

BY-LAWS

OF THE

INDUSTRIAL ORGANISATION FOR

FOODSTUFF TECHNOLOGY AND PACKAGING

(A REGISTERED ORGANIZATION)

(IVLV)

SCHRAGENHOFSTRASSE 35

80992 MÜNCHEN

§ 1 Name, headquarters and fiscal year

- (1) The organisation is known as the „Industrial Organisation for Foodstuff Technology and Packaging“. It is a registered organisation.
- (2) The organisation is registered with the register of organisations at the municipal court in Munich. Its headquarters are in Munich.
- (3) The fiscal year is the calendar year.

§ 2 Aims

- 1) The organisation is a non-profit organisation. It procures funds according to §58 No. 1 AO (tax code), for basic research or collective research projects.

The organisation serves research purposes exclusively and directly as specified in the paragraph titled „ tax-privileged purposes“ of the tax code, especially in the field of research concerning foodstuffs, pharmaceuticals and cosmetics as well as other technical products and their packaging. Other areas of research include:

- a) The improvement of food quality and the development of new and refinement of existing methods for the treatment, processing and preservation of foodstuffs.
 - b) Finding the most effective method of packaging foodstuffs and other goods, taking into consideration the interaction between the wrapping and the product, especially during transport and storage.
 - c) The improvement of packaging material and wrapping methods and the development of appropriate methods of testing.
 - d) Consideration, evaluation and utilisation of other research results and experience in relevant fields.
- 2) The organisation’s funds may only be used for purposes as specified in the by-laws. Members receive no payment from these funds.
 - 3) The organisation may not favour persons by expenditure contrary to the by-laws or by unreasonably high remuneration.
 - 4) The organisation is a non-profit organisation.

§ 3 Membership

- 1) The following may become members:
 - a) Industrial enterprises who deal in the fields of foodstuffs, consumer goods, packaging and packaging technology; irrespective of their legal form,
 - b) provided they can become members of an organisation.
 - c) Other natural or legal persons in accordance to (German) private or public law, who wish to support the aims of the organisation. The number of sponsors may not exceed more than one quarter of regular (i.e. voting) members according to § 3 (1), (a) and (b).
 - d) The general assembly of members may confer honorary membership on individuals.
- 2) The executive board decides on the admission of members. The membership fee is fixed at the annual general meeting.
- 3) Membership ceases by notice of termination by a member of the executive board. Should an industrial enterprise or organisation be disbanded, membership will cease. In the event of a merger, membership will continue.

Notice of termination of membership must be served six months prior to the end of the year and must always be in written form.

The executive board may decide to terminate membership after incumbent consideration; notice hereof must also be served in written form six months prior to the end of the year.

§ 4 Bodies

- 1) Bodies of the organisation are:
 - a) the executive board
 - b) the general assembly of members
 - c) the advisory board

d) work groups

§ 5 Executive Board

- 1) The executive board is composed of the chairman, vice-chairman and at least one but no more than six other members.
- 2) The members of the executive board are elected from the general assembly for a period of two years. They remain in office until the new executive board is elected. Re-election is possible.
- 3) The executive board appoints a chairman and two vice-chairmen from within the group. According to § 26 BGB (German civil code), the executive board is defined as being the chairman and vice-chairmen. Each of them along with another authorised member of the executive board can represent the organisation.
- 4) The executive board manages the affairs of the organisation.
- 5) The executive board can appoint one or two managers to manage the organisation. Any member of the board can be appointed to this position. The executive board decides on the remuneration of manager(s), or other members of the executive board entrusted with management functions. The executive board reserves the right to revoke the appointment of a manager(s). Specific management issues that go beyond the normal limits of management must be authorised by the executive board.

§ 6 Annual General Meeting

- 1) The annual general meeting (AGM) takes place once a year.

The executive board will send a written invitation to all members four weeks in advance of the AGM. A list of resolutions will be included. Chairman of the AGM is the chairman of the executive board, or in the case of his being prevented, the vice- chairman.

Should neither chairmen be able to participate, the chairmanship will pass to the most senior member of the executive board, if there are more than one, the position will always go to the eldest person. Resolutions are to be recorded, signed and counter-signed by the chairman and secretary.

- 2) An extraordinary AGM can be called under the following circumstances:
 - a) in a case of special interest,
 - b) if the executive board decides so,
 - c) if 30% of all members demand it in writing stating the purpose and reason.
- 3) Each member has one vote and can only be represented by proxy by another member. Honorary members have no vote.
- 4) Where there are no other provisions, a simple majority is required to pass a resolution. A majority of three quarters of present or proxy votes is necessary to amend the by-laws or to alter the aims of the organisation.

Basically the AGM has a quorum irrespective of the number of members present or by proxy . This is not the case when there is a resolution to disband the organisation or to amend the by-laws.

The disbandment of the organisation can only take place if the resolution to do so was made. This meeting only has a quorum if two thirds of all members are present and pass the resolution with a majority of four fifths. Should the meeting not have a quorum because less than three thirds of the members are present, a new meeting must be held within the following three months, with notice of this resolution. This second meeting will have a quorum irrespective of the number of members present. The resolution will be passed if four fifths of the members present vote for it. Postal votes are only valid if received at a certain address within the time limit given. All resolutions with the exception of the disbandment of the organisation can be dealt with by postal voting.

- 5) The AGM elects the executive board according to § 5 (2) and at least one auditor per year.
- 6) The following resolutions are reserved for the AGM:
 - a) approval of the budget and the exoneration of the executive board,

- b) approval of the approximate calculations for the coming year; setting the minimum membership fee,
 - c) amendments to the by-laws
 - d) disbandment of the organisation and use of the organisation's assets according to § 10 (1).
- 7) The AGM is entitled to set up commissions to deal with special problems. It determines their rights and duties as well as their period of authorisation.

§ 7 The Advisory Board

- 1) The executive board can appoint an advisory board to advise and support it. The advisory board should not have more than twenty members.
- 2) The following members can be on the advisory board:
 - a) the chairman of a work group according to § 8 of the by-laws,
 - b) persons who, due to their special experience in related fields, are able to advise and support the executive board,
 - c) A member of the executive board cannot be a member of the advisory board.
- 3) The chairman of the advisory board can schedule and conduct meetings.

§ 8 Work Groups

- 1) Representatives of industrial research who are members of the organisation, may set up a work group with the approval of the executive board. The work group (s) represent the interests of the industry in research, in committees and research bodies supported by the organisation.
- 2) The work group selects a spokesman and vice-spokesman with the approval of the executive board.
- 3) The nomination is valid for two years. Re-election is possible.

§ 9 Rights and Duties of Membership

- 1) Each member is entitled to make research proposals within the framework of the by-laws § 2.
- 2) The members pay a membership fee for the fulfilment of the aims of the organisation. The fee is agreed upon at the AGM. The membership fee is to be paid for one year in advance.
- 3) New members pay a proportionate fee for the year of entering
- 4) Honorary members pay no membership fee.

§ 10 Organization's assets

In the event of the disbandment of the organisation or the abolition of its present aims, the organisation's assets will be transferred to a public corporation or to another tax-exempted organisation to be used for scientific research. The reassignment of assets may only occur with previous consent from the tax office.

§ 11 Jurisdiction

Jurisdiction and domicile for these by-laws with all ensuing rights and duties is Munich. Germany.

Munich, 06-23-2010