

STATUTES

Chapter 1: Name, domicile, duration, and nature

Article 1: Name

It is founded between the legal entities which adhere to the present statutes, an international non-profit association entitled in French "Coordination européenne Libérons la Diversité" in abbreviated form CE-LLD, and in English "European Coordination Let's Liberate Diversity" in short EC-LLD (hereinafter referred to in the Statutes as "the Coordination" or "the Association" or under the French acronym "the AISBL"). The names, in English and French, full and abbreviated, may be used together or separately.

All acts, invoices, announcements, publications and other documents emanating from the Coordination must mention its name immediately preceded or followed by the words "international non-profit association", or the acronym "AISBL", as well as the address of its registered office; the business number; the words "Register of Legal Persons" or the French abbreviation "RPM" for " Registre des personnes morales" followed by the indication of the relevant court for the legal person's registered office; the number of at least one account held by the Coordination with a credit institution in Belgium; if applicable, the e-mail address and the website; if applicable, the indication that the legal person is in liquidation.

Any person who intervenes on behalf of the Coordination in a document referred to above where one of these mentions is not included, may be declared personally liable for all or part of the commitments made therein.

Article 2: Domicile

The registered office of the Coordination is located in the Walloon Region, in Belgium. It may be transferred to another place in Belgium by simple decision of the Administration Body, which has all powers to have the resulting modification of the Statutes of the Association recorded, without this leading to a modification of the language used in the Statutes.

The Coordination may establish offices in any country on the proposal of the General Assembly.

Article 3: Duration

The duration of the Coordination is unlimited. Its dissolution may take place at any time, in accordance with Article 21 of the Statutes.

Article 4: Form / Nature

The Coordination is an international non-profit association governed by Belgian law, its decision-making is independent of any state, government, political party, or religious body.

Chapter 2: Objectives, activities, and funding

Article 5: Non-profit objectives of international utility

The general objectives of the Coordination are to foster, develop and promote the dynamic management of agricultural biodiversity in farms and gardens and to

diversify our food systems to ensure a diversified and healthy diet, thereby developing socially and economically sustainable food chains and supporting food sovereignty.

Article 6: Purpose

The activities of the Association that contribute to achieve the above objectives may be specified in the Internal Regulation and further detailed in the Roadmap approved by the General Assembly following proposals of the Administration Body. The activities of the Association include, but are not limited to:

1. the promotion of the conservation, development, dynamic management and sustainable use of cultivated plant diversity and livestock breeds following natural processes on farms and gardens;
2. the exchange of initiatives that support the objectives of the Coordination;
3. training and research;
4. informing the stakeholders of cultivated biodiversity on issues related to seed policy and legislation;
5. informing the general public and raising awareness;
6. building relationships with relevant stakeholders outside Europe;
7. ensuring the protection of its objectives and its Full Members by all legal means available.

The General Assembly may also authorise the development of any activity that contributes directly or indirectly to the realisation of the above-mentioned non-profit objectives of international utility, including commercial activities whose income will be entirely destined to the realisation of the said non-profit objectives.

Chapter 3: Members

Article 7: Members: categories

The Association is composed of two categories of Members defined as follows:

1. Full Members

Full membership may be granted to local, national, and regional organisations active in the promotion and dynamic management of biodiversity cultivated according to natural processes on farms and in gardens.

Full Members, if not represented by their legal representative, can nominate a representative who has one vote at the General Assembly and Extraordinary General Assembly.

Each Full Member can assign one candidate for election to the Administration Body.

The number of Full Members is unlimited and may not be less than two. In any case, the number of Full Members is greater than the number of members of the Administration Body.

2. Supporting Members

The status of Supporting Member may be granted by the Administration Body to the following persons:

- public or private organisations that support the objectives of the Coordination;
- "informal realities" (groups of legal or physical persons without legal recognition of their own but whose existence is recognised by EC-LLD);
- physical persons or families who support the objectives of the Coordination;

Supporting Members may participate in General Assemblies in an advisory capacity with the authorisation of the Administrative Body. They may express their opinion on various points.

Article 8: Procedure for admission of Members

The admission of Full Members is decided by the General Assembly on the proposal of the Administration Body. Applications for admission shall be made in writing as indicated on the Membership Form. In case of refusal, the General Assembly is obliged to state the reason for its decision as indicated in its Report.

Full Members commit themselves to the present Statutes and to the Internal Regulation brought to their knowledge when they apply, and to act accordingly.

The admission of Supporting Members is decided by the Administration Body and according to the voting procedures set out in the Internal Regulation.

Article 9: Withdrawal or exclusion of a Member

Full and Supporting Members are free to withdraw from the Coordination at any time by sending their resignation in writing to the Administration Body.

