

## **ARTICLES OF THE** **SHOWCO - ASSOCIATION**

### **TITLE I – INCORPORATION, SEAT, SCOPE**

#### **ART. 1 – INCORPORATION AND NAME**

The International Association of enterprises working in the poultry industry has been established on 30.09.2008 as Showco Association.

The Association, with legal seat in Padova, Italy may join European and International Fairs and Exhibitions.

#### **ART. 2 – SCOPE**

The Association aims to achieve, in compliance with the laws presently in force, the following scope:

- Promote the efficiency of the exhibitions and fairs in the poultry industry at an European and international level;
- Inform and advise the members on the poultry industry on the initiatives take by the organisers in the field of fairs and exhibitions;
- Organize discussions and meetings about general subjects in this field;
- Promotion and enforcement of a **Global Exhibition Plan** for the poultry industry. It stipulates a replaying rhythm of 2 years for **International Leading-exhibitions** for the poultry industry.

Therefore the **Global Exhibition Plan** provides a maximum of 3 international leading-exhibitions per year, distributed around the world.

To implement the **Global Exhibition Plan** both options are possible, either the participation on already established fairs, or the organization of trade fairs by our Association.

The Association does not have any commercial nature, it is a non-profit organisation, it is a-political and it pursues its scope keeping its autonomy.

### **ART. 3 – EXHIBITION- POLICY OF THE ASSOCIATION**

The fairs of the poultry industry ( same as the trade fairs in other industries ) suffer for years in a loss of professional visitors. ( f.i. : Utrecht, Hanover, Atlanta ).  
The main reason is a growing fragmentation of the exhibition- landscape.  
The companies – especially the smaller ones – are no longer able to serve all the fairs.

This makes the exhibitions for professional visitors unattractive, since they are not transparent and not complete. The quality of the exhibitions decline.

For the companies the exhibition-costs per visitor increases because of the visitor's reduction. At the same time companies are not able to develop seriously new products because of the permanently growing but each time more fragmented exhibition branch. ( Less and less time between shows ). The result is stagnation of the technical progress.

As a way out of this dilemma the Association believes in her concept for a **Global Exhibition Plan**.

Aims of this Global Exhibition Plan are to go for a commercially acceptable frequency of globally well balanced and appropriated system of **High- Quality- Fairs**.

The Association strongly recommends to her member-companies the participation on the High- Quality- Fairs according to the Global Exhibition Plan, to enable the Association to promote these fairs as **“Exhibitions with the Complete Product Offer”**.

The Association will also try to negotiate with fair- organisers to achieve for her members - in case wanted- a block-placement on the shows and better finance- and service- conditions for the participants.

Even though the Association strongly recommends the participation on the High- Quality- Fairs according to the Global Exhibition Plan, - this is not legally binding for her member-companies.

The member-companies are free to participate in national fairs not included in the Global Exhibition Plan.

## **TITLE II – MEMBERS**

### **ART. 4 – ELIGIBILITY AND MEMBERSHIP**

All companies working in the poultry industry can become active members.

In case of applications for membership following the incorporation of the Association, the Committee shall resolve.

The admission of new members takes place upon a regular application signed by the legal representative including the declaration of acceptance of the rules and obligations provided for by the By-laws

The Association relationship shall be considered established at the date of acceptance of the application for membership.

The membership lasts 2 (two ) years and later it shall be considered tacitly renewed year after year. The membership may be cancelled with an advance notice to be sent within the 30 (thirtieth) of June of each year with registered letter with advice of receipt; as for the payment of the fees, the cancellation shall be valid starting from January 1<sup>st</sup>, of the following year.

#### **ART. 5 – RIGHTS AND OBLIGATIONS**

The members shall have the right to receive representation and service performances offered by the Association as well as the active and passive voting rights in the governing bodies.

The membership to the Association implies the obligation to comply with these By-laws.

The members shall carry out their activities according to the principles of professional and entrepreneurial deontology .

#### **ART. 6 – FEES**

The Association is financed by the yearly fees of the members. The amounts are determined by the Association according to the rules agreed in the annual meeting that needs to take place not later than September 30<sup>st</sup> of the current year.

With the same yearly fees resolution, the Association determines the payment of the fees and verifies and updates the criteria of assortment, collection and distribution of the fees themselves.

#### **ART. 7 – PENALTIES**

The following penalties shall be applied to those members who do not comply with the obligations of these By-laws:

- a) suspension of the right to take part to the Meeting;
- b) suspension of the active and passive voting rights;
- c) expulsion in case of repeated payments in arrears or in case of other serious non compliant of the obligations provided for by these By-laws

The penalties are decided by the Executive Committee.

## **TITLE III – ORGANIZATION OF THE ASSOCIATION**

### **ART. 8 – BODIES**

The Association bodies are the following:

- a) Meeting;
- b) Executive Committee;
- c) President;
- d) Vice President(s);
- e) Director (without voting right, not necessary to be a member).

