

# Farmhouse and Artisan Cheese and dairy producers' European network FACEnetwork

## Section One: Name, Head office and Aims

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### *Article 1 - Name*

An association named: "Farmhouse and Artisan Cheese and dairy producers' European network", FACEnetwork - is constituted, following referred to as "FACEnetwork" (its acronym) or "the association".

This association is governed by the French Law of 1 July 1901 on non-profit associations and its Decree of 16 August 1901.

### *Article 2 – Head office*

The Head Office of the Association is located at: Maison du lait – 42 rue de Châteaudun – 75314 Paris Cedex 09, France.

The location of the Head Office can be modified by the Council, being approved by the General Assembly.

### *Article 3 - Aims*

The " Farmhouse and Artisan Cheese and dairy producers' European network, FACEnetwork ", which has no profit aims whatsoever, brings together structures from Europe, as geographical definition, representing farmhouse and artisan cheese and dairy producers, technical centers who work specifically with these types of enterprises, and other structures, companies and persons interested in this topic.

The general aims are:

- Preserving, developing and promoting the diversity and richness of farmhouse, artisan cheeses, dairy products and co-products.
- Ensuring the representation and defence of interests of all its members, at European level.

The association, which represents its members in relation to all outside organisations and institutions, will have, in particular, the following actions:

- Promoting the mutual knowledge and understanding of the problems of little dairies in each country
- Building, supporting and/or leading of projects in common
- Searching for financial means for its actions
- Lobbying's actions
- Organisation of meetings and workshops between its members
- Providing of technical advice to its members
- and all other actions that it will judge necessary to reach the association's general aim.

## Section Two: Membership

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### *Article 4 – Types of membership*

Membership of the Association is opened to:

- national, regional and local structures that represent farmhouse and/or artisan cheese and dairy producers;
- other types of structures interested in the topic of farmhouse and artisanal cheese and dairy products processing;
- individuals, interested in the sector.

The Association is composed of “full members”, “supporting members” and “individual supporters”.

“**Full member**” statute is reserved to cheese and dairy makers associations on all the geographical European territory.

“**Supporting member**” statute is opened to the organisations in Europe not representing cheese and dairy makers and to all the other organisations (representing or not cheese and dairy makers) outside Europe.

“**Individual supporter**” statute is opened to individuals.

### *Article 5 - Application*

Application for admission as new member must be submitted by filling an application form and by sending it to the Association.

The applications will be submitted to the Council, which will give or not its agreement and decide on the type of membership given to the applicant (full member, supporting member, or individual supporter).

Council’s decision is without appeal.

### *Article 6 – Fees and conditions for vote*

All members, whether full, supporting member or individual supporter, abide by these Statutes.

All members, whether full, supporting member or individual supporter, have to pay a subscription, of amounts fixed annually by the General Assembly on the proposal of the Council. The amounts vary according to the statute of the member.

All the instances of the Association are opened to every full member – such as meetings of project groups, annual meetings, general assembly, congress organized by the association, involvement in projects ... - except the Council which is composed by representatives for each country.

If there are several full members for one country, and the total number of producers represented by this country is lower than 1000, then the different full members have to designate one person to represent their country within the Council.

If there are several full members for one country, and the total number of producers represented by this country is higher than 1000, each full member of the country can send one representative, provided that the full member represents at least 300 producers.

Full members have voting rights, within the instances of the association.

Supporting members and individual supporters may take part in the General Assembly but without the right to vote.

Supporting members and individual supporters can be invited by project groups to participate as experts or consultants.

All activities undertaken by its members on behalf of the association are free of charge. In some cases and under certain circumstances, provided and explained by the Internal Rules of the association, reimbursements of expenses or per diem may eventually be paid.

To realize its activities, the association may work with subcontractants.

#### *Article 7 – resignation and radiation*

The quality of member is lost:

a) by death

b) by resignation:

Members, whether full, supporting member or individual supporter may resign by informing the Council by letter or email.

A member is treated as having resigned when it has not paid the subscription that is due at the date of the General Assembly following the reminder.

c) by radiation:

The expulsion of members of the Association can be decided by the General Assembly, for serious reasons, on the basis of the Council's proposal, made after audition of the concerned parties.

The decision of the General Assembly cannot be subject to any appeal.

### **Section Three: General Assembly**

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#### *Article 8 – Composition, voting rights, role*

The General Assembly enjoys full powers to implement the aims of the Association.

The General Assembly is composed by all the members of the Association, who have all the right to participate.

Only full members have voting rights.

Supporting members and individual supporters have consultative voice.

The number of votes held by each "full member" is based on the number of cheese and dairy producers it represents. It is directly linked to the number of members each structure has paid for, which is supposed to reflect the number of cheese and dairy producers represented:

- each full member has at least one vote
- one more vote is added for each additional 100 cheese and dairy producers represented

Powers reserved to the General Assembly are in particular:

- endorsement of the Board proposed by the Council
- approval of budgets and accounts
- amendment of the statutes
- dissolution of the Association
- endorsement of the list of new members submitted by the Council
- fixing of the amounts of subscription to be paid by the members
- approval, on a proposal by the Council, of the internal rules of the Association
- exercising of any other power that is accorded to it under the Statutes or required for the good functioning of the Association

#### *Article 9 - meetings*

The ordinary General Assembly must meet each year at the Head Office of the Association or at any other place specifically indicated in the convening notice.

In addition, the General Assembly must meet in extraordinary session at the request of the Council or of at least one third of the full members of the Association.

The convening notice must be sent by the President of the Association to the members with a period of 30 working days.

#### *Article 10 - proxies*

Any delegate to the General Assembly may be represented by another delegate. The proxies can be full member vote or country vote (see article 11).

However, no delegate to the General Assembly may hold more than one proxy from countries and three from organizations, and anyway, a maximum of three in totality.