Resignation shall be deemed to have occurred if:

- Full or Supporting Members have not paid their overdue subscription within three months of the reminder sent to them by mail or e-mail. A Full or Supporting Member may nonetheless, upon reception of the reminder, write to the Administration Body and request an extended delay for payment or an exemption of payment for the year concerned. The request must be justified.
- A Full or Supporting Member no longer meets the conditions for admission.
- A Full Member does not attend or is not represented at three consecutive General Assembly meetings.
- The dissolution of a Full Member has been recorded.

Only the General Assembly is competent to pronounce the exclusion of a Full Member.

The General Assembly can only validly reach a decision if the exclusion is explicitly indicated in the convocation and if the Assembly gathers at least two-thirds of the Full Members, whether they are present or represented. The exclusion is pronounced by the General Assembly, by secret ballot, by a two-third majority of the votes of the Full Members present or represented, after the Member has been heard, if the Member so wishes.

The Administration Body may suspend, pending decision by the General Assembly, Full Members who have been guilty of a serious breach of the Statues or the law.

The exclusion of a Supporting Member shall be pronounced by the Administration Body as set out in the Internal Regulation.

The resigning, suspended or excluded Member, as well as the heirs or entitled persons of the deceased Member, shall have no right over the social fund. They may not claim or request either statements or inventories, or the reimbursement of contributions paid.

Article 10: Register of Full Members

The Coordination shall keep a Register of Full Members, under the responsibility of the Administration Body. This register contains the registered name, the legal form, and the address of the registered office of each Full Member.

Any decision regarding admission, resignation or exclusion of Full Members shall be entered in the Register at the request of the Administration Body within eight days of the Administration Body becoming aware of the change or changes.

All Members may consult the Register of Full Members, upon simple written and motivated request addressed to the Administration Body of the Association, but without moving the Register.

Chapter 4: Bodies and functioning of the bodies of the Association

Article 11: Internal bodies

The organisation consists of the following bodies:

1. The General Assembly, composed of all registered and validly admitted Members.
2. The Administration Body, whose members are elected by the General Assembly, and comprising a maximum of one representative per country, limited in number by decision of the General Assembly.
3. The Executive Committee, an optional body which may be created by the Administration Body who appoints its members, and which is responsible for the day-to-day management of the Association.
4. The Ethical Committee, an optional body which may be created by the General Assembly.

The appointment of the members of the Administration Body, the Executive Committee and the persons authorised to represent the Association, as well as the termination of their office, shall be made public by filing them in the Association's files and by publishing an extract in the Annexes to the Belgian Official Journal ("Moniteur Belge"). These documents must in any case show whether the persons representing the Association commit the Association individually, jointly or as a college, and specify the extent of their powers.

Article 12: The Administration Body

The Administration Body is renewed every three years.

The Administration Body is empowered to take all actions and decisions necessary or useful for the realisation of the Association's purpose or non-profit objectives, except for those decisions which fall within the exclusive competence of the General Assembly, in accordance with Belgian law ("CSA", "Code des sociétés et des associations") or the Statutes of the Association.

The Administration Body meets in Belgium and abroad at least once a year and whenever the interests of the Association so require. A written notice, indicating the place, day and time of the meeting and its purpose, shall be sent to the members of the Administration Body before each meeting. Notice of the meeting shall be sent to the members of the Administration Body by letter, fax or e-mail at least one week before the meeting.

The decisions of the Administration Body shall be recorded in minutes of the meeting signed by two members of the Administration Body. The minutes shall be kept in a register at the Operational Office of the organisation. Certified copies of the documents shall be made available in a register at the Registered Office of the Association.

When an administrator has, directly or indirectly, an interest of a patrimonial nature that runs against the interest of the AISBL, they must inform the other administrators before the Administration Body takes a decision in this regard. Their declaration and explanation of the nature of this conflicting interest must be recorded in the minutes of the meeting of the Administration Body by whom the decision has to be taken. The Administration Body may not delegate this decision. If the majority of the administrators have a conflict of interest, the decision or transaction shall be submitted to the General Assembly. If the General Assembly approves the decision or transaction, the Administration Body may proceed with the execution.

The administrator who has a conflict of interest must leave the meeting and may not take part in the deliberation or vote on the matter.

In principle, administrators exercise their function free of charge. Unless otherwise decided by the General Assembly, the members of the Administration Body are not entitled to any remuneration.

The Administration Body has the broadest powers of representation and signature. Each member of the Administration Body may individually represent the Association in any judicial or extra-judicial act that requires it.

The Administration Body may delegate, under its supervision, specific tasks to internal or external persons (according to the Internal Regulation).

