

"INTERNATIONAL FOOD WASTE COALITION"

International not-for-profit association under Belgian law

BY-LAWS

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I. DEFINITIONS

Article 1. Definitions

- 1.1. The following words and expressions, where herein capitalized, shall have the following meanings, unless the context requires otherwise: "Business Day" means a day other than a Saturday, Sunday or public holiday in Belgium on which banks in Brussels (Belgium) are open for general business.

II. NAME – REGISTERED OFFICE – PURPOSE – DURATION

Article 2. Legal form

- 2.1. The name of the Association is "**International Food Waste Coalition**". The name must always be preceded or followed by the words "association internationale sans but lucratif/internationale vereniging zonder winstogmerk", or the abbreviation "AISBL/IVZW".
- 2.2. The Association is an "association internationale sans but lucratif/internationale vereniging zonder winstogmerk" incorporated under the Laws of Belgium and governed by the Belgian Code of companies and associations (the "**CCA**"), as amended from time to time, and the term "Association" should be construed accordingly.

Article 3. Registered office

- 3.1. The registered office of the Association is established in the Brussels' Region, Belgium.
- 3.2. The Board of Directors is authorized to transfer the registered office of the Association to any other location within Belgium and - where applicable -to amend the by-laws accordingly, insofar as such transfer does not entail a compulsory modification of the language of the by-laws. The Board of Directors can also establish other offices and/or branches, in Belgium or abroad.

Article 4. Purpose

- 4.1. The purpose of the Association is to act as a coalition of associations and companies showing affinity with or active in the food processing or food production industry and to develop initiatives aimed at reducing food waste globally.

4.2. The Association will achieve its purpose through the following activities:

- identification of clear standards and metrics around the issues of waste that use scientific rigor;
- carrying out studies regarding food waste across the global chain;
- creation and sharing implementable best practice tools;
- building common initiatives to influence stakeholders at each scale of the global chain;
- reduce the cost and complexity of food waste reporting;
- collaborating on innovative sustainable solutions and consumer engagement;
- take educational initiatives on food waste;
- raising awareness and communicate relying on user-friendly open source tools;
- lobbying and advocacy with public authorities in respect of policies and regulatory initiatives aimed at limiting food waste;
- engage in debates on the public forum in respect of food waste.

4.3. The Association is allowed to carry out any activities and to enter into any transactions which are useful or necessary for the achievement of the purpose of the Association or which directly or indirectly contribute to the achievement of the purpose of the Association.

4.4. The Association shall conduct its activities with a not-for-profit purpose.

Article 5. Duration

5.1. The Association is incorporated for an indefinite duration.

III. MEMBERS

Article 6. Members

6.1. The Association has the following two categories of members:(i) Full Members and (ii) Associate Experts.

Article 7. Full Members

7.1. Full Member status can be granted to companies and associations which are directly or indirectly active in the food services industry.

7.2. Full Members have the rights conferred to them by the by-laws and the internal regulations. The Full Members have the right to participate to meetings of the General Assembly with voting right.

Article 8. Associate Experts

- 8.1. Associate Expert status can be granted to any company, association or organization which is willing to support the coalition with its financial or in-kind donation or by its technical expertise.
- 8.2. Associate Experts shall have the rights determined by the Board of Directors. Association Experts shall not have the right to participate to meetings of the General Assembly and shall not have any voting right.

