* + 1. Proposal for the modification of the Statutes
		by the next General Assembly

Board Approved version 14/10/2015

**SECTION I - DENOMINATION - REGISTERED SECRETARIAT**

Article One

Within the framework of the law of October twenty-five, nineteen hundred nineteen, amended by the law of December six, nineteen hundred fifty-four, the Association is named "AGRINATURA, the European Alliance on Agricultural Knowledge for Development“, using short name AGRINATURA). The Association is the follow-up of the "Network of European Agricultural (tropically and subtropically oriented) Universities and scientific complexes Related with Agricultural development" (NATURA) created on October 13 and 14, 1988 at Louvain-la-Neuve.

Article Two

The registered Office of the Association is located at Place Croix du Sud, 2, Boîte 1, in 1348 Louvain-la-Neuve. The registered Office may be transferred within Belgium on a mere decision from the Board of Directors, published in the "Annexes du Moniteur Belge" (Appendice of the "Moniteur Belge") during the month of its day.

Article Three

Working languages are French and English. Other languages may be used according to internal rules.

SECTION II - OBJECT - LIFETIME

Article Four

The non profit making organization aims to develop concerted actions in the fields of agriculture, natural resources, forestry, food science and technology and human nutrition, veterinary medicine, environmental and related sciences between the European member institutions and partners in developing countries. It will use its members' expertise to:

* develop partnerships among universities and research institutes in both Europe and developing countries;
* promote capacity building of universities and research institutes in developing countries;
* seek funds to achieve these objectives.

The Association will undertake both direct and indirect activities to achieve its aim including the organization of seminars and symposia, the creation of study schemes and research projects, and the publication of books, reports, newsletters and websites.

The Association can, when needed, become a member or shareholder of any other association, European Economic Interest Group or Company that can contribute to its objectives.

Article Five

The Association is formed for an unlimited lifetime; it may be wound up any time.

The fiscal year runs from January first to December thirty-first of each year.

SECTION III. MEMBERS AND ASSOCIATES

Article Six

Members are admitted as such by decision of the General Assembly ruling by a majority of two thirds of the present or represented members. The list of the members of the Association is maintained by the Secretariat. This list is available from the Secretariat, on request.

The Deans or Presidents of the faculties, universities or research institutes dealing with tropical and subtropical agriculture, forestry, food and human nutrition, veterinary medicine, fisheries and related environmental sciences may apply for admission if their institution meets with all the following conditions:

 - having strong interests in tropical or subtropical agriculture and/or veterinary medicine;

 - having substantial teaching or research in agricultural sciences or veterinary medicine at MSc or PhD level and/or research focused on agriculture and natural resources in developing countries.

Institutions located in the European Union, Norway, Switzerland and Iceland will be registered as Members and those located outside those countries will be registered as Affiliates.

Institutions eligible to become AGRINATURA’s Affiliates are partner institutions who are co-operating, or have co-operated with one or more AGRINATURA members within the previous 5 years.

A member of AGRINATURA can propose the registration of Affiliates at the General Assembly. The registration of an Affiliate will be for a period of 3 years which may be renewed for subsequent 3 year periods by the General Assembly.

Article Seven

All the members of the Association are free to withdraw with a six-month notice by sending their resignations by recorded delivery with acknowledgement of receipt to the Secretary General.

However, before actually withdrawing, resigning members shall have to fulfil all their obligations towards the Association.

Members or Affiliates shall be excluded or suspended only on decision of the General Assembly ruling by a majority of two thirds of the present or represented members, after that the members in question have had the opportunity to defend themselves.

Article Eight

Members shall pay subscription fees fixed annually by the General Assembly and members shall undertake to pay for at least three years. The fee is not reimbursable.

Affiliates are recognised as co-operation partners and receive the Newsletter without paying any membership fee.

