



ORGANIZATION MANUAL

Document No: 01-02
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POSITION : MEMBER

REPORTS TO : -----

REPORT BY : BOARD OF DIRECTORS AT THE GENERAL ASSEMBLY

RIGHTS & RESPONSIBILITIES

1. Sign the attendance form of the General Assembly.
2. Members are entitled to attend the meetings of the Board of Directors as observers
3. Each new member will be approved by the Board of Directors. Members are obliged to pay membership fees on time. Membership will be cancelled if fee is not paid for two consecutive years.
4. Members obtain discounted prices for congress attendance.
5. During the General Assembly members have the right to approve the members of the Board of Directors and to change and approve the bylaws.
6. Members can vote for or be elected as members of the Board of Directors as stated in the bylaws, article 22.
7. Members receive The Cracker magazine and the newsletter for free.
8. Members receive the agenda of the General Assembly through The Cracker magazine. Minutes of the General Assembly and the Chairman's report can also be sent on request through the Secretariat.
9. Members are entitled to get a pin with the INC logo and to get a personal code to be able to enter the private members-only web site section. It is the responsibility of the member not to reveal the personal code to third parties.
10. Members are entitled to acquire the INC merchandising articles at a discount.

ETHICAL CODE FOR ACCEPTING I.N.C. MEMBERS

- A. Candidates will be submitted by the INC Secretariat to the Membership and Ambassador Committee. The Ambassador will check if the candidate enjoys a good reputation in his country and if he complies with the description given for Members in the INC bylaws, art. 4.
- B. The Membership and Ambassadors Committee will eventually ask the candidate to submit references which can be companies already member of the I.N.C.
- C. The Membership and Ambassadors Committee will notify the result to the Secretariat who will inform the Board to decide and investigate if incomplete arbitrations exist against the candidate.
- D. In the case that oppositions are noted, the Board will decide or ask for additional information, for instance, if the candidate company as a whole should be kept out or only particular individuals within the company. In case of division, the Board will vote. In that case, to admit a member at least 3/4 of the Board members must vote in favour.
- E. The Secretariat will decide whether to take above-mentioned actions at the normal Board meetings or to have a Board decision in writing without a meeting.

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POSITION : BOARD OF DIRECTORS

REPORTS TO : GENERAL ASSEMBLY

REPORT BY : CHAIRMAN, SECRETARY, TREASURER, VICE-CHAIRMAN

RIGHTS & RESPONSIBILITIES

1. To be elected from the members of the Council who are appointed by the General Assembly.
2. Board members shall serve for two years from election, but shall be entitled to be re-appointed to the Board of Directors by the General Assembly.
3. Board members should attend, or be represented by a full employee of their company, at least one Board meeting during their period of election of 2 years in order to be able to be re-elected as Board members.
4. To choose the Chairman, Vice-Chairman (who must be from a different region than the Chairman), Treasurer, Secretary, Executive Committee and the Executive Director. Regions should be understood as America (North, Central and South), Europe (West and East) and the Rest of the World (Africa, Asia – Turkey included- and Australia).
5. To appoint the Senators and Ambassadors who will be ratified by the General Assembly.
6. To appoint five members of the Executive Committee, including the Chairman and Vice-Chairman, to be distributed equally according to their functioning regions. The Board of Directors may add up to 5 additional persons if it so decides according to the regions established in article 3 of the bylaws. The Executive Director will be a non-voting member of the Executive Committee.
7. To determine the date and agenda of the General Assembly and to give written notice to each member of the Council.
8. To determine the place to celebrate the INC Congresses as per the proposals received from the Executive Committee.
9. To determine the recipients of the Golden Nut Award, according to the criteria (see next page).
10. To help the Executive Committee organize and develop all activities of the Council approved by the General Assembly.

11. To request the approval of the financial accounts and the budget at the General Assembly.
12. To admit, suspend or remove the members of the Council as provided in the present bylaws.
13. To meet at least once a year, if not required to the contrary by at least one third of the members of the Board of Directors. If the Chairman requires, additional Board meetings can also be held via conference call, video-conference and/or written confirmations of the Board members. In case of only written confirmations, decisions have to be accepted by all Board members.
14. Board members are entitled to attend the Executive Committee meetings as observers.
15. Board members are entitled to receive an INC golden pin.
16. To interpret the bylaws and any internal rules made thereunder.
17. The Board of Directors will ensure that the Council achieves the objectives set by the General Assembly while operating within the scope of its bylaws, even those not specifically stated therein.
18. Board members can be awarded a plaque, medal or award as recognition for their services, when they leave the post.

THE ELECTION SYSTEM OF THE BOARD MEMBERS

According to the INC bylaws, article 20, any INC member wishing to include proposals for the agenda of a General Assembly, whether Ordinary or Extraordinary, must be supported by 15 per cent of the members of the Council provided that such proposals have been presented in writing to the INC Secretariat and have received a confirmation back, at least two days before the date specified for the General Assembly.

