



STATUTE OF FLORNET EUROPEAN ECONOMIC INTEREST GROUPING – EEIG

Between the following institutions governed by its national law, having its registered office(s) and registered at the registry under numbers listed below, represented, in accordance with its articles of association or, when necessary, under the terms of a private power of attorney, by:

Mr. Harrie Meijer	AOC de Groene Welle, Zwolle	the Netherlands
Mr. Enrico Sparago	UCFlor, Sanremo	Italy
Mrs. Cecilia Hast	Hagagymnasiet Florist, Norrköping	Sweden
Mrs. Marianne Wieler	Förderverein der Staatlichen Fachschule für Blumenkunst Weihenstephan e.V., Freising	Germany
Mr. Andreas Kovac	Langenlois Bildungszentrum Gartenbau, Langenlois	Austria
Mrs. Brigitta Zala	Magyar Gyula Kertészeti Szakközépiskola és Szakiskola, Budapest	Hungary
Mrs. Jorunn Dahlback	Blomsterdekoratørfagets opplæringskontor – BLOK, Oslo	Norway
Mrs. Silvia Romagnoli	European Athenaeum of Floral Art, Bugnara	Italy
Mr. Regis Dupont	Chambre Syndicale des Fleuristes d'Île de France École des Fleuristes de Paris	France

there is formed in Melnik, Czech Republic on 2009, April 17th a European Economic Interest Grouping - EEIG, governed by Regulation (EEC) 2137/85 and by the law of 28 June 1989 implementing Council Regulation (EEC) 2137/85 of 25 July 1985 on the creation of EEIGs (Staatsblad 1989, p 245 et seq).



Article 1: Name

The grouping shall have the name: “FLORNET European Economic Interest Grouping”

The name can simply be abbreviated into “FLORNET EEIG”

All articles and documents, that in whatever way come from the group are to carry the mention of the quality of European group of economical interests.

Article 2: Aims and obligations

The object of the EEIG shall be to facilitate or to develop the activities of its members and the persons involved, whether they are Colleges, companies, associations or individual people, to improve or to increase the results of these activities to which the group of economical interest is tied.

The group also carries the task of promoting scientific research as well as technical progress in the VET sector (Vocational Educational Training) in floristry, and of coordinating the activities of the subscribed organisations according to the rules of the European Community, without contravening the individual contributions of the member-organisations.

Within the framework of this object, cooperation between members shall relate in particular, but not to be limited

- to increase education and training in floristry all over Europe
- support harmonization of training systems
- study and support changes in floral industry in a global context
- to improve knowledge circulation within the branch of floristry e.g. by stimulating and facilitating students and staff exchanging, to arrange international work experience placements or to facilitate appropriate seminars and workshops for students and staff
- to improve and to develop the international network established in previous years and other connections in and outside the EU
- to encourage intercultural exchanges
- to improve and to develop the 9 established regional competence centres for floristry and an adjacent subject, improving a continuous knowledge circulation all over Europe
- to improve the established and to develop new international educational modules on different levels for different target groups, according to the existing levels of European qualifications

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- to strengthen the relation education – industry in floristry (e.g. branch organisations)
- to valorise and disseminate the results of the FLORNET activities
- to have an open dialogue with all interested in floristry
- to increase the social status of the branch all over Europe
- to commercialise the results/products of this cooperation¹

Ultimately, the group will be engaged among its members, but also to third parties in maintaining the dignity and protecting the interests of the florist in training, teachers in floristry, florist in general and for its members in particular.

The group will support its members' interest as good as possible towards public organisations as well as individuals.

The FLORNET EEIG can cooperate at every moment with institutions or entities, on the purpose of achieving the goals drawn in this article.

The group may not:

- intervene, direct or indirect, in the process of the activities of the members or in the activities by another organisation, especially not in the matters which concern personnel, finances and investments, unless these activities may contrast with the goals of the EEIG as written above
- hold, direct or indirect, in whatever way, any part or action, in whatever form, in any partnership on commercial basis
- in any case, be concerned with the economical activities of its members and it cannot have but an instrumental character in relation to them
- be a member of another European group of economical interest or another group of economical interest

Article 3: Official address

The official address of the EEIG shall be:

c/o AOC de Groene Welle
Koggelaan 7
P.O. Box 552
8000 AN Zwolle
the Netherlands

The residence may be changed at any moment. If this transfer does not hold any consequences for the applicable law, there will only be a need for a simple decision by the Board of Directors.

