

STATUTES OF THE ASBL Low Impact Fishers of Europe (LIFE)

The undersigned founders:

1. Pennarun, Gwenaël Yves, 21 rue du phare, Sainte Marine, Combriit, France, born 20.07.1963, French, self-employed fisher;
2. Decugis, Christian, 9 avenue de la fontaine, 83700 Saint Rafael, France, born 22.09.1958, French, self-employed fisher;

met with like-minded colleagues on 15.11.2018 to form, through a private agreement, a not-for-profit association.

The founders have decided to meet again on 15 December 2023 to bring the ASBL's Articles of Association into line with the Belgian "Code des Sociétés et des Associations". To this end, they, and their fellow members of the Board of Directors, unanimously accept the following Articles of Association (last amended at the General Assembly Meeting on 16.11.2021):

Article 1. The association

1.1 Legal form

The association is constituted in the form of an entity with legal personality and, more specifically, in the form of a not-for-profit association (hereinafter referred to as "ASBL").

1.2 Name

The ASBL is called Low Impact Fishers of Europe, or LIFE for short.

This name must appear on all deeds, invoices, advertisements, publications, letters, orders and other documents issued by the association, immediately preceded or followed by the words "non-profit association" or the abbreviation "ASBL" and accompanied by a precise indication of the registered office.

1.3 Headquarters

The registered office of the ASBL is located at rue Abbé Cuypers 3, 1040 Brussels, in the Brussels-Capital region.

The Board of Directors has the power to move the registered office to any other location in the French-speaking region of Belgium and to carry out the required publication formalities. The General Assembly Meeting must ratify any change of registered office in the Articles of Association at its first subsequent meeting.

1.4 Duration

The ASBL is established for an indefinite period. It may be dissolved at any time under the conditions set out in these Articles of Association.

Article 2. Vision, Mission, Aims and Activities

Vision

LIFE's Vision is of a European Union with healthy seas, where small-scale fishers are masters of their future, custodians of the sea, are economically independent, contributing to prosperous coastal communities and the environmental sustainability of the Oceans.

Mission

LIFE's Mission is to unite European small-scale fishers to achieve fair fisheries, healthy seas and vibrant communities.

2.1. Aims

The ASBL aims to unite and energise small-scale artisanal fishers as key agents of environmental and social change, ensure strong and effective representation, and give a voice and support to their associations at local, regional and European level.

2.2. Main Activities

The activities are carried out to achieve the aims of the ASBL include the following:

- To make the voice of low-impact small-scale fishermen (SSF), in particular LIFE members, heard by the EU institutions (European Commission, European Parliament, etc.) and to represent them in the decision-making processes that affect them (legislative and political processes), while encouraging the creation of regional and national organisations where low-impact SSF do not have dedicated representation.
- Set up lobbying actions at both European and national level in favour of fair and sustainable fisheries policies, with low-impact SFF at the centre.
- Research and identify the best practices applied in the low-impact SSF sector and encourage networking and exchanges between fishers, in order to promote the replication, consolidation and scaling up of these practices.
- To provide low-impact SSF and their associations with capacity building services, enabling them to become agents of change through a triple bottom line approach.
- To develop small-scale fisheries as an integral part of fair and sustainable food systems.
- Support women active in small-scale low impact fisheries, all along the value chain, for their work to be recognised and respected, to be provided with targeted specialised professional training, and be fully integrated into the decision-making processes that affect them;
- Attract, motivate and support young fishers and encourage them to devote themselves to small-scale, low-impact fishing.

The ASBL may also develop any activities that contribute directly or indirectly to the achievement of the aforementioned non-profit objectives, including industrial or commercial operations, the proceeds of which will at all times be allocated in full to the achievement of the aforementioned non-profit objectives.

Article 3. Members

Any association or organisation that supports the aims of the ASBL and meets LIFE's membership criteria may apply in writing to LIFE to become an associate member.

Applications shall be assessed by LIFE's Board of Directors and admitted if they are deemed to satisfy the necessary requirements as specified in the Statutes (below) and the Internal Regulation Document.

LIFE Members are SSF associations, including fish producer organisations (FPOs), which have committed to implementing LIFE's Mission and have signed LIFE's "Joint Declaration".

This Declaration states that LIFE promotes sustainable fishing through a process that:

- gives the right to fish to those who practice sustainable fishing;

- eliminates fleet overcapacity, where it exists, while maintaining jobs in small-scale, low-impact fisheries;
- puts an end to harmful subsidies and destructive and unsustainable practices; and
- restores the health of our seas.