SECTION IV - GENERAL ASSEMBLY

Article Nine

The General Assembly is the sovereign power of the Association. The following are reserved for its competence:

1. General policy of the Association;
2. Admittance or exclusion of Members and Affiliates;
3. Election of the President and of the Vice President of the General Assembly
4. Election of the Board of Directors
5. Approval of the Board of Directors' report (including balance sheet, accounts and budgets);
6. Amendments to the Statutes of the Association;
7. Any decisions exceeding the powers legally or statutorily granted to the Board of Directors.
8. Voluntary termination of the Association;
9. Decision of time and place for following year's General Assembly

Article Ten

The General Assembly is made up of all the Association members who have paid their subscription fees. The General Assembly is chaired by the President of the Association, the Vice-President or, failing that, any other member appointed by the President.

The General Assembly elects among its members a President and a Vice President for a non renewable term of four years. The President is elected one year before he/she actually enters into function.

When the President or Vice-President resigns during a normal term, a new President or Vice-President is elected to finish with the same term. In this case at the end of this substitution, the newly elected President or Vice-President can candidate for an additional full term of four years.

Directors are elected by the General Assembly upon proposition by the President, for a term of four years, renewable once. The Board is renewed by half, every two years. At the shift of Presidency, the incoming President is in charge of proposing the renewal of half of the Directors.

The Directors are members of the General Assembly. The President and the Vice-President do not represent their institutions and have no voting right at the General Assembly.

The affiliates will be invited to attend the General Assemblies as observers.

Article Eleven

The General Assembly shall be held once a year, at a time and place determined by the previous General Assembly.

The General Assembly may also convene when one third or more of the members so request.

Members who could not attend may be represented at the General Assembly by other members. Each member attending the General Assembly may have a maximum of three proxy.

Article Twelve

The General Assembly shall be convened by the Secretary General acting on behalf of the President, through electronic mail addressed to all members, at least forty-five days before the Assembly.

Convening notices shall contain a provisional agenda for the Assembly.

Article Thirteen

The General Assembly shall first deliberate on the agenda and then analyse the questions raised during the session.

Proposals of amendments to the Statutes of the Association which were not mentioned in the convening notice shall not be tabled for deliberation.

Article Fourteen

Except in the cases provided for by the by-law or the Statutes of the Association, the General Assembly is validly constituted whatever the number of present or represented members, and decisions are reached by a simple majority of the votes cast.

All members either present or represented have an equal right to cast one vote.

Article Fifteen

The Annual General Assembly shall appoint one auditor of nationality different from that of the treasurer for a renewable four years term, and give her/him the responsibility of auditing internally the Association's accounts. Professional external auditing will be considered as the volume expands.

Article Sixteen

The deliberations of the General Assembly shall be minuted in a special register signed by the President of the session and countersigned by the Secretary General or, failing that, by one of the Directors.

The register is kept in the registered Secretariat of the Association, where all members may read it without taking it away.

All members or third parties able to prove their legitimate interest may ask for an extract of the register signed by the President or the Secretary General.

SECTION V - THE BOARD OF DIRECTORS - THE SECRETARIAT

Article Seventeen

The Association shall be administered by a Board of Directors consisting of at least six persons: the President and the Vice-President of the General Assembly and at least four elected Directors. The President and the Vice-President of the General Assembly are the President and the Vice-President of the Board of Directors. The Vice-President is the honourable treasurer.

External or internal observers can be invited to participate in the Board meetings or the General Assembly, without any voting power.

When the Association becomes a member or shareholder of another Association, a European Economic Interest Group or a Company, either the President or the Vice-President represents the Association in matters of governance of these organisations. This representative is fully entitled to vote on all decisions on behalf of the Association regarding the management of this institution. She/he will report to the next Board meeting and to the next General Assembly. She/he can be removed from her/his mandate as representative by the Board or the General Assembly, by a simple majority of the voters present or represented.

Article Eighteen

The Secretariat General of the Association is normally held at the premises of one Member that offers this service to the Association. Such offers can be made to the President, and then approved by the next General Assembly. The term of the provision of the secretariat by one member is normally of eight years, and can be renewed. It can however be terminated at any moment, either by decision of the Member or by decision of the Board, while the other party should be officially informed one year in advance.

Would the provision of the Secretariat general be not possible by one Member, the Board can decide to locate it at any place convenient for the services to the Association. The following general Assembly should then confirm this decision.

