



Our Statutes

CHAPTER I – NAME, SEAT, OBJECT, DURATION

Article 1 – Name – Legal form

The association is incorporated as a non-profit Association, governed by the Companies and Associations Code of March 23, 2019, as amended from time to time (the “CAC”).

The name of the association is “FarmTech Society”. All documents, invoices, publications or other communication of the association need to mention the name, preceded or followed by the words “association sans but lucrative” or shortened “ASBL”, as well as all other items in accordance with article 2:20 of the CAC.

Article 2 - Seat

The seat of the Association is located in the Brussels Capital Region.

The General Assembly is authorized to move the seat within Belgium to the extent that such a move does not require a change in the language of the articles of association in accordance with the applicable language legislation. Such a decision by the general assembly does not require an amendment to the articles of association, unless when the seat is moved to another Region.

Article 3 – Selfless purpose and activities

The FarmTech Society (FTS) is a non-profit industry association that unites and supports the Controlled Environment Agriculture (CEA) industry.

The FarmTech Society seeks to strengthen the CEA sector, supporting the development and implementation of resilient and future proof methods and technologies for production of vegetables and fruits.

The FarmTech Society unites members and other stakeholders around common challenges and drives development of policies and legislation that support the interests of the CEA sector.

The Association may carry out all acts or operations, and may take all steps or measures, which may help in achieving its declared objects and those in cooperation between its’ members

The Association is a not-for-profit organization. The Association may not take any action affecting the competitive efforts of individual members. The Association aims to support its members on a pre-competitive level directed at the overall development of the industry that it stands for.

Article 4 - Duration

The Association is constituted for an indeterminate period.

CHAPTER II – MEMBERSHIP

Article 5 – Conditions of membership

FarmTech Society is an association welcoming members drawn from the CEA industry, companies, educational institutions, and other national and international sector associations (non-governmental trade associations), which are legal entities constituted in accordance with



the laws of their country of origin and which are regarded as representative in one or more of the fields of activity defined in Article 3. Additionally, the Association is welcoming associate members who want to support the CEA Sector.

Article 6 – Admission of members

The signatories of the present statutes are founding and full members of the Association.

Educational institutions, companies and associations, or any similar interest groups corresponding to the definition in Article 5 of the present Statutes, may be admitted as full or associate members upon approval of the Board of Directors of the Association.

Applications for membership will be submitted via an online Google form with a privacy policy check on the website for interested parties to join the membership. The applications received will be presented in the next meeting to be "temporary" accepted or to be rejected by the Board of Directors of the Association. The final decision to approve then all of the applicants will be taken by the General Assembly once a year.

Every application for membership implies complete adherence to the statutes of the Association, to all its rules and to all decisions of its decision making organs.

In deciding on an application for membership the Board of Directors shall not be required to give reasons for its decision, which shall be final.

Article 7 – End of membership

Members which cease to possess the qualification required under Article 5 shall ipso facto cease to be members of the Association.

Any member may resign from the Association by giving written notice to that effect to the Board of Directors. Such notice is given during the last five months of the financial year, it will take effect at the end of the financial year. The resignations shall be submitted no later than 30 days before the end of the financial year.

Any resigning member must fulfil all its commitments to the Association until its resignation takes effect according to the above provisions.

Members which have resigned, or those, claiming through them, shall have no right of any kind in respect of the assets of the Association.

Members which have ceased for whatever reason to belong to the Association, or those claiming through them, shall likewise have no right to the assets of the Association.

Any member shall be deemed to have resigned if it has not paid its annual subscription in full and, after notice from the board of directors remains in default of its obligations. The Association shall be entitled to claim payment of subscriptions due up to the date at which the resignation becomes effective.



Article 8 – Expulsion of members

A member may be expelled only with serious reason such as non-payment of membership fee and after a resolution for its expulsion has been passed by a majority of two thirds of the voting members of the General Assembly and by sixty percent members present at the General Assembly

The member concerned shall be invited to defend itself by the Chairman of the Board of Directors or his deputy following a proposal from the Board of Directors. Such invitation shall be sent by recorded delivery at least two weeks before the meeting of the General Assembly at which the matter is to be discussed.

The expulsion shall take effect on the date fixed by the General Assembly. The rights and obligations of the expelled member, and particularly its financial obligations towards the Association, shall be the same as those of a member which has resigned.

Article 9 – Categories of members

FarmTech Society is an association that has both full and associate members.

The following are considered as full members:

- The founding members.
- Companies, institutions and non-governmental associations of all countries, which are legal entities constituted in accordance with the laws of their country of origin, which are regarded as active in one or more of the fields of activity defined in Article 3 and accepted as such by the Board of Directors acting in accordance with the provisions of Articles 5 and 6 of the present statutes.