LIFE's member organisations bring together men and women who make their living from fishing and/or shellfish gathering, who work at sea or ashore and who:

- use various types of fishing equipment depending on the season: these are mainly passive and low-impact gear, due to their selectivity and the extremely low impact they have on the marine habitat;
- use, where appropriate, a fishing boat that complies with the following specifications:
 - a) total length of less than 12 metres;
 - b) fishing trips lasting less than 24 hours;
 - c) crew limited to a maximum of three people.
- The owner and/or his/her family members work onboard and are committed to assuring the sustainability of his/her activities, to respecting the rules or, if such rules are absent or insufficient, work towards applying self-imposed measures and/or projects to protect the fish resources and the environment.
- Forge strong social, cultural and economic links with their communities.

Members will be excluded from LIFE if they are found to use destructive methods that have a negative impact on the environment, practice non-selective fishing or deliberately catch fish below the minimum size.

Every member organisation of LIFE will appoint annually a Delegate to represent its organisation in the General Assembly.

LIFE accepts the following categories of members:

3.1 Full members

The ASBL is made up of a minimum of the representatives of two full members who have all the rights granted to members under the Companies and Associations Code and these Articles of Association.

Full Members are legal entities (including Fish Producer Organisations) incorporated in a European country (whether or not part of the EU), representing small-scale fishers that have committed to the Mission of LIFE and have signed a Joint Declaration with LIFE. Full members' representatives have the right to speak and vote at General Assemblies and other meetings, as well as to elect members and be elected as members of the governing body.

The above-mentioned founders are the first full members. Other members will subsequently be admitted as full members by the Board of Directors. The Board of Directors may decide at its own discretion not to accept a candidate as a full member.

The number of full members is not limited but may not be less than 2.

3.2 Associate members

Associate Members are legal entities incorporated in an EU or non-EU European country, representing small-scale fishers who are committed to the Mission of LIFE and have signed a Joint Declaration with LIFE. Associate members' representatives will have the right to speak, but not to vote, at General Assemblies and other meetings.

LIFE's Board of Directors will have the final say in any decision to accept an organisation for membership, based on an assessment of the applicant association's profile and commitment to low-impact fishing.

The Board of Directors may decide, in its sole discretion, not to accept a candidate as a member based on their assessment of the association's membership profile and commitment to low impact fishing.

Associate members have only the rights and obligations defined in these Articles of Association, without voting rights.

3.3 Rights and duties of Member Organisations

The rights of all Member Organisations of LIFE are:

- To be informed of the activities of LIFE and decisions taken by the Board of Directors
- To have all suggestions and proposals submitted in writing concerning the issues affecting the Association to be studied and responded to by the Board of Directors
- To benefit from the activities developed by LIFE.
- To participate in the General Assembly meeting and in the working groups created
- In the case of full members, for their representatives to elect and be elected as members of the Board of Directors

The duties of the Member Organisations are:

- To adhere to the statutes, and abide by the internal regulations of LIFE and the rules agreed to by the Board of Directors
- To participate at least at the General Assembly meetings (ordinary, extraordinary and elective meetings)
- In the case of Full Members, to pay LIFE's annual membership fees in a timely fashion. Member Organisations that do pay the annual membership fee in a timely manner will automatically be considered Associate Members.

3.4. Resignation

Members are free to withdraw from the ASBL at any time by sending their resignation in writing to the Board of Directors. The resignation will take effect 1 month from the date of the written resignation.

3.5. Exclusion of a member

The Board of Directors may suspend members who have committed serious breaches of the Articles of Association or of the laws of honour and propriety, until such time as the General Meeting decides.

Member Organisations can be removed from LIFE for the following reasons:

- Dissolution of the Member Organisation
- Voluntary resignation, communicated by writing to the Board of Directors
- For breach of their duties as Member Organisations
- At the initiative of the Board of Directors, for failing to meet the membership requirements established in Article 7 of these Statutes, or due to incorrect or unfair conduct that causes injury to or undermines the purposes of LIFE, to discredit LIFE with actions or with words that discredit or undermine LIFE's activities or the normal relations based on mutual respect enjoyed between LIFE's members, or through not complying with the conditions of admission.

If a full member acts contrary to the aims of the ASBL, it may, on the proposal of the Board of Directors or at the request of at least 1/5 of all members, be excluded by a special decision of the General Assembly, at which at least half of all full members are present or represented. This decision is taken by secret ballot and by a majority of 2/3 of the votes present or represented.

Associate members who act contrary to the aims of the ASBL may be excluded by a unilateral decision of the Board of Directors.

Members must have been informed in advance of the reasons for their exclusion.

Members have the right to defend themselves and to be heard.

Delegates to the General Assembly are considered to have resigned when giving up the functions that provided the basis for their appointment or on the withdrawal of their Member organisation's delegation.

3.6. Rights over assets

No member may assert or exercise any claim whatsoever on the assets of the ASBL by virtue of his or her membership alone.

