

European Federation for the Science and Technology of Lipids

Charter

§ 1 Name

(1) The federation bears the name of "European Federation for the Science and Technology of Lipids e.V." (Euro Fed Lipid)

(2) The registered office of the federation is at Frankfurt am Main. It has been duly entered in the Register of Associations of the *Amtsgericht* – Local Lower Court of First Instance – in Frankfurt am Main.

§ 2 Purpose

(1) The federation aims at furthering science and research on the fields of lipids, fats and oils.
Especially:

- (a) furthering science and technology at European level;
- (b) furthering the cooperation and exchange of ideas at European level between scientists and technologists;
- (c) disseminating knowledge about the field and arousing public interest and understanding for the field;
- (d) publishing specialized literature from the field;
- (e) awarding distinctions for outstanding scientific performance.

(2) Euro Fed Lipid pursues solely and directly non-profit purposes in the sense defined under "subject to tax relief" of the German Fiscal Code. Euro Fed Lipid engages without any self-interest and pursues purposes that are not primarily for its own profit

§ 3 Fulfilment of Purpose

The aims of Euro Fed Lipid shall in particular be achieved by way of

- (a) organizing conventions, symposia, educational courses, ring trials and trade fairs,
- (b) issuing specialized relevant literature,
- (c) forming divisions,
- (d) working together with comparable scientific organisations,
- (e) engaging in public relations and external affairs,
- (f) managing European research projects

§ 4 Business Year

The business year of Euro Fed Lipid shall be the calendar year.

§ 5 Membership

(1) Associations and organisations engaged in Europe in the science and technology of lipids, fats and oils shall be entitled to become institutional members.

(2) Natural and legal entities shall be entitled to become ordinary members of Euro Fed Lipid as well as companies interested in the aims of Euro Fed Lipid, given their own fields of activities.

(3) Members of institutional members shall have the same rights as ordinary members.

§ 6 Admission as Member

(1) Institutional members shall apply for admission in written form to the President of Euro Fed Lipid who shall present the application to the Euro Fed Lipid Council of Management for decision. The Council of Management shall take its decision within a period of 6 (six) months after receipt of the application.

(2) Application for ordinary membership shall be lodged with the Office for presentation to the Council of Management for decision.

(3) The rights incorporated by membership shall take force upon payment of the first annual contribution.

§ 7 Termination of Membership

(1) Membership shall expire

(a) upon the death of natural persons and upon discontinuation of the existence of legal entities and companies;

(b) upon withdrawal from the Federation by way of written notification sent by registered mail to the Office. The withdrawal shall become operative upon receipt of the notification;

(c) by exclusion. Exclusion shall be declared by the Council of Management for serious cause. The member affected shall be entitled to lodge objection to the exclusion, upon which the Meeting of Members shall take a decision;

(d) by decision of Management, if the annual contribution has not been paid by the end of the business year and is not received within the period of 1 (one) month following a reminder for payment sent by registered mail making clear that membership expires upon failure to effect payment.

(2) Termination of membership shall not discharge a member from his commitment to pay any amount that might be in arrears or the contribution for the running year or any other financial commitment due for payment to Euro Fed Lipid prior to termination of membership. Termination shall not accord the member any claim to corporate assets.

§ 8 Member's Contribution

(1) The Council of Management shall stipulate the amount to be paid in contribution by institutional members and the Meeting of Members shall set down the contributions for ordinary members. For students and members in retirement, contributions shall be reduced. The annual contribution shall be paid by these members during the first three months of every year. In specific cases, the Council of Management shall be able to defer or reduce contribution as well as to release from payment of the contribution.

(2) Funds of the federation shall only be used for the purposes subject to the Charter. The members shall receive no allowances from the funds of the federation.

§ 9 Corporate Organs

Organs of the federation are

- (a) the General Assembly
- (b) the Council of Management

§ 10 General Assembly

(1) The General Assembly shall take all decisions relating to basic issues, unless these are resolved by other organs as specified by the Charter.

(2) Ordinary members and members of institutional members shall be entitled to attend the Meeting of Members. Members who are not natural persons shall notify Management in written form prior to the beginning of the Meeting of their nominated representatives.

(3) In particular, the General Assembly takes decisions resolving the

- (a) election and removal from office of the President, Vice President, Treasurer, as proposed by the Council of Management;
- (b) election of other Council of Management members, if the number of the nominations exceeds the number of positions available on the Council of Management;
- (c) preparation of the provisional budget and member contributions of the ordinary members;
- (d) approval of annual status report and financial report;
- (e) discharge of the Council of Management;
- (f) amendment of the Charter;
- (g) dissolution of Euro Fed Lipid.

§ 11 Invitation to the General Assembly

(1) The General Assembly shall take place once a year.

(2) The President or the Vice President shall convene the General Assembly and specify details of the agenda in the invitation. The written invitation shall be sent at least 35 days prior to the meeting. The institutional members and their members shall be invited via the offices of the institutional members.

Petitions for amendments to the Charter and for the dissolution of Euro Fed Lipid shall be lodged with the Office at least 50 (fifty) days prior to the General Assembly, so that Euro Fed Lipid can notify members in writing at least 20 (twenty) days prior to the meeting. Any petition for the dissolution of Euro Fed Lipid shall be notified to the members by registered mail.

