

## **Minutes of the Foundation Meeting of the Showco Association**

Date: September, 30<sup>st</sup> 2008

Location: Maritim Hotel, Maritim-Platz 1, 40474 Düsseldorf, Germany

Participants:

Bernd Meerpohl	Big Dutchman
Andreas Böske	Big Dutchman
Massimo Finco	Facco
Jens Rudolph	Farmer Automatic, Josef Kühlmann GmbH & Co. KG
Lutz Cramer	Farmer Automatic, Josef Kühlmann GmbH & Co. KG
Paul Obers	Hato B.V
Marzellus Hellmann	Hellmann Poultry
Wilfred Folkeringa	Hendrix Genetics B. V
Richard Wentzel	Impex
Mari van Gruijthuijsen	Jansen Poultry Equipment
Dr.Hans-Friedirch Finck	Lohmann Tierzucht
Marcus von der Assen	Lubing Maschinenfabrik
Paul de Schouwer	Moba B.V.
Paul Buisman	Moba B.V.
Norbert Brechters	Salmet
Søren Ring	Sanovo Staalkat Group,c/o Sanovo Engineering A/S
Ruggero Segalla	SKA S.p.A
Stig Veis Jørgensen	Skov A/S
Johannes Ten Elsen	Specht/Ten Elsen
Andrea Buscherini	Valli
Dan Roumen	Voestermanns Ventilation B.V.
Werner Solcher	Meller Anlagenbau GmbH
Dr. Alessio Vianello	MDA, Avvocati Associati d' Impresa
Klaus Fahlbusch	Secretary

### **FOUNDATION OF THE SHOWCO ASSOCIATION**

1)

Mr. Bernd Meerpohl opened the meeting at 8:30h and welcomed all participants. Afterwards, Mr. Wilfred Folkeringa was asked to chair the meeting.

2)

Mr. W. Folkeringa thanked Mr. B. Meerpohl for the dinner sponsored by Big Dutchman the evening before. Then he asked for any remarks or comments regarding the minutes of the Venice-meeting. No remarks or comments were noted from the participants.

3)

Mr. W. Folkeringa reported on the activities of the Working Committee and thanked Dr. Alessio Vianello for his support and for his participation today.

4)

Mr. Klaus Fahlbusch gave a short explanation of the present version of the By-laws, which have been forwarded to the Showco-members together with the invitation to the Düsseldorf-meeting.

He focused the attention especially on the articles 2 and 3 which incorporate the argumentation of the European Commission in their earlier decisions regarding the Antitrust

laws. The Working Committee had asked the Deutsches Bundeskartellamt (German Antitrust Authorities) in Bonn for a comment on the present By-laws. These also had been received and covered two remarks. The first remark refers to Art.3, last sentence, and asks for a more clear definition of the fact that our members are free to participate in shows not included in the Global Exhibition Plan. The second remark was based on a misunderstanding of our By-laws. The Deutsches Bundeskartellamt assumed that our Association wanted to become the organizer of the shows according to the Global Exhibition Plan, but this is not our intention.

After discussion and a few modifications, the By-laws were accepted by all participants of the meeting.

5)

Mr.Søren Ring reminded the participants that there has been consensus on earlier discussions, to give Showco a legal structure and a face in order to work on and obtain our goals. To do so the organization was in need of an external, independent and professional person to represent Showco and to work for its targets (gain new members and negotiations with exhibition organizers on behalf of Showco). In the By-laws, this position is defined as the position of the Director. To be able to win from outside a qualified person, the Association must have an adequate yearly budget.

6)

Next point of the agenda was the discussion regarding the contribution proposals which have been prepared by the Working Committee. Mr. W. Folkeringa asked Mr. Ruggero Segalla to explain the different contribution models. The target for the yearly budget of the Association was discussed to be around EURO 50.000.

A Flat-rate-concept was shortly mentioned, but it was disregarded by the meeting. The two other contribution models considered an ascending scale for the fees.

The first model was based on the turnover of the member companies and these different levels would then form the basis for the ascending scale.

For the second model, the size of the exhibition booth forms the basis. This last proposal found the acceptance of the meeting in the following form:

Booth-size	Fee per year
0 - 50 m <sup>2</sup>	500 Euro
50 - 100 m <sup>2</sup>	1.000 Euro
100 - 200 m <sup>2</sup>	2.000 Euro
above 200 m <sup>2</sup>	4.000 Euro

The average of the booth-sizes in Hanover, Utrecht and Atlanta should be considered as the reference size.

