



THE CONSUMER GOODS FORUM

STATUTES

JUNE 2016

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CHAPTER I

OBJECT - NAME - INTERNATIONAL HEADQUARTERS - DURATION

Article 1

- Constitution of the Association -

- 1 An Association is hereby established between entities which adhere to the present Statutes, and is governed by the French Law dated 1stJuly1901, together with the additional texts or modifications made thereto, and the present Statutes.

Article 2

- Objectives -

- 2.1 The aims of the Association are as follows:
- a) To optimize the global value chain for consumers and strengthen the performance of the Consumer Goods Industry.
 - b) To promote collaboration on non-competitive matters that support the delivery of better goods and services to consumers in a more efficient and sustainable model.
 - c) To provide a global forum for chief executives and their management representatives to exchange ideas and information on future trends, current techniques and best practices in the industry worldwide.
 - d) To improve professional standards and company performance in the service of the consumer.
 - e) To investigate and compare methods used throughout the world.
 - f) To achieve technical progress and increase productivity.
 - g) To have contacts and relations between companies and organisations of the sector in various countries.
 - h) To organise congresses and other international meetings.
 - i) To publish surveys, periodicals, journals.
 - j) To contract out activities mentioned in (a) to (i) above to subsidiary companies or other bodies.
 - k) To assume or initiate any action likely to contribute directly or indirectly to the successful realisation of these aims.
- 2.2 All of these aims and related activities shall be compliant with all applicable legal requirements, including competition laws and regulations, whether related to information exchange or to other competition law requirements, guidelines, or practices.

2.3 The Association shall adopt an Antitrust Compliance Guideline.

Article 3

- The Name of the Association -

3 The Association shall now be known as: The Consumer Goods Forum.

Article 4

- International Headquarters -

4.1 The Registered Office shall be at 22/24 rue du Gouverneur Général Eboué, 92130 Issy-les-Moulineaux, France.

4.2 This office houses the International Headquarters.

4.3 This office may be transferred to any other premises in the same city by a decision of the Board of Directors and to any other city or country by a decision taken in an Ordinary or Extraordinary Meeting of the Assembly.

Article 5

- Duration -

5 The duration of the Association shall be for 99 years, beginning from the date of the declaration of its existence to the Administration.

CHAPTER II

COMPOSITION OF THE ASSOCIATION - MEMBERSHIP - RESIGNATIONS - EXCLUSIONS - RESPONSIBILITIES

Article 6

- Composition of the Association -

6.1 Membership in the Association shall be open to any entities, including corporate bodies, firms, groups of firms, associations, federations, trade groups, and educational institutions, aligned with the strategic development and Vision and Mission of the Association, carrying out any of the activities specified in Article 6.2 below.

6.2 Members of the Association (“Members”) shall be classified into one of the following three categories:

1) Full Members shall be

- Retailer and wholesaler companies in the consumer goods sector, and
- Manufacturers of consumer goods.

Each Full Member has a voting right at the General Assemblies of the Association.

2) Partner Members shall be

- Federations or trade associations of retailers, manufacturers, or retailers and manufacturers.

No Partner Member shall have a voting right at the General Assemblies of the Association unless specifically approved by the Board.

Full Members and Partner Members with voting rights are collectively referred to as “Voting Members”.

3) Associate Members shall be

- Companies manufacturing or supplying ingredients, packaging, articles, technical installations, equipment, and services used by retail or manufacturing companies in the consumer goods sector,
- Groups and associations of such supplier firms,
- Educational institutions.

Associate Members shall not have a voting right at the General Assemblies of the Association.

- 4) Members should be aligned with the strategic development, Vision and Mission of the Association as set forth from time to time by the Board of Directors and presented to the Annual General Assembly.

6.3 In order to be eligible for Full Membership, Partner Membership or Associate Membership in the Association, the applicant must:

- a) Be approved by the Board of Directors upon the recommendation of the Governance Committee which shall decide discretionary mainly on the basis of the criteria set out under Article 6.2 above.
- b) Agree to pay the Full Membership, Partner Membership, or Associate Membership fees as described in the following article.

