

ECR Community

BY-LAWS
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TITLE I – NAME – HEADQUARTERS – AIMS AND OBJECTIVES

ARTICLE 1 – NAME

The name of the Association is « ECR Community ».

The Association is a non-profit making association governed by the law of 27 June 1921 modified by the law of 2 May 2002.

ARTICLE 2 – HEADQUARTERS

The headquarters of the Association are situated in the judicial district of Brussels-Capital. They are presently established at 1040 Brussels, avenue des Nerviens 85.

They can be transferred, by decision of the Board of Directors, to any other place in this district.

ARTICLE 3 – OBJECT

3.1 The mission of the Association is “Working together to fulfil consumer wishes, better, faster and at less cost”. It promotes collaboration between trading partners on non- competitive matters that support the delivery of better goods and services to consumers and shoppers in a more efficient and sustainable model.

3.2 The Association shall work closely with The Consumer Goods Forum, a global Association with similar aims and membership.

3.3 The detailed aims of the Association are as follows:

- a) To optimise the value chain for consumers and shoppers and strengthen the performance of the European consumer goods industry.
- b) To provide a European forum to exchange non-competitive ideas and information on future trends, current techniques and best practices in the consumer goods industry, as permitted by applicable competition law, in an effort to better serve consumers.
- c) To improve professional standards and company performance in the service of consumers and shoppers.
- d) To investigate and compare methods used throughout Europe and the world for the ultimate benefit of consumers.
- e) To achieve technical progress and increase productivity.
- f) To organise congresses and other international meetings to promote and support knowledge dissemination.
- g) To publish surveys, periodicals, journals and organise training programmes.
- h) To contract out activities mentioned in (a) to (g) above to subsidiary companies or other bodies wherever relevant.
- i) To assume or initiate any action likely to contribute directly or indirectly to the successful realisation of these aims.

3.4 The mission, as well as all of these aims and related activities of the Association shall be fully compliant with all applicable legal requirements, including competition laws and regulations, whether related to information exchange or to other competition law requirements, guidelines, or practices.

3.5 The Association shall adopt and comply with an Antitrust Compliance Guideline.

TITLE II – MEMBERS

ARTICLE 4 – CONDITIONS OF MEMBERSHIP

4.1 Members of the Association (“Members”) shall be

- a) National ECR and/or GS1 organisations
- b) Federations or trade associations of retailers and/or wholesalers, consumer goods manufacturers, or retailers and manufacturers, inasmuch as they do not duplicate the work of national ECR and/or GS1 organisations.

4.2 In order to be eligible for Membership, the applicant must:

- a) Be approved by the Board of Directors which shall decide solely on the basis of the criteria set out under Article 4.1 above,
- b) Agree to pay the Membership fees as described in the following article.

The admission as member implies acceptance of the present by-laws and, where necessary, of any internal rules thereof that may be established.

ARTICLE 5 – LOSS OF MEMBERSHIP

5.1 Members wishing to resign from the Association may do so by stating their intention in a letter addressed to the Board of Directors not less than 60 days before the end of the last calendar year of Membership.

5.2 Membership in the Association may be terminated if

- (i) The annual membership fee is not paid within three (3) months of the due date despite a reminder having been sent to the Member concerned by registered mail two months after the due date, or (ii) the Board determines that the Member has engaged in conduct which is seriously detrimental to the Association.

5.3 In either of the two above cases, termination shall be decided by the Board of Directors after due consideration and consultation, and the Member shall be required to pay any and all annual membership fees due and payable as of the effective date of the resignation or termination.

ARTICLE 6 – RIGHTS AND OBLIGATIONS OF MEMBERS

Membership Fees

6.1 All Members will pay an annual membership fee. The minimum annual membership fee shall be 1,000 euro, the maximum membership fee shall be 15,000 Euro.

6.2 Membership fees shall be proposed annually by the Board of Directors and approved by the General Assembly. Regional variances in annual membership fees may be authorized by the Board of Directors.

6.3 The annual membership fees shall be paid during the month of the admission of a Member and, subsequently, during the month of January each year. In the case of a new Member, the membership fee in the year of adhesion will be pro-rated per quarter.

Liability

6.4 The funds and the assets of the Association are to serve the exclusive purpose of fulfilling the commitments contracted collectively by the whole body of the said Association, including those who participate in its administration, and no one individual may be held personally liable.

TITLE III – GENERAL ASSEMBLY

ARTICLE 7 – ORDINARY MEETING OF THE GENERALASSEMBLY

7.1 The Ordinary General Meeting of Members of the Association shall be convened by the Chair at least once every year. An Extraordinary Meeting of the General Assembly may also be convened, either by the Board or at the request of a minimum of one-third of the Members.

