

BYLAWS OF THE INTERNATIONAL TREE NUT COUNCIL (I.N.C.)

PART I - NAME, HEADQUARTERS, OBJECTIVES

ARTICLE 1

Following the recommendations made during the World Tree Nut Congress held at Reus, Spain in 1980, Sorrento, Italy in 1982 and Sacramento in the USA in 1983, a professional non-profit-making body known as "INC" ("the Council") has been established, the full name of which is:

International Tree Nut Council; or
Conseil International des Fruits Secs; or
Consejo Internacional de los Frutos Secos; or
Consiglio Internazionale della Frutta Secca; or
Internationale Mandel und Nussvereinigung

This Council has legal competency and is established under the provisions of the Spanish Organic Law 1/2002 of March 22nd which regulates Associations' Law and its additional provisions.

ARTICLE 2

The Council's activities will extend to almonds, brazilnuts, cashews, hazelnuts, macadamias, pecans, pinenuts, pistachios and walnuts. Other fruits or nuts may be included, at the discretion of the Board of Directors. The objectives of the Council shall be:

1. To be an international source for information on treenuts for health, nutrition, food safety, Government Standards and Government Regulations regarding trade barriers and trade quality standards.
2. To increase understanding about production, processing, marketing, distribution and consumption trends in the tree nut industry.
3. To increase market access by monitoring customs duties and trade barriers and advise intervening governments on behalf of INC membership.
4. To assure global quality standards and trading terms are within the framework of existing national and international bodies and do not inhibit trade within the industry.
5. To promote research, (especially nutrition and education) and new product development.

6. To promote international cooperation by interacting with various public, private, national and international organizations which share our common goals.
7. To increase goodwill and mutual understanding of the tree nut industry by promoting international meetings in producing and consuming countries.

ARTICLE 3

The Council's headquarters shall be at the Official Chamber of Commerce and Industry, Boule 2, Reus, Spain. The Council's headquarters may be moved whenever necessary in the opinion of the Board of Directors, provided that the prior consent of the General Assembly has been obtained.

Its territorial scope is national, even though its activities may be carried out abroad.

In order to establish a balance for the appointment of the governing bodies of the Council and the different nationalities of the members, the world is divided into three regions: America (North, Central and South), Europe (West and East) and Rest of the world (Africa, Asia and Australia).

PART II - MEMBERS; THEIR RIGHTS AND DUTIES

ARTICLE 4

Membership of the Council is open to any person, firm or corporation with capacity to act, and engaged in the trade, production, distribution and consumption of nuts and fruits listed in the article 2 of these Bylaws.

Any person seeking membership in the Council shall apply in writing to the Board of Directors, which shall in its sole discretion, be entitled to accept or reject such application, without giving any reasons therefor. If the Board of Directors shall resolve to accept any person for membership, that person's name shall be recorded and updated in a register of members and maintained by the Secretary or the Permanent Secretariat.

The Board of Directors may in addition appoint any person to be an Honorary Member or Senator of the Council if it considers that they perform, or have performed, exceptional services toward achieving the aims of the Council, provided that any such appointment is ratified by the General Assembly. Honorary Members and Senators are entitled to attend the Board of Directors sessions with the right to speak only but not the right to vote.

Those members, whose knowledge and/or personality could represent the Council in their respective countries and contribute to obtain new members, might be appointed Ambassadors of the Council.

ARTICLE 5

The Board of Directors shall cease the membership of a member of the Council upon either of the following events:

1. Voluntary resignation addressed in writing to the Board of Directors.
2. If a member fails to pay the membership fee by the due date two years in a row.
3. If a member behaves in such a way which, in the opinion of the Board of Directors, is likely to bring the reputation of the Council into disrepute, and the Board of Directors passes a resolution that the person should be removed as a member of the Council, the Board of Directors shall be entitled to inform other members of such removal as it sees fit.

ARTICLE 6

Any member of the Council, shall be entitled:

1. To take part, to vote and to speak at the General Assembly.
2. To be elected member of the governing bodies and/or member of the Sub-Committees.
3. To present written complaints and suggestions concerning the Council and its activities to the Board of Directors.
4. To participate in all events and activities organized by the Council.
5. To receive information on the composition of the governing bodies.