### **ART. 9 – MEETING**

The Meeting consists of the members delegates. The Members may be represented with written delegation by another member with voting right. Each member has one vote

The members, who are not up-to-date with the payment of the fees, shall not take part in the Meeting.

### **ART. 10 – MEETINGS AND CONVENING OF THE MEETING**

The Meeting takes place:

- a) ordinarily at least once a year, not later than 12 (twelve) months after the end of each fiscal year;
- b) extraordinarily each time the Executive Committee considers it necessary or in case it is required by members corresponding to at least 1/3 (one third) of the total number of votes, or in case it is required by the Board of Auditors , limitedly to matters concerning the exercise of there functions.

The request shall be in writing to the President and it shall list all the matters to be included in the agenda. In case the request complies with the requirements, the convening of the meeting shall be made within and not beyond thirty days after the date of receipt of the request itself.

The Meeting both ordinary and extraordinary is convened by the President; in case of his absence of impediment, by the oldest Vice President. Information should be send to the members by fax or by email at least 21 (twenty-one) days before the date of the meeting.

In case of urgency, the advance notice may be reduced by the President to 7 (seven) days.

The subjects of the agenda and the date, time and place of the meeting shall be reported in the notice.

## **ART. 11 – ESTABLISHMENT AND RESOLUTIONS OF THE MEETING**

The Meeting is validly constituted on first calling with at least 1/5 (one fifth) of the votes due to all members. On second calling, the Meeting is validly constituted with whatever number of the people present, except for what is provided for in the following articles 23 (twenty-three) and 24 (twenty-four).

The resolutions are passed according to the majority of the votes present, including the members not present but that have passed their voting rights, except for those resolutions for which these By-laws require a qualified quorum.

The voting systems are decided by who chairs the Meeting, but as for the appointment and the resolutions relevant to persons, the secret ballot is adopted, upon prior appointment of two scrutinizers.

The resolutions of the Meeting passed in compliance with these By-laws, are binding for all members, including the ones not participating or dissenting, except the exercise of the right of withdrawal.

The Meeting is chaired by the President; in case of his absence or impediment, by the oldest Vice President.

The resolutions of the Meeting are verified by means of written minutes signed by the chairing person and by the Director. The Director of the Association acts as secretary, or in case he is absent, a person designated by the Meeting.

## **ART. 12 – RESPONSIBILITIES OF THE MEETING**

In compliance with the provisions of the relevant articles the Meeting shall:

- a) appoint the President;
- b) appoint the Vice President(s);
- c) appoint the selected members of the Executive Committee;
- d) decide the general directives of the Association activity and examine any matter relevant to the SCOPE of the same;
- e) approve the final balance sheet;
- f) approve the fees;
- g) amend these By-laws;
- h) wind-up the Association and appoint one or more liquidators.

## **ART. 13 – EXECUTIVE COMMITTEE**

The following persons belong to the Executive Committee by full right:

- a) the President;
- b) the Vice President(s);
- c) the Director (without voting rights );
- d) from a minimum of 2 (two) to a max. of 4 (four) delegate members elected by the ordinary Meeting of the even-numbered years with determination of the number;

- e) 1 (one) delegate member appointed by the President among persons that are particularly meaningful to service the needs of the Association.

Besides, for the purposes of the delegated member's election (see letter "d") the Director prepares a list of nominees in a number exceeding the seats and submits it to the Meeting for the vote.

Each member shall be entitled to add additional names to the list during the Meeting.

The delegated members of the Executive Committee hold office for two years and their terms in office expires on occasion of the Ordinary Meeting of the even-numbered years. The delegated members may be re-elected.

In case during the two-year office period, the delegated members elected by the Meeting are missing, they are substituted upon proposal of the President, and they hold office until the expiry of the running office period for delegated members.

#### **ART. 14 – MEETINGS OF THE EXECUTIVE COMMITTEE**

The Executive Committee ordinarily meets at least once every 4 (four) months and any time the President considers it proper or in case at least 1/3 (one third) of the Executive Committee requires it.

Meetings may take place in person or by using telecom- services.

The Committee is convened by the President; in case of his absence or impediment, by the oldest Vice President by fax or email at least 21 (twenty-one) days before the date of the meeting. In case of urgency, the term may be reduced to at least 7 (seven) days before the meeting.

The notice convening the meeting shall report the indication of the place, of the date and of the time of the meeting and the agenda.

The Committee is validly constituted when at least 1/3 (one third) of the Executive Committee holding office are present.

The resolutions are passed according to the majority of those present, without considering the absent ones; in the event of parity, the vote of the chairing person shall prevail.

The voting systems are established by the chairing person, but as for the appointment and the resolutions relevant to persons, the secret ballot shall be adopted, upon prior appointment of two scrutinizers.