¹ See also article 24



If the change of residence does hold consequences for the applicability of the law, a plan of transfer must be drawn up and a deposit and publication must be made in the register of the European groups of economical interests.

The decision of a transfer may be made after a period of two months after the publication of this specific plan. The members of the group must make it in unanimous votes. The transfer starts taking place from the moment that the group has registered at the Chambers of Commerce of the new residence. This registration will only be valid on proof of the publication of the transfer project of the residence.

The deletion of the registration of the group in the former residence will only be valid on proof of the registration of the group in the new residence.

The publication of the new registration of the group will give others a possibility to oppose to the new residence. However, as long as the publication about the registration in the new residence has not taken place, thirds can continue to address themselves to the former residence that is if the group did not inform these thirds about the new residence.

The Board of Directors can decide to create divisions or seats where the activities mentioned in Article 2 can be brought to progress.

Article 4: Duration

The duration of the grouping shall be indefinite.

The group may be dissolved at any time in virtue of a decision of the General Assembly.

Article 5: Capital

The grouping shall be formed without start-up capital

Article 6: Contributions

AOC de Groene Welle and UCFLOR Sanremo shall provide the grouping with the property listed hereafter:

- de Groene Welle will pay the costs for registration of the FLORNET EEIG at the Chambers of Commerce in Zwolle
- de Groene Welle will pay in advance the costs of the registration of the domain www.flornet.eu



Article 7: Financing

The grouping shall be financed

- by subscriptions or other contributions from members, under the conditions laid down by the General Assembly.
- by payments for services rendered to the members of the grouping or to third parties.
The amount and conditions of such payments shall be established by the Board of Directors.
- by the application to European projects, or other sources of financing, according to the objects/aims of the EEIG, as drawn in Article 2
- new members will be charged an admission fee, under the conditions laid down by the General Assembly
- the members will have to pay a yearly contribution of which the amount will be fixed under the conditions laid down by the General Assembly, based on the advice of the Board of Directors.

Every source of financing is only allowed to be used according to the objects/aims of the EEIG, as drawn in Article 2

Article 8: Membership

The group contains full members, as well as associated members, who are not founded in conformity with the national law and not having their residence on the territory of one of the member countries of the EEA.

Only companies or other legal bodies governed by public or private law, formed in accordance with the legislation of a State belonging to the EEA and satisfying the following conditions may apply to join the grouping as full members:

- It is a college, institute and representative national association who provides vocational educational training (VET) in floristry, able to subscribe the goal of the group
- the college/institute/association should have good connections with the government and preferably be recognised as a representative institute for VET in floristry
- the college/institute/association should have a clearly defined and well grounded program for the development of vocational training in floristry with respect to the branch
- the college/institute/association need to be solvable

Natural or legal persons are not allowed to join the grouping.

Only the full members have the complete rights of member, especially the right of vote at the general meetings.



The associated members have the same rights and obligations as the full members, except for the general meetings, where they have a consultative vote.

The admission of new members, either full or associates, shall be subject to a unanimous decision by the General Assembly, based on the advice of the Board of Directors.

The admission of a new member will be subject to the payment of an admission fee established by decision of the General Assembly at the time of admission.

The FLORNET EEIG may enter into cooperation relationships with other persons/entities resident or having their central administration inside or outside a Member State of the EEA. Such persons/entities shall not be considered as members but may acquire the status of “associate”. The methods and content of cooperation relationships with such persons/entities shall be laid down by the General Assembly, by a simple majority of members.

The full members can form, at every moment, “regional networks”, cooperating with national and international institutions or entities, on the purpose of achieving the goals drawn in article 2 of the present Statute. These institutions/entities shall not, in any case, be considered as members of the EEIG, unless they apply for a membership, and the admission is approved by the General Assembly, as stated above.

Article 9: Probationary members

Acquisition of the status of full member shall be subject to a probationary period for a certain or an indefinite period of time. This period of candidate membership can be ended at any time:

- by a decision of the General Assembly, taken on the basis of a simple majority of votes by the members of the group;
- in case the probationary member is not able to subscribe the aims and obligations of the FLORNET EEIG, by a notice of ending of the candidate membership, send by registered mail to the General Assembly by the candidate member;

During this period, the candidate shall have the status of “probationary member”.