6.4 Voting Members shall be classified into one of the following two Colleges:

- a) Retailer College, comprised of Full Members who are retail or wholesale companies in the consumer goods sector and Partner Members with voting rights who are federations or trade associations of retailers.
- b) Manufacturer College, comprised of Full Members who are manufacturers of consumer goods and Partner Members with voting rights who are federations or trade associations of manufacturers.

Each College shall organize and conduct its affairs as it deems necessary and appropriate to exercise its rights and satisfy its obligations provided for under these Statutes.

Each College has access to the association funding and resources, or can self-fund their opportunities with the approval of the Board of Directors.

Article 7

- Membership Fees -

- 7.1 All Members will pay an annual membership fee.
- 7.2 Membership fees shall be fixed annually by the Board of Directors. Regional variances in annual membership fees may be authorized by the Board of Directors.
- 7.3 The annual membership fees shall be paid during the month of the admission of a Member and, subsequently, during the month of January each year.
- 7.4 The membership fee shall reflect the principle of parity within each of the three membership categories set out in Article 6.2 of these Statutes.

Article 8

- Resignation - Exclusion -

- 8.1 Members wishing to resign from the Association may do so by stating their intention in a letter addressed to the Co-Chairs of the Board of Directors not less than 60 days before the end of the last calendar year of Membership.
- 8.2 Membership in the Association may be terminated if
- (i) the annual membership fee is not paid within three (3) months of the due date despite a reminder having been sent to the Member concerned two (2) months after the due date, or
 - (ii) the Board determines, upon the recommendation of the Governance Committee, that the Member has engaged in conduct which is seriously detrimental to the Association, or
 - iii) the Board determines, upon the recommendation of the Governance Committee, that the Member is not aligned with the strategic development, Vision and Mission of the Association and prevents its strategic development, and / or puts at risk the image of the Association, its Board of Directors and its Members.
- 8.3 In the above cases, termination shall be decided by the Board of Directors after due consideration and consultation with the Governance Committee.

For any decision of exclusion, the member concerned must previously be given the opportunity to defend himself under the terms and conditions stipulated by the Board of Directors.

Article 9

- Responsibilities -

- 9 The funds and the assets of the Association are to serve the exclusive purpose of fulfilling the commitments contracted collectively by the whole body of the said Association, including those who participate in its administration, and no one individual may be held personally responsible.

CHAPTER III

ADMINISTRATION - MEETINGS - POWERS

Article 10

- The Board of Directors -

- 10.1 The Association shall be administered by a Board of Directors (the “Board”).
- 10.2 The Board shall be composed of a minimum of 18 and a maximum of 30 Directors from among the Full members of the Retailer College, and a minimum of 18 and a maximum of 30 Directors from among the Full Members of the Manufacturer College.
- 10.3 The Association shall aspire to ensure that the Board is composed of an equal number of Directors from each College, and that the composition of the Board reflects the diversity in geography, in sector/format and in company size of the Full Members.
- 10.4 In order to ensure the widest possible representation of the Association’s Full Members on the Board, there may be no more than one Director elected from each company or group of companies (including consolidated companies only) represented on the Board.
- 10.5 The Directors are elected for a period of two years by the General Assembly of the Association.
- 10.6 All current Directors are eligible for re-election by the General Assembly.
- 10.7 Only Executive Chairmen and/or Chief Executive Officers of Full Member Companies who are active at the time of their election may serve on the Board. The Governance Committee can suggest any exceptions for consideration to the Board.
- 10.8 Any Director who has not attended any meeting of the Board for two consecutive years may be relieved of Membership on the Board.
- 10.9 In the event of a vacancy on the Board, occurring for any reason whatsoever, the Board may appoint a replacement Director, subject to ratification by the General Assembly at its next meeting. Directors appointed under this interim provision may hold their post only for the period of the mandate of their predecessor, but are re-eligible without limitation.
- 10.10 All Directors of the Association shall serve without remuneration.

Article 11

- Chairmanship -

- 11.1 The Board will be Co-Chaired by a representative of each College.

- 11.2 The Co-Chairs are elected by the Board based on proposals made by each College.
- 11.3 Co-Chairs shall each serve a term of two years and are not eligible for a second successive term. A Co-Chair is eligible for a one-year extension subject to the approval of the Board.
- 11.4 Every effort will be made over time to reflect the diversity in size and regions of the Board in the election of the Co-Chairs.
- 11.5 The Co-Chairs of the Board are also Co-Chairs of the General Assembly.

