



**INTERNAL BYLAWS**  
**COMMITTEE LINKING ENTREPRENEURSHIP-AGRICULTURE-DEVELOPMENT**

**Last update:** June 2024

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**COLEAD**

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## Foreword

The Comité de Liaison Entrepreneuriat-Agriculture-Développement (hereinafter referred to as "COLEAD") is a private sector, non-profit, inter-professional association governed by the French law of 1<sup>er</sup> July 1901 and the decree of 16 August 1901, created in 1973 by stakeholders active in the international fruit and vegetable trade.

COLEAD is a network of companies, professional organisations and experts committed to inclusive and sustainable agriculture.

The internal bylaws are established in accordance with Article 14 of the Articles of Association and are intended to :

- Specify and complete the organisational, governance and internal and external operating procedures;
- Provide a comprehensive overview of the membership processes;
- Inform members about the scope of the association's activities and the underlying responsibilities.

These internal bylaws shall apply as from 17 November 2022.

## Scope of application

These internal bylaws apply to all members of the association.

The provisions of these internal bylaws shall be interpreted in the light of the Articles of Association. In case of ambiguity or contradiction, the Articles of Association shall take precedence over the internal bylaws.

Respect and application of these internal bylaws are therefore binding on everyone in all places under the association's jurisdiction, as well as in all places where its functions require it.

These internal bylaws are available at the association's head office and at the General Delegation, and a copy must be given to each member upon request.



# 1. GOVERNANCE

## 1.1. Board of Directors

In addition to the provisions set out in Article 10 of the Articles of Association, the following practical provisions shall apply within the Board of Directors.

### **Setting up of Working Committees**

The Board of Directors may set up, if it so wishes, one or more Working Committees to support the good governance and management of the association, depending on the needs identified at the beginning and/or during the term of office.

The Working Committees are not official governance bodies of the association. Their underlying mission is to enlighten the Board of Directors' reflections and to help in the decision-making process by issuing recommendations/proposals.

These Working Committees may meet as often as necessary. The Working Committees shall consist of at least three (3) directors.

Upon invitation, any other director and/or member of the General Delegation may attend, in whole or in part, a Working Committee meeting, when the Working Committee deems it necessary or desirable.

The methods of participation in Working Committee meetings are extended to all means of communication available to directors (i.e., face-to-face meetings, videoconferencing, teleconferencing, etc.) provided that the technical characteristics allow the integrity of the discussions to be guaranteed. Nevertheless, given the potential periodicity of the exchanges, it will be systematically preferred to hold Working Committee meetings remotely.

Working Committee's deliberations are recorded in minutes, allowing to present to all directors the content of the discussions and the recommendations/proposals raised by the Working Committee. Each Working Committee reports on its work directly to the Board of Directors.



## 2. MEMBERSHIP OF THE ASSOCIATION

### 2.1. Membership structure and eligibility requirements

#### 2.1.1. Membership categories and eligibility requirements

The association has two types of members: **active members** and **associate members**. In accordance with Article 5 of the Articles of Association, active and associate members must appoint their permanent representatives to the Association.

#### 2.1.2. Classification of members

In the context of the periodic communications and reports made by the General Delegation to the attention of the Board of Directors and/or the General Meeting, the following classification is used:

- ACP<sup>1</sup> producers/exporters/processors/producer groups, active in the horticultural sector;
- ACP<sup>1</sup> and European importers<sup>1</sup>, active in the horticultural sector ;
- ACP<sup>1</sup> and European professional organisations<sup>1</sup> i.e., organisations representing the interests of their members whose activities are related to the production/processing/marketing and/or export of fresh and/or processed horticultural products;
- Related ACP operators<sup>1</sup> and European<sup>1</sup> i.e., any entity carrying economic activities related to the horticultural sector (logistics/transport/transit, agricultural equipment/inputs, financial organisations, etc.);
- Service providers (e.g. consultancy firms, independent consultants, etc.) ;
- Distributors/supermarkets/hotel groups and catering groups;
- Training and research centres (including laboratories) and universities ;
- Support organisations for horticultural value chains from the private sector (e.g., certification bodies, standard-setting bodies, etc.), the public sector (e.g., development banks, agencies managing and implementing development programmes, national export promotion agencies, etc.) or civil society (e.g., non-governmental organisations, etc.);
- Other professional organisations active in / supporting other agricultural sectors (non-horticultural)

However, the association reserves the right to modify this classification for *ad-hoc* reporting purposes and/or to ensure the necessary granularity to achieve the level of transparency required.

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<sup>1</sup> Geographical scope of eligibility of members as defined in the Statutes of the association.



### 2.1.3. Summary of the membership structure

When applying for membership, candidate members are eligible for either active or associate membership, depending on their intrinsic activities and therefore their categories.