#### *Article 11 –voting rules*

Except in the exceptional circumstances provided for in these Statutes, resolutions are adopted by a double majority of the votes and at least half of the countries, by the delegates present or represented.

If the different full members of one country do not agree on a national position, they will "loose" their national voice.

The General Assembly may only validly deliberate if it comprises more than the half of the members, and more than the half of the countries (presents or represented).

However, if this Assembly cannot find a quorum as defined above, a new General Assembly must be convened under the same conditions as stated above and which may definitively and validly decide on the proposal, whatever the number of members present and represented.

Resolutions of the General Assembly are recorded in the Minutes and they are communicated to all members. They are also filed in a register held at the head office of the Association where members may consult them, and on the website.

#### *Article 12- Amend of the statutes - dissolution*

A proposal to amend the Statutes or to dissolve the Association must be made by the Council or by at least two thirds of the full members of FACEnetwork.

The Council prescribes the modalities of dissolution of the assets.

The net assets after liquidation must be passed to a non-profit legal entity that pursues similar aims or, failing that, a neutral purpose.

### **Section Four: Instances and administration**

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#### *Article 13 - Instances*

Besides the General Assembly, the Association comprises the following instances:

- the Council
- the Projects groups

#### *Article 14 – Council: composition*

The Association is managed by the Council.

The full members of each country have to deliberate and to designate: one person among them to be part of the Council. This person could be a cheese/dairy products producer, but it can also be for instance a technician from a structure representative of cheese and dairy producers.

If the total number of producers represented by a country is higher than 1000, each full member of the country concerned can send one representative, provided that the full member represents at least 300 producers.

It may be possible for every country or member represented in the Council to designate a “substitute” person, in case the “official” member of the Council would not be available to participate to some of the meetings.

The members of the Council are designated for a three-year term, and they can be reappointed.

The full members will be required to renew their designation every three year.

When a new full member from a country not already represented enters in the Association, it is required to designate a Council Member once membership is confirmed.

If a national representative does regularly not attend meetings, the Nation will be notified and asked to designate another representative.

#### *Article 15 – Council: Missions*

The Council is the instance of the Association that determines its actions and ensures its good functioning in accordance with the guidelines laid down each year by the General Assembly, in the spirit that gave birth to the Association and in keeping with its aims.

The Council is responsible for the operational functioning of the Association; it maintains an up-to-date list of members, is responsible for the minutes of its meetings and those of the General Assembly, submits to the General Assembly an annual report and the annual budget and accounts, proposes on the admission of members, decides the place and date of the meeting of the General Assembly...

In general the Council exercises all powers of management and administration, by delegation of the General Assembly.

#### *Article 16 – Board: composition*

The Council chooses, for a term of three years, a Board composed of:

- One President
- Three Vice-Presidents
- One Treasurer.

This board has to be approved by the General Assembly.

The functions of President and of Treasurer are not cumulative.

#### *Article 17 – Council: voting rights, voting rules*

The Council must meet at the specific convening of the President, and in any case at least twice a year. The convening notice is sent by letter, fax, email or any other method of communication.

The number of votes held by each member of the Council is based on the number of cheese and dairy producers represented by his country in the Association (total number of producers the structures of his country have paid for):

- each country has at least one vote
- one more vote is added for each additional 500 cheese and dairy producers represented

The Council may only validly deliberate if the majority of the members are present or represented.

Resolutions of the Council are taken by simple majority vote. In the event of a tie, the President has a casting vote.

Resolutions are taken in writing and are recorded in a register held at the registered office and published in the website of the association.

#### *Article 18 – Role of the President*

The President officially represents the Association in relations with third parties, and convenes and presides over the General Assembly and the Council.

In the case of his absence or when he is prevented from attending, he is replaced by one of the Vice-Presidents. The term of the Presidency is three years and may only be renewed twice consecutively.

#### *Article 19 – General secretariat*

The Council entrusts the daily management of the association to a General Secretariat.

The General Secretariat is responsible for implementing the resolutions made by the instances of the Association.

His role is notably to:

- ensure a permanent liaison among the members of the Association
- organize the meetings of the Council
- put proposals to the Council concerning the functioning and the actions of the Association
- manage the administrative tasks of the association

### **Section Six: Budget and Accounts**

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#### *Article 20 – accounting year*

The financial/accounting year ends on 31<sup>th</sup> December of each year.

The accounts for the previous year and the budget for the following year are set out by the Council each year and submitted for the approval of the General Assembly at its next meeting.

#### *Article 21 – financial management*

The Treasurer, in collaboration with the General Secretariat, subject to the approval of the General Assembly, is responsible for the financial management of the Association.

#### *Article 22 - resources*

The resources available to the Association comprise:

- the subscriptions of the members

- public subsidies
- voluntary grants and donations
- the proceeds of approved activities

The amounts of the subscriptions are fixed each year by the General Assembly, on basis of a proposal from the Council.

## **Section Seven: Final Provisions**

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### *Article 23 – Internal rules*

Internal management rules shall be presented by the Council to the General Assembly, for validation.

### *Article 24 – Duration, conditions of dissolution*

The life of the Association is unlimited. The General Assembly alone, meeting in extraordinary session and deliberating under the conditions laid down for amending the Statutes, may decide on the dissolution of the Association.

The General Assembly must appoint the receiver(s), decide their powers and give instructions as to the disposal of the net balance of assets.

### *Article 25*

Any matter not provided for in these Statutes, must conform to the requirements of the French Law of 1 July 1901 on non-profit associations and its Decree of 16 August 1901.

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*This text is a translation of the statutes in French (version 4) signed by the President and the Treasurer of FACEnetwork, and published in the “Journal Officiel de la République Française”, which has legal force.*