Article 9. Admission of Members

- 9.1. Applications for membership should be submitted to the Board of Directors in writing and in the form determined by the Board of Directors. Membership cannot be claimed as of right.
- 9.2. Applications for membership should include (i) background information on the applicant as requested by the Board of Directors, (ii) if applicable, a copy of the by-laws of the applicant, (iii) for companies and associations, the names of the natural person(s) who will represent the applicant towards the Association; (iv) a statement whether the applicant applies for membership as a Full Member or as an Associate Expert; (v) a statement confirming that the applicant undertakes to comply with the basic values and principles of the Association as set out in its Charter, the by-laws and internal regulations of the Association and in the Accession Form.
- 9.3. After submission of its application for membership, the applicant accepts any invitation of the Board of Directors to a preliminary interview with the Board of Directors in order to discuss its interests in becoming a member of the Association and its future engagement and commitment to the Association.
- 9.4. The Board of Directors decides upon all applications for membership at its own discretion. The Board of Directors has no obligation to reason its decisions in respect of the admission of members.
- 9.5. If the Board of Directors accepts the application for membership, the relevant entity is temporarily admitted as a member until the first meeting of the General Assembly. The temporary admission of a member is submitted for ratification to the first meeting of the General Assembly which is held after the Board of Directors has decided to temporarily admit an entity as a member of the Association.
- 9.6. The General Assembly is allowed to ratify or not the decision to accept an entity as a member at its own discretion. The General Assembly has no obligation to reason its decisions in respect of the admission of members.
- 9.7. So long as the temporary admission has not been ratified by the General Assembly, no membership fee is due by the relevant member, and the relevant member shall have no voting

right at the General Assembly (in case the applicant has been temporarily admitted as a Full Member). If the temporary admission is ratified by the General Assembly, the relevant member shall (i) sign the Accession Form and (ii) pay a membership fee pro rata temporis for the period between the date of the ratification of its admission as a member by the General Assembly until the end of the calendar year during which he was admitted as a member.

- 9.8. If the temporary admission is ratified by the General Assembly, the minimum duration of the membership of the relevant member is 3 years as of the date of temporary admission.

Article 10. Membership fees / Financing

- 10.1. Members shall pay a yearly contribution (in cash or in kind) to the costs of the Association and/or contribute in any other way to the functioning of the Association (e.g. by rendering services or providing expertise, etc.) (the "Membership Fee"). The General Assembly can, however, decide, upon the ratification of the admission of a member, that no Membership Fee will be due by this new member during a specified period of time.
- 10.2. The Membership Fee for Full Members and Associate Experts is determined by the General Assembly on an annual basis upon proposal by the Board of Directors taking into account, amongst others, the purpose of the relevant Members.
- 10.3. Members can make additional contributions to the Association, subject to the acceptance by the Board of Directors.

Article 11. Termination of membership – Resignation

- 11.1. Membership of the Association shall automatically terminate upon dissolution, liquidation or insolvency of a Full Member or an Associate Expert.
- 11.2. Without prejudice to Article 9.8, any Full Member or Associate Expert may resign from the Association at any time after the expiration of the minimum period of membership of 3 years, by giving a three months prior written notice of its resignation to the Chairperson of the Board of Directors, and this no later than three months prior to the end of the financial year in which the resignation takes place.
- 11.3. Full Members and Associate Experts who resign are obliged to fulfil all their financial obligations towards the Association for the entire year during which the resignation was submitted and for all previous years. If the written notice, referred to in Article 11.2, is given later than three months prior to the end of the financial year in which the resignation takes place, Full Members and Associate Experts who resign, are obliged to fulfil the financial obligations towards the Association for the next financial year as well.

- 11.4. Full Members and Associate Experts who resign shall have no claims on the assets or revenues of the Association and are not reimbursed or compensated for membership fees, contributions or any other payments made to the Association.
- 11.5. Full Members and Associate Experts who resign shall , upon effective resignation, no longer make any references whatsoever to the Association in their internal and external communication.

Article 12. Termination of membership – Exclusion

- 12.1. The Board of Directors has the right to exclude a Full Member or an Associate Expert if:
 - (i) the activities of that member are incompatible with the principles of good conduct generally accepted by the members of the Association or the purpose and activities of the Association;
 - (ii) the membership fees to be paid by that member are more than three months overdue;
 - (iii) the relevant member does not observe the by-laws of the Association, the internal regulations of the Association, the Charter of the Association, the obligations laid down in the Accession Form or the decisions of its bodies. Prior to excluding a member, that member shall be granted the opportunity to express its views and defend its position before the Board of Directors.
- 12.2. Members who have been excluded have no claims on the assets or revenues of the Association and shall not be reimbursed or compensated for membership fees, contributions or any other payments made to the Association.
- 12.3. Members who have been excluded shall, upon effective exclusion, no longer make any references whatsoever to the Association in their internal and external communication.