This exclusion of rights to assets applies at all times: during the period in which the person concerned is a member, when this status ceases to exist for any reason whatsoever, when the ASBL is dissolved, etc.

Full members, members who have resigned or been excluded, as well as the heirs or surviving relatives of a deceased member, have no rights over the Company's assets. They may not claim or request any statement, rendering of account, affixing of seals, inventory or reimbursement of contributions paid.

They must return to the ASBL all its assets in their possession within one month of their resignation or exclusion.

3.7. Fees

Any person wishing to become a full member shall pay an annual membership fee, the amount of which shall be determined by the Board of Directors.

3.8. Register of full members

The association must keep an updated register of full and associate members, under the responsibility of the Board of Directors.

All decisions to admit, resign or exclude members shall be entered in the register by the Board of Directors within eight days of the Board of Directors becoming aware of the change(s).

All members can consult the register of Members through any online tools that the Secretariat may provide.

Article 4. The General Assembly

4.1. Composition

The General Assembly is made up of representatives of all the full members of LIFE.

It is chaired by the Chairman of the Board of Directors.

4.2 Observers

Observers may attend the General Assembly and may, with the Chairman's permission, address the General Meeting.

4.3. Competence

The General Assembly is the chief decision making and representative organ of the ASBL.

It has the powers expressly conferred upon it by law or by these Articles of Association.

The powers of the General Assembly include the right to:

- Amend the Articles of Association of the ASBL;
- To appoint and dismiss members of the Board of Directors;
- To appoint and dismiss the directors, the statutory auditor(s), the auditor(s) and the liquidator(s);
- Discharge the directors, the auditors and, in the event of voluntary dissolution, the liquidators;
- Setting remuneration, where remuneration is awarded;
- To set the financial and other conditions for persons undertaking a mandate as Director/ Administrator
- Exclude a member as per article 3.4 of these statutes;
- Approve the annual budgets and accounts;
- Approve LIFE's 5-year Strategy;
- To approve the internal rules and amendments thereto;
- To dissolve or convert the ASBL, in accordance with the relevant legal and statutory provisions;
- Determining the destination of assets in the event of dissolution of the ASBL;
- Decide to bring a liability action against any member of the ASBL, any director, any commissioner, any person authorised to represent the ASBL or any agent appointed by the General Meeting;
- Exercise all other powers deriving from the law or the Articles of Association.

4.4. Election of Directors

The General Assembly appoints a minimum of three and a maximum of nine representatives/administrators from three different regions of the European Union to its Board of Directors, namely:

- the Mediterranean and Black Sea Region (minimum one and maximum three representatives),
- the Atlantic Region (minimum one and maximum three representatives)
- Baltic and North Sea Region (minimum one and maximum three representatives)

In the event of a tie, the General Meeting may decide to appoint an additional representative, who will share their voting rights between them.

The representatives of each Region will be elected through an Elective General Assembly meeting (normally celebrated every 4 years) by simple majority of full Member organisations in that Region. Each member organisation sitting in the General Assembly has 3 votes to elect representatives from their Region.

4.5. Meetings

The General Assembly Meeting is held at least once a year, within six months of the end of the financial year. This takes place in the last quarter of the year.

An Extraordinary General Meeting may be convened at any time, by decision of the Board of Directors, either at the request of the latter or at the request of 1/5 of the full members of the ASBL.

Every 4 years, an Elective General Assembly will be called to elect the new members of the Board of Directors.

The General Assembly is convened by the Board of Directors, in coordination with the Secretariat.

As a general rule, meetings will be held in LIFE's main office, at the date and time indicated in the meeting notice. In exceptional circumstances, meetings may be held on-line or in another specified location. Exceptional circumstances include lockdowns, lack of financial means or other occurrences that make an alternative location or meeting on-line necessary.

All members must be convened.

Meetings are convened by ordinary letter, fax or e-mail, sent at least fifteen (15) days before the date of the Meeting. They shall contain the agenda, which shall include at least the presentation of the annual report of the administrative body, the approval of the accounts for the past financial year and the provisional budget for the following financial year.

The General Meeting may only deliberate on items on the agenda.

4.6. Quorum and votes

Each member has the right to attend and participate in the meeting, either in person or through the intermediary of any proxy of his choice, provided that the proxy is himself a member of the ASBL and may not carry more than two votes by proxy in addition to his own vote.

All full members have equal voting rights at the General Assembly, with each member having one vote.

In order to deliberate validly, the General Assembly must be attended by at least 2/3 of the members present or represented at the meeting. Resolutions are passed by a simple majority of the votes present or represented, unless otherwise provided by law or in the Articles of Association. In the event of amendments to the Articles of Association, a two-thirds majority applies.