The Board of Directors appoints a Secretary General, who directs the secretariat. He (she) is responsible for the development and the execution of the projects of the AGRINATURA network.

The General Assembly shall define the powers of the Secretariat which is allowed to act only on express delegation of powers from the Board of Directors and within the limits of the delegation. The Secretariat shall regularly report the execution of its delegations to the Board of Directors.

Article Nineteen

The Board of Directors shall meet at least once a year, or at any other time necessary to the good operation of the Association.

The Board of Directors shall be convened if at least one third of its members request so.

The convening notices shall contain a provisional agenda and be sent at least fifteen days before the meeting.

The Board is allowed to rule if at least half of its members are present or represented.

Each member of the Board of Directors may represent a maximum of one absent members.

Decisions of the Board are adopted by a simple majority of the votes cast from the present or represented directors, unless statements to the contrary are provided for by the Statutes. In the event of equal voting, the person chairing the meeting has the casting vote.

Deliberations of the Board of Directors shall be minuted in a special register; the minutes are to be signed by the President and the Secretary General and sent to the members of the General Assembly two months after the meeting at the latest.

Article Twenty

The widest powers to perform any acts of administration and arrangement which concern the Association are vested in the Board of Directors.

The Board of Directors shall administrate the Association according to the general policy determined by the General Assembly, and shall decide in particular about the projects related to education, training and research organized by the Association. The Board shall also decide about publications.

Through its Secretariat, the Board takes every contact needed to sustain its action.

Without prejudice to authorizations provided for by law and the present statutes, the Board of Directors may execute and receive any payment, request or give receipt of the payment, give or receive any deposit, acquire or alienate personal or real estates, rent or let with a lease, even for more than nine years, accept and receive private or state subsidies, accept and receive legacies, donations and transfers, grant and accept loans and advances, with or without cover, grant and accept subrogations and securities, mortgage social real estates, waive contractual or actual rights, decide to release mortgages, plead whether as plaintiff or defendant before any jurisdiction, carry out court decisions, deal or compromise.

Article Twenty-one

Actions exceeding day-to-day management and committing the Association, shall be signed by the President and countersigned by the Secretary General

Legal proceedings as plaintiff or defendant shall be managed by the Board of Directors represented by the Secretary General.

Financial contracts exceeding the field of current expenses shall be signed by the President and the Secretary General.

Article Twenty-two

By their functions, Directors do not assume any personal liability. Their responsibilities are limited to their terms of office.

Directors are not paid to perform their functions. However, they may have their expenses reimbursed.

SECTION VI - ANNUAL ACCOUNTS - BUDGETS

Article Twenty-three

On December thirty-first of each year, the Secretariat shall make up the accounts of the year. The budget for the year to come is also prepared.

The - Treasurer shall submit the budget and accounts for approval by the next Annual General Assembly.

Article Twenty-four

Auditor appointed according to Article 15 of the present Statutes shall carry out the annual audit of the Association and report to the General Assembly.

SECTION VII - AMENDMENTS - WINDING UP - LIQUIDATION

Article Twenty-five

The General Assembly shall be allowed to deliberate amendments to the Statutes if their objects are expressly stated in the convening notice and if the number of present and represented members (votes cast) reaches the quorum. Two thirds of the members forms the quorum. Amendments shall be adopted by a majority of two thirds of the votes cast.

Should such conditions not be fulfilled, a second meeting shall be convened and allowed to deliberate validly with at least half the members present. Amendments shall be adopted by a simple majority of the votes cast.

Article Twenty-six

The General Assembly shall be allowed to decide the termination of the Association if two thirds of the members are present or in the same conditions as in Article Twenty-five.

No decisions shall be reached unless they are adopted by a majority of two thirds of the members present.

Article Twenty-seven

In the event of a voluntary termination, the General Assembly shall appoint one or two liquidators and specify their powers.

Article Twenty-eight

In the event of any termination, whether voluntary of judicial, at any time and for any reason, the General Assembly shall decide by a simple majority to allot the Association assets, after liabilities have been discharged, to an institution whose object and purpose are similar to the present Association.