

MARKET ADVISORY COUNCIL
En abrégé : MAC
Non profit association
Rue de la Science 10
1000 Brussels
BE 0652.757.045 RPM Brussels
(Translation for information purposes only)

TITLE I - NAME, SEAT, PURPOSE AND DURATION

Article 1: Form and Name.

The Association is a non-profit association governed by the Code of Companies and Associations (hereinafter the "Code"). It is named « **CONSEIL CONSULTATIF POUR LES MARCHES** », abbreviated « **CCM** », « **MARKET ADVISORY COUNCIL** », abbreviated « **MAC** » in English. The name or its abbreviation must appear in all acts, invoices, announcements, publications, letters, orders and other documents emanating from the association, immediately preceded or followed by the words "non-profit association" or the acronym "Asbl", as well as the precise indication of the headquarters.

The Association is established in line with Article 43 and Annex III of Regulation (EU) No 1380/2013 on the Common Fisheries Policy. The articles of Association complement the provisions in Regulation (EU) 1380/2013 as regards to tasks, composition, functioning and funding of Advisory Councils, as well as the rules laid down in Commission Delegated Regulation (EU) No 2015/242. All provisions included in these statutes are bound to these Regulations and must therefore be interpreted without prejudice thereof. For the purpose of area of competence, in line with paragraph 1 of Annex III of Regulation (EU) No 1380/2013, "market of fishery and aquaculture products" is understood to comprise the entire value chain (primary producers - catching, aquaculture -, traders, exporters, importers to/from third countries, processors, wholesalers, distributors, retailers), and consumers as well as other interest groups affected by the Common Fisheries Policy (environmental or development non-governmental organisations, consumer organisations, etc.).

Article 2: Head office

The registered office is established in the Brussels-Capital Region, and depends on the judicial district of Brussels. It can be transferred to another linguistic region in Belgium by decision of the general assembly.

Article 3: Purpose and activities of the association

The Association is a stakeholders' organisation. Its aim is to contribute to the promotion of a balanced representation of all interests in accordance with Article 45(2) of Regulation (EU) No 1380/2013.

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In order to implement its aims, the Association shall have the following activities:

(a) it will submit recommendations and suggestions on matters related to the market of fishery and aquaculture products on behalf of the entire value chain (primary producers - catching, aquaculture-, traders, exporters, importers to/from third countries, processors, wholesalers, distributors, retailers), and consumers as well as other interest groups affected by the Common Fisheries Policy and the Common Market Organisation (environmental or development non-governmental organisations, consumer organisations, etc.);

(b) it will inform the Commission and Member States of problems in its field of competence and propose solutions to overcome those problems;

(c) it will contribute, in close cooperation with scientists, to the collection, supply and analysis of data necessary for the development of conservation measures;

(d) more generally, it will provide input (including knowledge and experience of all stakeholders) with the aim to contribute to the objectives set out in Article 2 of Regulation (EU) No 1380/2013 and to the Common Market Organisation objectives laid down in Article 35 of the same regulation.

The Association may provide its advice to the European Commission, the European Parliament, the Committee of the Regions, the European Economic and Social Committee, one or several European Union Member States and any other relevant stakeholder whenever it is relevant for the EU market of fishery and aquaculture products and within the tasks defined in Article 44 of Regulation (EU) No 1380/2013.

In pursuit of its purpose, the Association may undertake any ancillary activities.

The Association may, in direct or indirect pursuit of its purpose, acquire any property, enter into contracts, accept donations, sell, mortgage, grant security interests in its assets, transfer property in accordance with the provisions of the law, these Articles of Association or any amendments thereto.

Article 4: Duration

The association is established for an unlimited time.

TITLE II - MEMBERS

Article 5: Members.

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The Association shall be composed of Members who have full rights under the Code and the Articles of Association.

Members may be organisations representing operators of the fisheries, aquaculture processing and retailing sectors or other interest groups and organisations affected by the Common Fisheries Policy or the Common Market Organisation. They must have legal personality in accordance with the laws and customs of their country of origin. The Members have all the rights related to their status, including the right to vote.

