

CEPA The Good Pest Manager (in abbreviation CEPA) Non-Profit Association under Belgian Law

STATUTES

Article 1: Name – Logo - Office – Duration

1. The name of the Association is CEPA The Good Pest Manager, or, in abbreviated form, “CEPA”.
2. The CEPA logo is the property of the Association. Prior written authorisation in the form of a Board of Directors decision of the Association is required in respect of any use of the CEPA logo and the Board of Directors shall also be empowered to determine the conditions of use of the logo.
3. The Association is a Belgian non-profit association regulated by the Code of Companies and Associations.
4. The registered office of the Association is situated in the Capital Region of Brussels. The office may be transferred anywhere else in Belgium by decision of the Board of Directors, provided that such transfer does not imply the change of the language of these Statutes, as provided for by law. In that case, only the General Assembly will have the power to decide the transfer of the registered office of the Association.
5. The Association is constituted for an unlimited duration.

Article 2: Objects of the Association

1. The objects of the Association shall be to represent the interests of the associations and organisations as well as the Pest Management industry in Europe, which are its members and which are active in the field of pest management, with respect to all public, professional, inter-professional, national, European and international bodies and authorities.
2. The Association aims to be the principal representative of the European pest management industry with respect to all European and International institutions and public authorities in Europe. The Association aims to increase awareness of the pest management industry’s role in responsibly protecting European citizens’ health as well as the environment in which they live against harmful nuisance. The association promotes and explains the pest management industry’s contribution to the European economy as a factor for growth and employment.

3. In pursuing its objects, the Association aims to be a single voice for the industry in Europe and it works to achieve and defend a unified industry position with regard to all legislative and regulatory proposals. The Association acts as federator and aims to build synergies between its members and it also acts vis-à-vis its members as an information exchange enabler, as well as an early warning system provider.
4. The Association pursues its objects, *inter alia*, by:
 - (i) participating in European and International discussions and studies dealing with the general aspects of the use of biocides and other products used in the pest management industry;
 - (ii) monitoring other issues of interest to members of the Association, including, but not limited to, regulatory issues in respect of sustainable development as well as in respect of small and medium sized enterprises;
 - (iii) seeking the standardisation, at European and International level, of regulations relating to the use of biocides and other products used in the pest management industry;
 - (iv) setting standards and procedures for certification of good practices, according to the CEPA principles and purposes;
 - (v) facilitating the collection of data in respect of the pest management industry;
 - (vi) issuing authoritative opinions on proposals relating to the regulation of the pest management industry;
 - (vii) organizing, at the European or International level, meetings, seminars and conferences in relation to the use of biocides and other industry products;
 - (viii) liaising with other business and interest groups on matters of joint interest;
 - (ix) cultivating relationships with other international pest management organizations.
5. The Association is empowered to participate in, and cooperate with, other bodies or associations, in accordance with such modalities as may be decided by the Board of Directors, that will duly report at the next General Assembly.
6. In general, the Association is empowered to undertake all types of activity capable of contributing, directly or indirectly, to the achievement of its objects, including, within the limits set forth by law, commercial and lucrative activities. The profit from these activities will at all times be earmarked for the realization of the aforesaid non-profit aims.

Article 3: Members of the Association: CEPA Members, Partners and Certifying Members

1. Members of the Association, of which there shall always be at least three, are physical or legal persons who are recognized as separate legal persons under the laws of the country or jurisdictions where they are established.
2. The Association is empowered to define or decide who does or who does not represent the pest management industry in any given country, region or jurisdiction.
3. The following categories of members are full members of the association: “CEPA National

Association Members” (“CNAM”), “CEPA Regional Association Members (“CRAM”), Service Providers, Manufacturers and Distributors. The following categories of members are supporting members of the association: and “Partners” and “Certifying Members”.

