

EUROPEAN
FEDERATION
OF HONEY
PACKERS AND
DISTRIBUTORS



FÉDÉRATION
EUROPÉENNE DES
EMBALLEURS ET
DISTRIBUTEURS DE
MIEL

ARTICLES OF ASSOCIATION OF THE FEDERATION EUROPEENNE DES EMBALLEURS ET DISTRIBUTEURS DE MIEL (F.E.E.D.M.)

PREAMBLE

F.E.E.D.M., the European Federation of Honey Packers and Distributors (importers and wholesalers), has been established in 1989. It is composed of national honey associations or individual companies of different European countries. The members of F.E.E.D.M. represent about 90 % of the total European honey imports, but also buy European honeys.

The EU is one of the world's biggest honey markets. Food safety is an integral part of the EU policy on consumer protection and health. Hygienic and veterinarian conditions are closely monitored and countries exporting food to the EU have to recognise that full compliance with EU laws on food safety is essential. The members of F.E.E.D.M. commit themselves to the integrity and quality of the products, which are subject to their business.

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SECTION I: General Information

Article 1

Name, Address and Financial Year

1. The name of the non-incorporated association shall be “Fédération Européenne des Emballeurs et Distributeurs de Miel” (F.E.E.D.M)” (hereinafter also the "**Association**").
2. The place of business is where the administration and General Secretary are situated.
3. The financial year shall be the calendar year.

Article 2

Object

1. F.E.E.D.M. aims to coordinate the interests of the European honey business, and to obtain relevant information with regard to honey, to assist in other apiculture products¹ and to represent its members interests to the European Commission and other authorities.
2. F.E.E.D.M. supports free international trade and aims to prevent any kind of discrimination of imported honey in relation to honey produced in the European Union.
3. F.E.E.D.M.'s work complies with the European competition law and the compliance guidelines (Annex 1).

SECTION II: Organisation

Article 3

Organisation

The bodies of F.E.E.D.M. are the General Assembly and the Management Committee.

Article 4

General Assembly

1. The General Assembly consists of the members.
2. Each member country must nominate a spokesperson for each term of office of the Management Committee to the F.E.E.D.M. office (General Secretary and Food Policy Advisor), who is solely authorised to cast the votes for the respective member country. If such

¹ As defined in REGULATION (EU) No 1308/2013 establishing a common organisation of the markets in agricultural products, Part XXII apiculture products: royal jelly, pollen, propolis, beeswax.

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spokesperson is not able to attend the General Assembly, a substitute or new spokesperson must be nominated immediately.

3. The number of votes allocated to each member are as mentioned in Annex 2. A tied vote is considered a rejection.

4. For decisions concerning policy issues and for other decisions that are subject to such a requirement under these Articles of Association a qualified majority is necessary, whereas for all other matters, for example the election of the Management Committee, a simple majority will suffice. A qualified majority consists of two thirds of the votes.

5. Voting in accordance with the above may be made by those present at the meeting or by a proxy vote sent to the F.E.E.D.M. office in writing or by e-mail prior to the meeting.

6. The General Assembly notably has the following powers and functions:

a) to propose subjects for action;

b) to decide the admission of members and the cancellation of membership by a qualified majority and allocate the numbers of votes of any new member;

c) to decide on amendments of these Articles of Association and on the dissolution of the Association by a qualified majority;

d) to elect the members of the Management Committee except for the General Secretary who is because of his / her appointed function a permanent member of the Management Committee;

e) to appoint the General Secretary and place of administration;

f) to dismiss members of the Management Committee for good cause;

g) to appoint two individuals from the F.E.E.D.M. members as auditors;

h) to approve the annual accounts at the Annual General Assembly (usually the spring meeting) for the previous financial year and to approve any changes of the membership fee regulations and the budget for the new financial year;

i) to establish special Committees and Working Groups;

j) to approve the policy proposals.

