

Lactic Acid Bacteria Industrial Platform

Articles of Association

Formation

Article 1

There has been founded a European Economical Association between the undersigned,
Dr. Donna Lynn Hartley, Danone S.A., Barcelona, Spain
Dr. Adrianus Marinus Ledebor, Unilever Research Laboratorium, Vlaardingen, The Netherlands
Prof. Dr. Bruna Bianchi-Salvadori, Centro Sperimentale del Latte, Zelo Buon Persico, Italy
Prof. Dr. Gunnar Mogensen, Christian Hansens Laboratorium, Hørsholm, Denmark
Dr. Per Pedersen, Laboratorium Wiesby GmbH Co KG, Niebüll, Germany,
representing their respective companies, and those, that accept these regulations and fulfil the conditions laid down hereafter.

Name, seat, currency

Article 2

1. The Association has the name: Lactic Acid Bacteria Industrial Platform (LABIP).
2. The Association is registered in Vlaardingen, Olivier van Noortlaan 120, The Netherlands. It can be transferred to any other place within The Netherlands or anywhere within the countries that form the European Union, hereafter named EU, by a decision, taken by the General Assembly.
3. The Association is founded for an unlimited period of time.

Objectives

Article 3

The Association has the following objectives:

1. To promote research and development on Lactic Acid Bacteria (LAB) within the EU.
2. To provide a forum whereby companies will meet with the research groups in the EU funded BRIDGE and other research programmes on LAB and in which they can agree on the development of specific methodologies and products.
3. To develop an opinion on the research needs for LAB within the EU, for instance with regard to:
 - the acceptability of engineered LAB
 - the nutritional and probiotic aspects of LAB
 - any other food functional aspect of LAB.
4. To promote common legislation among the member states with regard to the use of LAB, modified strains and their products and to pursue other items of common interest within the EU.
5. To promote the dissemination of information to the public on the contribution that biotechnology can have in the area of LAB processes and products.

Members of the association

Article 4

1. The members of the Association are companies that produce or use LAB and that have production or research facilities within the EU and pay the membership fee. Companies that fulfil these criteria have the right to become a member of the association and cannot be excluded.

2. The membership expires if:
 - a) The member does not fulfil any more one of the criteria, mentioned under paragraph 1 of this article
 - b) The company doesn't exist any more
 - c) The member resigns, after a written notification to the secretariat, with due regard to a period of 3 month before the end of the financial year
 - d) The member is excluded by a majority vote of 2/3 of the members present during the General Assembly, if the regulations are not respected
 - e) The membership fee is not paid within the current year.
3. Members that have been excluded or have resigned from the Association, are still liable to the debts of the association existing before they were excluded or did resign. Claims against these members, related to the debts mentioned, have a term of limitation of 5 years after the publication of the exclusion or the reception of the letter of resignation.
4. Excluded or resigned members, that have fully paid their membership fee, are entitled to a remittance of the membership fee, dependent on the month of their exclusion or resignation.

Administration

Article 5

1. The Association is managed by a Steering Group, consisting of a maximum of 5 and a minimum of 3 members. They are appointed by the General Assembly for a period of 2 years. Resigning members can be re-elected directly for one other period. The Steering Group might propose a scheme of rotation to guarantee continuation.
2. A member of the Steering Group can be suspended from his/her duty by the General Assembly.
3. The Steering Group is bound by the decisions taken by the General Assembly.
4. Steering Group decisions are taken by a majority of vote, in a meeting in which more than half of the Steering Group members are present or represented. If the votes are equally divided, the General Assembly decides. Members can only be represented by a written statement. The Steering Group can make decisions outside of a meeting, if all members have agreed with the procedure.
5. The Steering Group meets at least twice a year and further as often as is in the interest of the Association. At all Steering Group meetings minutes will be made, which have to be approved during the next meeting. Any member of the Association has the right to inspect these minutes.
6. The Steering Group nominates among its members a president, a secretary and a treasurer. The function of secretary and treasurer can be combined.
7. The Steering Group has the complete competence to act on behalf of the Association and to decide on operations for the Association, unless such operations are the only responsibility of the General Assembly. The Association can only be legally represented by two members of the Steering Group, acting in concert.