IV. GENERAL ASSEMBLY

Article 13. Composition

- 13.1. The General Assembly is the general meeting of the Association in the meaning of article 10:5 of the CCA.
- 13.2. The General Assembly consists of all Full Members of the Association. The Full Members shall have the voting rights provided for in these by-laws.
- 13.3. Each Full Member may grant a written proxy to another Full Member or a third party, to represent itself at the General Assembly, a copy of which is to be notified to the Board of Directors in writing at least 3 (three) Business Days prior to the meeting. A proxy cannot represent more than one other Full Member, it being understood that proxies shall be allowed to represent more than one other Full Member to vote resolutions which need to be enacted by means of a notary deed.

- 13.4. The Board of Directors may invite third parties to attend a meeting of the General Assembly. Such person shall be allowed to participate in the meeting without voting right.

Article 14. Powers

- 14.1. The General Assembly shall have the following powers:

- (i) the appointment and removal of the members of the Board of Directors;
- (ii) the appointment and removal of an auditor and the determination of his remuneration;
- (iii) the approval of the annual accounts and the budget, as well as any additional contribution which would be necessary in the course of an accounting year in order to meet certain significant, unexpected and unbudgeted expenses;
- (iv) the discharge of the Directors and the auditor;
- (v) amendments to the by-laws;
- (vi) the dissolution of the Association and the disposal of the assets;
- (vii) the appointment and the removal of the liquidators, including their remuneration;
- (viii) the ratification of decisions of the Board of Directors to grant membership of the Association;
- (ix) the approval of the Accession Form and any amendments thereof, upon the proposal of the Board of Directors
- (x) the approval of internal regulations in accordance with Article 35 of these by-laws.
- (xi) the determination of the Membership Fee for Full Members and Associate Experts.

- 14.2. The General Assembly shall have all other powers conferred to it by the CCA or these by-laws.

Article 15. Convening of the General Assembly

- 15.1. The General Assembly shall convene at least once a year on a date which is to be determined by the Board of Directors. The annual General Assembly should at least deliberate and decide on the approval of the annual accounts and the budget as well as on the discharge of the Directors and the auditor.
- 15.2. Additional meetings shall be convened whenever required by the circumstances or if requested by one third of the Full Members in writing to the Board of Directors. In the latter case, the Board of Directors must convene the General Assembly within 30 (thirty) Business Days from the date the request has been received by the Board of Directors.
- 15.3. The General Assembly is convened by the Board of Directors or by the Chairperson, at least 5 (five) Business Days in advance. For urgent matters, however, which need to be described and justified in the convening notices, the Board of Directors can decide to convene the General Assembly within 5 (five) Business Days.

- 15.4. Without prejudice to the manner of convening a meeting as laid down in the previous paragraphs, the auditor may, if necessary, convene the General Assembly. He must convene it when one fifth of the Full Members of the Association so request.
- 15.5. The convening notice shall be sent to the Full Members by letter, fax or email, stating the place, date, time and agenda of the meeting. When the General Assembly deliberates on the basis of a report drafted by the auditor, he attends the meeting as well.
- 15.6. The General Assembly can only decide on matters mentioned in the agenda set forth in the convening notice.
- 15.7. The General Assembly is chaired by the Chairperson of the Board of Directors. In the absence of the Chairperson of the Board of Directors, the General Assembly is chaired by the most senior member (in age) of the Board of Directors. The person chairing the General Assembly appoints the secretary of the meeting.
- 15.8. The General Assembly can deliberate by video or telephone conference, provided that all participants are able to express themselves and are understandable to all other participants.

Article 16. Attendance Quorum

- 16.1. The General Assembly can only validly deliberate and decide if at least half of all Full Members are present or represented.
- 16.2. If the required attendance quorum is not achieved, a second General Assembly shall be convened by the Board of Directors not less than three and not more than six weeks after the date of the first assembly. This second General Assembly can validly deliberate and decide irrespective of the number of Full Members present or represented.