Those members wishing to nominate a Board member at the General Assembly have to make a written nomination with the signatures of 15 per cent of the total membership.

Otherwise the Executive Committee will work as the Nominating Committee for Board members, subject to the approval of the Board.

CRITERIA TO DELIVER THE “GOLDEN NUT AWARD”

Types of awardees: There are 3 categories of awardees as follows:

1. **HONORARY:** To recognize a governmental or non-governmental organization (NGO) dignitary who has either contributed to the industry or may be able to influence others to assist the tree nut industry. This award will be targeted to gain favorable publicity, governmental grants, duty reductions, etc.
2. **CORPORATE:** To recognize a company which has made a significant contribution to the tree nut industry. The company must be a truly outstanding example of production and marketing of tree nuts.
3. **INDIVIDUAL:** To recognize an individual who has clearly made a significant contribution to the tree nut industry (not just his own company) over a period of years.

Recommendations of candidates: Will be given in writing to the Executive Committee through the Executive Director by Board Members, Senators, Executive Director, Members and Congress Chairman.

Steps to follow for the election: The Executive Committee will go through all the alternatives and will present its decision to the Board. The Board will decide by a majority vote.

Timing: At least 60 days before the General Assembly.

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POSITION : CHAIRMAN

REPORTS TO : THE EXECUTIVE COMMITTEE, BOARD OF DIRECTORS, GENERAL ASSEMBLY

REPORT BY : VICE-CHAIRMAN, EXECUTIVE DIRECTOR, TREASURER, GENERAL SECRETARY, SUB-COMMITTEES CHAIRMEN

RIGHTS & RESPONSIBILITIES

1. To be elected by the Board of Directors. His mandate may not exceed two continuous terms of two years each in office.
2. To represent the Council before all authorities, courts, public, and private organizations.
3. To summon the Executive Committee and the Board of Directors, and to act as Chairman at all such meetings.
4. To give each member of the Executive Committee or Board of Directors at least fourteen days prior written notice of the meeting of the Executive Committee and/or Board of Directors including the proposed agenda.
5. To review the minutes of all such meetings and to supervise the execution of the decisions approved in the minutes.
6. To execute contracts on behalf of the Council and to authorize third parties to act on behalf of the Council.
7. To serve as member of the magazine editorial review committee and the congresses committee, and any other committees which the Executive Committee decides on.
8. To have signature right at financial institutions along with the Treasurer or the Executive Director.
9. To appoint Sub-Committees Chairmen, who will be ratified by the Executive Committee. Sub-Committee Chairmen must be members of the Board of Directors, Senators or Ambassadors.

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POSITION : VICE-CHAIRMAN

REPORTS TO : CHAIRMAN

REPORT BY : EXECUTIVE DIRECTOR, TREASURER, SECRETARY

RIGHTS & RESPONSIBILITIES

1. To be elected by the Board of Directors. The Vice-Chairman must be from a different region than the Chairman.
2. Although not mandatory, it is a tradition that the Vice-Chairman (if chosen again to a new Board by the General Assembly and accepted by new Board members) will be chosen Chairman at the end of the current Chairman's term.
3. To perform all functions of the Chairman in his absence, illness or other justified cause as authorized by the Executive Committee or the Chairman.
4. To assist the Chairman in carrying out his activities.

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POSITION : TREASURER

REPORTS TO : CHAIRMAN

REPORT BY : EXECUTIVE DIRECTOR

RIGHTS & RESPONSIBILITIES

1. To be elected by the Board of Directors.
2. To arrange for the accounts of the Council to be audited.
3. To prepare and check the budget along with the Executive Director to be approved by the Executive Committee.
4. To present accounting reports to the Board meetings.
5. To represent the INC in administrative issues along with the Executive Director.
6. To have signature right at financial institutions along with the Chairman or the Executive Director.

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POSITION : GENERAL SECRETARY
REPORTS TO : CHAIRMAN OF THE BOARD
REPORT BY : EXECUTIVE DIRECTOR

RIGHTS & RESPONSIBILITIES

1. To be elected by the Board of Directors.
2. To prepare the agenda of the Board of Directors and the General Assembly meetings closely with the Executive Director and to get the approval of the Chairman.
3. To work closely with the Executive Director to note the minutes of the General Assembly and Board of Directors meetings and present them to the Chairman.