4. “CNAM” are the national associations which represent the pest management industry in the country where they have their principal place of establishment.
5. “CNAM” shall have the voting and other rights, including the right to present candidates for election to the Board of Directors, as provided for in the present Statutes. “CNAM” shall be subject to such other obligations, including the payment of membership fees, as are provided for in these Statutes.
6. “CRAM” are the regional or local associations, which represent the interests of the pest management industry at the regional or local level.
7. “CRAM” shall have the voting and other rights, as provided for in these Statutes. “CRAM” shall have the right to present candidates for election to the Board of Directors. “CRAM” shall be subject to such other obligations, including the payment of membership fees, as are provided for in these Statutes.
8. “Service Providers” are companies providing pest management services in Europe.
9. “Service Providers” shall have the voting and other rights, as provided for in the present Statutes. “Service Providers” shall have the right to present candidates for election to the Board of Directors. “Service Providers” shall be subject to such other obligations, including the payment of membership fees, as are provided for in these Statutes.
10. “Manufacturers” are companies developing and manufacturing products for pest management services and with business activities in Europe.
11. “Manufacturers” shall have the voting and other rights, including the right to present candidates for election to the Board of Directors, as provided for in these Statutes. “Manufacturers” shall be subject to such other obligations, including the payment of membership fees, as are provided for in these Statutes.
12. “Distributors” are companies distributing products for pest management services in Europe.
13. “Distributors” shall have the voting and other rights, as provided for in the present Statutes. “Distributors” shall have the right to present candidates for election to the Board of Directors. “Distributors” shall be subject to such other obligations, including the payment of membership fees, as are provided for in these Statutes.
14. “Partners” are associations or companies, established within or outside Europe, not eligible for full membership as defined in the preceding provisions and which shares the objects and purposes of the association. “Partners” do not necessarily need to be members of a pest association.

15. “Certifying Members” are members that, in accordance with the criteria determined by the Board of Directors, possess the means, qualifications and know-how in order to act as certification bodies for the purpose of auditing and certifying applicants who wish to become CEPA certified.
16. “Partners”:
 - (i) may attend meetings of the General Assembly in a consultative capacity with right to speak but without any right to vote;
 - (ii) may not propose candidates for election to the Board of Directors;
 - (iii) may make use of the CEPA logo subject to such conditions as are determined from time to time by the Board of Directors;
 - (iv) shall be entitled to receive copies of the CEPA newsletter and such other CEPA communications as are determined from time to time by the Board of Directors.
17. “Certifying Members”:
 - (i) may attend meetings of the General Assembly in a consultative capacity with right to speak but without any right to vote;
 - (ii) may not propose candidates for election to the Board of Directors;
 - (iii) may authorize the use of the CEPA certified logo by CEPA certified companies subject to the conditions determined by the Board of Directors;
 - (iv) shall be entitled to receive copies of the CEPA newsletter and such other CEPA communications as are determined from time to time by the Board of Directors.

Article 4: Applications for Full Membership, Partnership and Certifying Membership; resignation and dismissal

1. Applications for Full Membership, Partnership and Certifying Membership must be presented to the Board of Directors and, in the case of applications for Full Membership from an applicant in a country in Europe where there exists a national or regional pest management association that is a member of CEPA, unless otherwise agreed by the Board, shall be accompanied by a written communication from the applicant confirming that it is an admitted member of the said pest management association, which is itself a Member of CEPA, and explaining why the applicant wishes to become a member of the Association, as well as any other documentation and information required by the Board of Directors in order to decide on the application. In order for the applicant to become a Full Member, Partner or Certifying Member of the Association, the application must be approved by a simple majority of the votes effectively cast at the meeting of the Board of Directors.
2. Any Full Member, Partner or Certifying Member wishing to resign from the Association must inform the Board of Directors by registered letter posted at the latest by 30 June of the current year and addressed to the President at the registered office of the Association. Any resignation posted after 30 June shall take effect only at the end of the following year and the Full Member, Partner or Certifying Member will be liable to the Association for the corresponding membership fee.

3. Any Full Member, Partner or Certifying Member which, with its behavior, damages the reputation and objectives of the Association or which does not respect its obligations vis-à-vis the Association, including, *inter alia*, the payment of membership fees, may be excluded from the Association by a decision of a majority of two thirds of the votes effectively cast at any meeting of the General Assembly not including, in case of Full Members, the votes of the Full Member concerned, provided that any such decision to exclude a Full Member, Partner or Certifying Member shall have been preceded by two duly motivated written notifications from the President to the Full Member, Partner or Certifying Member concerned, with an interval of thirty days between each notification. The Full Member, Partner or Certifying Member concerned, if it so requests in writing, shall be allowed to defend its position before the meeting of the General Assembly. Any decision to exclude a Full Member, Partner or Certifying Member shall only be validly taken if the proposed exclusion and the reasons thereof are explicitly mentioned in the notice for the meeting of the General Assembly and if all Full Members have been regularly invited to the General Assembly, according to the modalities set forth in these Statutes.
4. Any Full Member, Partner or Certifying Member who resigns or is excluded shall be deemed to have irrevocably and unconditionally waived any and all rights of ownership or other rights in relation to the assets of the Association. Full Members, Partners or Certifying Members who resign or who are excluded shall not be entitled to any reimbursement of their membership, partnership, or certifying membership fee and, to the extent that they are so entitled, shall be deemed to have irrevocably and unconditionally waived any such right.