Article 17. Voting and Voting Majorities

- 17.1. Each Full Member has one vote.
- 17.2. Resolutions of the General Assembly shall be adopted by a simple majority of the votes, provided, however, that the following decisions shall be adopted by a majority of not less than two thirds of the votes cast at the relevant meeting of the General Assembly:
 - the dissolution of the Association;
 - the amendment of the purpose of the Association or any other amendments of the by-laws;

- 17.3. Abstentions, blank votes and invalid votes shall not be taken into account for the assessment of the required voting majority. In case of equality of votes, the decision shall be deemed to be rejected.
- 17.4. By derogation to Article 17, in case a special meeting is required in the presence of a notary to adopt modifications to the by-laws of the Association, which must be recorded in a notarial deed pursuant to applicable law, this meeting can be validly held by at least two Directors, without any convening notice or quorum being required, provided that these modifications have been previously approved by a General Assembly convened and held in accordance with the functioning of an (extra)ordinary meeting of the General Assembly.

Article 18. Minutes of the General Assembly

- 18.1. The secretary of the General Assembly shall prepare the minutes of the meeting and shall send them to all Full Members. These minutes are kept in a register at the registered office of the Association.

V. BOARD OF DIRECTORS

Article 19. Composition

- 19.1. The Association is managed by a Board of Directors, which is the management body of the Association in the meaning of article 10:9 of the CCA.
- 19.2. The Board of Directors of the Association (hereinafter also referred to as the “**Board**”) shall consist of at least 3 (three) directors.
- 19.3. Each Director may grant a written proxy to another Director to represent him/her at the meeting of the Board of Directors, a copy of which is to be notified to the Chairperson of the Board of Directors in writing at least 3 (three) Business Days prior to the meeting. A proxy cannot represent more than one other Director.

Article 20. Appointment, removal and resignation

- 20.1. The members of the Board of Directors, which may be legal entities or natural persons, are appointed by the General Assembly. The Directors shall be appointed from among the candidates proposed by the Full Members. When a legal person takes up a mandate as a Director, it appoints a natural person as its permanent representative who is charged with the performance of that mandate in the name and on behalf of the legal person.
- 20.2. The Directors are elected for a period of 3 years and are eligible for re-election. Unless the General Assembly decides otherwise, their term of office starts immediately after the General Assembly which has decided on their appointment and ends at the occasion of the annual General Assembly that takes place during the 3rd year after their appointment.

- 20.3. A member of the Board of Directors may resign at any time by notifying his or her decision to the Chairperson of the Board of Directors in writing. The resigning Director shall continue to fulfil his or her obligations as a director for the time reasonably required to organize his or her replacement as a Director.
- 20.4. The Directors may be removed at any time by the General Assembly.

Article 21. Chairperson

- 21.1. The Board of Directors appoints from amongst its members, other than the Daily Manager and the Executive Director, a Chairperson who will perform the duties assigned to him by the by-laws or any internal regulations. He shall also perform the duties assigned to him by the Board of Directors.
- 21.2. The Chairperson is appointed for a maximum term of 3 years. This mandate is renewable, without being able to exercise the mandate of Chairperson for a consecutive period of more than 6 years.
- 21.3. In his absence, his duties will be carried out by the most senior (in age) of the present Directors.

Article 22. Powers

- 22.1. The Board of Directors shall carry out all acts which directly or indirectly contribute to the purpose of the Association, with the exception of the powers reserved to the General Assembly by the law or these by-laws.

The Board of Directors can adopt an internal regulation with a view to improving its functioning and optimizing its decision-making process.

- 22.2. Without prejudice to the obligations resulting from collegiate directorship, the directors can divide their tasks amongst each other.
- 22.3. For specific tasks, the Board of Directors may delegate its powers to one or more persons, which may or may not be directors. Only special and limited powers of attorney for certain or a series of certain legal acts are permitted. These persons shall only bind the Association within the limits of the power of attorney granted to them.
- 22.4. The Board of Directors can express the position of the Association, including on the public forum. The Board of Directors can also express a position on behalf of each of the Members, provided that it has obtained the prior approval of each individual Full Member.