7.2 Notices for a meeting shall be sent at least 30 days in advance indicating the purpose and agenda of the said meeting.

7.3 The Chair of the Board shall preside over the meeting(s).

7.4 Each Member has one vote.

ARTICLE 8 – POWERS AND DECISIONS OF THE GENERALASSEMBLY

8.1 The General Assembly shall hear the report made by the Board of Directors.

8.2 The General Assembly shall have the power to:

- a) Modify the By-Laws;
- b) Elect and revoke the mandates of the Directors;
- c) Nominate and revoke the mandates of internal auditors, if such are necessary, and set their remuneration, if one is attributed;
- d) Give discharge to the Board of Directors and the auditors;
- e) Approve the membership fees as proposed by the Board of Directors;
- f) Approve the annual budget as proposed by the Board of Directors;
- g) Approve the annual accounts as presented by the Board of Directors;
- h) Decide the dissolution of the Association;
- i) Exercise all powers granted to it by law or by the By-Laws; and
- j) Debate all other items on the Agenda.

8.3 Decisions on all issues shall be taken by simple majority.

ARTICLE 9 – EXTRAORDINARY MEETING OF THE GENERALASSEMBLY

9.1. The validity of decisions of the General Assembly on modifications to the By-Laws requires that these modifications be mentioned explicitly in the invitation and that at least two-thirds of the Members are present or represented.

9.2. Any modification can only be adopted by a majority of two-thirds of the Members present or represented.

However, the modification of the objectives of the Association can only be adopted by a majority of four-fifths of the Members present or represented.

9.3. If two-thirds of the Members are not present or represented at the first meeting, a second meeting can be convened which can take valid decisions whatever the number of Members present or represented and adopt the modifications with the majority foreseen in the paragraph 2 above. The second meeting cannot be held less than 15 days after the first meeting.

ARTICLE 10 – RESOLUTIONS

All resolutions of the General Assemblies shall be recorded in official minutes, in English, circulated to all Members, and be submitted for approval in each case at the next meeting.

TITLE IV – THE BOARD OF DIRECTORS

ARTICLE 11 – THE BOARD OF DIRECTORS

11.1 The Association shall be administered by a Board of Directors (the "Board").

11.2 The Board shall be composed of a minimum of 5 members nominated by the members.

11.3 The members of the Board are elected for a period of two years by the General Assembly.

11.4 In the event of a vacancy on the Board, occurring for any reason whatsoever, the Board may appoint a replacement, subject to ratification by the General Assembly at its next meeting. Members of the Board appointed under this interim provision may hold their post only for the period of the mandate of their predecessor, but are re-eligible without limitation.

11.5 All members of the Board shall serve without remuneration.

ARTICLE 12 – CO-CHAIRS

12.1 The Board will have two Co-Chairs. They shall serve a term of two years and are not eligible for a second successive term. They are eligible for a one-year extension subject to the approval of the Board.

12.2 The Co-Chairs of the Board also chair the General Assembly.

12.3 The Co-Chair are elected by and from among Members of the Board.

ARTICLE 13 – MEETINGS OF THE BOARD OF DIRECTORS

13.1 The Board of Directors will meet as often as the circumstances and the interests of the Association warrant, following notification of such meetings from the Co-Chairs or from at least one half of the Members of the Board. It will hold at least two meetings in every calendar year. Meetings can be held by video or telephone conference.

13.2 For its resolutions and decisions to be valid, at least one-half of the Board members must be present or represented. A Board member may exceptionally be represented by another Board member providing a written proxy to that effect to the Co-Chairs. A Board member may only represent one other Board member at any meeting

13.3 All meetings of the Board shall be recorded in official minutes which will be circulated to all Board Members and submitted for approval in each case at the following meeting.

13.4 The Board shall endorse the Antitrust Compliance Guideline of the Association.

ARTICLE 14 – DECISION MAKING POWERS / VOTING RIGHTS

14.1 Decisions by the Board are taken according to the following:

- a) The Board seeks consensus in its decision making.
- b) When a consensus cannot be reached, members commit to make every effort to find a compromise.
- c) In the event of no compromise, as a final resort, the decision under discussion shall be put to a vote.
- d) Decisions will be made by a two-thirds majority of members present or represented. Each Board member shall have one vote.
- e) The Co-Chairs take the assessment and decision to call for a vote.

14.2 All resolutions adopted by the Board shall be recorded in official minutes circulated to all Board members, and approved in each case at the following meeting. The official minutes shall be made available to all Members of the Association on request. The working language of the Board shall be English.

ARTICLE 15 – POWERS OF THE BOARD OF DIRECTORS

15.1 The Board of Directors shall have all powers to carry out, and to authorise the carrying out of, all acts and operations undertaken by the Association and which are not reserved exclusively for the General Assembly.