Article 5: Full Membership, Partnership and Certifying Membership fees

1. For the purpose of determining the amount of their respective Membership fees, Full Members shall be classified into various categories, based on, but not limited to, the annual turnover, the volume of activities or business or any other criteria decided by the Board of Directors.
2. Full Membership, Partnership and Certifying Membership fees are determined each year by the Board of Directors according to paragraph 1 and shall not exceed an absolute maximum of € 20.000 per Full Member, Partner or Certifying Member. Unless and until a new decision on Full Membership, Partnership and Certifying Membership fees is adopted by the Board of Directors the previous fees shall continue to apply.
3. Full Membership, Partnership and Certifying Membership fees are due for each calendar year and are payable in Euro, net of all bank charges.

Article 6: Voting rights

1. Each Full Member, other than Partners and Certifying Members, is entitled at any meeting of the General Assembly of the Association to cast one vote.
2. Partners and Certifying Members shall not be entitled to any voting rights.

Article 7: General Assembly

1. The General Assembly is the sovereign body of the Association and has full powers with a view to achieving the objects of the Association.
2. The General Assembly is made up of representatives of all the Members of the Association, it being understood that Partners and Certifying Members shall be entitled to attend and participate in meetings of the General Assembly but shall not be entitled to vote.
3. The General Assembly shall have the exclusive power to decide on the following matters, all such decisions to be taken by a simple majority of the number of votes effectively cast at the meeting of the General Assembly:
 - (a) The election of the members of the Board of Directors;
 - (b) Where applicable, the appointment and dismissal of Commissioners, and the fixing of their remuneration;
 - (c) The discharge of liability to be granted to the directors and the Commissioners, as the case may be, and the decision to start legal proceedings against the directors and Commissioners;
 - (d) The modifications of the Statutes;
 - (e) The approval of the annual accounts and the annual budget of the Association;
 - (f) The approval of the Internal Rules of the Association, if any;
 - (g) The approval of the work programme for the Association;
 - (h) The approval of the annual Activity Report presented by the Director General;
 - (i) The voluntary dissolution of the association;
 - (j) The exclusion of members;
 - (k) The transformation of the association into a cooperative company with a social purpose;
 - (l) Any and all other matters where the law or these Statutes require the vote of the General Assembly.
4. Any decision to modify the Statutes of the Association shall only be validly taken if the proposed modifications are explicitly mentioned in the notice for the meeting of the General Assembly and if at least two thirds of the Full Members are present or represented at the meeting of the General Assembly. If two thirds of the said members are not present at the first meeting of the General Assembly a second meeting may be convened at least 15 days after the date of the first meeting and, at the second meeting, the decision may be validly

taken irrespective of the number of members present or represented at the meeting. In all events, any decision to modify the Statutes shall require a majority of two thirds of the votes cast at the meeting of the General Assembly. Any decision to modify the objects of the Association shall require a majority of four fifths of the votes cast at the meeting of the General Assembly.

5. The General Assembly meets at least once a year upon notice given by the President of the Association by electronic mail or other means. The notices are sent out at least 30 days before the date fixed for the meeting along with the agenda for the meeting.
6. As and when he deems it necessary, or at the request of one third of the Full Members of the Association, the President shall convene an extraordinary meeting of the General Assembly. Notices for extraordinary meetings of the General Assembly are sent out at least 14 days before the date fixed for the meeting by electronic mail or other similar means along with the agenda for the meeting.
7. Except as provided otherwise in these Articles, for all meetings of the General Assembly the meeting may only proceed if the Members present or represented by proxy represent more than the half of the total votes of all Full Members. A Member can be represented by another member, by means of a written, dated and signed proxy form addressed to the President at the registered office of the Association, at the latest before the opening of the General Assembly. A Member in possession of such a proxy can represent up to three other Members. If the quorum for the meeting is not reached, a new meeting of the General Assembly shall be convened in the following thirty days and the above-stated quorum requirement shall not apply to such new meeting.
8. Minutes of all meetings of the General Assembly shall be drawn-up by the Director General and shall be conserved in the register of minutes maintained at the registered office of the Association. Each member, including Partners and Certifying Members, and third parties with a legitimate right or interest shall be entitled to receive from the Director General a copy in electronic form of the minutes.