Article 23. Convening of the Board of Directors

- 23.1. The Board of Directors shall meet whenever required by the circumstances or when requested by two directors, and, in any event, at least 3 times a year.
- 23.2. The Board of Directors shall be timely convened by the Chairperson by letter, fax or e-mail, stating the place, the date, the time and the agenda of the meeting.

The meetings of the Board of Directors can be held under the form of a video- or telephone conference, provided that all participants are able to express themselves and are understandable to all other participants.

- 23.3. On the proposal of the Chairperson, the Board of Directors may approve a proposal by having all members of the Board of Directors sign for approval a circular letter setting out the proposal. In this case, the Board of Directors is not required to call a meeting. The circular letter must include the following information:
 - (i) a statement that the text is a proposal for a decision of the Board of Directors;
 - (ii) a statement that the decision shall only be approved if the circular letter is signed by all the members of the Board of the Directors (as the case may be on different copies);
 - (iii) a statement that the decision may not be amended and that no reservations may be expressed by members of the Board of Directors;
 - (iv) a statement that all the members of the Board of Directors must return the circular letter signed and with the handwritten words "read and approved";
 - (v) a statement indicating when the signed circular letter must be returned to the Daily Manager (as defined in Article 29 of these by-laws).

Any decisions taken by means of a circular letter shall be deemed to be taken on the date on which the circular letter should have been returned to the Daily Manager. If as of that date, not all members of the Board of Directors have returned the circular letter signed for approval to the Daily Manager, the decision shall be deemed to be rejected.

Article 24. Attendance quorum

- 24.1. The Board of Directors can only validly deliberate and decide if at least half of its members are present or represented.
- 24.2. If the required attendance quorum is not achieved, a second meeting of the Board of Directors shall be convened not less than 8 (eight) Business Days and not more than 16 (sixteen) Business Days after the date of the original meeting. At this second meeting, the Board of Directors can deliberate and decide irrespective the number of members present or represented.

Article 25. Voting and voting majorities

- 25.1. Each director has one vote.
- 25.2. The Board of Directors acts as a college. Decisions by the Board of Directors shall be adopted by a simple majority of the votes cast, except for decisions that have not been provided for in the annual budget as approved by the General Assembly and that have a potential financial impact of more than 30% of the annual budget, which will require the unanimous consent of all members of the Board of Directors.
- 25.3. Abstentions, blank votes and invalid votes shall not be taken into account for the assessment of the required voting majority. In case of a tie, the Chairperson shall have a casting vote.

Article 26. Minutes

- 26.1. The Board of Directors shall draw up minutes of all meetings, including a short summary of the preceding discussions. The minutes must be approved by the Board of Directors and signed by the Chairperson.

Article 27. Remuneration

- 27.1. The members of the Board of Directors shall not be remunerated.

VI. COMMITTEES AND GROUPS

Article 28. Committees and Groups

- 28.1. The Board of Directors shall have the right to create any advisory committees and bodies which it deems desirable or appropriate in the preparation of its tasks ("Committees") and to create any working groups to prepare the decisions of the Board of Directors affecting a specific issue and advise the Board of Directors in relation to the same ("Groups").
- 28.2. The Board of Directors shall draw up a chart for each of the Committees or Groups it creates describing the specific tasks of the Committee or Group and providing for the rules governing their composition and functioning.
- 28.3. The Committees or Groups shall be composed of persons, chosen within or outside the Association, having a particular interest with respect to the matters falling within the competence of that Committee or Group and who can be expected to be able to make a valuable contribution to those matters.
- 28.4. All Committees or Groups shall present written or oral reports if and when requested.

- 28.5. The Board of Directors may delegate certain limited powers to the appointed Chairperson of a Committee or Group. The Chairperson of this Committee or Group may attend a meeting of the Board of Directors in advisory capacity whenever matters under the competence of his or her Committee or Group are discussed at that meeting or whenever the Board of Directors decides so.