Article 6: Application for Membership

Applications for Membership shall be made in writing to the Secretariat, decided sovereignly by the Executive Committee, followed by the due information of the General Assembly. This Article is without prejudice of Article 2(h) of Annex III of Regulation (EU) No 1380/2013.

Article 7: Annual fees

The Membership fee shall be determined by the General Assembly upon proposal of the Executive Committee. The amount of the fee shall be determined by a majority vote of the Members. The maximum amount of the fee that Members, must pay may not exceed 2000 EUR per year.

Article 8: Resignation of a Member

Members may terminate their collaboration at the end of the operational year for which they have paid their Membership fee by informing the Executive Committee in writing.

The resignation takes effect immediately on the date of the letter or at any other time indicated in the letter.

is deemed to have resigned:

- A Member who fails to pay the dues due within one month of the reminder sent by ordinary letter.
- A Member who no longer meets the conditions for admission set out in article 5, §2 of these statutes.

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Article 9: Exclusion of a Member.

If a Member acts in contradiction with the aims of the association, he may, on the proposal of the Executive Committee, be excluded.

The procedure for the exclusion of a Member must be indicated in the notice of the General Assembly. The Member must be heard. Exclusion can only be pronounced by the General Assembly, in compliance with the conditions of quorum and majority required for the modification of the statutes.

Article 10: Rights

No Member may claim or exercise a claim on the assets of the association simply because he is a Member.

This exclusion of rights to the assets is valid for the period during which the member concerned is a Member at the time when this capacity ends for any reason whatsoever and at the time of the liquidation of the association.

Article 11: Register of Members.

The Executive Committee shall maintain, in accordance with Article 9:3 of the Code, a register of Members at the headquarters of the association. This register shall indicate the surnames, first names, e-mail addresses and residences of the Members, or in the case of a legal entity, the corporate name, the legal form, the permanent representative, the e-mail address, the address of the registered office and the company number.

All decisions concerning the admission, resignation or exclusion of Members shall be entered by the Executive Committee in this register within eight (8) days of the notification of the decision.

TITLE III - GENERAL ASSEMBLY

Article 12: Composition of the General Assembly

The General Assembly is composed of all Members. All Members have an equal right to vote, each having one vote.

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Article 13: Guests

The meetings of the General Assembly shall be open to the public, as determined by Article 2 (g) of Annexe III of the Common Fisheries Policy. Participation of observers is regulated by the MAC's guidelines in this respect.

If the majority of the Members present or represented or the majority of the votes present or represented so request, a guest present may, depending on the decision, be barred from the General Assembly for one or more points or for the entire assembly.

Article 14: Competences

The following exclusive competences can only be exercised by the General Assembly

- amendments to the articles of association;
- the creation of additional categories of Members;
- the appointment and resignation of directors and the determination of their remuneration in cases where remuneration is granted to them;
- the appointment and dismissal of the auditor(s) and the determination of his or her remuneration
- the granting of discharge to the directors and to the auditor(s), as well as, if necessary, the institution of an action by the association against the directors and the auditors
- the approval of the budget and accounts;
- the voluntary dissolution of the association;
- the exclusion of a Member;
- the conversion of the association into an AISBL, into a cooperative company approved as a social enterprise and into a cooperative company approved as a social enterprise;
- to make or accept the contribution of a universality free of charge;
- the determination of the allocation of the assets in case of dissolution of the association;
- the approval of Membership applications on the proposal of the Executive Committee.

Article 15: Meetings

The ordinary General Assembly is to be held within the six months following the end of the previous operational year, meaning between 1 October and 31 March.

The ordinary General Assemblies are held at the registered office of the association, in any other place mentioned in the convocations or by videoconference or any other form of electronic communication existing or to be developed making possible an effective participation of the members in person and/or remotely.

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Article 16: Convocations.

Each General Assembly, whether it is an ordinary, special or extraordinary meeting, is convened by the Executive Committee, except in the case of waiver of these formalities by all the persons entitled to participate in the meeting. The Executive Committee may convene a special or extraordinary General Assembly as often as the social interest of the association requires. It must convene a General Assembly at the written request of one fifth of the Full Members.