Article 12

- Vice-Chairmanship -

- 12.1 The Board will have one Vice-Chair per College.
- 12.2 The Vice-Chairs are elected by the Board based on proposals made by each College.
- 12.3 Vice-Chairs shall each serve a term of two years and are not eligible for a second successive term. A Vice-Chair is eligible for a one-year extension subject to the approval of the Board.
- 12.4 Every effort will be made over time to reflect the diversity in size and regions of the Board in the election of the Vice-Chairs.

Article 13

- Meetings -

- 13.1 The Board will meet as often as the circumstances and the interests of the Association warrant, following notification of such meetings from the Co-Chairs or from at least one half of the Members of both Colleges. It will hold at least one meeting in every calendar year. Except for matters which the Board determines should be addressed in an executive session, the Managing Director of the Association will attend Board meetings.
- 13.2 For its resolutions and decisions to be valid, at least one-half of the Board members of each College must be present or represented. A Board member may exceptionally be represented by another Board member of the same College by providing a written proxy to that effect to the Co-Chairs. A Board member cannot be represented nor substituted by a member who is not a Group CEO or Executive Chairman. This non-substitution also applies to the Board Committees.
- 13.3 All meetings of the Board shall be recorded in official minutes which will be circulated to all Board Members and submitted for approval in each case at the following meeting.

- 13.4 All meetings of the Board can only be held in the presence of a qualified legal counsel engaged by the Board pursuant to Article 15.4 of these Statutes.
- 13.5 The Board shall endorse the Antitrust Compliance Guideline of the Association.

Article 14

- Decision Making Process/Voting Rights -

- 14.1 Decisions by the Board are taken according to the following:
- a) The Board seeks consensus in its decision making.
 - b) When a consensus cannot be reached, members commit to make every effort to find a compromise.
 - c) In the event of no compromise, as a final resort, the decision under discussion shall be put to a vote.
 - d) Decisions will be made by a simple majority of Board members from each College. Each Board member shall have one vote. Both Colleges must approve any proposal for it to become effective.
 - e) The Co-Chairs take the assessment and decision to request for a vote.
- 14.2 All resolutions adopted by the Board shall be recorded in official minutes circulated to all Board members, and approved in each case at the following meeting. Executive summaries of the official minutes shall be made available to all Voting Members of the Association on request. The working language of the Board shall be English.

Article 15

- Powers of the Board of Directors -

- 15.1 The Board of Directors shall have all powers to carry out, and to authorise the carrying out of, all acts and operations undertaken by the Association and which are not reserved exclusively for the General Assembly.
- 15.2 Without limiting the general powers in Article 15.1, the Board shall have the power to:
- a) Close the annual statutory accounts of the association, prepared in accordance with local French generally accepted accounting principles “French GAAP” and the consolidated accounts of the association prepared in accordance with International Financial Reporting Standards “IFRS” (The IFRS consolidated accounts of the association will be prepared for the first time for the year ended 31 December 2015).
 - b) Supervise the performance of the external auditor and the internal audit function with assistance from the Finance Committee.

- c) Approve the annual budget.
- d) Take action on the admission of new Members, or delegate the decision on such applications, and terminate any Member under Article 8.2 of these Statutes.
- e) Fix annual membership fees.
- f) Give strategic direction on the activities of the Association.
- g) Assess and monitor the work led by the Association.
- h) Appoint and dismiss the Association's Managing Director.
- i) Establish, resource and finance Work Groups, Committees, Programs, or any other such bodies or activities as it deems appropriate, including those Work Groups, the establishment of which has been recommended by the Retailer College or the Manufacturer College respectively and serves a purpose exclusive to either College individually.
- j) Create Regional Offices, directed by Regional Executive Officers. In case any Regional Offices are created, they will have funds and resources as granted by the Registered Office at their disposal.

15.3 Board members are expected to:

- a) Ensure that the Association's Work Groups, Committees, Programs, or any such bodies are adequately resourced.
- b) Be engaged in the development of the Association.
- c) Have influence over the implementation of activities and best practices in their organization.
- d) Be able to provide linkage between their organization and the Association.