A decision to admit probationary members shall be taken by the General Assembly by a simple majority of members. During such probationary period, the probationary member shall not have the rights and obligations of full or associate members.

The rights and obligations of probationary members during the probationary period shall be determined by the General Assembly, by a simple majority of members.

The probationary member and the grouping may terminate the probationary period at any time by registered letter. Such decisions by the grouping shall be taken by the General Assembly by a simple majority of members.



At the end of the probationary period, and in case the probationary member is able to subscribe the aims and obligations of the FLORNET EEIG the probationary member shall be entitled to request admission to the grouping as a full member.

The decision to admit the new member shall require the unanimous agreement of the General Assembly.

Article 10: Withdrawal of a member

Any member of the grouping may withdraw by sending in a registered letter with advice of receipt to the Board of Directors six month before the end of the financial year.

If the withdrawal does cause damage to the EEIG there need to be a unanimous agreement of the other members

Any member of the grouping may, in addition, withdraw on just and proper grounds. Such withdrawal shall take effect after notice has been served on the Board of Directors at least three months beforehand by registered letter with advice of receipt.

Article 11: Expulsion of a member

Any member of the grouping may be expelled if he seriously fails in his obligations or if he causes or threatens to cause serious disruption in the operation of the grouping.

Any member may also be expelled from the grouping on one of the grounds listed below:

- In case of acts that put at a disadvantage the material and/or moral interests of the group, in whatever way;
- In case of acts against the aims, the directives or the interests of the group, or if these acts don't leave the group any choice but to invoke this article;
- In case of a legitimate conviction for an offence against the practises of commerce or has been struck by any dishonouring condemnation.

Above all, each member can be excluded, if he does not fulfil his obligations or if he threatens to cause serious problems to the functioning of the group.

A decision to exclude a member shall be taken by the General Assembly by a unanimous vote. The member, of whom the exclusion is proposed, may not participate in the voting on this subject.



Article 12: Assignment of participation

Any participation in the grouping, or a proportion thereof, may be assigned either to another member or to a third party.
Such assignment shall not take effect without the unanimous authorisation of the other members.

Article 13: Rights and obligations of a member who withdraws

When a member ceases to take part of the group for reasons other than the neglect of his duties and without causing the break-up of the group, an evaluation of the properties of the group will be taken upon, before determining his rights and obligations. After having arranged his obligations towards the group and in accordance with the conditions laid down in Article 12, the value of his rights and obligations shall be determined taking into account the assets and liabilities of the grouping as they stand when he ceases to belong to it.

The evaluation of the properties is to be done by a business reviser on the date of the event, which caused the loss of the status of member. The business reviser will be chosen on unanimous votes of the parties involved or, when this is not possible, be assigned by the president of the Court of Commerce of the jurisdiction in which the group has its residence, on the request of the most relevant party.

The decision of the president of the Court of Commerce cannot in any way be questioned.

The value of the rights and obligations of the leaving member cannot be determined on basis of fixed amounts in advance.

Provided that the members have no financial participation, whether in kind or in cash, in the group, apart from payments of their annual contribution, the leaving members have no rights, but the restitution of their annual contribution pro rata temporis. No restitution of the contribution will be given when the leaving members cease to take part of the group in the last six months of the financial year.

Each member that ceases to take part of the group will be held responsible for the debts made by the group before his departure from the group.

He, who loses the status of member, does no longer hold any obligations towards the group from the day his leaving has been published.



Article 14: Liability

The members shall have unlimited joint and several liability for its debts and liabilities of whatever nature.

In the internal regulation, the consequences of such liability shall be distributed in different shares for each member, according to their financial means, or to the local and national regulations of each member.

Article 15: The General Assembly

The General Assembly shall include all the members of the grouping.

They may take all decisions to achieve the grouping's objects by voting with a simple majority unless otherwise stated in the present statute.

The members shall meet or be consulted at the initiative either of a member or by a Director.

