

ARTICLE 1 – Name – Domicile

A not-for-profit association pursuing a networking and scientific aim is created with the name “HEALTHGRAIN Forum”.

The association is created in accordance with the Finnish Associations Act No. 503 of 26 May 1989.

The domicile of the association is Espoo, Finland.

ARTICLE 2 – Mission and Operational Approach

The purpose of the association is, in the topics related to exploitation and development of grain and grain products widely, to:

- Establish and maintain knowledge and technology sharing between academia, industry and public bodies
- Stimulate and initiate research facilitating the development, processing and marketing of healthy cereal foods
- Exploit and expand the expertise created in the HEALTHGAIN Integrated Project to increase the awareness, availability and acceptability of healthy cereal foods
- Be the platform for the creation of a broader grain alliance for better health
- To communicate cereal issues with EU and global food authorities, policy makers, consumer/health associations and other organization
- To hold trademarks, IPR, databases or any other possessions
- To grant licences to trademarks and other IPR owned by the HEALTHGRAIN Forum

Forms of activity of the association are:

- Deliver information through website, intranet, electronic newsletters and personal communication
- Establish and update the 3 year Strategic RTD Agenda and action plan
- Arrange a meeting of members once a year
- Arrange a workshop on specific topics once a year
- Act as an active partner in general discussion on science based opinions, definitions and recommendations
- Facilitate open innovation network

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ARTICLE 3 – Members

Members will be accepted in following categories:

- A. Non-profit organizations having legal capacity (research organizations, universities, consumer associations)
- B. Industrial and commercial enterprises with turnover over 1 billion €
- C. Industrial and commercial enterprises with turnover between 100 million € - 1 billion €
- D. Industrial and commercial enterprises with turnover less than 100 million €
- E. Associations of industrial and commercial enterprises
- F. Invited individual persons
- G. Invited non-profit organization

Any legal entity that is or has been partner in HEALTHGRAIN Integrated Project or Industrial Platform of the same project and wishes to apply for Membership of HEALTHGRAIN Forum must submit its application to the Board and pay the **annual membership fee** for the year on which the application is made. If member commits to 3 years membership, the fee is reduced.

Any member applicant that is not nor has been partner in HEALTHGRAIN Integrated Project or Industrial Platform of the same project and wishes to apply for Membership of HEALTHGRAIN Forum must submit its application to the Board. Such member applicant is eligible to become member of HEALTHGRAIN Forum after its application is approved by the Board and after it has paid the **entrance fee + annual membership fee** for the year on which the application is made. If member pays 3 years membership fee in one instalment, the fee is reduced.

ARTICLE 4 – Resignation / Exclusion

Members are free to withdraw from HEALTHGRAIN Forum by informing the Board or its chairperson thereof in writing. A Member may also resign by giving a notice thereof at a meeting of the association for entry in the minutes.. The resignation becomes effective in the beginning of the next calendar year.

Members may only be excluded by a Resolution of the General Assembly, once the concerned Member has been given the possibility to be heard by the General Assembly. The decision of the exclusion shall be made by a vote of a two-third majority of the votes.

ARTICLE 5 – Member entrance fee, membership fee and other incomes

The financial resources of the association shall consist of:

- the annual membership fees of the Members
- the entrance fee of the Members
- IPR/trademark licence or related fees
- grants, donations

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Association will collect membership fee from the partners. The amount of the annual membership fee and the entrance fee for the different categories described in Art. 3 shall be determined by the General Assembly on the proposition of Board for the year following the year during which the said annual General Assembly is held.

As long as the General Assembly has not determined a new amount for the next year(s), the amount that had been determined at the last meeting of the General Assembly shall apply for the following year(s).

For the first year running founder members are entitled for 50% reduction: of the payments for the first year, and – when the fee for 3 years is paid in one instalment – for this 3-year fee.

ARTICLE 6 – Governance

The governance of HEALTHGRAIN Forum is ensured by the following bodies:

- The General Assembly
- The Board

Moreover HEALTHGRAIN Forum also comprises a Scientific Committee and Dissemination Committee acting under the Board. Other committees can be nominated by Board or General Assembly by the initiative of the Board or President.

ARTICLE 7 – General Assembly

General Assembly Role

- A. Resolutions by simple majority, more than 50% of the votes :
- elect a President for General Assembly meeting among its members
 - decide the number of Board members (minimum 2 and maximum 12 members)
 - elect a Chairperson of the Board for two years period every other year
 - elect other Board members
 - elect 1-2 auditors and their deputies
 - elect a treasurer
 - approve the annual activity plan and budget
 - approve the annual report of activities
 - adoption of the annual accounts and discharging from liability for the accounts
- B. Resolutions by 2/3 majority, more than 2/3 of the votes:
- modify the mission or the strategy
 - approve the entrance and annual membership fees
 - dismiss any member of the Board
 - exclude any Member
 - change the Statutes of HEALTHGRAIN Forum
 - dissolve HEALTHGRAIN and allocate the net assets

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General Assembly Composition

The General Assembly is made up of Individual Members and one representative for each Legal Entity Member. The legal entity Members are legally represented by the legal representative of the Member or their mandatories. Those legal entity representatives to the General Assembly have a unique deputy, whose name is registered. A Member may be represented with its voting rights by another Member bearing a written mandate.