15.4 Independent Advisors

The Board shall retain legal counsel and has the authority to set the terms of engagement and approve the fees and expenses of its legal counsel. In addition, as necessary and appropriate, the Board has the authority to retain, set terms of engagement and dismiss other independent advisors, including additional legal counsel as needed, or other experts and to approve the fees and expenses of such advisors.

15.5 Advisory Council

The Board of Directors shall have the power to create an Advisory Council.

Article 16

- Powers of the Co-Chairs -

- 16.1 The Co-Chairs shall ensure the execution of the decisions of the Board of Directors and the efficient operation of the Association, which they are to represent in any and all legal proceedings and in all civic matters and deeds. The Co-Chairs may, by means of a

mandate, arrange for the Vice-Chairs, a Director, or any other authorised representative to replace them in one or several of the above defined duties.

- 16.2 In the event a Co-Chair is prevented from fulfilling his or her duties, the Vice-Chair of the same College shall be his or her rightful representative.

Article 17

- Powers of the Vice-Chairs -

- 17.1 The Vice-Chairs assist the Co-Chairs in the execution of their duties.
- 17.2 A Co-Chair may delegate entirely his or her powers to the Vice-Chair of the same College.

Article 18

- Powers of the Managing Director-

- 18.1 The Association is managed by the Managing Director, who is responsible for carrying out the decisions of the Board.
- 18.2 The Managing Director is appointed by the Board.
- 18.3 Within the budgetary limits laid down by the Board, the Managing Director is invested with the powers to engage and dismiss the executive and staff of the Association.
- 18.4 The Managing Director will be responsible for the implementation of the Programmes of the Association as established by the Board.
- 18.5 The Managing Director is authorized to represent the Association legally within the limits of the Bill of Authority laid down by the Board. The Manager Director may, by means of a mandate, arrange for any other authorised representative to replace him within the limits of the Bill of Authority.

CHAPTER IV

BOARD COMMITTEES

The Association shall maintain a Finance Committee, a Governance Committee and a Board Strategy Advisory Committee as standing Committees of the Board. The Board may create other Committees vested with such authority as the Board will determine. Based upon the recommendation of each College, the Board will assign Board members to the Committees.

Article 19

- Composition of the Governance Committee -

- 19.1 A Governance Committee shall be composed of at least four members with two members from each College. The composition of the Governance Committee shall reflect the parity and diversity of the Board in size and regions.
- 19.2 The Governance Committee shall have co-chairs with one co-chair from each College. The co-chairs shall reflect the parity and diversity of the Board in size and regions. They will be appointed by the Board upon the recommendation of the Association Co-Chairs. The Co-Chairs of the Association are automatically members of the Governance Committee but may not co-chair it.
- 19.3 The term of office of members of the Governance Committee is of the same duration and subject to the same conditions as those applicable to the corresponding Board membership.
- 19.4 In the event of a vacancy on the Governance Committee, the appointment of a successor takes place at the next meeting of the Board.

Article 20

- Functions of the Governance Committee -

- 20.1 The Governance Committee shall:
- a) Establish nomination procedures for selecting new Directors.
 - b) Recommend to the Board in accordance with the terms of these Statutes:
 - (i) Nominees for election to the Board;
 - (ii) Nominees for Co-Chairs and Vice Co-Chairs of the Board;
 - (iii) Candidates for membership on the Committees of the Board;
 - (iv) Candidates for co-chairs of the standing Committees of the Board;
 - (v) As necessary, persons to fill vacancies on the Board and its Committees.
 - c) Recommend to the Board the selection and replacement, if necessary, of the Managing Director, together with the terms and conditions of employment.
 - d) Set the targets and evaluate annually the performance of the Managing Director, which shall be communicated to the Managing Director by the Co-Chairs of the Board.
 - e) Review the composition, functioning and organization of the Board and its Committees, evaluate their performance and effectiveness as well as those of each of their Members as needed, and submit a report to the Board.