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POSITION : EXECUTIVE COMMITTEE

REPORTS TO : THE BOARD OF DIRECTORS

**REPORT BY : CHAIRMAN, CHAIRMAN OF SUB-COMMITTEES, EXECUTIVE
DIRECTOR**

RIGHTS & RESPONSIBILITIES

1. 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 document no. 02-02. However, the Board of Directors may add up to 5 additional persons if it so decides, according to the regions established in article 3 of the bylaws. The Executive Director will also be part of the Executive Committee but without the right to vote.
2. To assist the Chairman on all requested matters.
3. To perform the activities delegated by the Board of Directors.
4. To approve the chairman's candidates for sub-committees' Chairmen.
5. To approve the members of the sub-committees recommended by the Chairman of these committees according to the bylaws.
6. To meet at least twice a year when required to do so by the Chairman. The Chairman will give at least fourteen days prior written notice of the meeting including the proposed agenda. All members of the Board of Directors are entitled to attend the Executive Committee meetings.
7. To approve the budget prepared by the Executive Director and the Treasurer.

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POSITION : SUB-COMMITTEES' CHAIRMEN

REPORTS TO : EXECUTIVE COMMITTEE THROUGH EXECUTIVE DIRECTOR

REPORT BY : COMMITTEE MEMBERS

RIGHTS & RESPONSIBILITIES

1. Magazine editorial review committee

- 1.1. Formed by 3 members: the Chairman, the Editor and the Executive Director.
- 1.2. It will give strategic direction to the magazine content to ensure the objectives of The Cracker magazine and INC are being achieved.
- 1.3. To collect and print trade statistics about tree nut production and consumption worldwide from the Secretariat.
- 1.4. To collect sufficient advertisements for the magazine.

2. Membership and Ambassadors' Committee

- 2.1. It will be formed by the Ambassadors and the Executive Director, or an assistant of the Executive Director.
- 2.2. It will comprise issues related to new members, fees & dues and the Golden Nut Award
- 2.3. To have a proactive attitude in order to motivate and incorporate new members in more countries and for all tree nuts, with the help of the Ambassadors.
- 2.4. To establish the best relations with all tree nut boards, the officials of the different countries and all industries using tree nuts.
- 2.5. Ambassadors must follow the guidelines of the "Ambassadors' rights, duties and responsibilities".

3. Congress Committee

- 3.1. Formed by the INC Chairman, Congress Chairman and the Executive Director.

3.2. It will take care of the local selection, assist the local host, review the budget, and working groups.

3.3. The minimum profit and target established for Congresses is as follows:

Congresses: 300.000 EUR minimum → 500.000 EUR target

4. Scientific and Government Affairs' Committee

4.1. Formed by at least 5 persons chosen by the Chairman of the Committee and approved by the Board of Directors.

4.2. It will deal with issues regarding scientific research on technical issues such as aflatoxins, ocratoxins, micotoxins, acrilimyd, etc.

4.3. To monitor technical issues related to governmental regulatory agencies, customs, duties, trade barriers, uniform global quality standards, testing procedures, food safety, shipping and transportation.

4.4. To monitor EU, WHO, UNECE, CODEX, USDA and other government activities of other countries affecting the nut industry and to inform the Secretariat and the Executive Committee accordingly.

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POSITION : EXECUTIVE DIRECTOR

**REPORTS TO : CHAIRMAN & BOARD OF DIRECTORS THROUGH EXECUTIVE
COMMITTEE**

REPORT BY : SUB-COMMITTEES' CHAIRMEN, STAFF OF INC

RIGHTS & RESPONSIBILITIES

Preview: As the chief executive of INC, to ensure the written objectives of INC are achieved and to manage the office in Reus, Spain.

Qualifications: This position requires an extraordinary ability to communicate and interact with businessmen and other professionals from numerous countries. International experience is essential, fluent English is required and other languages are desirable. It requires completely neutral and unbiased dedication to the interests of the worldwide tree nut industry. Excellent computer skills and basic accounting knowledge is necessary. Experience in non-profit associations and/or administering industry or government programs are highly desirable. Supervision and negotiating skills required. International travel is required.

1. Communications / Relationships / Administration

- 1.1. Ensure that INC operates within the scope of its bylaws including the necessary elections and annual meeting requirement.
- 1.2. Supervise INC staff, including hiring and dismissal. Recommend to Executive Committee salary changes and other terms of employment.
- 1.3. Submit monthly report of the Secretariat's activities to the Executive Committee.
- 1.4. Communicate with and follow up on the various committees and their activities by working closely with the Committee Chairmen.
- 1.5. Maintain a current member's list with updated information for members only.
- 1.6. To have signature right at financial institutes along with the Chairman or Treasurer, for amounts above EUR 5,000. For smaller amounts only the Executive Director's signature is enough.

2. Meetings / Congresses

- 2.1. With the Chairman's and the Chairmen of sub-committees' inputs, to plan and set up the meetings necessary to accomplish their objectives including agendas, supporting papers and minutes.
- 2.2. Be an active member of the Congress Committee.
- 2.3. Ensure Working Groups' Chairmen are informed of their responsibility and that those presentations are properly prepared.
- 2.4. Make a final financial report versus budget of the congresses.

