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## ARTICLES OF ASSOCIATION

### NAME AND LOCATION

#### Article 1

1. The association's name is: "Organisation des Fabricants de Produits Cellulosiques Alimentaires" and is abbreviated as O.F.C.A.
2. The association is located in the municipality of Leidschendam , The Netherlands.

### OBJECTIVE

#### Article 2

The objective of the association is to guard the interest of the manufacturers of cellulose derivatives concerning their use in foodstuffs, pharmaceutical products, feedstuffs, and personal care as well as in packaging materials for these product groups, their ingredients and additives, by lawful means, viz. by:

1. Maintaining of approvals of national governments and international organizations, such as the European Community and the WHO/FAO Codex Alimentarius Commission and affiliated bodies for the use of cellulose derivatives in foodstuffs, animal feeding stuffs, and cosmetics and in packaging materials for these product groups, their ingredients and additives.
2. Being informed and staying informed of official rules and regulations concerning cellulose derivatives.
3. Establishing and maintaining contacts with governments and international organizations and b informing and advising them.
4. Coordinating and commissioning analytical and toxicological research work, particularly with a view to the safety for human health.
5. Informing and advising the members on subjects connected with the objective of the association, such as scientific, technical and regulatory matters.
6. Stimulating desirable developments and taking action against undesirable developments.
7. Coordinating appropriate activities with other organizations of manufacturers.

### DURATION

#### Article 3

1. The association was founded on November 6<sup>th</sup>, 1964; its duration is fixed at an indefinite time.
2. The association's year shall coincide with the calendar year.

## MEMBERSHIP

### Article 4

1. The association shall consist of members which manufacture cellulose derivatives for use in either foodstuffs, pharmaceuticals, animal feeding stuffs, personal care, or packaging materials for these groups, their ingredients and additives.
2. Members shall be admitted by decision of the general assembly.
3. The general assembly has the right to invite corporations, which do not qualify for membership but which have an interest in the activities of the association, to attend the association's meetings.

### Article 5

Membership cannot be transferred or assigned.

### Article 6

1. Membership shall terminate:
  - a. When a member ceases to exist;
  - b. By giving notice by the member;
  - c. By giving notice by the association;
  - d. By expulsion.
2. Notification can only be given towards the end of the association's year, in writing and with a term of notice of at least six months.
3. Notification of the membership by the association can only take place in case a member does not fulfil the obligations attached to the membership.
4. Expulsion can only take place when a member acts in violation of these articles of association rules or decisions of the association or when a member aggrieves the association. Expulsion is effected by the general assembly. The member in question is informed as soon as possible, with the statement of reasons.

## OBLIGATIONS

### Article 7

1. Members shall pay an annual contribution, the amount of which shall annually be fixed by the general assembly on the basis of an estimation of the costs.
2. Members are not accountable for the commitments engaged by the association nor are they liable to contribute in the losses of the association.

## BOARD

### Article 8

1. The board shall consist of 3 individuals, one of which fulfils the function of president, one the function of vice-president/treasurer and one the function of secretary general.
2. The board members shall be appointed in function by the general assembly. Regarding the eligibility of board members, it is not required that they are employed by a member.
3. At all time board members may be dismissed or suspended by the general assembly with statement of reasons.
4. Board members are appointed for a period of at most 2 years. One year is the period between two successive annual general assemblies. Periodically retiring board members are re-eligible
5. An incomplete board remains competent to manage the association.

### Article 9

1. The board shall be in charge of managing the association including the carrying out of all acts in law, none excluded. Even so, the general assembly is entitled to lay down in an appropriate resolution, that for certain well described board decisions its approval is required. The absence of such approval cannot be used against third parties.
2. The secretary general shall be in charge of the day-today running of the association. The board can delegate to him tasks and authorities.
3. The board shall meet as often and where the president will decide. The convocation shall be in writing by the secretary general.
4. The board shall take decisions unanimously.
5. Board's decisions are recorded, dually signed by the president and secretary general and are open to members at all times.

### Article 10

1. The board shall represent the association in law and otherwise
2. The authority to represent shall also be granted to two board members acting together
3. The board shall authorize the secretary general in an adequate way for the proper execution of his function.

## GENERAL ASSEMBLY

### Article 11

1. The general assembly constitutes in the association the highest power in the sense that all authority not granted by law or by the articles of association to others, lies with it; also in the sense that the general assembly can direct the board in policy matters.
2. The general assembly shall be held at a place, indicated by the one convocating the general assembly.
3. At least once every year a general assembly shall be held, being within 6 months after termination of the association's year, except for the prolongation of this term by the general assembly. In this general assembly, the board shall submit an annual report, a balance sheet and a statement of profit and losses and other documents. The board shall also submit for approval to the general assembly a budget for the current year.
4. The general assembly appoints yearly a commission for investigation of the documents, mentioned in the above subsection. The commission shall consist of at least two individuals, who shall be in a member's service and who shall not be a member of the board.

### Article 12

1. Apart from the general assembly as mentioned in the above article, general assemblies can be convocated by the board as often as it is deemed desirable
2. At the written request of at least such a number of members which are authorized to bring out 1/10 of the votes in a plenary general assembly, the board is obliged to convocate a general assembly at a term of no longer than 4 weeks. Should the board not comply with such a request within two weeks, the requisitionists themselves may proceed to convocate the requested meeting
3. The convocation of the general assembly shall be made in writing to the members at a term of at least three weeks. The convocation shall include the agenda for the general assembly

### Article 13

1. Representatives of each member, individuals participating in the organs of the association, and those invited by the board are admitted to the general assembly. The representative(s) of a member shall be authorized to represent the member in law and if requested to make this evident in writing. The voting right at the meeting shall be exercised by one representative of a member; this representative shall be appointed before the commencement of the meeting and shall be known to the one convocating the meeting.
2. The members shall have the right of voting; each one shall have one vote. Each member can authorize another member to vote for him by a written authorization. One member, entitled to vote can at most represent two other members.
3. An unanimous decision of all members to vote in the general assembly, although not present at the meeting, but with pre-notification of the board shall have the same force as a decision of the general assembly.

4. The chairman shall decide the way in which the voting in the general assembly will take place.
5. All decisions are taken by unanimous vote of the members represented with the exception of decisions taken in election of persons and in expulsion of a member; the latter decisions are taken by absolute majority. When votes are equally divided concerning election of persons, fortune will decide. If by an election where more than 2 persons are involved, no one obtained an absolute majority, there will be a re-election between the 2 persons, who obtained a greater number of votes, if necessary with interim voting.

#### CHANGE OF ARTICLES OF ASSOCIATION

##### Article 14

1. These articles of association may not be altered except by a decision of the general assembly
2. By convocation with the announcement that during the general assembly an alteration of these articles of association will be proposed. Such a convocation shall take place by the literal text of the proposed alteration.
3. The alteration of the articles of association shall become effective when the absolute majority of the general assembly has endorsed the alteration .

#### LIQUIDATION AND SETTLEMENT

##### Article 15

1. Article 14 part 1 and 2 shall also apply in case of a decision of the general assembly to dissolve the association.
2. The general assembly shall determine the destination of the surplus being as much as possible in line with the object of the association.
3. Settlement will be effected by the board unless otherwise decided by the general assembly.
4. After liquidation, the association will endure as far as necessary for the settlement of properties. The articles of the articles of association will stay in force, as much as possible during the period of liquidation. In documents and announcements of the association the word "in liquidatie" (in liquidation) will have to be added to the name of the association.