- f) Submit to the Board proposals for the creation of any new Committee, which might be deemed necessary in view of the ethical, regulatory or other developments affecting the activities of the Association.
- g) Advise the Board on appropriate corporate governance practices and assist the Board in adopting them.
- h) Recommend to the Board the approval and removal of Members of the Association as contemplated by Articles 6.3, 8.2 and 8.3.
- i) Act as Remuneration Committee and ensure that remuneration arrangements for the Association's officers and personnel are financially sustainable.
- j) Meet at least once a year, prior to any meeting of the Board.
- k) Report annually on its activities to the Board.

20.2 In the event that the Managing Director position is vacant, the Governance Committee shall initiate a search for a new Managing Director, and shall be entitled to recommend that the Co-Chairs appoint, as appropriate, an interim director and / or interim taskforce from its membership to provide oversight of the Forum's business during the transition period.

In the event an interim director and an interim task force are appointed:

- a) the interim director will report to the Co-Chairs of the Association
- b) the Association's management team will report to the interim director
- c) the interim task force will act as a resource team to the interim director
- d) Such interim director or interim task force shall not be entitled to represent the Association legally as contemplated by section 18.5.

In the event an interim director is not appointed but an interim task force is appointed, the interim taskforce shall include senior representatives of member companies from the retail and manufacturing sectors.

The Association's management team shall report to the Governance Committee through the interim taskforce.

Article 21

- Composition of the Finance Committee -

21.1 A Finance Committee shall be composed of at least four members with two members from each College. The composition of the Finance Committee shall reflect the parity and diversity of the Board in size and regions.

- 21.2 The Finance Committee shall have co-chairs with one co-chair from each College. The co-chairs shall reflect the parity and diversity of the Board in size and regions. They will be appointed by the Board upon the recommendation of the Governance Committee.
- 21.3 The Finance Committee shall appoint a Treasurer. The Treasurer may, or not, be one of the co-chairs.
- 21.4 The term of office of members of the Finance Committee is of the same duration and subject to the same conditions as those applicable to the corresponding Board membership.
- 21.5 In the event of a vacancy on the Finance Committee, the appointment of a successor takes place at the next meeting of the Board.

Article 22

- Functions of the Finance Committee -

- 22 The Finance Committee shall:
- a) Prepare, prior to each meeting of the Board, a financial summary and a financial report, and submit such report to the Board.
 - b) Present the annual statutory accounts of the association prepared in accordance with local French generally accepted accounting principles “French GAAP” and the consolidated accounts of the association prepared in accordance with international Financial Reporting Standards “IFRS” for closure by the Board and approval by the General Assembly, and prepare the budget and submit each budget for approval by the Board.
 - c) Recommend to the Board the appointment of an independent external auditor and assist the Board in monitoring the performance of the external auditor and internal audit function.

Article 23

- Composition of the Board Strategy Advisory Committee -

- 23.1 A Board Strategy Advisory Committee shall be composed of at least four members of the Board with two members from each College, and the Managing Director of the Association.
- 23.2 This Committee shall have co-chairs with one co-chair from each College member of the Board. The co-chairs shall reflect the parity and diversity of the Board in size and regions. They will be appointed by the Board upon the recommendation of the Governance Committee.

- 23.3 The term of office of the Members of the Board Strategy Advisory Committee is of the same duration and subject to the same conditions as the term of office of Board members.
- 23.4 In the event of a Board member vacancy on this Committee, the appointment of a successor takes place at the next meeting of the Board

Article 24

- Functions of the Board Strategy Advisory Committee -

- 24 This Committee serves the Board from time to time as deemed necessary by the Board. It will, both at the request of the Board and spontaneously, advise the Board on the general strategy of the Association as well as on the strategy and ambition level of relevant priorities, working groups or other Association initiatives. The Committee does not initiate activities or direct management on day-to-day activities but will serve as an extension of the Board in a manner that no 50 person Board could.

CHAPTER V

GENERAL ASSEMBLIES

Article 25

- Ordinary Meeting of the General Assembly -

- 25.1 The Ordinary General Meeting of Voting Members of the Association shall be convened by the Co-Chairs at least once every year. An Extraordinary Meeting of the General Assembly may also be convened, either by the Board or at the request of a minimum of one-third of the Full Members of each College.
- 25.2 Notices for a meeting shall be sent at least 30 days in advance by means of individually addressed notes indicating the purpose and agenda of the said meeting.
- 25.3 The Co-Chairs of the Board or, in their absence, the Vice Co-Chairs, shall preside over the meeting(s).
- 25.4 Voting Members shall vote by College at the ordinary or extraordinary meetings of the General Assembly. Each Voting Member has one vote within its College. Decisions shall be taken by simple majority of each College respectively.
- 25.5 The General Assembly can only be held in the presence of legal counsel.