7. The General Assembly has to be held at least once a year, for the Annual General Assembly. The notice concerning the meetings must contain the agenda and include all the resolutions to be discussed and shall be issued at least four weeks before the date of the General Assembly; in case of urgency this notice period may be reduced if regarded necessary by the Management Committee. Each member may request additions to the agenda in writing or by e-mail no later than two weeks before the date of the General Assembly. Requests for additions to the agenda that are submitted later are excluded. The Management Committee

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decides on additions to the agenda. Additions to the agenda must be communicated to the members by the F.E.E.D.M. office in writing or by e-mail no later than one week before the date of the General Assembly.

8. The General Assembly has a quorum if it has been properly convened. The General Assembly cannot decide on motions that do not relate to an item on the agenda.

9. The General Assembly is chaired by the President.

10. Minutes shall be taken of each General Assembly, which shall reflect the general content of the General Assembly. A copy shall be sent to the members of the Association in writing or by e-mail.

11. The expenses and costs incurred by all members in attending the General Assembly are the responsibility of those attending.

Article 5 Management Committee

1. The Management Committee shall consist of at least three and no more than six elected members plus the General Secretary, who is responsible for the administration and daily operation of F.E.E.D.M. The elected members are the President, the Vice-President, the Treasurer and up to three further members of the Management Committee. The President, the Vice-President and the Treasurer should represent three different countries.

2. The General Assembly elects the members of the Management Committee with their specific roles, except for the General Secretary. An elected member of the Management Committee may only be an owner, shareholder, director or authorised signatory of a member company or a president or management committee member of a member association or organisation. Representatives of an associate member cannot be elected to the Management Committee. The term of office for the elected members of the Management Committee is three years. Subsequent re-election is permitted once for the same position. The elected members of the Management Committee remain in office until a new Management Committee is elected. If a member of the Management Committee resigns before the end of his/her term of office, the General Assembly must elect a successor latest on the next General Assembly for the remaining period of office. The General Assembly may dismiss members of the Management Committee for good cause. Dismissal for good cause takes effect immediately, regardless of whether a new member has already been elected to replace the dismissed member.

3. The Managing Director of SACAR aisbl (Joint Secretariat of Agricultural Trade Associations) shall attend the meetings of the Management Committee and assist the Management Committee as a guest as long as the cooperation between SACAR aisbl and F.E.E.D.M. continues.

4. If the President is absent, the Vice-President may act in his/her place.

5. The Management Committee has the following powers:

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- a) to represent the agreed policies of the Association;
 - b) to act as a steering committee and to bring some items to the attention of the General Assembly;
 - c) to ensure the orderly administration of the organisation, including the preparation and the submission of the annual accounts, the budget for the next financial year and the proposals for changes of the membership fee regulations to the Annual General Assembly;
 - d) to convene the General Assembly;
 - e) to carry out decisions taken by the General Assembly
 - f) to represent the Association vis-à-vis third parties with two members of the Management Committee acting jointly for any transactions or legal acts within the approved budget and any further limits resolved upon by the General Assembly (e.g. for the conclusion, amendment and termination of service contracts with Waren-Verein der Hamburger Börse e.V., SACAR aisbl or other partners);
 - g) to take any urgent measure with the object of defending the general interest of the Association which must be immediately communicated to all members in writing or by e-mail and then be ratified at the following General Assembly.
6. The Management Committee generally makes its decisions by resolution in (digital) meetings. The Management Committee may also pass resolutions in writing, by fax, by e-mail or by telephone or in a mixed form. This does not apply if at least one member of the Management Committee requests that a (digital) meeting be convened on the subject of the resolution.
7. The Management Committee makes its decisions by simple majority. Each member of the Management Committee has one vote. In the event of a tied vote, the President has the casting vote.
8. Membership in the Management Committee (or in special Committees or Working Groups) is unpaid and no expenses or costs shall be reimbursed by the Association unless explicitly otherwise provided (e.g. in a service contract).

