issues and publications of the Association shall be signed by the Chairman/Chairwoman or his/her deputies.

- 13.12. The Chairman/Chairwoman shall only be entitled to sign jointly with a second member of the Board, the managing director or the treasurer. The Chairman/Chairwoman is solely responsible for regulating transactions in accordance with the approved budget and for the signing of contracts within the quality assurance system.
- 13.13. In the event of imminent danger, the Chairman/Chairwoman shall be entitled to give instructions under their own responsibility even in matters which are subject to the sphere of the General Assembly. In their internal relationship, such instructions require the subsequent approval by the competent body of the Association.
- 13.14. Resolutions may be passed by circular resolutions.
- 13.15. Legal transactions between Board members and the Association require the consent of all other Board members.
- 13.16. The Board meets at least four times a year and at least two times together with the Presidium.

#### **Art.14. The Presidium**

- 14.1. The Presidium consists of up to 26 members who represent the different fields of tasks and interests of the Association. Their term of office is two years. Re-election is possible. It consists of members of the Board and up to thirteen other members elected by the General Assembly. It will meet at least two times per year, or more often in case of need. Members of the Presidium have the possibility to participate in all board meetings.
- 14.2. The Presidium decides on proposals submitted by the Board, which it may approve or reject. Unless otherwise provided for, it will take its decisions with a majority of two thirds of all valid cast votes,
- 14.3. The Presidium will constitute a quorum if 1/3 of its members are present.
- 14.4. The Presidium is responsible for giving its approval to the following strategic questions:
- determination and modification of the "Donau Soja" or "Europe Soya" standard (only possible with a majority of 80 % of the valid cast votes) following a proposal by the Board;
  - contents of the guidelines regarding research programmes;
  - contents of the guidelines of the listing of "Donau Soja" or "Europe Soya" at the stock exchange;
  - approval of the annual plan of the Association's activities;
  - pre-approval of the budget; and
  - appointment of a mediator at the proposal of the Board (only possible with a majority of 80 % of the valid cast votes).

#### **Art.15. The Managing Director, Treasurer, Secretary**

The Board may appoint one Managing Director for an indefinite period of time. The General Assembly appoints one Treasurer and one Secretary for two years. The Managing Director may simultaneously be an officer of the Association. In this case,

the functionary needs to abstain over his duties within the scope of the Board and/or Presidium in case the agenda topic refers to his responsibilities as Managing Director. In the event of the appointment of a Managing Director, the Managing Director will represent the Association to the outside based on a written power of attorney granted by the Board. The representation authority of a Managing Director will be finally provided for in the powers of attorney to be prepared by the Board and the Rules of Procedure.

The treasurer or deputy shall be responsible for the proper financial conduct and the statement of accounts of the Association.

The Secretary shall be responsible for a proper recording of the resolutions passed by the bodies of the Association in minutes.

#### **Art.16. The Auditor**

16.1. The ordinary General Assembly will elect two auditors for a term of two years. They may be re-elected. The auditors must not be members of anybody whose activities are subject to the audit.

16.2. The auditors shall be obligated to constantly control the business and to check the financial conduct of the Association. They will report to the next General Assembly on the result of their audit. The auditors shall be entitled to take part in the Board meetings following a relating application, where they have no right to vote in such meetings.

16.3. The Board shall submit to the auditors all necessary documents and provide them with the required information. Legal transactions between the auditors and the Association require the approval by the General Assembly.

#### **Art.17. The Advisory Boards**

17.1. The Association has two Advisory Boards with different tasks: one Technical Advisory Board and one Scientific Advisory Board. The Chairman/Chairwoman shall be entitled to take part in all meetings of the Advisory Boards, he/she shall be invited to the Advisory Boards' meetings. The term of office is limited to two years. A re-election is possible.

17.2. The Technical Advisory Board:

17.2.1. The Technical Advisory Board consists of a maximum of ten persons. It is comprised of representatives of institutions and organisations from the fields of consumer protection, environmental protection and sustainability.