Article 8: Board of Directors

1. The Board of Directors is authorized to draw up and implement all acts that are necessary or useful for achieving the purpose of the Association, with the exception of those falling within the exclusive competence of the General Assembly.
2. The Board of Directors, which is elected by the General Assembly to manage the Association, is composed of twelve (12) members. Fifty (50) per cent of the members of the Board of Directors shall be elected from candidates proposed by the CNAM and CRAM members and the remaining members shall be elected from candidates proposed by the Service Providers, Manufacturers and Distributors members.
3. The Board of Directors shall include the following officers appointed by the Board of Directors between its members in accordance with these Articles:

- the President. The President chairs the General Assembly and the Board of Directors meetings. Should the President be unable to attend, he/she is replaced by the Vice-President, or by the Treasurer should the Vice-President be unable to attend the meeting. In order to be validly appointed, the President must be the mandated representative of a company providing pest management services in Europe;
 - the Vice-President;
 - the Treasurer. The Treasurer is responsible for the keeping of the accounts, the tax declarations, the tax and VAT formalities and, where applicable, the deposit of the accounts and balances at the registry of the Commercial Court and/or the National Bank of Belgium.
4. The Board of Directors is accountable to the General Assembly for the good management of the Association, adherence to the budget and the implementation of the work programme. The Board of Directors may invite to its meetings any person whose presence it deems necessary as needed and in an advisory capacity only.
 5. The members of the Board of Directors are elected for terms of 4 years that are renewable upon election. The members of the Board of Directors cannot be elected to more than two consecutive terms. The term ends at the annual General Assembly of the fourth year following the appointment of the members of the Board of Directors. As long as the General Assembly has not proceeded to the renewal of the Board of Directors at the end of the term, they continue to exercise their mission pending the decision of the General Assembly. The offices of members of the Board of Directors are gratuitous and are not remunerated.
 6. In case of permanent or temporary impossibility for a member of the Board, other than the President or the Treasurer, to exercise his or her function, the Board will be exceptionally composed of the other members of the Board until the member can re-take his or her functions or the next General Assembly, that will appoint a new member. In case of permanent or temporary impossibility for the President to exercise his or her function, the Vice-President shall act as President until the next General Assembly, that will appoint a new President. In the event of permanent or temporary incapacity of the Treasurer, the Board of Directors will appoint a member of the Board of Directors to replace him or her on a temporary basis until the member can re-take his or her functions or the next General Assembly, that will appoint a new Treasurer.
 7. Any member of the Board of Directors who wishes to resign, must notify his or her decision, in writing, to the Board of Directors. The resigning member must, however, remain in office until he or she can reasonably be expected to be replaced, and in any case until the next General Assembly if his or her resignation has the effect that the number of directors becomes less than the number of directors set forth in this article, second paragraph.
 8. The Board of Directors meets at least four times per year, upon notice issued by the President or the Director General, according to the modalities provided for in paragraph 11 of this article. In case of necessity, or at the request of one third of the members of the Board of Directors, the President shall convene other meetings of the Board of Directors. The notices, along with the agenda of the meeting, are addressed to the members of the Board of Directors at least fifteen days in advance by electronic mail or other similar means.
 9. The Board of Directors shall act as a collegiate body and decisions of the Board of Directors

are taken by a simple majority vote of the members present or represented. The members of the Board of Directors can assign some management tasks among them. Such an assignment of tasks is not opposable to third parties, even if it has been published.

10. Each member of the Board of Directors has one vote. The Board of Directors can deliberate and rule only when at least half of its members are present or represented. Any member of the Board of Directors may appoint in writing another member of the Board of Directors to represent him/her at any specific meeting of the Board, but, in any case, at no more than 3 (three) meetings each year. In case of a tie vote, the President has a deciding vote. In the absence of the President, the vote of the Vice-President present at the meeting shall be deciding. The members of the Board of Directors that are not present or represented at 3 (three) consecutive meetings are not eligible for re-election at the end of their term.
11. Meetings of the Board of Directors may be held by meeting at the registered office of the Association or at any other location, in Belgium or abroad, agreed by the Board of Directors, by telephone, by video conference or any other similar technological link which allows real time discussion between the members of the Board. In such event all those members of the Board of Directors participating in the conference or link shall be deemed to be in attendance at the meeting of the Board of Directors.
12. Minutes of all meetings of the Board of Directors shall be drawn-up by the Director General and shall be conserved in the register of minutes maintained at the registered office of the Association. Each member, including Partners, shall be entitled to receive from the Director General, upon written request, a copy in electronic form of the minutes.
13. The members of the Board of Directors are not personally bound by the commitments and acts of the Association. Within the limits set forth by article 2:57 of the Code of Companies and Associations, towards the Association, the members of the Board, as well as any other person who has or has had an effective power to manage the Association, are responsible for wrongful acts in accomplishing their mission. The same applies towards third parties, provided that the wrongful acts are extra-contractual. However, such persons are only liable for decisions, acts or conduct that clearly exceed the margin in which normally prudent and diligent directors in the same circumstances may reasonably have a different opinion.