The purpose, scope, and duration of the delegation of power are clearly defined by the Administration Body. The mandate thus given by the Administration Body may be revoked at any time, without notice or compensation, unless the Administration Body decides otherwise.

Article 13: General Assembly

According to Belgian law, Article 10:5 of the "Code des sociétés et des associations", the General Assembly is exclusively competent for:

- the appointment and dismissal of the auditor and the determination of his remuneration;
- the approval of the budget, the membership fees, and the annual accounts;

The General Assembly is also competent for:

- electing the members of the Association's Administration Body from among the delegates of the Full Members who have applied for election;
- deciding on the acceptance and expulsion of Full Members;
- amending the Statutes;
- establishing general guidelines and orienting the perspectives and strategy of the Association;
- the dissolution of the Association.

The Ordinary General Assembly meets at least once a year in rotation in a different country. Within the limits of the provisions of the Statutes, the decisions of the Assembly are binding on all Members of the Association.

Members who cannot attend the meeting may be represented by other Members. Each Member may only hold a maximum of two proxies.

The General Assembly shall be validly constituted when at least fifty per cent (50%) plus one of Full Members are present or represented.

Decisions shall normally be taken by consensus. In the absence of consensus, decisions shall be taken by the following double majority:

- the decision must be approved by a simple majority of the Full Members of the Association;
- the decision must be approved by a majority representing more than half of the countries represented in the Association.

In the event of an equality of the votes, the decision shall be rejected. Invalid and blank votes as well as abstentions shall not be taken into account for the calculation of majorities.

Each meeting is held on the day, at the time and place mentioned in the invitation for the meeting. The Ordinary General Assembly is convened by the Administration Body by postal or electronic mail to each Member at least 20 calendar days before the meeting. The Administration Body shall convene the General Assembly when one-fifth of the Members of the Association so request.

The mail contains the agenda: only the items on the agenda may be dealt with. Any proposal signed by at least one-twentieth of the Full Members shall be placed on the agenda.

The decisions of the General Assembly are recorded in minutes signed by two members of the Administration Body. The minutes shall be kept in a register at the Operational Office of the Association. Certified copies of the documents shall be made available in a register at the Registered Office of the Association.

Each Member shall receive a copy of the minutes at the latest when the next General Assembly is convened or may obtain a copy upon written request to the Administration Body.

The Administration Body proposes to the General Assembly the approval of the membership fees.

Article 14: Extraordinary General Assembly

The Extraordinary General Assembly decides on matters that fall exclusively within its competence, such as amendments to the present Statutes and the dissolution of the Association.

The Statutes shall be modified by the Extraordinary General Assembly by consensus. In the absence of consensus, amendments require a majority of at least two-thirds of the votes and provided that (i) at least two-thirds of the Full Members of the Association, and (ii) two-thirds of the countries represented in the Association are present or represented. Whenever the case arises, the proposed amendments must be subject to prior notification sent in writing at least 15 (fifteen) days in advance. The proposed amendment(s) to the Statutes shall be attached to the notification.

A modification of the Statutes that concerns:

- the scope, the convening procedures, the decision making of the General Assembly,
- the conditions under which the decisions of the General Assembly are to be communicated to the Members,
- the conditions under which the Statutes may be amended,
- the conditions for the dissolution and liquidation of the AISBL and the non-profit objective to which the AISBL must allocate its assets at the time of its dissolution,

must be drawn up and certified in due legal form as "Acte authentique".

A modification of the Statutes that concerns the exact definition of the non-profit objective of the AISBL and the activities implementing the purpose of the AISBL, must be approved by Royal Decree ("Arrêté royal"), in accordance with CSA Article 2 :10 § 2, 3°.

Members who cannot attend the meeting may be represented by other Members. Each Member may only hold a maximum of two proxies.

Voting is by roll call, by show of hands or, if requested by at least one-third of the Full Members present or represented, by secret ballot. When the vote is about decisions concerning individuals, the ballot shall always be secret.

In the event of an equality of the votes, the proposal is deemed to be rejected.

Any modification to the Statutes must be published in the Belgian Official Journal ("Moniteur belge") and, if required by the law, submitted to the Ministry of Justice.

Article 15: Remote meetings

The bodies of the Association may, on the initiative of the Administration Body, provide for the possibility of holding their meetings at a distance by electronic means of communication.

Should the Administration Body decide to hold a General Assembly meeting at a distance, it shall clearly describe, in the invitation to the meeting, how Members can take part in the votes and discussions on the agenda.

The Administration Body shall take appropriate measures to ensure the authentication of the identity and of the vote cast by the representative of the Full Member.