The notices for each General Assembly shall be sent by mail or e-mail at least one month before the date of the General Assembly and shall contain the agenda and be drawn up in accordance with the legal provisions. By exception, agendas may be sent separately at least twenty-one (21) days ahead of the meetings.

Article 17: Written questions

The Members, after communication of the convocation, may put questions in writing to the directors, who will answer them during the meeting, provided that these members have satisfied the formalities relating to admission to the meeting. Such questions may be sent electronically to the address indicated in the notice of the meeting.

Such written questions must be submitted to the association no later than the eighth day prior to the date of the General Assembly.

Article 18: Deliberation

The decisions of the General Assembly are valid when at least 50% of the members are present or represented by proxy, except in the cases provided for by the law or by the present statutes. Abstentions are not taken into account for the calculation of the majority.

If a majority of the Members are neither present nor represented at a General Assembly, the General Assembly cannot validly deliberate and a second General Assembly with the same agenda is convened within a period of at least fifteen days after the first meeting, this second meeting can validly deliberate on the items on the agenda, regardless of the quorum of attendance.

The General Assembly may only validly deliberate on amendments to the Articles of Association if a quorum of two-thirds (2/3) of the Effective Members, who must be present or represented, is reached.

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No modification can be decided without a two-thirds majority. However, when the amendment concerns one of the objectives or the disinterested purpose of the association, it shall be valid only if four-fifths of those voting agree. Any amendment to the Statutes have to be consulted with the European Commission.

If two-thirds (2/3) of the Full Members are not present or represented at the first meeting, a second General Assembly may be convened, which shall deliberate with a quorum of two-thirds regardless of the number of Members present or represented.

The second meeting cannot be held less than fifteen days after the first meeting.

Article 19: Representation - Admission to the meeting

Each Member may be represented at the General Assembly by way of proxy. A proxy shall be the authorisation from one member to another to represent their voting rights at a meeting. The member appointed must be present. Proxies are limited to one per member and need to be submitted to the Secretariat in writing prior to the start of the meeting.

Article 20: Bureau

Chairmanship of both the General Assembly and Executive Committee of the Association: To be appointed by consensus for a term of three years by members of the General Assembly amongst the members of the General Assembly. The Chairperson shall play an impartial role, independent of the different interests represented in the Association.

In the event that the Chairperson is drawn from the members of the Executive Committee, a substitute member shall be nominated in writing by the European organisation which the Chairperson formerly represented. The Chairperson shall not have a vote except in budgetary matters.

Vice-Chairmanship(s) of both the General Assembly and Executive Committee of the Association: To be appointed for a term of three years by members of the Executive Committee. The Vice-Chairperson(s) shall be a member(s) of the Executive Committee and shall have a vote.

Secretariat of the Association: The Secretariat shall be appointed by the Executive Committee, and in accordance with the provisions of the rules of procedure, and shall act impartially and without bias in furthering the objectives of the Association.

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Article 21: Minutes

The decisions of the General Assembly are recorded in minutes which are systematically filed in a register kept at the registered office which can be consulted by the Members, who can exercise their right of consultation in accordance with the modalities provided for in the Royal Decree of April 29, 2019 implementing the Code of Companies and Associations.

The minutes of the General Assembly are signed by the participating Members. The signing of the minutes and/or the attendance list that is then appended to the minutes takes place directly at the meeting. The copies or extracts which are produced for the court or elsewhere, as well as the extracts which are delivered to third parties, are signed by the Chairperson or by two directors.

TITLE IV - ADMINISTRATION AND REPRESENTATION.

Article 22: Composition of the Executive Committee.

The association is administered by an Executive Committee. The Executive Committee is composed of at least three directors, appointed for a period of three years by the General Assembly and revocable at any time.

When a legal entity is appointed as a director, it has to appoint a natural person as its permanent representative in charge of the execution of this mandate in the name and for the account of this legal entity.