ARTICLE 7

Each member shall undertake:

1. To contribute to the support of the Council and its activities through payment of the fees payable from time to time, which shall be determined by the Board of Directors.
2. To comply with these Bylaws and with the decisions made by the Council, through its different organs.
3. To co-operate fully in enhancing the prestige of the Council and contributing to the achievement of its objects.
4. To sign the attendance form of the General Assembly and for the officers to sign the Board of Directors' form meeting.
5. To participate in the governing bodies and sub-Committees to which they have been appointed.

PART III – REPRESENTATION BODY. THE BOARD OF DIRECTORS

ARTICLE 8

The Council shall be governed and represented by the Board of Directors, which will be formed by the Chairman, one Vice-Chairman, one Secretary, one Treasurer and a number of members, according to the minimum and maximum comprised in the following article. A permanent secretariat shall also be established which could be run by an Executive Director.

ARTICLE 9

The Board of Directors shall comprise a minimum of 12 and a maximum of 24 to be elected from the members of the Council who will be appointed by the General Assembly. Board members shall serve for two years from election, whereupon they shall resign from office but shall be entitled to be re-appointed to the Board of Directors by the General Assembly.

Such elected members shall elect from the Board of Directors a Chairman, a Vice-Chairman (who must come from a different region than the Chairman), a Treasurer and a Secretary as officers, whose term shall also be two years. No remuneration is given to the officers of the Board of Directors.

If any vacancy arises in the Board of Directors, the remaining members of the Board of Directors may appoint another member of the Council to be a member of the Board of Directors, until the occasion of the next General Assembly, when such member shall resign but shall be eligible for election to the Board of Directors at the General Assembly.

ARTICLE 10

The Board of Directors will meet at least once a year or whenever required to do so by either the Chairman, or, if requested to do so by at least one third of the members of the Board of Directors. The Chairman will give each member of the Board of Directors at least fourteen days prior written notice of the meeting of the Board of Directors including the proposed agenda.

To be in good standing, Board of Directors members must attend all properly called meetings and may give their proxy vote to an alternate member of the Board of Directors if he is unable to attend. The Chairman or the Executive Director must be notified accordingly in written at least two days before the meeting.

ARTICLE 11

Any resolution of the Board of Directors may be passed if a majority of those members attending vote in favor of it, provided that at least sixty per cent of the members of the Board of Directors are present or represented at the relevant meeting. Two or more Board members belonging to the same company or formally related companies, will have one vote only.

In case of a deadlock in the vote, the Chairman of the Board of Directors or the person performing his functions, shall cast a vote.

ARTICLE 12

The Board of Directors shall have the following duties:

1. To determine the date and the agenda of the General Assembly.
2. To organize and develop all activities of the Council approved by the General Assembly and to appoint the members of the Executive Committee to carry out those activities.
3. To set the location where the Congresses/Conventions will be held.
4. To propose for the approval of the General Assembly the financial accounts and the budget of the Council approved by the Executive Committee.
5. To manage the economic policy and administrative organization of the Council.
6. To admit, suspend or remove the members of the Council as provided in the present Bylaws and to interpret this Bylaws and the internal manual of the Council to be fulfilled.
7. To perform all functions of the Council not expressly assigned by the General Assembly or reserved by these Bylaws and requested or permitted by the Law.

ARTICLE 13

The Chairman of the Council shall have the following powers and functions:

1. To represent the Council before all authorities, courts, public and private organizations.
2. To summon the Executive Committee and the Board of Directors, and on its behalf the General Assembly, and to act as Chairman at all such meetings.
3. To order payments and to authorize documents and mailings. To approve the minutes of all such meetings and to supervise the carrying out of the decisions made.