15.2 Without limiting the general powers in Article 15.1, the Board shall have the power to:

- a) Close the accounts of the financial year before submission to the General Assembly for approval.
- b) Supervise the performance of the external auditor and the internal audit function with assistance from the Treasurer.
- c) Approve the annual budget before submission to the General Assembly for its approval.
- d) Take action on the admission of new Members, or delegate the decision on such applications, and terminate any Member under Article 5.2 of these Statutes.
- e) Propose annual membership fees.
- f) Deal with matters of governance.
- g) Give strategic direction on the activities of the Association, including setting European priorities and facilitating coherence of initiatives.
- h) Assess and monitor the work led by the Association.
- i) Appoint and dismiss the Association's Managing Director or Administrateur- Délégué.
- j) Establish, resource and finance Work Groups, Committees, Programmes, or any other such bodies or activities as it deems appropriate.

15.3 Board members are expected to:

- a) Ensure that the Association's Work Groups, Committees, Programmes, or any such bodies are adequately resourced.
- b) Be engaged in the development of the Association.
- c) Have influence over the implementation of activities and best practices in their organisation.
- d) Be able to provide linkage between their organisation, its members and the Association.

ARTICLE 16 – POWERS OF THE COCHAIRS

The Co-Chairs shall ensure the execution of the decisions of the Board of Directors and the efficient operation of the Association, which they are to represent in any and all legal proceedings and in all civic matters and deeds. The Co-Chairs may, by means of a mandate, arrange for the a member of the Board of Director, the Managing Director or Administrateur-Délégué, or any other authorised representative to replace them in one or several of the above defined duties.

ARTICLE 17 – POWERS OF THE MANAGING DIRECTOR or ADMINISTRATEUR- DELEGUE

17.1 The Association is managed by the Managing Director or by an Administrateur- Délégué, who is a Member of the Board and can be one of the Co-Chairs. He/She is responsible for carrying out the decisions of the Board.

17.2 The Managing Director or Administrateur-Délégué is appointed and dismissed by the Board.

17.3 Within the budgetary limits laid down by the Board, the Managing Director or Administrateur-Délégué is invested with the powers to engage and dismiss the staff of the Association.

17.4 The Managing Director or Administrateur-Délégué shall be responsible for the implementation of the Programme of the Association as established by the Board.

TITLE V – ACCOUNTS, BUDGETS AND RESERVE FUND

ARTICLE 18 – RESOURCES

The resources of the Association shall be determined as follows:

- a) From the Membership fees of its Members,
- b) From the registration fees for the events organised by the Association and the revenue from services, educational programmes, studies, journals, and periodicals published by the Association,
- c) From sponsorship
- d) From miscellaneous revenue, in particular by way of interest and income from assets the Association may possess under the conditions provided for by Law.

ARTICLE 19 – RESERVE FUND

A reserve fund is constituted. Its object is to enable the Association to protect itself against any risks encountered throughout the duration of its mission.

Any excess of revenues over the expenses is transferred to the reserve fund of the Association.

ARTICLE 20 – EXPENDITURES

20.1 The revenue as stated in the preceding articles is to be used in the financing of all the expenditure of the Association and the costs of organising the events, meetings, programmes, publications and surveys, as well as investments.

20.2 Travel expenses of Board members, Board Committee members, working groups, etc shall be covered by the members and not by the Association.

ARTICLE 21 – TREASURER

21.1 The Treasurer shall be elected by and from among the members of the Board.

21.2 His/her mandate shall last for two years. He/she shall be eligible for re-election.

21.3 The Treasurer shall ensure that the financial situation of the Association is sound and that its commitments can be met from the Association's resources.

ARTICLE 22 – ACCOUNTS AND BUDGETS

The fiscal year begins on the first of January of each year and closes on the thirty-first of December of the same year.

The budget shall be approved by the Board of Directors and General Assembly before the start of every fiscal year.

The accounts of the last exercise shall be submitted to the General Assembly every year.

TITLE VI – DISSOLUTION – LIQUIDATION - MISCELLANEOUS

ARTICLE 23 – DISSOLUTION - LIQUIDATION

In case of dissolution, the General Assembly will decide on the method of dissolution and liquidation of the Association and will designate the liquidator(s).

The net assets of the Association will be distributed pro rata to the members existing at the moment of dissolution and dedicated by each member for its share to a not-for-profit end similar to the aim of the dissolved association.

ARTICLE 24 – MISCELLANEOUS

Anything that is not explicitly mentioned in these by-laws is governed by the law of 27 June 1921 relating to not-for-profit associations modified by the law of 2 May 2002.