



# FLEUROSELECT ARTICLES OF ASSOCIATION

2021

## NAME, SEAT AND DURATION

### Article 1

The association bears the name FLEUROSELECT, and is an association of breeders, producers and distributors of propagation material of ornamental plants. It has its office in the municipality of Voorhout, The Netherlands, but may be transferred to another European place by decision of the Board of Directors. The duration of the association shall be for an indefinite period of time.

## OBJECTIVES

### Article 2

1. The objectives of the association are:
  - a) To promote the development of indoor and outdoor plants and flowers and breeding in general. Target groups are growers, distributors, retail and trade press. While promotion to the consumer is passive, the tone of voice of all product communication should be inspirational and keep the consumer in mind.
  - b) To be a platform for networking by offering informal meeting possibilities during events and information sharing.
2. The association aims at achieving these objectives by the following proceedings:
  - a. to hold an annual convention of the members and provide a general platform for the industry;
  - b. to provide platforms for members with common interests and functions in the industry in the form of business units;
  - c. to co-ordinate the interests and execute the tasks expressed within the different Business Units of the organisation;
  - d. to test varieties according to the criteria laid down in the rules of procedure of the association;
  - e. to establish rules to provide variety protection and to ensure that these rules are applied;
  - f. to select and award the best varieties;
  - g. to promote the concept of the association;
  - h. to establish the rules of procedure of the association;
  - i. To organise and execute the FlowerTrials event in accordance with the Rules of Procedure. The Event FlowerTrials has as goal the organisation of open days in the regions Aalsmeer, Westland and Rheinland Westfalen (Germany) for trials of breeding companies as well as the execution of further associated activities which are beneficial and relate to the aforementioned in the broadest sense.

## MEMBERSHIP

### Article 3

1. The association recognises members, extraordinary members, extraordinary FlowerTrials members and honorary members.

2. Members are breeders, producers or distributors of propagation material of ornamental plants or plants for Home Gardening and are appointed as such by the General Meeting. The Board decides upon presentation of applicants for membership and business unit membership to the Annual General Meeting.
3. Extraordinary members are other companies offering ancillary services. They are accepted by the Board of Directors.
4. Extraordinary FlowerTrials members are companies which take part only in the FlowerTrials event.
5. Membership of Fleuroselect includes membership of one Business Unit. Business Units are separate units within the association of members having mutual interests and tasks. They are set up subject to approval by the Annual General Meeting. Rules for the composition, procedures, tasks and responsibilities of the Business Units can be laid down in the general Rules of Procedure and/or in specific Business Unit Rules of Procedure. Full members can apply for membership of other business units. Extraordinary members and extraordinary FlowerTrials members do not belong to business units and have no voting rights.
6. Honorary members are persons who have been appointed as such by the Board of Directors. Honorary members have no voting rights.

#### Article 4

1. Application for membership must be made in writing to the Board of the association.
1. Each full member, extraordinary member and extraordinary FlowerTrials member is obliged to conform to the conditions of the Articles of Association and the Rules of Procedure.

#### Article 5

Membership expires:

- a. On the decease of the member;
- b. If the member is a legal body, it shall expire as soon as the legal body ceases to exist;
- c. Upon withdrawal by the member;
- d. Upon termination by the association;
- e. By expulsion;

in conformity with the conditions laid down in the Rules of Procedure.

### **FINANCIAL RESOURCES**

#### Article 6

1. The financial resources of the association consist of the fees from members; revenues pursuant to the objectives referred to in Article 2 of these Articles of Association; any acquisitions from nominations as heir, legacies and donations; and, finally, any other accruing assets.
2. Members, extraordinary members and extraordinary FlowerTrials members pay an annual fee for membership. The fees shall be determined by the Board and approved of by the General Meeting as part of the proposed budget.
3. The Board reserves the right to appoint a neutral expert to verify the correctness of any levy declaration and other financial obligations of members, extraordinary members and extraordinary FlowerTrials members.
4. The financial year of the association concurs with the calendar year.