The General Assembly is maintained on a volunteer basis. The volunteer basis means that each member supports entirely the cost of this activity (manpower and travel costs).

All Members have equal voting rights and each of them have one vote. As an exception, Individual and Honorary Members have no voting rights.

General Assembly meetings – Quorum requirements

The General Assembly is convened physically at least once a year between February and July.

Meetings are convened by the Board and presided by the President voted in the meeting. The notice to the meeting shall be sent via e-mail at least one week before the meeting.

The General Assembly may make Deliberations and Resolutions either at physical meetings. Deliberations and Resolutions may also be taken without a meeting if the Board circulates to all Members a written document which is then signed by the Members.

Resolutions and Deliberations adopted by the General Assembly are recorded in minutes of the meetings signed by the President and examiners of the minutes voted in the meeting.

ARTICLE 8 – Board

General Assembly will elect Board with the chairperson and minimum 2 and maximum 12 members. If Board members are resigned during the term or if for other reasons new Board members are required during the term, General Assembly is entitled to nominate new members.

- Board will select for a two-year-period:
 - Vice chair among Board members
 - Scientific and dissemination coordinators among Board members
 - Members of scientific and dissemination committees
 - Coordinators and members for other committees
 - Secretary, who will organize a financial control, maintain member database, arrange annual general assembly and carry out other tasks as identified by Board
- Board is maintained on a volunteer basis. The volunteer basis means that each member supports entirely the cost of this activity (manpower and travel costs)
- Secretary organization will be paid an annual fee. Amount of fee will be confirmed by the Board

The Board shall be responsible for:

- Deciding the entry of a new Member to the HEALTHGRAIN Forum

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- Invite members into the categories F and G
- Making the annual budget and action plan for Board, scientific, dissemination and other committees
- Reporting to General Assembly

The Board shall draw up internal rules, when needed, not in contradiction with the Statutes to govern the functioning of HEALTHGRAIN Forum.

The Board is convened at least twice a year. Meetings of the Board can also be held by teleconference or other telecommunication means if all Members of the Board agrees.

The Board shall not deliberate and decide validly unless a majority of its members are present. All members have equal voting rights.

ARTICLE 9 – Other groups and committees

Board will nominate **scientific committee** with maximum 6 members. The committee will establish and update the 3 year Strategic RTD Agenda and carry out the action plan set by the Board. The committee is chaired by scientific coordinator.

Board will nominate **dissemination committee** with maximum 6 members. The committee is responsible for wide dissemination activities through website, intranet, electronic newsletters and personal communication to selected target groups and carry out the action plan set by the Board. The committee is chaired by dissemination coordinator.

Other committees for specific purposes will be initiated by Board or President. Coordinators and members of such committees will be elected by Board. Such a committee will carry out the action plan set for it by the Board.

ARTICLE 10 – Representation

HEALTHGRAIN Forum is legally bound vis-à-vis of third parties by the signature of Chairperson of the Board together with that of one of the other Board member.

The Chairperson of the Board shall represent and endorse HEALTHGRAIN Forum in various international circles or committees.

Concerning day-to-day activities, HEALTHGRAIN Forum shall be represented by each member of the Board.

Only scientific committee, represented by scientific coordinator, is entitled to give statements, definitions and recommendations related to role of cereal products in nutrition on behalf of the HEALTHGRAIN Forum.

Only Board can allow the use of name or logo related to HEALTHGRAIN forum for commercial purposes.

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ARTICLE 11 – Budget and Accounts

The accounting period of HEALTHGRAIN Forum runs from January 1st until December 31st.

The Board submits the Accounts for the past year and the budget for the current year for the approval of the General Assembly.

ARTICLE 12 – Modification of the Statutes

Only the General Assembly has the authority, by a Resolution, to modify the Statutes of HEALTHGRAIN Forum. The General Assembly may be convened for this purpose in an extraordinary session. The proposed modification must be explicitly indicated in the convening notice.

ARTICLE 13 – Dissolution

Only the General Assembly should make the resolution of the dissolution of HEALTHGRAIN Forum. This point should be clearly mentioned on the agenda.

In the event of the dissolution of HEALTHGRAIN Forum, the net assets shall be spent to the purposes of the association to be designated by the same General Assembly.

ARTICLE 14 – General Provisions

Anything not expressly provided for in the Statutes is governed by the Finnish law.