Full members are asked to pay an annual membership fee determined by the General Assembly up to a maximum of 25.000 EUR.

Eligible as associate members are:

- Companies, institutions and non-governmental associations of all countries, which are legal entities constituted in accordance with the laws of their country of origin, which are regarded as active in one or more of the fields of activity defined in Article 3 and accepted as such by the Board of Directors, but which have not been accepted as full members.
- Individuals accepted as such by the Board of Directors.

Associate members will have to pay an annual membership fee determined by the General Assembly up to a maximum of 500 EUR.

CHAPTER III – GENERAL ASSEMBLY

Article 10 - Convocation

The General Assembly of the Association shall be convened by its Board of Directors and shall meet at least once a year at the place and on the date fixed by the Board of Directors, to be held within six months after the financial year-end. The General Assembly is also convened at the request of at least one fifth of the total members. An e-mail convening a meeting shall be sent to the members at least four weeks in advance, except in cases of urgency. The agenda is added to the convocation.



Each member will be represented at the General Assembly by one delegate with full powers (Member's Presidents, Director, and/or other empowered delegate). Each full member shall have one vote.

Online participation in the General Assembly meeting and online voting will be made available to members. The Association must be able to check the capacity and identity of the members on the basis of the electronic means of communication used. Additional conditions may be imposed on the use of the electronic means of communication, with the sole aim of guaranteeing the security of the electronic means of communication. The electronic means of communication must at least enable the members, without prejudice to any limitation imposed by or pursuant to the law, to take direct, simultaneous and uninterrupted notice of the discussions during the meeting and to exercise their voting rights with regard to all points on which the meeting must decide. The electronic means of communication must also enable the members to participate in the deliberations and ask questions, unless the Board of Directors explains in the notice convening the general meeting why the Association does not have such an electronic means of communication.

The notice convening the general meeting includes a clear and precise description of the procedures regarding remote participation. If the Association has a website as referred to in article 2:31 CAC, those procedures will be made accessible on the website for those who have the right to participate in the general meeting.

The minutes of the general meeting mention any technical problems and incidents that prevented or disrupted electronic participation in the general meeting or in the vote.

The members of the bureau of the general meeting cannot participate in the general meeting electronically.

Article 11 - Competences

The General Assembly shall have plenary powers, including but not limited to:

- Amendments of the articles of association;
- Appointment and dismissal of directors and determination of their remuneration if a remuneration is granted; (major decision ?)
- Appointment and dismissal of the auditor and the determination of his remuneration; (major decision?)
- Expulsion of members; (major decision)
- Receiving reports on the activities from Board of Directors in the past year; (simple decision)
- Formal discharge of the members of the Board of Directors in respect of administration and financial management in the past financial year and discharge of the statutory auditor; (major decision)
- Institution of the Association action against the directors and the auditors;
- Approving the main policy lines to be followed by FarmTech Society on the basis of recommendations of the Board of Directors; (simple decision)
- Approving or rejecting the annual accounts, budget and the subscriptions for the coming financial year, following proposals by the Board of Directors; (major decision)



- Adoption of by-laws and all transparency procedures on proposal of the Board of Directors. (major decision);
- Engaging in the management of conflict of interests. (major decision);
- Dissolution of the Association; (major decision ?)
- Conversion of the non-profit organization into an IASBL, a cooperative company recognized as a social enterprise or a recognized cooperative company as a social enterprise;
- To make or accept a contribution of generality free of charge; (major decision ?)
- All other cases where the law or the articles of association so require.

The agenda of a meeting of the General Assembly shall be drawn by the Board of Directors and shall take into account wishes or proposals advanced by the members. Every proposal signed by at least one twentieth of the members will be placed on the agenda.

Decisions of the General Assembly, including in particular those fixing subscriptions and members' contributions to cover the Association's expenditure, shall be binding for all members.

Without prejudice to the provisions of Article 8 and 14, proceedings of the General Assembly shall not be valid unless at least half its members are present. Each member can be represented at the General Assembly by another member with a proxy. However, the maximum number of proxies that may be held by a single member will be limited to three.

Without prejudice to the provisions of Article 8, major decisions - including all decisions that have financial implications - shall be made on the basis of a two thirds majority by those members who are present, abstentions being disregarded. All other decisions are made by a simple majority by those members who are present, abstentions being disregarded.

However, when a question concerns exclusively members of FarmTech Society by virtue of their country of origin, the corresponding decisions will be taken only by those members concerned; other members of FarmTech Society will not take part in the vote.

Subject to the provisions of Article 23, the General Assembly may amend the Association's statutes or pronounce its dissolution or its adherence to other international bodies.