## **THE BOARD OF DIRECTORS**

### Article 7

1. The association is managed by a Board of Directors consisting of not less than one nor more than two members of each Business Unit plus a Chairman (President), who is elected by the General Meeting. Each Board member has one vote on the Board of Directors. In cases where the votes are tied, the President holds a casting vote.
2. With the exception of the position of President, there shall be no more than one representative per company or group of associated companies on the Board. In the case where two members are on the Board due to mergers or takeovers, then the sitting members may both complete their period.
3. The members of the Board are appointed by the members of the Business Unit they represent from among the full members of this unit, with exception of the President.
4. The members of the Board may be suspended and removed from the office by resolution of the General Meeting, if it is considered that there are grounds for such action.
5. The Board appoints one of their members to be Vice-Chairman (Vice-President).
6. The term of office and, where applicable, the eligibility for re-election of a member of the Board shall be laid down in the Rules of Procedure.
7. The Board shall appoint a Secretary and a Treasurer from members of the association or otherwise, with the understanding that both functions may not be performed by one person. The Secretary and the Treasurer may attend board meetings and participate in discussions and deliberations, at the invitation of the Board or President. The Secretary and the Treasurer execute tasks under the responsibility of the Board, however, they are not part of the Board and have no voting rights.
8. The Board is entrusted with the management of the association and Business Units, that the objectives are respected and that the funds are used within the budgetary limits. It may delegate the performance of this task or part of it to the Secretary and to committees, which can be installed by the Board. The Board may authorise the President or some other Board member and the Secretary to jointly execute certain decisions or any other matter.
9. The Treasurer may dispose of bank and postal clearing balances only after having been authorised thereto. The authority is granted in writing and may be revoked by the Board of Directors.
10. The members of the Board collectively serve as the representatives of the association in all legal matters and are registered as the official and authorised representatives of the association. In addition, the Board can delegate full official representation to an individual. This representation must be registered with the Chamber of Commerce.
11. Board decisions are only valid if at least three of its members are present in a meeting. Should one of the Board positions be vacant and there are less than three members present, then no decisions can be made, however the Board remains collectively responsible.
12. All initiatives of the members, extraordinary members and extraordinary FlowerTrials members must be presented to the Boards for approval.

## **THE GENERAL MEETING**

### Article 8:

1. The General Meeting is entrusted with all authorities, unless granted to another authority by law or by these Articles.

2. The formation or termination of a Business Unit must receive the approval of the General Meeting.
3. A General Meeting is held at least once in a calendar year, ultimately within six months after the end of the association year, unless this term has been extended by the General Meeting. During such a meeting the Board shall present its annual report and account for the management during the past financial year, submitting the necessary documents for approval, adoption and discharge for their financial responsibility by the General Meeting.
4. The General Meeting is called by the Board, who will determine the date, place and time of it, giving one calendar month's notice. The meeting is called by means of a written convening notice, to be sent to the whole membership, containing in all cases the date, place, time and agenda. All members, extraordinary members and extraordinary FlowerTrials members, as well as everybody, who has received an invitation from the Board, are admitted to the General Meeting.
5. Apart from the Annual General Meeting (AGM), referred to in paragraph 3, General Meetings are held whenever the Board considers this necessary and, in addition, whenever a written request, containing a statement of the items to be discussed, is submitted by at least that number of full members, jointly authorised to cast one tenth of the votes in the General Meeting if all full members are present or represented.
6. Upon receipt of a request as referred to in paragraph 5, the Board is obliged to call a General Meeting within four weeks. Should the Board fail to comply with the request to convene a meeting within a fortnight of the receipt of such request, the petitioners are entitled to call the General Meeting themselves in the same way as General Meetings are convened by the Board.
7. The president of the Association shall preside over the meetings. Should he be absent or prevented from attending, the vice-president or one of the other members of the Board shall act as chairman.
8. Minutes shall be kept of any matters discussed at a General Meeting
9. All (ordinary) members of the association have one vote. All extraordinary members, honorary members and extraordinary FlowerTrials members have no vote.
10. All decisions on business matters must be adopted by a majority of the votes cast by the voting members present, unless otherwise specified in the Articles of Association.
11. If during the meeting the President states that in his judgement a resolution has been adopted this is binding. Should such judgement, however, be challenged immediately after having been pronounced, another ballot shall be taken if the majority of the General Meeting so desires.
12. Blank and spoiled votes are considered as non-valid and are not considered in the number of votes cast.
13. A majority of votes cast is required for a motion to be accepted unless the Articles of Association or the law states otherwise.
14. No decision can be taken in the event of a tie over votes relating to the appointment of individuals,
15. The Board can decide that votes which are cast by electronic means prior to the meeting are equivalent to votes cast during the meeting. The Board can dictate the duration of the period during which votes can be cast within the stipulation that this may not commence earlier than 30 days prior to the start of the meeting.