Classification	Active members	Associate members
ACP producers/exporters/processors/producer groups, active in the horticultural sector ;	<input checked="" type="checkbox"/>	[ <input checked="" type="checkbox"/> ]*
ACP and European importers, active in the horticultural sector ;	<input checked="" type="checkbox"/>	[ <input checked="" type="checkbox"/> ]*
ACP and European professional organisations i.e., organisations representing the interests of their members whose activities are related to the production/processing/marketing and/or export of fresh and/or processed horticultural products;	<input checked="" type="checkbox"/>	[ <input checked="" type="checkbox"/> ]*
Related ACP operators and European i.e., any entity carrying economic activities related to the horticultural sector (logistics/transport/transit, agricultural equipment/inputs, financial organisations, etc.);		<input checked="" type="checkbox"/>
Service providers (e.g. consultancy firms, independent consultants, etc.) ;		<input checked="" type="checkbox"/>
Distributors/supermarkets/hotel groups and catering groups;		<input checked="" type="checkbox"/>
Training and research centres (including laboratories) and universities ;		<input checked="" type="checkbox"/>
Support organisations for horticultural value chains from the private sector (e.g., certification bodies, standard-setting bodies, etc.), the public sector (e.g., development banks, agencies managing and implementing development programmes, national export promotion agencies, etc.) or civil society (e.g., non-governmental organisations, etc.);		<input checked="" type="checkbox"/>
Other professional organisations active in / supporting other agricultural sectors (non-horticultural)		<input checked="" type="checkbox"/>

*\*Active members may, under certain conditions defined in point 2.4.2 of these internal bylaws, temporarily lose their active member status - and the relative rights associated with this category of membership - and transition to the category of associate member.*

To avoid potential conflicts of interest, in the specific case where a member has developed a service provider relationship with COLEAD, only this relationship will be considered, and the category of associated member will be assigned.

## 2.2. Membership procedures

In order to consider the diversity of the Association's activities, as well as the special circumstances relating to the geographical spread of its members and directors, two (2) membership procedures coexist.

### 2.2.1. « Standard » procedure

The membership application (online or offline) is completed by the candidate member and sent to the General Delegation. The General Delegation collects all the necessary and relevant documents and information for the analysis of the application (including, for example, the legal entity form).



The standard procedure provides that in addition, the candidate member must present two (2) letters of sponsorship from active members. The General Delegation, with the support of the Executive Committee (*Bureau*) of the Board of Directors, may assist the candidate member in its application, if unfamiliar with the members of the association.

Membership applications are grouped together and periodically presented to the Board of Directors, for information and approval. These applications are included in the list of candidate members presented to the directors for ratification at the Board of Directors meetings.

### 2.2.2. « Specific » procedure

This specific membership procedure is carried out through the programmes managed and implemented by the Association.

Periodically, a list of programme partner-beneficiaries with whom a development plan or partnership agreement has been signed, and who have applied to join the association, is presented to the Board of Directors for information and approval. These applications are included in the list of candidate members presented to the directors for ratification at the Board of Directors meetings.

The sponsorship of member candidates is done via a *grouped sponsorship* procedure, i.e., a document listing all member candidates and signed by two (2) directors.

### 2.2.3. Admission decision

Applications for membership are examined by the General Delegation, which is responsible for gathering all the necessary and relevant information on the candidate member and reports to the Board of Directors.

The General Meeting is informed and endorses the applications that have received the approval of the Board of Directors.

The General Delegation notifies the candidate member of the admission decision:

- **In case of acceptance:** the candidate member receives a membership certificate, and membership of the Association takes effect from the date of notification.
- **In case of rejection:** the decision to reject an application for membership does not have to be motivated to the applicant by the Board of Directors or the General Delegation.

### 2.2.4. Sustainability Charter

COLEAD's action through its programmes is designed and guided by the three dimensions of sustainability: economic, environmental, and social. In addition to the practical arrangements set out below, each candidate member is required to adhere to the Association's Sustainability Charter, thus formalising its commitment to enter into a process of continuous improvement of the sustainability of its operations.



## 2.3. Membership fees

### 2.3.1. Membership fees setting process

The membership fee is a lump sum to be paid annually by the members. The amount of the membership fee is set by the Board of Directors. The last decision in force is an amount of EUR 150.

As a reminder, when applying for membership, candidate members are eligible either as active members or as associate members, depending on their underlying activities and therefore their membership classification.

This classification also influences whether or not membership to the Association is fee-paying or not, and complements the provisions mentioned in Article 6 of the Articles of Association. Indeed, a distinction must be made between fee-paying and non-fee-paying associate members.