4. To execute contracts on behalf of the Council, to authorize third parties to act on behalf of the Council and to file a complaint with the presence of special ordinary jurisdictions.
5. To serve as member of the Editorial Review & Statistics Committee and the Congress & Convention Committee. The Chairman may also be member of any of the other Sub-Committees which the Executive Committee decides on.
6. To appoint the Sub-Committees Chairmen who must be members of the Board of Directors, Senators or Ambassadors, to be ratified by the Executive Committee.

ARTICLE 14

The Vice-Chairman shall have the following powers and duties:

1. To perform all functions of the Chairman in case of his absence, illness or other justified cause.
2. To assist the Chairman in carrying out his activities.

ARTICLE 15

The Secretary shall have the following powers and duties:

1. To manage the administration, to certify the agreements and to handle the documents to be recorded in the appropriate registry.
2. Along with the Executive Director, to prepare the agenda and to record the minutes of the meetings of the General Assembly and the Board of Directors.
3. To prepare and arrange for the publication of the annual report of the Council, which shall include a summary of the activities of the preceding year.

ARTICLE 16

The Treasurer shall have the following powers and duties:

1. To arrange for the accounts of the Council to be audited.
2. To prepare and check the budget along with the Executive Director for its approval by the Executive Committee.
3. To submit accounting reports to the Board of Directors.
4. To authorize payments together with the Chairman or the Executive Director.

ARTICLE 17

In order to better develop the Council activities, the Board of Directors may create an Executive Committee for an indefinite time, according to the quorum requested in the article 11. The Board of Directors shall delegate all or part of the authority that can be delegated to the Executive Committee. The Executive Committee may be dissolved if the same majority of the members of the Board of Directors votes in favor of such decision.

The Executive Committee will be formed by the Chairman, the Vice-Chairman, and three other Board members appointed by the Board of Directors according to the regions established in the article 3 of this Bylaws. However, the Board of Directors may add up to 5 additional persons if it so decided according to the regions established in the article 3 of this Bylaws. The Executive Director will also be part of the Executive Committee but without right to vote.

The Executive Committee will meet at least twice a year at the request of the Chairman, who will give each member of the Executive Committee at least fourteen days prior written notice of the meeting including the agenda. The Executive Committee will coordinate the work of the Sub-Committees and will request, if necessary, the attendance of the Sub-Committees Chairmen to their meetings. The members of the Board of Directors are entitled to attend the meetings of the Executive Committee.

Any resolution put to the Executive Committee shall be validly passed if approved by the majority of the members. Those members not present in the meeting will be able to vote by fax or by phone. In case of a deadlock in the vote, the Chairman or the person performing his functions, shall cast a vote. All resolutions will be registered in the minutes of the meeting.

ARTICLE 18

The Executive Committee may propose to the Board of Directors the creation of Sub-Committees to consider and promote different aspects of its activities. Any member or individual whose collaboration may be suitable, shall be entitled to participate in such Sub-Committees. Chairmen of such Sub-Committees will be nominated by the Chairman of the Board of Directors and approved by the Executive Committee. These Sub-Committees shall operate according to the internal manual of the Council which shall not be inconsistent with the provisions of these Bylaws.

THE MEMBERS' GENERAL ASSEMBLY

ARTICLE 19

Each member of the Council shall be entitled to attend the General Assembly, which is the supreme decision-making body of the Council.

The General Assembly may be Ordinary and Extraordinary. An Ordinary General Assembly will be held once a year and during the INC Congress or Convention meetings. An Extraordinary General Assembly will meet on the summons of the Board of Directors, or when at least one quarter of the members of the Council require the Chairman of the Board of Directors in writing to do so, specifying the business to be put to such meeting.

The Ordinary and Extraordinary General Assemblies must be called by the Chairman, through a letter addressed to each of the members at least thirty days in advance, specifying the date, time, place and agenda. A second call to the General Assembly may be given in the same letter, and it must take place at least, after half an hour of the first one.

ARTICLE 20

The business of a General Assembly, whether Ordinary or Extraordinary, may include proposals put forward by the Board of Directors or by at least 15 per cent of the members of the Council provided that such proposals have been presented in writing to the Secretary of the Board of Directors at least two days before the date specified for the General Assembly.