Article 23: Vacancy of a director's mandate

When a term of office on the Executive Committee becomes vacant, for whatever reason, the remaining Directors have the right to temporarily appoint a new candidate as Director.

Each temporary appointment of a director shall be subject to confirmation at the first General Assembly following the temporary appointment unless the General Assembly decides otherwise.

Article 24: Meetings

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The Executive Committee meets when convened by the Chairperson or by the director who replaces him, as often as the interests of the association requires or when two directors request it. The meetings are held at the place indicated in the notice of meeting or by videoconference or any other form of electronic communication existing or to be developed making possible an effective participation of the members in person and/or at a distance.

Article 25: Deliberations of the Executive Committee.

The Executive Committee can only validly deliberate and act if at least half of its members are present or represented. Any director who is prevented from attending may, with a means of communication that can be produced in writing, delegate another member of the Executive Committee to represent him and to vote in his place. In this case, the absent member is deemed to be present. There can be only one proxy per member.

Resolutions are passed by a majority of votes. In case of a tie, the Chairperson has the casting vote.

Resolutions relating to the following items may only be passed by a 2/3 majority of the votes cast by the directors present or represented, provided that 2/3 of the members of the Executive Committee are present or represented at the meeting to approve the proposal:

1. The proposal to admit new members;
2. A proposal to change the purpose of the association;

Meetings of the Executive Committee shall be held physically at the place indicated in the notice of meeting or remotely by teleconference or videoconference using telecommunications techniques that allow the directors present to hear and discuss each other simultaneously, either by a combination of the two aforementioned means or when some of the directors are physically present and the others participate in the meeting by teleconference or videoconference.

In exceptional cases, duly justified by urgency and the corporate interest, decisions of the Executive Committee may be taken in writing, by unanimous vote of the Directors. This procedure cannot be used for the closing of the annual accounts of the association.

Article 26: Conflicts of interest

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If a director has a direct or indirect interest of a patrimonial nature that is opposed to the interest of the association in a decision or operation that falls within the competence of the Executive Committee, he must communicate this to the other directors before the Executive Committee takes a decision.

A director who has an adverse interest shall withdraw from the meeting and refrain from participating in the deliberation and voting on the matter in question.

The above procedure does not apply when the decisions of the Executive Committee concern usual operations concluded under normal market conditions and guarantees for operations of the same nature.

Article 27: Minutes

The deliberations of the Executive Committee are recorded in written method and systematically filed in a register kept at the registered office. The minutes are signed by the members of the Executive Committee who took part in the deliberations. The signing of the minutes and/or the attendance list that is then appended to the minutes takes place directly at the meeting. The copies or extracts of these minutes that are produced for the court or elsewhere are signed by the members of the Executive Committee having the power of representation in accordance with article 34.

Article 28: Competence of the Executive Committee

The Executive Committee is competent to carry out all operations which are necessary or useful for the realization of the purpose of the Association, with the exception of those which are expressly reserved to the general assembly by the law or the present articles of association.

Article 29: Daily management

The Executive Committee may entrust the day-to-day management of the affairs of the association, as well as the representation of the association with regard to this management, to one or more persons; if these persons have the quality of directors, they will bear the title of "managing director".

Article 30: Secretariat

The Secretariat shall be responsible for and lead the daily work of the Association.

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The Secretariat, guided by the Chairperson of the Association, receives nominations for new members of the General Assembly. The Executive Committee shall endorse any such nominations and present them to the General Assembly and to the Member States concerned in line with the article 2(h) of Annex III of regulation 1380/2013.

The Secretariat shall keep the accounts of the Association and prepare the accounts for the Annual General Assembly. The Secretariat shall also arrange for certified auditing of the accounts and for satisfying any reporting conditions laid down by providers of funds. The Secretariat shall liaise with potential and factual funding sources to achieve funding of the Association.

Article 31: Working groups

The Executive Committee may establish Working Groups or Focus Groups in order to facilitate its work. The creation of each Working Group or Focus Group shall be decided by resolution of the Executive Committee.