Classification	Active members	Associate members
ACP producers/exporters/processors/producer groups	Paying	Non-paying*
ACP and European importers	Paying	Non-paying*
Professional organisations of ACP and European producers/exporters i.e. organisations representing the interests of their members whose activities are related to the production and/or export of fresh and/or processed horticultural products	Paying	Non-paying*
Related ACP and European operators i.e. any entity operating another economic activity related to the horticultural chain (e.g. logistics/transport/transit, agricultural equipment company/investor, financial organisations, etc.)		Paying
Retailers/supermarkets/hotel and restaurant groups		Paying
Service providers (e.g. consultancy firms, independent consultants, etc.)		Paying
Training and research centres (including laboratories) and universities		Non-paying
Horticultural support organisations from the private sector (e.g. certification bodies, standardisation bodies, etc.), the public sector (e.g. development banks, development programme management and implementation agencies, national export promotion agencies, etc.) or civil society (e.g. non-governmental organisations, etc.)		Non-paying
Other professional organisations active in / supporting non-horticultural sectors		Non-paying

*\*Active members may, under certain conditions defined in point 2.4.2 of these internal bylaws, temporarily lose their active member status - and the relative rights associated with this category of membership - and transition to the category of associate member.*

### 2.3.2. Call for membership fees

The call for membership fees is sent by e-mail by the General Delegation to each fee-paying member during the first quarter of the calendar year and includes an invoice with the amount of fees due. It should be noted that non-fee-paying membership is renewed tacitly on a yearly basis until a request for resignation is received.





### **2.3.3. Methods of payment**

The preferred method of payment is a bank transfer to the order of the Association (bank charges to be paid by the member). However, in order to consider the payment facilities and particular circumstances of the different countries in which the members of the association are registered, other means of payment are also accepted, i.e., payment via international payment service agencies, cheques and cash (during missions, meetings, fairs or by bearer), online payment platforms (Paypal, Stripe, etc.).

In addition, if the request is made by an associate member falling under the "service provider" classification, the membership fees may be deducted from an invoice to be paid by the Association to that member, either being processed, or in the future.

### **2.4. Resignation and loss of active membership**

All members of the association, whether active or associate, must respect the provisions / requirements of the Articles of Association and the internal bylaws. Any member no longer meeting the requirements or eligibility criteria of the Association may be struck off the Association by decision of the Board of Directors.

#### **2.4.1. Resignation**

The resignation must be submitted in writing. In accordance with Article 8 of the Articles of Association, the resignation shall take effect at the end of the fiscal year in which it is registered. It may not have retroactive effect. COLEAD reserves the right to require the member to fulfil its previous commitments (over a maximum period of 3 years). This decision is left to the discretion of the General Delegation.

#### **2.4.2. Transition from active member to associate member**

Active members may, under certain conditions defined below, temporarily or not lose their active member status - and the related rights conferred by this category of membership – and transition to the associate member category.

As mentioned above, an active member in default of payment of its membership fees may, at the end of the grace period of one (1) year from the first reminder, be excluded from the association upon decision of the Board of Directors.

Nevertheless, the Board of Directors may also decide to propose to an active member in default of payment of its membership fees to transition to the associate member category.

Following the proposal of the Board of Directors, the active member shall have a period of six (6) months to respond to the proposal of the Board of Directors – by accepting or declining it. At the end of this period, without response from the member, it will automatically be considered that the member has accepted the proposal to transition.

This change of category from active member to associate member entails *de facto* the loss of the related rights of active members, namely mainly the possibility to vote at the General Meetings, to present their permanent representatives at the elections of the Board of Directors and to sponsor new members through the standard procedure.



At the end of a period of two (2) years after the transition from active member to non-fee-paying associate member, the respective members are contacted again by the General Delegation in order to either (i) confirm their willingness to retain the status of non-fee-paying associate member or (ii) express their willingness to recover their status of active member. Without a response from the respective member, it will automatically be considered inactive. All members identified as inactive will then be proposed for exclusion at the following Board of Directors meeting.

#### **2.4.3. Transition from associate member to active member**

An associate member meeting the eligibility criteria for active membership may get back its active membership – and the related rights attached thereto – by paying the membership fees, with a maximum of 2 years during which it has maintained its membership in the association under the associate member category upon proposal of the Board of Directors. This provision aims to ensure fair treatment of active members, particularly in the light of the related rights attached to this category of membership.

#### **2.4.4. Rejoining the association after exclusion**

Clarification added to Article 8 of the Association's Statutes: a member whose exclusion has been pronounced by the members of the Board of Directors can regain its membership status only if one of the following conditions is met:

1. Settle the outstanding dues before the end of the current year
2. Submit a new membership application after a period of 2 years from the date of exclusion

Mr Stephen MINTAH  
Chairman of the COLEAD

Mr Jean-Marie SOP  
General Secretary of COLEAD