The General Assembly shall elect among its members a Board of Directors, including a Chairman, two Vice-Chairmen and the treasurer for a maximum period of two years.

The decisions of the General Assembly will be recorded in minutes that are approved by the assembly as a protocol and kept at the seat of the Association. The minutes are signed by the Chairman and one of the Vice-Chairmen.

CHAPTER IV – BOARD OF DIRECTORS

Article 12 – General conditions

Subject to the conditions specified in the present Chapter, the number of members, the methods of election and the constitution of the Board of Directors are specified in the bylaws of the Association.

The following will however be statutory members of the Board of Directors:



- The Chairman of the Board of Directors, who will be called the “Chairman of FarmTech Society”, the function of the Chairman is the preparation of the Board meeting agenda with items added upon requests by any Board member.
 - The Vice-Chairmen of the Board of Directors, who will be called the “Vice-Chairmen of FarmTech Society”. The Vice-Chairmen assist the Chairman in the exercise of their duties and act as their substitute in case of absence, temporary incapacity, or vacancy. They contribute actively to the strategic direction of the association and participate in the preparation and follow-up of Board and General Assembly meetings. The Vice-Chairmen may be entrusted with specific tasks or areas of responsibility by the Board, and may represent the association on behalf of the Chairman when delegated to do so..
- The Treasurer of the Board of Directors , who will be called the “Treasurer of FarmTech Society”

The Treasurer is responsible for the financial management of the association. They ensure the preparation and monitoring of the annual budget, in collaboration with the Chairman and the Board, and maintain up-to-date and accurate financial records. The Treasurer ensures compliance with relevant accounting standards, tax regulations, and legal financial obligations. They present the annual financial accounts and the budget proposal to the General Assembly and provide financial updates to the Board on a regular basis. The Treasurer may also propose financial policies or internal control measures to safeguard the financial integrity of the association. He ensure compliance with accounting, tax, and legal obligations.

The immediate Past Chairman of the Board of Directors. The Immediate Past Chairman supports the institutional continuity of the association by sharing their experience and insights with the new executive leadership and the Board. They act in an advisory capacity and may be invited to attend Board meetings in a non-voting role, to provide historical context, strategic guidance, and mentorship where appropriate. Their role is instrumental in ensuring a smooth transition and sustained coherence in the association’s long-term vision and governance..

Unless their function within the Board of Directors changes, a Chairman or Vice-Chairman shall be eligible for renomination only after the expiry of two years following the end of his first term of office.

The Chairman and Vice-Chairmen of the General Assembly are respectively the Chairman and Vice-Chairmen of FarmTech Society and the Chairman and Vice-Chairmen of the Board of Directors.

Article 13 - Election

Subject to the provisions of Article 12, the Association shall be managed by a Board of Directors whose members are elected by the General Assembly from among the full members, for a period of two years. The term of Directors is limited to two years, unless their function within the Board of Directors changes, or, in principle, if their term of office has been interrupted for at least 2 years.

When, in the course of his mandate, a Director ceases the functions which he occupied within the Association at the time of his election, he shall be deemed to have resigned from his function within the Board of Directors.



In case a Director is unable to complete his term of office, the remaining directors have the right to co-opt a new Director. The next General Assembly must confirm the mandate of the co-opted Director; upon confirmation, the co-opted Director completes the mandate of his predecessor, unless the General Assembly decides otherwise. In the absence of confirmation, the mandate of the co-opted Director ends after the General Assembly, without affecting the regularity of the composition of the management body up to that time.

The minimum number of Directors on the Board of Directors will be three and the maximum fifteen. The number of Directors may never be higher than the number of members of the association less one.

Article 14 - Competences

The Board of Directors is in charge of the administration of the Association and the management of all its activities.

The Board of Directors is authorized to perform all actions that are necessary or useful to achieve the purpose of the Association, with the exception of those for which the General Assembly is authorized by law.

It is inter alia in charge of the following duties:

- Preparing the main policy (strategy) lines of FarmTech Society's annual work programme for approval by the General Assembly.
- Financial management, preparing of budgets and financial planning, including membership fees propositions for approval of the General Assembly and the control of expenditure.
- Setting up and dissolving working groups.

Where any member of the Board of Directors is unable to attend a meeting, he may appoint a representative from within the Board of Directors with full authority to act in his stead. However, the maximum number of proxies that may be held by a single Director will be limited to two.

Article 15 - Meetings

The Board of Directors can only act if at least half of the members are present or represented.

All decisions of the Board shall be taken on the basis of a two-thirds majority vote of members, abstentions being disregarded. Each member of the Board of Directors shall have one vote.

The decisions of the Board of Directors will be recorded in a register (meeting minutes as a protocol) kept at the seat of the Association as an online database. The minutes of meetings of the Board of Directors are signed by the Chairman and the Directors that wish to sign. Copies for third parties are signed by one or more authorized members of the Board of Directors.