VII. THE DAILY MANAGER

Article 29. The Daily Manager

- 29.1. The Board of Directors shall appoint a Daily Manager, which can be a member of the Board of Directors or not. This person shall bear the title “Executive Director” if he is also a member of the Board of Directors, or “General Manager” if he is not.
- 29.2. The Daily Manager shall be in charge of the day-to-day follow-up and coordination of the Association, which includes – but is not limited to - all acts and decisions that do not go beyond the needs of the daily life of the Association, as well as acts and decisions that, due to their lesser importance or because of their urgency, do not justify the intervention of the Board of Directors.
- 29.3. The Daily Manager shall prepare and carry out the decisions taken by the Board of Directors. The Daily Manager shall not be entitled to and will not accept any other assignment from any other organization, body or entity, unless with the written consent of the Board of Directors.
- 29.4. The Daily Manager shall provide the Board of Directors at each of its meetings with information on major actions taken since the previous meeting of the Board of Directors and information about major suggested actions and priorities for the period up until the next meeting of the Board of Directors.

VIII. REPRESENTATION

Article 30. Representation

- 30.1. Without prejudice to the representation of the Association for acts falling within the limits of the day-to-day coordination or a special delegation of powers, the Association is validly represented by two Directors acting jointly. However, in respect of decisions that have a potential financial impact of more than 30% of the annual budget and that have not been provided by the annual budget as approved by the General Assembly, the Association shall be validly represented only by all members of the Board of Directors acting jointly.
- 30.2. For all acts on behalf of the Association falling within the limits of the day-to-day coordination, the Association is validly represented by the Daily Manager.

- 30.3. The power to represent the Association can be delegated by the competent body to third parties by granting a special power of attorney.

IX. FINANCIAL YEAR – ACCOUNTS AND BUDGET

Article 31. Financial Year

- 31.1. The financial year of the Association runs from 1 January to 31 December.

Article 32. Accounting - Budget and annual accounts

- 32.1. Each year, as soon as practicable after the end of the financial year, the Board of Directors shall draw up the annual accounts of the Association and prepare the budget for revenues and expenses in respect of the following year in accordance with applicable provisions of the CCA.
- 32.2. The General Assembly shall appoint an independent auditor for a period of three years. The auditor will draw up a report on the annual accounts as prepared by the Board of Directors and submit it to the General Assembly.
- 32.3. The annual accounts and the budget are submitted to the General Assembly for approval at its Annual Meeting.
- 32.4. The General Assembly decides upon the surplus of the Association's revenues, which in no case may be paid to or distributed among the members in the form of dividends or otherwise.

X. INTERNAL REGULATIONS

Article 33. Internal Regulations

- 33.1. At the proposal of the Board of Directors, the General Assembly can adopt internal regulations in which the provisions of these by-laws are further implemented. The Board of Directors ensures that the internal regulations are brought to the attention of the members. The most recent version of the internal regulations dates from May 2020. The Board of Directors can amend the reference to the date of the most recent version of the terms as it sees fit.

XI. DISSOLUTION AND LIQUIDATION

Article 34. Dissolution and Liquidation

- 34.1. The Association may be dissolved voluntarily by a decision of the General Assembly requiring a qualified majority as set forth in Article 17.2. In the event of voluntary dissolution, the General Assembly appoints the liquidator(s). In the absence of liquidators, the members of the Board of Directors will act as liquidators.

- 34.2. The General Assembly decides on the disposal of the net assets in case of liquidation, which must serve a disinterested purpose similar to that of the Association.

XII. MISCELLANEOUS

Article 35. Election of domicile

- 35.1. Each Director as well as the Daily Manager can elect domicile at the Association's headquarters for all matters relating to the exercise of their mandate. This election of domicile may be invoked against third parties under the conditions laid down by law.

Article 36. General provision

- 36.1. Any issue not addressed in these by-laws shall be governed by the CCA and as far as the rules for deliberations are concerned, by the ordinary rules of deliberating bodies.

XIII. TRANSITIONAL PROVISION

The Accession Form, once drawn up by the Board of Directors and approved by the General Assembly, shall be communicated to all current Full Members and shall be binding upon those members having continued their membership of the Association beyond the date of entry into force of the Accession Form, set forth in the notice communicated by the General Assembly.