For 2008 a partial fee of 25% of the yearly fee should be paid. Details regarding the account will be given later together with the application for payment.

Mr. W. Folkeringa pointed out that an almost stable budget together with an increasing number of members will decrease the fees. In accordance with the By-laws, the fees can be determined every year (see Art.12).

7)

After consensus regarding the By-laws and the fees, the final version of the By-laws was signed by the representatives of 16 companies.

The meeting appointed:

Name of the Association:

Showco Association

Legal seat:

Padova\*, Italy\* \*(Address of the operative office can be different.)

Foundation date:

September, 30<sup>st</sup> 2008

8)

In a concluding comment Dr. A. Vianello pointed out, that in earlier decisions of the European Commission so called “closed periods” played a role. These are periods around exhibitions, in which member companies are not allowed to participate in any other fair. Such “closed periods” are not mentioned in the By-laws of the Showco Association.

Furthermore, he recommended that the Association and its members should adhere strictly to the agreed By-laws.

## **ELECTIONS**

9)

Mr. W. Folkeringa recommended Mr. Søren Ring as President of the Showco-Association. Further proposals were not made.

Mr. S. Ring was elected unanimously as President .

The first office period is tree years.

Mr. S. Ring accepted the election and from here he acted as chairman of the meeting.

10)

Mr. S. Ring recommended Mr. Ruggero Segalla and Mr. Paul de Schouwer as Vice Presidents of the Showco Association. Further proposals were not made.

Mr. R. Segalla was elected unanimously as Vice President.

Mr. P.de Schouwer was elected unanimously as Vice President.

The first office period is tree years.

Both Mr. R. Segalla and Mr. P.de Schouwer accepted the election.

11)

Mr. Massimo Finco and Dr. Hans-Friedirch Finck were proposed as Delegated Members of the Executive Committee. Further proposals were not made.

Mr. M. Finco was elected unanimously as Delegate Member.

Mr. Dr.H-F. Finck was elected unanimously as Delegate Member.

The office period is two years.

Both Mr. M. Finco and Mr. Dr. H-F.Finck accepted the election.

12)

Mr. Andreas Böske and Mr. Markus von der Assen were proposed as Auditors. Further proposals were not made.

Mr. A. Böske was elected unanimously as Auditor.

Mr. M.von der Assen was elected unanimously as Auditor.

The office period is four years.

Both, Mr. A. Böske and Mr. M.von der Assen accepted the election.

## **MISCELLANEOUS**

13)

Mr. M. Finco asked for a more concrete Global Exhibition Plan as soon as possible.

Furthermore, he argued that the Showco Association may evaluate national fairs as f.i.: Barcelona, Zaragossa, Rennes a.s.o.

Dr. Finck described the targets of Showco Association as follows:

(a) Membership campaign;

(b) Concretion of the Global Exhibition Plan;

(c) Public communication.

The proposals were followed by a short discussion regarding the tools for a public communication (Website, Member magazine, etc).

14)

In case the operative office of Showco Association will be in Germany, it should be checked if there are any requirements regarding registration or demands from the fiscal authorities. If so, Dr. Vianello recommends to list them in the foundation minutes.

15)

The organizers of the EuroTier/Hanover and the VIV-Europe/Utrecht should be invited by the Executive Committee to present their concepts and offers for an exhibition in 2010. This presentation should be after the EuroTier 2008 but before the end of the year. Perhaps it can be organized in the way that one organizer presents his offer in the morning and the other in the afternoon on the same day. Showco Association will not make its decision for a recommendation regarding the show in 2010 before this presentation.

16)

Mr. K. Fahlbusch explained that he will continue his cooperation as secretary of the Working Committee until the end of the year. If Showco Association wants to employ him as Director, he asks for an adequate proposal from the Executive Committee. Furthermore, he asks the participants of the meeting for a list of candidates for membership. During the Euro Tier, Mr. K. Fahlbusch will try to win the listed companies for membership (perhaps together with a Showco Association member).

17)

The minutes of the foundation meeting should be distributed not only to the participants of the meeting, but also to companies that earlier have announced their interest for Showco Association.

The participants will receive the minutes together with a copy of the final version of the By-laws. Any other company should receive the minutes and the final By-laws together with an invitation letter for future membership. An application form should also be enclosed.

18)

The next meeting will be held during the EuroTier/Hanover on Thursday, November 13<sup>st</sup>. 2008, 8:00h at the Congress Centre on the showground. Room has to be decided.

19)

End of the meeting on September 30<sup>st</sup>. 2008, 13:30h.



S. Ring / President



Kl. Fahlbusch