The Committee is chaired by the President; in case of his absence or impediment, by the oldest Vice President.

Those members who, without reason, during the solar year, did not take part to at least half of the called meetings fall from the office; the same ones may not be immediately re-elected until the expiry of this mandate.

The President shall evaluate and submit to the Committee any exception duly motivated.

The resolutions of the Committee are verified by means of the minutes signed by the person chairing it and by the secretary. The Director of the Association acts as a secretary or, in his absence, a person appointed by the Committee.

## **ART. 15 – RESPONSIBILITIES OF THE EXECUTIVE COMMITTEE**

The Executive Committee shall:

- a) resolve on the members' general matters following the directives of the Meeting;
- b) promote and actuate what is necessary or useful for achieving the objectives of the Association;
- c) propose the President;
- d) propose to the Meeting the amount of fees to be paid by the associated companies;
- e) resolve as regards the actions of extraordinary management;
- f) approve the project of final balance sheet;
- g) in case it considers it necessary, to convene an ordinary or extraordinary Meeting with the procedures provided for by the previous article;
- h) approve the application for membership to the Association;
- i) apply the penalties;
- j) appoint and wind-up Commissions, Working groups and Technical Committees for certain objectives and works;
- k) determine all details of the finance management of the Association including the appointment of a different domicile for the book keeping and the secretary offices;
- l) appoint the Association representatives in the external representation seats where the same is called to participate;
- m) resolve and confer the power of attorney to establish or take part to Associations, Foundations, Public and Private Institutions - including the specialized institutions -, Consortia, Companies, Bodies, domestic, community and international organizations;
- n) exercise any other duties provided for by these By-laws and, generally, promote and implement everything else is considered useful for achieving the objectives of the Association.

## **ART. 16 – PRESIDENT**

The President is elected by a secret ballot during the ordinary Meeting of the odd-numbered years upon the Executive Committee's proposal,

Three months before the expiry of the President in office, the Executive Committee should produce a list of possible candidates for the position of President, to submit to the Meeting

The President holds office for two years and this office expires on occasion of the ordinary Meeting of the odd-numbered years.

He may be re-elected for more than two-year periods following.

The President has, to all purposes, the legal representation of the Association towards third parties and before the court, and he has the faculty to act and to resist before the

court by appointing lawyers and attorneys. He fulfils all other functions provided for by these By-laws.

He enforces the resolutions of the Meeting and the Executive Committee, he coordinates the activity of the Association, and he is in charge of its ordinary administration and of the surveillance on the trend of its activities.

The President may delegate to the Vice Presidents, jointly or severally, some of his duties.

In case of his absence or impediment, the President is substituted by the oldest Vice President. The signature of the Vice President proves the absence or the impediment of the President.

In case the President is missing, the Meeting for a new election shall be convened within six months and the elected President shall hold office until the expiry of the term of such office in the ordinary Meeting.

### **ART. 17 – VICE PRESIDENT(S)**

The Vice President(s) are elected by a secret ballot, upon the President's suggestion, by the ordinary Meeting of the odd-numbered years.

The number varies according to the delegations that the President of the Association intends to confer for the achievement of this program of activities and in order to suitably represent all members.

The oldest Vice President substitutes the President in case of his absence or impediment.

The Vice President(s) cooperate with the President in the implementation of the program of activities and in the management of the Association.

The Vice Presidents hold office for two years and they cease to hold office together with the President; in case of termination for a reason other than the expiry, they cease to hold office when the new President is elected. They may be re-elected.

In case they are missing during the office period, they are substituted upon proposal of the President, and they hold office until the expiry of the President.

### **ART. 18 – BOARD OF AUDITORS**

The ordinary meeting of the even-numbered years elect, by secret ballot, a Committee of 2 (two) regular Auditors, out of the members of the Association.

The members of the Board of Auditors hold office for four years and they cease to hold office on occasion of the ordinary Meeting of the even-numbered years and they may be re-elected without limits of mandate.

The Board of Auditors supervises the economic and financial management and it reports one time per year to the Meeting with a report on the final balance sheet.

In the event that, for whatever reason, an Auditor is missing, the alternate auditor takes the place of the regular auditor according to the number of obtained votes; in case of parity, the oldest one is elected.

#### **ART. 19 – GENERAL PROVISIONS ON THE OFFICES**

The representatives of companies are the owner or the legal representatives. (President, Director, General Manager).

The offices held for a period of time exceeding half of the mandate itself are considered held for the entire duration of the mandate.

#### **ART. 20 – DIRECTOR**

The Director is appointed and revoked by the Executive Committee on the President's proposal.

The Director helps the President in complying with his instructions.

He supervises all the duties and services of the Association.