17.2.2. The Board will invite representatives from the fields mentioned above to take part in the Technical Advisory Board. Participation in the Technical Advisory Board will be made without remuneration.

17.2.3. Members of the Technical Advisory Board shall be the representatives of the by the Donau Soja board appointed organisation. The representative must hold a written power of attorney which must be submitted to the Donau Soja Board. Each organisation is free to replace their representative by another person, if the Board is informed by a written notification.

17.2.4. The Technical Advisory Board shall be entitled to act as consultant, to make recommendations, to be a sponsor, to inspect the Financial Statements of the previous financial year. The Technical Advisory Board shall be entitled to inspect the documents of the Board and the management at any time.

17.2.5. Members of the Technical Advisory Board may take part in the meetings of the Presidium and in the General Assembly in an advisory capacity. Members of the advisory board may take part in the meetings of the Board in an advisory capacity.

17.2.6. The Technical Advisory Board shall be entitled to convene a Board meeting for important reasons by specifying a period of 14 days.

17.3. The Scientific Advisory Board:

17.3.1. The Scientific Advisory Board consists of a maximum of 10 persons. It is comprised of representatives of research institutes, universities, approval bodies for seed as well as NGOs.

17.3.2. The Board will invite representatives from the fields mentioned above to take part in the Scientific Advisory Board. Participation in the Scientific Advisory Board will be made without remuneration. Members of the Scientific Advisory Board will elect a spokesperson and deputy from their members.

17.3.3. Tasks of the Scientific Advisory Board:

The Scientific Advisory Board will consult the Board in all questions relating to the research programme for soya seed breeding and plant protection for the Danube region and Europe will submit proposals to the Board for the use of research money. It will evaluate and report to the Board about the success of the projects carried out. The Scientific Advisory Board will hold a minimum of one meeting per year.

17.4. The Chairman/Chairwoman of the Association shall inform the members of the Technical Advisory Board and the Scientific Advisory Board at the same time as it informing the members of the Association about the convocation of the General Assembly.

17.5. The Scientific Advisory Board shall be entitled to convene a Board meeting for an important reason by granting a period of 14 days.

## **Art.18. Mediation and Arbitration**

18.1. In the event of disputes within the Association, an obligatory mediation shall be performed at first. The Mediator will be appointed by the Presidium with a majority of 80 % following a proposal by the Board. If the dispute cannot be resolved by mediation, an arbitrational court will be established. The arbitrational court must resolve disputes within the Association. It shall be a "mediation board" within the meaning of the Law on Associations of 2002 and no direct arbitration court.

18.2. The arbitrational court consists of three ordinary members of the Association. It is formed by one member as arbitrator. Following a request of the board within 7 days, the other party of the dispute names a member of the arbitral court within 14 days. After being notified by the board within 7 days the 2 nominated arbitrators are required to elect within 14 days a third regular member as chair of the arbitration. In the case of tie, lots will be drawn. Within the exception of the General

Assembly, the members of the board of arbitration may not belong to any body which function is matter of dispute.

- 18.3. The arbitral court will take its decision with a simple majority of all votes cast after having heard both parties. It will decide according to the best of its knowledge and belief and the decision shall be final for the internal purposes of the Association.

**Art.19. Voluntary/Regulatory Dissolution of the Association, Lack of the Purpose of the Association**

- 19.1. The voluntary dissolution of the Association may only be resolved upon in a General Assembly convened for that purpose and with a majority of three fourth (Art. 12.4) of all validly cast votes.
- 19.2. The General Assembly shall be responsible for determining to whom the assets of the Association – if any – shall be transferred. In the event of a dissolution of the Association or the elimination of the Association’s purpose which existed to date, the remaining assets of the Association shall be used for non-profit purposes within the meaning of Articles 34 et seq. BAO [Federal Fiscal Code].