This consultation shall take the form of *either* a physical meeting *and/or* a teleconference *and/or* any other form, if approved unanimously by the Board of Directors

At least one annual general meeting shall in any case be held, in which the approval of the accounts of the preceding financial year as well as the budget for the coming financial year will be discussed.

In the event of consultation of the members, the President of the Board of Directors shall convene the members by written letter, *and/or* e-mail *and/or* fax, at least 30 calendar days prior to the date of such meeting.

Notice of the meeting shall contain the agenda of the meeting.

Every proposition signed by one of the members must be brought to the attention in the agenda, but only when this proposition has been formulated at least one month before the date of the assembly.

Decisions may be taken outside the agenda if the Board of Directors unanimously approves this.

The members can be represented by a proxy in case the member can not be present to the General Assembly

- the member need to send a written letter to the Board of Directors at least two working days in front of the General Assembly, explaining the reason of absence
- the Board will add the letter to the agenda of the General Assembly
- The General Assembly will decide by simple majority if the absence of the member can be justified.
- In this case the member can be represented by a proxy to be nominated by a written letter of the absent member also undersigned by the proxy.
- This letter need to be present in front of the General Assembly

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No member may represent more than one other member. Also, an associate member may not represent a full member.

Every member shall have one vote, despite of the number of representatives attending the meeting.

A unanimous decision by the members shall be required to:

- a) alter the aim or objects of the grouping
- b) alter the number of votes allotted to each member
- c) alter the conditions for the taking of decisions
- d) modify the duration of the grouping
- e) alter the contribution by every member or by some members to the grouping's financing
- f) transfer the official address of the grouping to another Member State of the EEA
- g) admit new members
- h) expulsion of a member
- i) assign their participation or a proportion thereof either to another member or to a third party
- j) approve the annual financial report and the budget.
- k) any other modification of the constitutional contract, the statutes of the group, if the present Article does not fulfil the target; and should the case arise;

On the subjects listed above, the General Assembly cannot discuss these matters, unless these subjects have been especially mentioned in the convocation and the assembly has been able to gather two-third of the members. The modification will not be considered valid, unless it is agreed on unanimously by all members present at the assembly.

If the required two-third of the members are not present or validly represented at the first meeting, a second meeting can be called for, in which the matters can be validly discussed, if the majority of the members will be present by person or by proxy.

All other decisions shall be taken under the following quorum and majority conditions:
The meeting may deliberate validly only if at least half of the members, representing at least half of the votes, are present or represented. Decisions shall be taken by a simple majority of the votes of members present or represented, unless differently stated in the present contract.

The assemblies will be presided by the president of the Board of Directors or, in his absence, by the vice-president or another member of the Board.

The general secretary acts as secretary.

In the case of equal partition of the votes, the one of the president or, in his absence, by the vice-president or another member of the Board that replaces him will be preponderant.



Article 16: minutes

The decisions of the General Assembly will be consigned into the register of the association in the form of minutes signed by the president and by the secretary of the board. This register is kept in the residence, where every associate can take notice, without having to move this register.

Every extract of these minutes is validly signed by the president of the Board of Directors, by two Directors or by the general secretary.

Article 17: registration

Every modification of the statutes must be made public, in the month of this event, by means of annexes to the Official Government Gazette and must be registered at the Chamber of Commerce. Also every nomination, exclusion or the re-election of a Director must be registered at the Chamber of Commerce.

Article 18: Board of Directors

The grouping shall be managed by a Board of Directors made up of 5 members, which are elected and thus can be dismissed at any time by the General Assembly, on the basis of a unanimous vote.

They shall be appointed for a period of 4 years; such appointment may be revoked under the same conditions as their appointment. Every full and associated member can express a candidate for the Board of Directors: also, an individual person that is not representing any member can be elected.

Any Director of the Board may withdraw by sending in a registered letter with advice of receipt to the Board of Directors three month before the end of the actual date of withdrawal.

Every member of the General Assembly can ask for just motives the dismissal of a Director. Dismissal will not be considered valid, unless it is agreed on unanimously by all members present at the assembly.

Within one month after the actual date of withdrawal or dismissal of a Director of the Board a new Director has to be elected by the General Assembly.

A mandate for the Board of Directors can be renewed, until they are dismissed by the General Assembly or resign their selves.

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The Board is to be composed of a president, one or more vice-presidents, a general secretary and other functionaries.