16. The Board can decide that each member may be notified of the meeting or allowed to take part in the meeting via electronic means.
17. The Board can decide that any member with the right to vote may bring out a vote via an electronic means, either in person or via a proxy. The electronic means must be in place to identify the member and to allow the member to take part in the meeting.
18. The Board can attach conditions to the use of the electronic means of communication. These will be laid down in the invitation which will contain information on where these are available for reference.
19. Members may grant a written proxy to another member. A proxy can only represent one member at the meeting.

## **AMENDMENT OF THE ARTICLES OF ASSOCIATION**

### Article 9

1. Amendment of the Articles of Association can only take place by resolution of the General Meeting. A proposal to this effect is to be submitted to the Board at least two months before the General Meeting.
2. A motion for the amendment of the Articles of Association shall be sent to the full members at least one calendar month prior to the General Meeting. Furthermore, a copy of such motion, in which the full text of the proposed amendment(s) is contained, shall be available for inspection by the members at a suitable place until the end of the day on which the meeting is being held.
3. A motion for the amendment of the Articles of Association can only be adopted by a General Meeting where at least two thirds of the members of the association are represented and by a majority of at least two-thirds of the number of legal votes cast.
4. If the number of members referred to in paragraph 3 cannot be realised, the said motion shall have to be discussed again in the next General Meeting and put to the vote again and will be adopted if two-thirds of the members present and/or represented have voted in favour. The invitation for the next General Meeting shall mention that there and then the respective proposal for amendment will be discussed and put to the vote again.
5. The amendment of the Articles of Association shall not be effective until it has been laid down by notarised deed. Each Board member, as well as the secretary, can be individually authorised to pass the notarised deed. The General meeting may also grant authorisation to a named individual other than the Board or Secretary to pass the deed via the Notary.
6. The members of the Board are obliged to file an authenticated copy of the amendment and the amended Articles of Association at the office of the Chamber of Commerce and Industries in the district where the association is established.

## **DISSOLUTION AND LIQUIDATION**

### Article 10

1. Without prejudice to section 19 subsection 1b to 2f inclusive of the "Burgerlijk Wetboek" (=Civil Code), the association is dissolved by virtue of a resolution of the General Meeting, adopted by at least two-thirds of the number of valid votes cast in a meeting where at least two-thirds of the full membership are present or represented.

2. The General Meeting is responsible for the dissolution and shall appoint a committee of liquidation, composed of five members, to carry out its decisions. The chairman, vice-chairman and the treasurer of the Board have the right to be members of the committee of liquidation.
3. Any surplus funds are used for those purposes that most closely conform to the objectives of the association, this being determined by the General Meeting.
4. After the dissolution the association shall continue to exist as far as this is necessary for the liquidation of its capital. The provisions of the Articles of Association and the Rules of Procedure shall, as far as possible, remain in force during the liquidation. The words "in liquidation" shall be added to the association's name in documents and announcements that it issues.

## **RULES OF PROCEDURE**

### Article 11

1. The Board may change the general rules of procedure in accordance with the Articles of Association.
2. Business Units propose changes to their own rules to the Board of Directors. These changes can be implemented after approval by the Board.
3. All amendments must be notified in writing to the membership. Any member may submit relevant reactions to the Board with regard to the amendment. The Board must review all reactions before an amendment can be passed.
4. The Rules of Procedure may not contain any provisions, which deviate from the provisions of the law or the Articles of Association.

## **RULES OF PROCEDURE FLOWERTRIALS**

### Article 12

1. Only FlowerTrials extraordinary members and Fleuroselect members who exhibit at FlowerTrials may determine or edit the FlowerTrials Rules of Procedure.
2. The Rules of Procedure of FlowerTrials may not contain any provisions, which deviate from the provisions of the law or the Articles of Association.
3. The Rules of Procedure of FlowerTrials or any amendments herein must be presented to the Board for approval.