Article 16: Internal Regulation

The Internal Regulation shall be proposed by the Administration Body and voted by the General Assembly setting out procedures not detailed in the Statutes of the Association.

Article 17: Responsibilities

The administrators and, where applicable, the persons delegated to carry out the day-to-day management are not personally bound to implement the commitments of the Association.

Their liability to the Association and to third parties is limited to the completion of their mission in accordance with the provisions of the law and Statutes of the Association.

Administrators are only liable for decisions, acts or behaviour that clearly exceed the margin within which normally prudent and diligent administrators (delegates) placed in the same circumstances may reasonably have a different opinion. Administrators (delegates) are only liable for faults that can be attributed to them personally, committed in the performance of their (daily) management mission. Administrators (delegates) are jointly and severally liable but are relieved of their liability if they have not taken part in the fault and have reported the alleged fault to all other members of the Administration Body. This denunciation and the discussions to which it gives rise must be reported in the minutes.

Chapter 5: Financing of activities

Article 18: Resources of the organisation

The main sources of finance for the activities of the Association are the following:

- aid received to achieve its objectives, i.e. any material or financial contribution, from institutions or public or private persons whose objective is not in conflict of interest with the objectives of the Association. It may also collect donations and receive aid from physical persons whose economic and social interests are not in conflict with its own objectives. The funds, aids and materials collected in this way must be used exclusively for the realisation of the objective of the Coordination.
- Membership fees, i.e. the amounts of the contributions of the various categories of Members, which are approved by the General Assembly on the proposal of the Administration Body according to the procedures specified in the Internal Regulation.

The resources of the Association also consist of:

- donations and bequests;
- any subsidies;
- income from events that the Association might organise;
- interests and royalties of goods and assets that the organisation might possess;
- financial compensation received for the distribution of products or services rendered as defined in the means of action;
- any other resources not contrary to the laws in force.

In accordance with Belgian law ("CSA", "Code des sociétés et des associations"), any inter vivos donation to the Association whose value exceeds 100,000 euros must be authorised by the Minister of Justice or his delegate.

Article 19: Accounting

The financial year of the Association begins on January 1st of each year and ends on December 31st of the same year.

The Association shall keep daily accounts of income and expenses in accordance with the provisions of Article 3:47 of the CSA and the Royal Decree of April 29, 2019, as well as all other applicable sectoral regulations concerned.

The Administration Body submits the annual accounts for the previous financial year for approval to the annual General Assembly. A draft budget is also submitted for approval to the General Assembly, held in June.

The annual accounts of the Association shall be registered in accordance with the provisions of Article 3:47, §7 of the CSA and the Royal Decree of April 29, 2019.

Article 20: Auditor of accounts

If required by law, the accounts shall be audited annually by an auditor appointed by the General Assembly. The auditor may not have any role in the Administration Body. The accounts are sent to all Members one month before the General Assembly, which alone can validate, modify, or reject them.

Chapter 6: Miscellaneous**Article 21: Dissolution**

The Extraordinary General Assembly shall be convened to consider proposals for dissolution, introduced by the Administration Body or by a majority of at least two-thirds of the votes of all Full Members and, if necessary, by the auditor if one-fifth of the Full Members so request.

The convocation and the setting of the agenda shall be done in accordance with the provisions referred to in Article 14 of the present Statutes.

The dissolution must be deliberated and decided at a General Assembly. The decision shall be taken under the same conditions, according to the same guarantees and in compliance with the same majorities as those established in Article 14 of the present Statutes. From the time of the decision to dissolve, the Association shall state on all documents issued by the Association that it is "an AISBL in dissolution", in accordance with Article 2:115, §1 of the CSA.

If the proposal for dissolution is adopted, the General Assembly shall appoint one or more liquidators and define their mission.

In the event of dissolution and liquidation, the assets of the Association shall be assigned to an AISBL (association internationale sans but lucratif) or an ASBL (association sans but lucratif) with a similar object. The Administration Body shall then proceed with the implementation of the decision.

All decisions concerning the dissolution, the conditions of liquidation, the appointment and termination of mandate of the liquidators, the closing of the liquidation and the allocation of the assets must be lodged with the Court Registry and published in the Annexes to the Belgian Official Journal ("Moniteur belge"), in accordance with the provisions of Articles 2:7, 2:13 and 2:136 of the CSA and implementing decrees.

Article 22: Residual matters

Anything not explicitly provided for in the Statutes of the Association is regulated by the "Code des sociétés et des associations" as adopted by the Act of March 23, 2019. Any matter not explicitly provided for in the aforementioned "Code des sociétés et des associations" shall be resolved by application of the rules of Belgian "Common" Law ("droit commun belge", which is a different concept from English Common Law).