The president is to be elected in function and can thus be dismissed as such at any time by the General Assembly. Dismissal will not be considered valid, unless it is agreed upon unanimously by all members present at the assembly.

Among its members the Board of Directors elects the vice-president or vice-presidents.

If during a meeting there is no new president yet, and also no vice-president, these meetings will be presided by the senior Director or the general secretary.

The president convenes the meetings of the Board of Directors. The convocations contain the date, the time and the place where the meeting is held, as well as the agenda of the meeting.

The Board of Directors cannot validly deliberate unless at least 3 of the Directors are present.

Every Director can make himself be represented by one of his fellow Directors at meetings of the Board. Each Director may not hold more than one authorisation.

The present or represented members make the decisions of the Board of Directors through a majority of votes. The Directors, who withdraw from voting, will be considered as not present in the calculation of the majority of votes.

In case of equality of votes, the one of the president or of the replacing Director shall be preponderate.

The president and the general secretary will sign the minutes of the meetings of the Board of Directors after the Board has approved them.

Any extracts of these minutes are to be validly signed by the president, by two Directors or by the general secretary.

Article 19: Powers of Board of Directors

The Board of Directors may perform any act required or useful for the achievement of the objects of the grouping, excepting those set aside by law or this statute for the General Assembly.

The grouping shall be validly bound in respect of third parties, other than those acts of the daily or common management, only by the joint signature of at least 2 Directors.

Each of the Directors represents the group in front of thirds, since he acts in name of the group, even if the acts are not of his personal interest, unless the group does proof that these thirds were aware of the fact that the acts exceeded the limits of the group's goal, or could not ignore it, taking into account the circumstances, being excluded that only the publication of this fact is sufficient to constitute this proof.



Any limitation applied to the power of the members of the Board of Directors cannot be opposed by thirds, even if it has been made public.

Article 20: Committees

In order to assure the realisation of the goal of the group, the Board of Directors can establish and thus dissolve at any time, permanent working groups or working groups “ad hoc” of which it fixes the composition, the powers and the competence’s.

The ways of deliberation and all other aspects about the functioning of these committees will be fixed in the internal regulations.

Article 21: Information

Each member has the right to obtain information from the Board on the affairs of the group and to take notice of the books and the documents.

Article 22: Financial year

The financial year shall start on January 1st and shall end on December 31st of every year.

Article 23: Annual accounts

At the end of each financial year, annual accounts shall be drawn up by the Board of Directors. The yearly accounts are subject to the approval of the General Assembly in the six months of the end of the financial year.

The annual accounts shall be published on the website of the grouping, and/or in any other publication, according to the requirements of law.

In case the group has not nominated a business reviser, charged with the legal inspection of the accounts, all members who are not with the Board of Directors have the right to take notice of the books and the documents in the residence of the group and to obtain copies, this within at least fifteen days before the date of the General Assembly.

Article 24: Profits and losses

The FLORNET EEIG is a non profit organisation. In any case, the group's activities have to be concerned with the economical activities of its members and it cannot have an instrumental character in relation to them. The members of FLORNET EEIG are shareholders, without money. They only have the right of voting at the General Assembly according to article 8 of the present statute.



If the accounts show a profit, the General Assembly may decide to allocate a percentage up to 100% of these profits to a reserve fund. The group may not appeal to the capital market with its savings.

The members may also decide to allocate a certain proportion of these profits to different activities according to the aims/object of the grouping.

In the event of a loss, the Board of Directors may require the members of the grouping to contribute to the loss incurred in the same proportion. The Board can also assign a different contribution to every member according to their financial possibilities. This decision has to be approved by the General Assembly by a simple majority.

The members of the group answer indefinitely and solidary to all obligations of the group.

Article 25: Audit

Auditing of the financial position, annual accounts and management shall be the task of a supervisory board appointed by the General Assembly in accordance with the Dutch Law, concerning accountancy, yearly accounts and balance accounts of enterprises, in so far as they apply to the group and forth in conformity with any other legal dispositions and special regulations that are applicable to them.