ARTICLE 21

The Chairman and the Secretary of the General Assembly will be the same ones of the Board of Directors and in case of their absence, those appointed by the Assembly will represent them.

ARTICLE 22

The quorum for the General Assembly, whether Ordinary or Extraordinary, shall be more than one-half of the members of the Council to validate the agreements taken by the General Assembly at the first call, or whatever the attendance of members at the second call.

However it shall be necessary for at least two-thirds of the members present in an Extraordinary General Assembly, to vote in favor of any resolution proposed for the following purposes: to dissolve the Council, to amend these Bylaws, to appoint any member of the Board of Directors, to acquire or dispose of any property of the Council except ordinary equipment needed to sustain the Council.

Each member of the Council shall have the right to one vote, which may be delegated in writing to another member of the Council, provided that written notice of such delegation is given to the Chairman at least two days before the meeting is convened. At least five per cent of the members present at the meeting shall be necessary to call for any resolution put to the General Assembly to be decided by a secret vote.

ARTICLE 23

The business of an Ordinary General Assembly will comprise:

1. Consideration and approval of the audited accounts of the Council.
2. Consideration of the annual report of the Board of Directors, which shall include a statement of the actions taken and the activities carried out by the Council.
3. The election of members of the Board of Directors.
4. Approval of the budget of the Council for the following year as well as the ordinary and extraordinary fees that may be proposed by the Board of Directors.
5. The appointment of auditors.
6. The endorsement of the Honorary Members and Senators proposed by the Board of Directors.
7. To authorize the Board of Directors to add one or more fruits or nuts to the Council's activities.
8. The approval of internal regulations for the implementation of these Bylaws.

ARTICLE 24

The business of an Extraordinary General Assembly will comprise:

1. To decide on the dissolution of the Council.
2. To approve the amendments of these Bylaws.
3. To acquire or dispose of any property of the Council.
4. To take other decisions that, due to their importance, are subject to its approval by the Board of Directors.

ARTICLE 25

The Chairman, with the approval of the Board of Directors may appoint an Executive Director to run the permanent secretariat, which shall comprise such staff as the Chairman thinks necessary. Its components don't need to be members and may be remunerated for their services.

The Executive Director, as the Chief Executive of the Council, will manage the Permanent Secretariat and will follow the job description given by the Board of Directors. He will also authorize payments together with the Chairman or the Treasurer.

PART IV- ECONOMIC POLICY

ARTICLE 26

The assets of the Council shall include:

1. The membership fees
2. Donations received by the Council, as well as the subsidies granted by public, private, national and International organizations or by individuals.
3. The interests earned on the funds of the Council.
4. Any other income obtained from its activities.

PART V- DURATION AND LIQUIDATION

ARTICLE 27

The Council shall exist indefinitely, and is subject to dissolution only by resolution of the Extraordinary General Assembly.

ARTICLE 28

In case of dissolution, the members of the Board of Directors will together act as liquidator of the Council, provided that the General Assembly which resolves that the Council be liquidated, may appoint any other member or members to act with them as it sees fit. The liquidator will dispose of the property of the Council, and will settle any liabilities of the Council, the balance, if any, being used for any of the purposes mentioned in the Article 2 of these Bylaws.

ARTICLE 29

The accumulated fund was constituted by a donation of thirty EUR by the founders' members, not having in that moment any accumulated fund.

The annual budget limit will be higher than 600.000 EUR.

ARTICLE 30

The financial year of the Council shall be annual and it shall be closed on December 31st of each year.

The Council shall maintain the books of accounts according to the law in order to give a faithful image of the assets, the results and the financial situation of the entity, as well as the activities developed and to carry out an inventory of its property.

ADDITIONAL PROVISION

For any subject not specifically provided in this Bylaws, the Council shall operate under the provisions of the Spanish Law 1/2002 of March 22nd concerning the Associations.

DILIGENCE.- In order to state that present Bylaws of the International Tree Nut Council, have been written down including all the modifications approved by the Membership's Extraordinary Assemble hold in Istanbul on 9th august two thousand and tree.