§ 12 Resolutions of the General Assembly

(1) The General Assembly shall be chaired by the President or, given his inability to attend, by the Vice President. Each member shall have one vote. A member shall be able to be represented by another member. In this case, the written authorization to represent another member shall be presented to Management prior to the opening of the General Assembly. A member shall not be entitled to represent several members at the same time.

(2) The General Assembly shall take resolutions by simple majority of the votes cast by the members in attendance and those represented, unless otherwise stipulated by the Charter. With a parity of votes, the vote of the Chairman of the Meeting shall be decisive.

(3) For a resolution to amend the Charter of Euro Fed Lipid, a majority of two thirds of the members present shall be required. For a resolution to dissolve Euro Fed Lipid, a majority of two thirds of the members present and two thirds of the Council of Management members shall be required.

(4) Minutes shall be kept of every General Assembly and these shall be duly signed by the Chairman of the Meeting and the person taking the minutes and duly published in the publication medium of Euro Fed Lipid.

§13 Extraordinary General Assembly

(1) In order to give the members the opportunity of discussion outside the bounds of the ordinary General Assembly, the President shall be able to convene an extraordinary General Assembly; such meeting must be convened if one quarter of the members of the Council of Management or at least one tenth of the members of Euro Fed Lipid petition for such convocation.

(2) The invitations shall be sent out as letter and shall be posted by Management at least 35 days prior to the date set for the meeting.

(3) The resolutions from the extraordinary General Assembly shall be recorded and published in the same way as with the ordinary General Assembly.

§ 14 Council of Management

(1) Institutional members shall each delegate a representative to the Council of Management

(2) The term of office shall be 4 (four) years. It shall be possible to be re-delegated once.

(3) If a member of the Council of Management retires from office prior to the lapse of his term of office, the Council of Management shall be able to resolve to take in another person for the remaining tenure until the next General Assembly.

(4) The President, the Vice-President and the Treasurer shall form the Board as defined under § 26 BGB [German Civil Code]. Each of them shall be entitled to represent Euro Fed Lipid acting on his own. The Vice-President and the Treasurer shall only be able to exercise this right if the President or the President and the Vice-President are unable to do so. The official term of office of the President, Vice-president and Treasurer shall be two years. It shall be possible to be re-elected once.

(5) The President and, given his inability, the Vice-President, shall convene and chair the meetings of the Council of Management and the General Assembly. The vote of the Chair shall be determinant in the event of parity of votes.

§ 15 Assignments of the Council of Management

(1) The Council of Management shall direct Euro Fed Lipid. In particular, its task involves

(a) the preparation of the annual status report and financial report;

(b) the preparation of items for discussion at the General Assembly;

(c) the distribution of proposals for the election and recall of Council of Management members by the General Assembly;

(d) the preparation of an estimate budget;

(e) the appointment and dismissal of the Managing Director;

(f) the formation and dissolution of divisions and other bodies.

(2) The Council of Management shall take its resolutions at meetings convened by the President in sending details of the agenda in due time for the meeting (at least fourteen days prior to the meeting). The Council of Management shall have a quorum when the simple majority of Council of Management members are present. At the instigation of the President, the Council of Management shall be entitled to take resolutions by

written procedure, providing no member of the Council of Management lodges objection to said procedure.

(3) The President shall be obliged to convene a Council of Management meeting if at least one quarter of the members of the Council of Management deliver written declaration to the President of their wish for such a meeting.

(4) The Council of Management shall decide by simple majority vote, unless otherwise stipulated by the present Charter. With a parity of votes, the vote of the President shall be determinant and in his absence, the vote cast by the Vice-President.

§16 Personal Activity and Reimbursement of Expenditures

Functions as a member of the council of management or a division chair are performed on a voluntary basis in principle. The General Assembly may at its discretion decide whether members of the council of management or division chairs shall be entitled to adequate wages. Reimbursement of expenditures will be permitted. No person shall be entitled to preferential treatment in the form of expenditure that is foreign to the purposes of the Federation or in the form of disproportionately high remuneration.

§ 17 Management

In coordination with the Board, the Managing Director shall be responsible for taking all suitable and necessary measures to fulfil corporate purposes. The Managing Director shall be subject to instructions from the Council of Management and shall carry out the resolutions of the Council of Management and of the General Assembly.

§ 18 Duty to Impartiality and Secrecy

The Council of Management, divisions, and the Managing Director shall be committed to impartiality in carrying out their assignments for Euro Fed Lipid subject to the Charter. They shall maintain secrecy regarding business and operational secrets and other confidential matters of which they become aware due to their activities with Euro Fed Lipid. This commitment shall continue to apply even after termination of the involvement with Euro Fed Lipid.

§ 19 Dissolution

If it is resolved to dissolve Euro Fed Lipid or if tax privileges cease to apply, the assets still on hand shall be transferred to Deutsche Gesellschaft für Fettwissenschaft e.V., Münster, which shall use it solely and directly to further science and research, especially European oil and lipid research, providing this association still meets the requirements for tax relief in the sense of the regulations governing non-profit organisations at the time of transfer. Should this requirement not be met, the Meeting of Members shall decide to which non-profit organisation the remaining assets are to be transferred.

Changes:

§ 16 (23. September 2010)

§14 1+2 (20 September 2011)

§ 2 and 19 (16 September 2014)