Article 26: Dissolution of the FLORNET EEIG

The General Assembly may decide to wind up the grouping early as a result of:

- the realisation, the extinction or the impossibility to fulfil its goal
- the decision taken by unanimous votes of the full members
- a legal decision pronounced at the wish of a member, because of misunderstandings within the group, which influence the functioning in an ill manner, or for another just reason
- the fact that the group has no more than one member or more members from a single country.

If, three months after the appearance of one of the situations mentioned above, the decision of the members to dissolve the group isn't taken, every member has the right to demand the pronouncement of the dissolution of the Court.

The group must also be dissolved by a decision of the members or by a remaining member because the required number of members is not achieved.

Among the remaining members, the group subsists under the same conditions as described in the statutes in case of incapacity, decease, dissolution, bankruptcy or the dismissing of one member of the group.



After dissolution of the group by decision of its members, the Director(s) must fulfil the obligation of publication. Moreover, everyone interested can start the procedure as to the obligations of publication.

The grouping shall exist after one of its members has ceased to belong to it.

On the demand of any person interested or of a competent authority, the Court must pronounce the dissolution of the group, in case of the violation of Article 3, 12 or 31, section 3 of the regulation (E.C.) number 2137/85 of the related Council concerning the institution of an European group of economical interests, provided that solution of the situation of the group is not possible and it does not intervene before sentence has been passed.

On the demand of a member, the Court can pronounce dissolution of the group for just reasons.

The dissolution of the group as well as the names of the liquidators will be published in the annexes of the Dutch Government Gazette.

Article 27: Liquidation

The dissolution of the group will be followed by its liquidation.

The legal competence of the group subsists until the completion of the liquidation. All important documents of the group in dissolution are to mention that the group is in liquidation.

The grouping shall be liquidated *either* by the Board of Directors *and/or* by one or more liquidators, if so decided by the General Assembly.

The liquidator or liquidators have to fulfil the obligation of publication, related to the dissolution - liquidation.

Article 28: Disputes between members

Any dispute which may arise in respect of the validity, interpretation or performance of this contract, either between the members and/or the Director(s) and/or the grouping, or between the members themselves, and which shall not compulsorily be submitted to the competence of the judicial authority, shall be submitted to (a board of) arbitrator(s)/ conciliator(s)/ mediator(s) who are not related to the FLORNET EEIG. The third party will be appointed by the General Assembly. The member(s) that are having the dispute are not allowed to give their vote in this matter.



Article 29: Mention

All acts, invoices, announcements, publications, letters, orders and other documents of similar importance for the group, must indicate readable and completely:

- The name of the group, preceded or followed, either by the mentioning of "European Group of Economical Interest" or by the initials "E.E.I.G.", that is when these words or initials are not yet mentioned in the name;
- The words "Register of European Groups of Economical Interests" or the initials "R.E.G.E.I." accompanying the indication of the residence of the Chamber of Commerce where registration is done and the number of this registration;
- The exact address of the group;
- If this is the case, the mention that the group is in liquidation;

Anyone mediating for the group in an act in which the prescription as mentioned above are not fulfilled, if this results into prejudice against thirds, is held responsible personally for the obligations herewith taken upon the group.

Every establishment of the group, when it is properly registered, must apply the indications mentioned above, accompanied by those related to their own registration, on the documents mentioned above that are going out from this establishment.

Article 30: Internal regulation

The rights and obligations of members shall be specified in an internal regulation that will be annexed to this contract after approval by the general assembly.

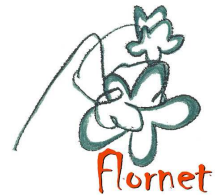
The members may amend this regulation by a decision taken by a majority of 2/3 during the general assembly, by show of hand.

Article 31: Languages

The present contract language is the English language; the English version shall be valid in the event of disputes as to its interpretation.

Translations in the national language of any member may be used, approved by at least one of the members of that country.

It has been decided to use the English language for any official dealings or communications between members and/or with third parties. When any different language shall be used, an English version shall be available, and it will be the only one valid.



Article 32: Other matters

All matters that are not dealt with in the present statutes will be settled in conformity with the dispositions of the E.C. regulation number 2137/85 of the Advisory Committee on the institution of a European Group of Economical Interest, the Dutch Law of June 28, 1989, regarding measures of application of E.C. regulation number 2137/85 of the Advisory Committee on the institution of a European Group of Economical Interest.