Article 16 – External representation

All acts binding the Association, other than those of day-to-day management, shall be valid only if signed jointly either by two members of the Board or by one member of the Board and a delegated member of the daily management.



All legal proceedings, whether as plaintiff or as defendant, shall be conducted, in the name of the Association, by the Board of Directors represented by its Chairman, or by its Vice-Chairmen or by any other person appointed for this purpose by the Board of Directors.

Article 17 – Daily management

1. The Board of Directors may delegate the daily management of the Association to one or more persons (individuals or legal entities), whom do not need to be members of the Board of Directors or members of the Association and who may act alone
2. The Board of Directors shall determine the term of office of the person(s) to whom daily management powers have been entrusted.
3. The office of a person entrusted with daily management powers shall come to an end in the event of:
 - voluntary resignation;
 - expiry of the term of office;
 - dismissal according to the working contract by the Board of Directors at any time deciding by a majority of the votes cast by the members present or represented; or
 - permanent disability or death.
4. The Board of Directors may decide to grant remuneration to the person(s) entrusted with the responsibility of daily management. This remuneration needs to be included in the annual budget as voted by the General Assembly.

CHAPTER V – AUDITOR / GOVERNANCE

Article 18 - Auditor

The Board of Directors is held responsible for all financial actions and the accounts are required to be audited annually by an auditor or an accountant appointed by the General Assembly in accordance with the provisions of the CAC.

CHAPTER VI – POLICY COMMITTEES, WORKING GROUPS, TASK FORCES AND SUBGROUPS

Article 19 – Organization of committees, working group and subgroups

The Board of Directors can set up Policy Committees, working groups, task forces and subgroups. The Board of Directors will define the structure, issues, working methods of these groups, taking into account the following: these will have a consultative role and can in no way encroach upon the rights of the General Assembly or the Board of Directors.

Article 20 - Committees

FarmTech Society has two standing Committees:

- The Educational Committee.
- The Standardization Committee.

Others may be set up on the initiative of the Board of Directors.

These Committees will be constituted by representatives of the members of the industry branch. Each Committee will elect a Chairman who will organise the work of the Policy Committee. A member of the FarmTech Society daily management team will ensure the secretariat of these Committees. These Policy Committees will deal with those issues which interest more specifically the industrial branch they represent.



Article 21 – Working Groups, Subgroups and Task Forces

The Board of Directors may also set up and dissolve Working Groups, Subgroups and Task Forces on any matters relevant to the purpose of the Association.

The Working Groups will deal with horizontal issues, which are of interest to more than one branch of the industry represented by FarmTech Society such as legal questions. Each group will elect a Chairman, who will organise the work of the group.

Task Forces and Subgroups will deal with individual issues of interest to the industry represented by the Association.

Article 22 – Structure, tasks and working methods

The structure, tasks and working methods of the Policy Committees, Technical Groups, Working Groups, Subgroups and Task Forces are defined in detail in the bylaws.

CHAPTER VII – CHANGE OF THE STATUTES - DISSOLUTION

Article 23

On a proposal from the Board of Directors, the General Assembly may change the Statutes of the Association, pronounce its dissolution, its adherence to any other international body or its withdrawal from any such body.

Changes to the Statutes and the dissolution of the Association will be decided upon by two thirds voting majority of the members present or represented at the General Assembly convened for this purpose.

However, the dissolution of the Association may be pronounced only if at least three quarters of the members are present or represented.

Article 24 - Liquidators

If the Association is dissolved, the General Assembly shall appoint one or more liquidators and shall fix the manner in which the net assets of the Association are to be divided. After dissolution, the net assets will be attributed by the General Assembly to a non-profit organisation with a similar or closely related purpose to that of FarmTech Society.

All expenses and liabilities arising on dissolution shall be apportioned among the members by the General Assembly based on the proposal of the Board of Directors.

CHAPTER VIII – OTHER MATTERS

Article 25 - Bylaws

The General Assembly may, on a proposal from the Board of Directors, adopt one or more bylaws, which shall be binding on all the members. Such bylaws will complete the Statutes, without however, in any way, infringing their stipulations.

Article 26

All questions not covered by these Statutes or by any regulations made for their application shall be settled in accordance with Belgian law, more specifically the Companies and Associations Code.



Article 27 - Language

The FarmTech Society is an organization with members from a wide range of countries. Following Belgian legislation on language, the official language of the Association will depend on the Region where the Association is located, either French or Dutch. The Association has selected English to be the official language for its internal proceedings. Official communication, including these statutes, is always translated to English. Should any discussion about these statutes arise, however, the French or Dutch version will be considered to be leading.