3. The Cracker

- 3.1. Liaise with the editor and The Cracker committee to ensure magazine is representative of the audience and membership.
- 3.2. Contact and sell advertising and deal with the advertisers to renew their ads; possible changes, space in the magazine, and placement; proofread and review all ads for correctness before printing.
- 3.3. Ensure accuracy of latest worldwide statistics for each issue of The Cracker.
- 3.4. Review The Cracker mailing list annually for correctness.
- 3.5. Pay all invoices and maintain The Cracker's financial accounts for revenue/expenses.

4. Accounting & Financial Management

- 4.1. Prepare annual budget and record income/expense monthly versus budget.
- 4.2. Prepare balance sheet.
- 4.3. Pay all invoices, including The Cracker's, if they are within the budgeted guidelines.
- 4.4. Ensure accounting system is managed with proper accounts, and details are presented to the appropriate Committee. Manage bank accounts.
- 4.5. Review with Auditor and Treasurer.

5. Executive Committee and Board Meetings

- 5.1. Work closely with Chairman to set up an agenda and send it in time to all participants.
- 5.2. Work closely with Chairman and General Secretary of the Board to wrap up the decisions of the Executive Committee and Board, write, get signatures and file properly.
- 5.3. To distribute the minutes of the meeting which will be supplied by Secretary to the participants after the approval of the Chairman.
- 5.4. To perform any other duty that the Chairman shall request.

6. Data base and web site

- 6.1. Ensure that the INC web site and database is maintained with updated and accurate material.
- 6.2. Ensure that the web site is interactive and state of the art.

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POSITION : SENATORS

REPORTS TO : BOARD OF DIRECTORS

REPORT BY : EXECUTIVE DIRECTOR

RIGHTS & RESPONSIBILITIES

1. Senators are those that perform or have performed exceptional services toward achieving the aims of the Council.
2. To be appointed for life by the Board of Directors and ratified by the General Assembly.
3. Senators are entitled to attend the Board of Directors' meeting in which they have the right to speak but not the right to vote.
4. Senators, if not already Board members, are entitled to receive an INC golden pin.

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POSITION : AMBASSADORS

**REPORTS TO : BOARD OF DIRECTORS THROUGH MEMBERSHIP SUB-COMMITTEE
CHAIRMAN**

REPORT BY : EXECUTIVE DIRECTOR

RIGHTS & RESPONSIBILITIES

1. To be appointed by the Board of Directors and ratified by the General Assembly.
2. The INC Chairman, the Chairman of the Membership and Ambassadors Committee, and the Executive Director are entitled to revise the Ambassadors list and change it as convenient.
3. Ambassadors are the local representatives of the Council and its subsidiary organizations and committees in their country.
4. Ambassadors should actively seek new members from their region to join the INC.
5. To check whether a new candidate member enjoys a good reputation in his country and if he complies with the description given for members in the INC bylaws, art. 4.
6. To act as "membership monitor" for problem solving with members and maintain updates and changes with regard to membership.
7. To present an annual report to the Chairman of its Sub-committee about their achievements and activity.
8. The Ambassadors are entitled to get an INC silver pin.

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POSITION : ADVISORY COMMITTEE

REPORTS TO : GENERAL ASSEMBLY

REPORT BY : MEMBERS OF THE COMMITTEE

RIGHTS & RESPONSIBILITIES

1. This Committee is formed by the past Presidents/Chairmen, who are automatically life-long members of this Committee
2. To call for a General Assembly through the Executive Director if they think that INC leaders are not acting within the framework of the INC statutes or mission statement.
3. To present a short report to the INC members in the annual General Assembly. The presentation has to be done by a person whom the members of this Committee elect.
4. The members of this Committee who do not have any other post on the INC Board should be able to attend the INC yearly congresses for free.

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POSITION : OBSERVERS

REPORTS TO : GENERAL ASSEMBLY

REPORT BY : CHAIRMAN, SECRETARY, TREASURER, VICE-CHAIRMAN

RIGHTS & RESPONSIBILITIES

1. To be elected from the members of the Council, who will be appointed by the General Assembly.
2. Observers shall serve for two years from election, but shall be entitled to be re-appointed as Observers or as members of the Board of Directors by the General Assembly.
3. Observers are entitled to attend the Board of Directors' meeting in which they have the right to speak but not the right to vote.
4. Observer members are entitled to receive an INC golden pin.

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POSITION : STAFF

REPORT TO : EXECUTIVE DIRECTOR

REPORT BY : --

RIGHTS & RESPONSIBILITIES

1. To be fluent in English. Other languages are desirable.
2. To travel nationally or internationally whenever it is requested.
3. To be responsible for the work assigned by the Executive Director and to report accordingly.
4. To perform any duty the Executive Director shall request.

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