

Association for the Defence of l'Époisses

--- BYLAWS

*Following the modifications to the old bylaws validated
by the Association Board on 21 May 2007*

TITLE ONE: NAME - HEADQUARTERS - PURPOSE - ADMISSION - EXCLUSION

Article 1 :

The Association shall be called *Syndicat de Défense de l'Époisses* (Association for the Defence of l'Époisses).

Article 2 :

The Association for the Defence of l'Époisses is an inter-professional association which was founded pursuant to French Law of 21 March 1884 and French Law of 25 February 1927, registered in book IV of the Labour Code.

Article 3 :

The Association for the Defence of l'Époisses hereby establishes its headquarters at the City Hall of Époisses (Côte d'Or).

The headquarters may be transferred anywhere in the Époisses district by decision of the Board of Directors.

Article 4 :

The purpose of the Association for the Defence of l'Époisses is to study and defend the collective professional and moral interests during the production, processing, distribution and consumption phases.

Its main missions are as follows:

- to draft the specifications, contribute to their application by operators and help implement inspection control plans;
- keep an updated list of operators which shall be periodically sent to the INAO control authority;
- participate in actions to defend and protect the name, product and terroir and to enhance the value of the product as well as the statistical knowledge of the sector;
- to enforce applicable decisions by the national board;
- to notify the INAO, upon request, of any information gathered as part of its missions;
- to propose to the INAO the authority responsible for monitoring the specifications in accordance with the provisions of the control authority;
- to jointly prepare a control plan or an inspection plan with the control authority.

It shall also:

- help strengthen ties between the members of the inter-profession; guarantee the quality, uniqueness and fame of l'Époisses and the milk used for its production within a regulatory framework and promote its consumption and notoriety;
- ensure product labelling meets the regulatory requirements;
- ensure the qualitative superiority of the products is maintained and guarantee their proper valuation and that of the milk in the appellation area through any action that fulfils this purpose.

Article 5:

The following may join the Association for the Defence of l'Époisses:

- milk producers located in the appellation area whose milk is used to produce l'Époisses cheese, thereby forming the milk producer body;
- l'Époisses producers/farmers, thereby forming the producer/farmer body;
- any private sector or cooperative operators with an Époisses production plant or a collection business in the appellation area delivering to an Époisses producer, thereby forming the processor body;
- any individual or legal entity not involved in production yet interested in defending the product.

Article 6:

Any individual or legal entity not involved in production who is interested in becoming a member of the Association for the Defence of l'Époisses must request membership in writing from the Chairman who will submit the candidacy to the Board of Directors or Meeting of Members for a resolution which is subject to a written declaration of membership without prejudice to these bylaws. Any individual or legal entity not involved in production who is a member of the Association for the Defence of l'Époisses will not have voting rights of any kind during Meetings of Members or Board of Directors meetings in any decisions directly concerning the association's missions as a defence and management organisation. A copy of these bylaws shall be sent to all new members.

Article 7:

Any member joining the association is free to leave as desired with the obligation of informing the Chairman in writing and paying the contribution defined in article 12, for the six months following their deregistration.

Article 8:

Any member who resigns or is excluded will lose all rights to the corporate assets as well as all entitlements.

Article 9:

Members who cease their professional activity and have been a member for at least five years in the Association for the Defence of l'Époisses may continue to be a part of the association as an honourable member and under honorary status if proposed by the Board of Directors.

TITLE TWO: CONTRIBUTIONS

Article 10:

In order to provide for the operating costs of the Association for the Defence of l'Époisses, each member shall an annual contribution. Member operators in the Époisses controlled designation of origin shall pay an annual contribution to finance the missions of the defence and management organisation and a contribution may be paid by association members in order to carry out other missions in addition to those duties of the defence and management organisation. The amount and payment method of annual contributions shall be established by the Meeting of Members.

Article 11:

Contributions must be paid each year.

Article 12:

Any new membership requires immediate payment of the contribution for the current year irrespective of the membership date.

TITLE THREE: ASSOCIATION MANAGEMENT

BOARD OF DIRECTORS:

Article 13:

The Association for the Defence of l'Époisses is managed and represented by a Board of Directors comprised of 10 to 13 members and representative of the inter-profession:

- 4 to 5 representatives of the milk producers body;
- 1 to 2 representatives of the producer/farmer body;
- 4 to 5 representatives of the processors body;
- 1 representative of the individuals or legal entities not involved in production, or honorary members of the Association.

Article 14:

The Board of Directors shall be renewed every three years by one-third. The Board offices are renewable. The list of outgoing board members shall be communicated to each member in notices of Meetings of Members. Members may propose a candidate through the representative of their respective electoral body in writing to the Chairman at least 15 days prior to the Meeting of Members. The Chairman presents the list of candidates proposed by the different electoral bodies at the Meeting of Members.