Article 26

- Powers and Decisions of the General Assembly -

- 26.1 The General Assembly shall hear the report made by the Board.
- 26.2 The General Assembly shall have the power to:
- a) Approve the annual statutory accounts of the association, prepared in accordance with local French generally accepted accounting principles “French GAAP” and the consolidated accounts of the association prepared in accordance with International Financial Reporting Standards “IFRS”, as presented by the Finance Committee.;
 - b) Elect Directors; and
 - c) Debate all other items on the Agenda.
- 26.3 Decisions on all issues other than the approval of the statutory annual accounts and the consolidated accounts shall be taken by simple majority of each College respectively. The decision on the approval of the statutory annual accounts and the consolidated accounts shall be taken by a simple majority of all Voting Members present. All other decisions must be approved by both Colleges to become effective.

Article 27

- Extraordinary Meeting of the General Assembly -

- 27 Any modifications to the present Statutes may be made only during an Extraordinary General Meeting, consisting of at least one-third of the Full Members of each College present or represented and approved by a majority of two-thirds of the Full Members of each College present or represented. The same quorum and voting requirements apply to any decision pronouncing the dissolution of the Association or involving its amalgamation with other Associations pursuing a similar objective. If, on the occasion of its first meeting, the Assembly cannot gather the required one-third of the Full Members, a second meeting may be convened at an interval of at least 15 days, and its resolutions shall be held as valid whatever the number of the Members present or represented. The validity of the resolutions, however, shall apply only to those items set forth in the Agenda of the previous meeting and shall require a simple majority of the Full Members present or represented in each College. A Full Member may exceptionally be represented by another Full Member of the same College by providing a written proxy to that effect to the Co-Chairs.

Article 28

- Resolutions -

- 28 All resolutions of the General Assemblies shall be recorded in official minutes, in English, circulated to all Members, and be submitted for approval in each case at the following meeting.

CHAPTER VI

RESOURCES - RESERVE FUNDS - EXPENDITURE

Article 29

- Resources -

- 29.1 The resources of the Association shall be determined as follows:
- a) From the Membership fees of its Members,
 - b) From the registration fees for the events organised by the Association and the revenue from educational programs, studies, journals, and periodicals published by the Association,
 - c) From sponsors' support,
 - d) From miscellaneous revenue, in particular by way of interest and income from assets the Association may possess under the conditions provided for by Law.
- 29.2 The reserves accumulated by CIES – The Food Business Forum by 30th June 2009 will be at the disposal of the Retailer College for its specific activities.

Article 30

- Reserve Funds -

- 30 The Association's surpluses are to be allocated to reserve funds.

Article 31

- Expenditure -

- 31.1 The revenue as stated in the preceding articles is to be used in the financing of all the Expenditure of the Association and the costs of organising the events, meetings, programmes, publications, and surveys, as well as investments.
- 31.2 Travel expenses of Board members, Board Committee members, working groups, etc shall be covered by the member companies and not by the Association.

CHAPTER VII

DISSOLUTION - PUBLIC REGISTRATION

Article 32

- Dissolution -

- 32 In the event of voluntary or forced dissolution, the General Assembly, debating in the manner outlined under Article 26, shall appoint one or several Commissioners who will be entrusted with the winding-up of the Association's assets and the settlement of the Association's liabilities. This Assembly shall determine without appeal the use of net assets after the settlement of all the Association's debts and expenses incurred in connection with the winding-up. Given that the Members of the Association and their beneficiaries cannot be entitled to any part of the assets, subject to the reserve that they are potentially entitled to the refund of their initial contributions, the net proceeds will be allocated to charitable institutions recognised by the French State.

Article 33

- Public Registration -

- 33 The Board shall carry out the formalities of declarations and publication, prescribed by the Law dated 1st July 1901, and by the texts which completed or modified it. All powers to this effect are conferred upon the Co-Chairs of the Board or upon the deputy they may designate.

* * *