Article 32: Remuneration

Unless otherwise decided by the General Assembly, the mandate of the Executive Committee is non-remunerated. The Executive Committee is furthermore competent to grant a specific remuneration to the directors who are entrusted with special powers or competences, at the expense of the operating costs.

Article 33: Audit

The control of the financial situation, the annual accounts and the regularity, with regard to the law and the statutes, of the activities to be recorded in the annual accounts, must be entrusted to one or more auditors, appointed by the general assembly for a renewable term of three years.

If the appointment of an auditor is not required by law, the auditing of the association may be voluntarily entrusted to one or more auditors, whether or not they are Members of the association. Failing this, each Full Member shall individually exercise the powers of investigation and control which are entrusted by law to the auditor.

Article 34: Representation

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The association is validly represented in all acts, including those in which a civil servant or a ministerial official intervenes, and in justice

- either by the Chairperson of the Association
- or by two directors acting jointly,
- or within the limits of the daily management, by the delegate to this daily management.
- or within the limits of their mandates, by special proxyholders

TITLE V - RESPONSIBILITY OF THE DIRECTORS AND DELEGATES TO THE DAILY MANAGEMENT

Article 35: Responsibility

Each member of a management body or delegate for day-to-day management is liable to the legal person for the proper execution of the mandate he has received.

The liability of directors is subject to articles 2:56 and following of the Code.

TITLE VI: FINANCING AND ACCOUNTING

Article 36: Financing

In addition to the Membership fees paid by the Members, the association may be financed by donations and subsidies related to the purposes of the association (subsidies, allowances, grants) as well as by fees, social reimbursements, royalties and in general all revenues related to the activity of the association. The decision in these matters is the responsibility of the Executive Committee.

The association can also collect funds in any other legal way.

Article 37: Accounting

The financial year starts on October 1st and ends on September 30st.

The accounts are kept in accordance with Title 2 of Book 3 of the Code and the implementing decrees that apply to this subject.

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At the end of each fiscal year, the Executive Committee draws up the annual accounts of the association in accordance with the legal provisions in force. The Executive Committee also determines the budget for the following year.

The Executive Committee submits to the ordinary General Assembly for approval the annual accounts for the past financial year and a proposed budget for the year following the financial year to which the annual accounts relate.

The annual accounts are deposited in a file kept at the clerk's office of the company's court, in accordance with Title 2 of Book 3 of the Code. If applicable, the annual accounts are also filed with the National Bank, in accordance with the provisions of article 3:47 § 7 of the Code and the implementing decrees that apply in this respect.

TITLE VII: DISSOLUTION

Article 38: Dissolution and liquidation

The General Assembly shall be convened to deliberate on the proposal for dissolution, introduced by the Executive Committee or the Members who together hold at least one fifth (1/5) of the voting rights. The convening and determination of the agenda shall be in accordance with the provisions of Title III of these Articles of Association.

The deliberations and the decision on the dissolution must meet the quorum and majority requirements for the modification of the object or the disinterested purpose, as determined in Article 18 § 3 of the Articles of Association. Upon the decision to dissolve, the association will always indicate that it is an "Asbl en liquidation" in accordance with Article 2:115 of the Code.

If the proposal for dissolution is approved, the general assembly appoints one or more liquidators. This appointment is decided by the general assembly by a simple majority. In the cases provided for in the Code, the appointment of the liquidator(s) must be submitted to the president of the court for confirmation. The liquidators are competent for all acts necessary or useful for the liquidation and in accordance with articles 2:121 and 2:122 of the Code.

In case of dissolution and liquidation, the extraordinary general assembly decides on the allocation of the association's assets, provided that this allocation is made to a purpose consistent with that for which the association was formed.

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All decisions relating to the dissolution, the liquidation, the appointment and termination of the mandate of the liquidators, the conditions of the liquidation, the closing or reopening of the liquidation and the destination of the assets, are filed with the clerk of the Enterprise Court and published in the Annexes to the Belgian Official Gazette in accordance with article 2:9 of the Code and the relevant implementing decrees.