Article 9: Director General and Secretariat

1. The day to day management and the secretariat of the Association is the responsibility of the Director General, who is appointed for a term of two years that is renewable and who may be revoked by the Board of Directors and who reports to the President. The Director General is responsible for the convocation of meetings, the drafting of minutes, the daily management of the Association (i.e. all the operations that must be carried out on a day-to-day basis to ensure the normal functioning of the Association and which, because of their lesser importance or the need to take a prompt decision, do not require the intervention of the Board of Directors) and for ensuring the preservation of documents. It proceeds to the deposit, as soon as possible, of the acts required by law at the registry of the Commercial Court.

2. The Director General is appointed by the Board of Directors. The Director General participates to the meetings of the Board of Directors but has no right to vote.
3. The Director General is responsible for the management of the register of members and other registers which are kept at the registered office of the Association and in which the minutes of the meetings of the Board of Directors and of the General Assembly are filed.
4. The Director General is assisted by the Secretariat, which is proposed by the Director General and is selected by the Board of Directors. The Secretariat participates to the meetings of the Board of Directors but has no right to vote.

Article 10: Representation of the Association vis-à-vis third parties

1. All acts are validly binding on the Association if signed by either the President or, within the limits of his or her functions, by the Director General, each acting alone, without any requirement to prove any prior decision of the Board of Directors.
2. All actions before the courts, whether as plaintiff or as defendant, are managed in the name of the Association by the Board of Directors. To this end, the Board of Directors is represented by its President, the Vice-President or any other member of the Board of Directors explicitly designated by the Board of Directors.

Article 11: Accounts, accounting and financial year

1. The Association shall maintain accounts in accordance with the requirements of Belgian law. The Board of Directors prepares the annual accounts. The annual accounts of the Associations, as well as the budget of the financial year following the financial year to which these annual accounts relate, must be submitted for approval to the General Assembly within six months of the closing date of the financial year. The Board of Directors draws up an inventory every year.
2. The financial year of the Association shall commence on 1 January and shall close on 31 December of each year.

Article 12: Voluntary Winding-up

1. The voluntary winding-up of the Association may be decided by the General Assembly. Any decision to wind-up the Association shall only be validly taken if the proposed decision to wind-up is explicitly mentioned in the notice for the meeting of the General Assembly and if at least two thirds of the members, not including Partners and Certifying Members, are present or represented at the meeting of the General Assembly. If two thirds of the said members are not present at the first meeting of the General Assembly a second meeting may be convened at least 15 days after the date of the first meeting and, at the second meeting, the decision may be validly taken irrespective of the number of members present

or represented at the meeting. In all events, any decision to wind-up the Association shall require a majority of four fifths of the votes cast at the meeting of the General Assembly.

2. Provided that the conditions under article 2:135 of the Code of Companies and Associations are not met, the General Assembly that decides on the voluntary winding-up of the Association shall appoint and determine at simple majority of the votes the powers of one or more liquidators, according to article 2:121, 2:122 and 2:123 of the Code of Companies and Associations. The General Assembly shall also decide on the use to which the net assets of the Association, after payment of all debts and liabilities, shall be put, which use shall be a not for profit use.

Article 13: Miscellaneous

1. The internal working language of the Association is English and all communication to members of the Association shall be made in English.
2. The Board of Directors decides on the possible creation of committees or working groups. The Board of Directors defines the mandates, appoints the members as well as the Presidents of all said committees and working groups.
3. Upon proposition from the Board of Directors, the General Assembly shall be empowered to approve, adopt and modify one or more sets of Internal Rules which shall be binding on all members.
4. For all that is not explicitly provided for in the present Articles of Incorporation or in the Internal Rules shall be regulated in accordance with the provisions of the Code of Companies and Associations.