He takes part, without a right of voting, to the Meeting and to the reunions of the Association bodies to which he proposes what he deems useful for the achievement of the statutory objectives and to grant the necessary coordination of the activities of the Association itself.

### **TITLE IV – MUTUAL FUND AND FINAL BALANCE SHEET**

#### **ART. 21 – MUTUAL FUND**

The mutual fund of the Association consists of:

- a) membership fees;
- b) operating surplus of the yearly management;
- c) equity and property investments;
- d) interests receivable and other proprietary annuities;
- e) sums and properties donated to the Association by whomever on whatever account.

The mutual fund supports the expenses for the management of the Association.

The mutual fund is indivisible for all the duration of the Association and therefore the members who, for whatever reasons, are not more members before its winding-up, may not claim for it and asks for the distribution of share value on the fund itself.

In each case, during the period of validity of the Association, profits or operating surplus, as well as funds, allocations or corporate capital, if any, may be distributed to the members, on the Executive Committees proposal.

#### **ART. 22 – CORPORATE YEAR AND BALANCE SHEETS**

The corporate year starts from January 1<sup>st</sup> to December 31<sup>st</sup> of each year.

Within the first quarter the budget shall be drawn up and the final balance sheet shall be drawn up at December 31<sup>st</sup>, and this shall be submitted to the Meeting together with the report of the Board of Auditors.

In each case, the balance sheets shall be submitted to the Board of Auditors at least twenty days before the date fixed for the Meeting.

### **TITLE V – AMENDMENTS TO THE BY-LAWS AND WINDING-UP OF THE ASSOCIATION**

#### **ART. 23 – AMENDMENTS TO THE BY-LAWS**

The amendments to the by-laws are resolved by the Meeting with a quorum of at least 2/3 (two third) of the votes of the present members.

The members who, during the election or the referendum, objected the amendments adopted, shall be entitled to withdraw and they shall notify this in writing by means of a registered letter with advice of receipt within thirty days after the reporting of the amendments themselves.

As regards the payment of the fees, the withdraw is valid starting from January 1<sup>st</sup>, of the following year.

#### **ART. 24 – WINDING-UP**

In case the winding-up of the Association is required by a number of members representing not less than 1/3 (one third) of all members, a special Meeting shall be called in order to decide on this matter.

This Meeting, to be called with registered letter, shall validly decide - both on first and second calling - with the favourable vote of members, representing at least 2/3 (two third) of all members present.

The Meeting appoints one or more liquidators, it decides their powers and establishes their fees as well as the allocation of the residual assets.

Such residual assets, if any, may be allocated only to other organizations having similar objectives or to the purposes of public utility, after the approval of the control body provided for by the law.

### **ART. 25 – GOVERNING LAW**

This association is governed by Italian law.

Düsseldorf, 30 Sep. 08

#### List of companies attending:

Big Dutchman International GmbH,  
Represented by Andreas Böske \_\_\_\_\_ signed \_\_\_\_\_

Facco,  
Represented by Massimo Finco \_\_\_\_\_ signed \_\_\_\_\_

Farmer Automatic,  
Josef Kühlmann GmbH & Co. KG,  
Represented by Jens Rudolph \_\_\_\_\_ signed \_\_\_\_\_

Hato B.V.,  
Represented by Paul Obers \_\_\_\_\_ signed \_\_\_\_\_

Hellmann Poultry,  
Represented by Marzellus Hellmann \_\_\_\_\_ signed \_\_\_\_\_

Impex,  
Represented by Richard Wentzel \_\_\_\_\_ signed \_\_\_\_\_

Jansen Poultry Equipment,  
Represented by Mari van Gruijthuijsen \_\_\_\_\_ signed \_\_\_\_\_

Lohmann Tierzucht,  
Represented by Hans-Friedirch Finck \_\_\_\_\_ signed \_\_\_\_\_

Lubing Maschinenfabrik,  
Represented by Marcus von der Assen \_\_\_\_\_ signed \_\_\_\_\_

Moba B.V.,  
Represented by Paul de Schouwer \_\_\_\_\_ signed \_\_\_\_\_

Salmet,  
Represented by Norbert Brechters \_\_\_\_\_ signed \_\_\_\_\_

Sanovo Staalkat Group  
c/o Sanovo Engineering A/S,  
Represented by Søren Ring \_\_\_\_\_ signed \_\_\_\_\_

Ska S.p.A.,  
Represented by Ruggero Segalla \_\_\_\_\_ signed \_\_\_\_\_

Skov A/S,  
Represented by Stig Veis Jørgensen \_\_\_\_\_ signed \_\_\_\_\_

Specht/Ten Elsen,  
Represented by Johannes Ten Elsen \_\_\_\_\_ signed \_\_\_\_\_

Meller Anlagenbau GmbH,  
Represented by Werner Solcher \_\_\_\_\_ signed \_\_\_\_\_