SECTION III: Membership in the Association

Article 6 Membership

1. A national association or organisation or up to two individual companies per member state shall be eligible for full membership if they are located within a European Union member state and they are principally engaged in the packing or distribution of honey.

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2. A national association or organisation or up to two individual companies per country shall be eligible for associate membership if they are located outside the European Union and they are wholly, substantially or principally engaged in the packing or distribution of honey.
3. The General Assembly is free in its decision to vote and approve applications for full membership and associated membership.
4. Only one association or organisation for each country can be admitted as a member. Only in the case that such an association or organisation does not exist in a country, full or associate membership may also be granted to a single company, if decided by the General Assembly. Not more than two companies for each country can be admitted as members.
5. Each member can resign from the Association by means of a formal written declaration tendered to the General Secretary at least six months before the end of the current financial year.
6. By resolution of the General Assembly, the Association may expel a member if the latter has acted in a manner contrary to the objects of the Association as laid down in Article 2, has not paid the membership fees, is insolvent, has been dissolved or for other good cause. The member must be given the opportunity to comment before the resolution is made. Upon notification of the exclusion resolution to the member, all membership rights of the member shall be suspended with immediate effect.
7. The resigning or expelled member remains bound by his financial obligations for the whole financial year in which his resignation is tendered or his exclusion becomes effective.

SECTION IV: Management of the Association's business

Article 7 Office and General Secretary

1. The administrative work and ongoing business of the Association will be carried out where the General Secretary holds office.
2. The General Secretary manages the F.E.E.D.M. office and is authorised to represent the Association vis-à-vis third parties for all transactions or legal acts within the ordinary course of the Association's business.
3. The two individual auditors from the F.E.E.D.M. members appointed by the General Assembly for the same term of office as the Management Committee shall annually audit the financial activities of the Association in general and the annual accounts in particular. The auditors must check the accounting for factual and mathematical accuracy. An expediency audit is not carried out. No person may be elected as auditor who bears any financial responsibility for the management of the Association.

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SECTION V: Others

Article 8 Liability

The organisational bodies are liable only in case of wilful misconduct or gross negligence. Any liability not expressly provided above shall be excluded.

Article 9 Confidentiality

The members of the Association and their representatives, the members of the Management Committee, special Committees and Working Groups as well as the employees at the office must treat the business and trade secrets of the members and of the Association of which they become aware in the course of their duties and activities or in the context of their membership as confidential, even after the end of their office or membership.

Article 10 Revision of the Articles of Association

These Articles of Association and the annexes may be amended by a resolution of the General Assembly, provided there is a qualified majority (but for the membership fee regulations which may be amended by a resolution of the General Assembly with simple majority). Notice to amend these Articles of Association must be given in writing or by e-mail at least four weeks before the General Assembly.

Article 11 Dissolution

1. The Association shall be dissolved if a resolution is passed to that effect by the General Assembly, provided that such a notice has been given at least four weeks before the date of the meeting.
2. A liquidator shall be appointed by the Treasurer of the Association unless the General Assembly decides to appoint a liquidator directly.
3. Upon winding-up the liquidator shall divide any surplus assets among all the members at the date of commencement of the winding-up in the proportions in which the membership fees paid by them respectively to the Association in the last complete year before the commencement of the winding-up bear to the total of all membership fees paid by all the members to the Association in that year.

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Article 12 Final Clause

1. Any amendment to the provisions of these Articles of Association must be made in written form.
2. The invalidity of any particular provision of these Articles of Association shall not affect the effectiveness of other provisions thereof.

Adopted by the General Assembly on 10 October 2024 in Brussels.

These Articles of Association will come into force and effect from 1 January 2025, but the new Management Committee will not be elected/appointed until the Annual General Assembly 2025.

The current President and Vice President will remain in office until the election at the Annual General Assembly 2025 and will continue to chair that meeting. They will hand over to the newly elected Management Committee at the end of the Annual General Assembly 2025.

Attachments:

- Annex 1 Compliance Guideline
- Annex 2 List of Votes and Membership Fee Regulations