Article 15:

Between Meetings of Members, the Board of Directors may complete itself and replace any deceased or resigned members with a limit of two people maximum subject to approval at the next Meeting of Members.

Article 16:

The Board of Directors shall elect its own offices comprised of a Chairman, a Vice-Chairman, a Secretary and a Treasurer.

Article 17:

The offices of the Board of Directors are not paid. Nonetheless, any costs involved with travel, receptions or any mission in representation of the Association may be reimbursed upon submission of proof of payment.

Article 18:

The duties of the Chairman are as follows:

- to call and preside over meetings with the offices, the Board of Directors meetings and Meetings of Members;
- to lead debates and maintain order, observing the rules;
- to represent the Association in issues concerning the Controlled Designation of Origin or whenever the presence of the Association is requested;
- to represent the Association in any declarations or when its presence is considered useful.

Article 19:

The Vice-Chairman assists the Chairman and acts as a substitute in the absence of the latter.

Article 20:

The Secretary is responsible for writing up the minutes of all Meetings of Member and Board of Directors meetings which shall be signed by the Chairman and Secretary.

Article 21:

The Treasurer collects all Association bills and pays all expenses upon submission of justification which shall be attached to the accounts following approval by the Chairman. He/she is personally responsible for the sums held. This person must submit the treasury status upon request by the Chairman. This person shall submit the accounts for the prior year to the Board of Directors during the session preceding the annual Meeting of Members as well as a forecast for the following year. After approval, this account is submitted to the Meeting of Members.

Article 22:

The Board of Directors has all powers to manage the association, and monitor and defend its interests. It may delegate all or part of its powers to expedite everyday business or via special mandate for one or some specific matters to one or several of its members. Delegations are nominative and limited in time.

Article 23:

The Board of Directors shall meet each time the circumstances require and at least twice per year as called by the Chairman.

Article 24:

The offices may meet independently of the Board of Directors to make any necessary operational decisions affecting the Association within the scope of their competence and authority as previously established by the Board of Directors.

Article 25:

Any member of the Board of Directors who is absent without just or plausible cause from three consecutive meetings, even if powers were granted to one of the members at each absence, may be decommissioned by the Board of Directors and replaced pursuant to article 17.

Article 26:

The Board of Directors may not validly make any decisions without the presence or representation of half plus one of the members. Decisions shall be made with raised hands unless secret ballot voting is requested by one of the members present. Each member of the Board of Directors is assigned a single vote. If absent, powers may be granted to one of the other members. The number of votes a member may have cannot exceed two including their own. In the event of a draw, the Chairman shall cast the deciding vote.

Article 27:

The Board of Directors has a sovereign right to interpret these bylaws. The Board of Directors is sovereign in deciding to hear the advice of any person of its choice.

MEETINGS OF MEMBERS:

Article 28:

The decisions of the Meetings of Members are imposed on all members, even if absent.

Article 29:

Individual calls for Meetings of Members shall be sent to all members at least 15 days in advance. They must indicate the agenda. In the event of an emergency, as observed by the Chairman, the period may be reduced to the time strictly necessary to effectively notify all members via the quickest means.

Article 30:

When voting, each member shall have only one vote. Any member of the Association may be represented by another member of the Association from the same electoral body. The number of votes any one association member may use may not exceed four including their own. Decisions are made by majority vote expressed by the members present or represented.

Article 31:

A Meeting of Members shall be held each year.

Article 32:

Ordinary and extraordinary Meetings of Members may only be validly held if at least half plus one of the members registered with the Association for the Defence of l'Époisses as of the date of the call are present or represented. If the quorum of half plus one is not reached, a second meeting shall be called by registered mail five days before the date of the second meeting with the same agenda. This second Meeting of Members may be validly constituted irrespective of the number of members present or represented.

TITLE FOUR: MODIFICATIONS TO THE BYLAWS - DISSOLUTION

Article 33:

The Board of Directors may propose a modification to the bylaws at its initiative or at the initiative of one of its members. In the first case, any modifications to the bylaws must be submitted and justified in writing to the Board of Directors which will decide on the usefulness or suitability and, if a decision to modify them is made, they will be submitted to an extraordinary Meeting of Members. Any modifications proposed may not be adopted unless voted by half plus one of the votes expressed by the Association members present or represented.

Article 34:

The assets held at the time of dissolution shall become the property of the Époisses Initiative Association, or in lack thereof, a local association with similar purposes.

Article 35:

The bylaws shall be printed and a copy shall be sent to each member of the Association for the Defence of l'Époisses.

Article 36:

Through its Chairman, the Board of Directors is responsible for officially registering two copies of the bylaws with the City Council of Epoisses which will send a copy to the Public Prosecutor pursuant to article R 411-1 of the Labour Code. The list of directors including their: surname, given name, address and date and place of birth, occupation, and duties within the Association shall be attached to said record. This record shall be renewed with each change in the bylaws.