Annual report and financial report

Article 6

1. The financial year coincides with the calendar year.
2. The Steering Group will keep note of the financial situation of the Association in such a way that rights and obligations can be seen at any time.
3. The Steering Group will write annually, before April 1, a financial report, consisting of a balance and a state of profits and losses, accompanied by an explanation.
4. The Steering Group will make an annual report before April 1 and present this at the General Meeting, together with the financial report. It will justify its management during the financial year.
5. Any profits will be set aside for the next year.

General Assembly

Article 7

1. The General Assembly can make all decisions to realize the objectives of the Association.
2. Every year, in connection with the annual meeting of the EU-funded BRIDGE or subsequent programmes on LAB, a General Assembly will be held. During this Assembly at least the following topics will come up for discussion:
 - a) The approval of the minutes of the last General Meeting and of the annual and financial reports, made by the Steering Group.
 - b) The fulfilment of possible vacancies.
 - c) The determination of the annual membership fee.
 - d) All the proposals of the Steering Group or any of the members, placed on the agenda, that need approval by the General Assembly, according to these regulations.
3. Other General Assemblies can be held, at the initiative of the Steering Group or on request of the members. If the Steering Group does not satisfy such a request of one of the members, the member can convene a General Assembly on his/her own. A General Assembly will be convened in writing, at least 4 weeks before the Assembly will be held.
4. All members or their representatives and the members of the Steering Group are admitted to the General Assembly. Suspended members of the Steering Group are not admitted, but they are admitted to the General Assembly in which their suspension is decided.
5. The General Assembly decides if any other person, than mentioned under paragraph 4 of this article, can be admitted.
6. Every member has one vote. A member can vote through an assignee who has been appointed in writing. An assignee can only represent one member.
7. The General Assembly can only make decisions if more than half of the members is present. All decisions are made by majority of vote, unless it has been laid down differently in these regulations. If in a General Assembly not more than half of the members is present or represented, decisions can be taken in a next General Assembly by the members present or represented, by majority of vote on the proposals of the prior General Assembly.
8. If the votes are equally divided, a second General Assembly will be held, not earlier than 3 weeks and not later than 6 weeks after the first General Assembly. If at this time the votes are also equally divided, the General Assembly will appoint an uneven number of experts to make the decision.

Revenues of the Association

Article 8

1. The revenues of the Association consist of the yearly membership fees, as determined by the General Assembly, and all other resources, acceptable by law.
2. The object of the revenues of the Association is to defray the costs of the secretariat and the Steering Group and to pay for all other activities that are undertaken in the interest of the Association.
3. The Association may procure specific revenues to defray the costs of specific activities, agreed upon during the General Assembly.

Changing the articles of Association, liquidation

Article 9

1. Decisions to change the articles of Association can only be made by a majority of 3/4 of the votes of the members present or represented at the General Assembly and in which at least 2/3 of the members are present or represented.

2. A decision to liquidate the Association can only be made by a 3/4 majority at a General Assembly in which at least 2/3 of the members are present or represented.
3. In case of liquidation of the Association, the assets are equally divided among the members of the Association.
4. If not enough members are present at the General Assembly, a new General Assembly will be convened after at least a period of 2 weeks, at which decisions on the articles of Association or liquidation can be taken by a 3/4 majority of the members present or represented at the meeting.

Disputes

Article 10

All disputes will be submitted to a competent Court in The Netherlands.

Final Clause

Article 11

1. To this foundation agreement, the Dutch law is applicable
2. In contradiction of what has been laid down in article 5, the first Steering Group members of the Association are appointed.
3. In contradiction to what has been laid down in article 6, the first financial year runs from the date this agreement has been signed, until December 31 of that year.

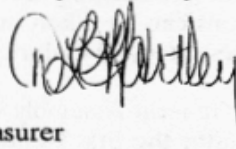
Signed,

Place

Date

President

Dr. Donna Lynn Hartley



Barcelona

13-1-95

Secretary/ Treasurer

Dr. Adrianus Marinus Ledeboer

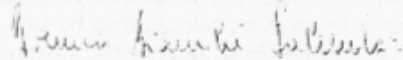


Vlaardingen

12-1-95

Member

Prof. Dr. Bruna Bianchi-Salvadori

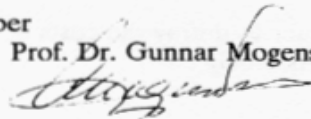


Amsterdam

20-1-95

Member

Prof. Dr. Gunnar Mogensen



Aarhus

30.01.1995

Member

Dr. Per Pedersen



Niibull

13.02.1995