Voting may be by roll call, show of hands or, if requested by two-thirds of the full members present or represented, by secret ballot.

In the event of a tie, the Chairman has the casting vote.

The resolutions of the General Meeting are recorded in minutes, which are kept in a register of minutes signed by the Chairman and Secretary and by any members who so request, and are kept at the registered office of the ASBL, where they may be consulted by members. Third parties wishing to consult the minutes of the resolutions of the General Meeting may submit a request to that effect to the Board of Directors, which may authorise or refuse such consultation in its sole discretion and without giving further reasons.

Article 5. Administration and representation

5.1. Composition of the Board of Directors

The ASBL is managed by a Board of Directors consisting of at least three directors. If and for as long as the association has fewer than three members, the administrative body may consist of two directors. As long as the Board of Directors has only two members, any provision granting a member of the administrative body a casting vote automatically loses its effect.

The members of the Board of Directors are chosen from among the full members and are appointed for 4 years by the General Assembly of the ASBL, acting by a simple majority of the votes present or represented. Directors' terms of office expire on death, resignation, dismissal or the finalisation of the elective period (every 4 years).

The Board of Directors appoints from among its full members:

- A Chairman
- A Treasurer
- A Secretary

Any director wishing to resign must notify the Board of Directors of his decision in writing. However, the resigning director must remain in office until such time as a replacement can reasonably be provided.

In principle, directors carry out their duties free of charge. They are reimbursed for expenses incurred in the performance of their duties.

In addition to the general rights and duties of the Member Organisations detailed in article, Members of the Board of Directors:

- Have decision taking rights governing the functioning of LIFE
- Have the right to be appointed as President, vicepresident, treasurer or secretary
- Participate in at least at 60% of the Board of Directors meetings
- Communicate with the rest of members of the Board and secretariat punctually
- Act in honesty, according to the principle of collegiality, common good and looking after the organisation

Removal. Board members may be removed by the General Assembly for just cause, in particular if the Board Member has violated his/her obligations towards the Association or if the Board member is not in a position to exercise his/her functions correctly.

Resignation. Board members may resign at any time by submitting a written declaration to the President and/or Executive Secretary, specifying when the resignation shall take effect.

Vacancy during the term of office. In the event of dismissal or resignation during the term of office, the Board may appoint a replacement member on a provisional basis, until the next meeting of the General Assembly.

5.2. Meetings, deliberations and decisions

The Board of Directors meets when convened by LIFE's secretariat, the Chairman or by two directors, as often as required in the interests of the ASBL, but at least once a year.

The body is chaired by the Chairman or, in his absence, by the Secretary. The meeting is held at the registered office of the ASBL, online or at any other place in Belgium indicated in the letter convening the meeting. It may invite other individuals as it deems necessary.

The Board of Directors may deliberate and make valid decisions regardless of the number of members present or represented. Decisions are taken by a simple majority of the votes of the members present or represented. Any director may be represented by another director. A director may hold only one proxy. In the event of a tie, the Chairman has the casting vote.

Minutes of the meeting are drawn up and signed by the Executive Secretary. These minutes are kept in a register of minutes which may be consulted by members, who shall exercise their right of consultation.

In exceptional cases, where urgency and the interests of the ASBL so require, decisions of the administrative body may be taken with the unanimous written agreement of the directors. To this end, the prior unanimous agreement of the directors to apply a written decision-making process is required. In any event, the written decision-making process implies prior deliberation by email, videoconference or teleconference.

The Board of Directors may perform any action necessary for or useful to attaining the Association's social objectives on any matters, which are not expressly reserved for the General Assembly, by law or by these statutes. These can include:

- Supervise the activities and management of the organisation
- Approve the main position papers
- Supervise the admission and exclusion of Member Organisations
- Supervise the constitution of working groups
- Set up and review annually the Membership fee

5.3. Conflicts of interest

If a director has, directly or indirectly, a conflicting interest of a proprietary nature in a decision or transaction falling within the remit of the Board of Directors, he must disclose this to the other directors before the Board of Directors takes a decision.

His/her declaration and explanation of the nature of this conflicting interest must be included in the minutes of the meeting of the Board of Directors which is to take this decision. The administrative body may not delegate this decision.

A director with an opposing interest withdraws from the meeting and refrains from taking part in the deliberations and voting on the matter in question.

If the majority of the directors present or represented have a conflict of interest, the decision or transaction is submitted to the General Assembly. If the decision or transaction is approved by the General Assembly, the Board of Directors may implement it.

The aforementioned procedure does not apply to usual transactions that take place under the conditions and with the securities that are normally prevailing on the market for similar transactions.

5.4. Internal administration - restrictions

The Board of Directors is authorised to carry out all acts of internal administration which are necessary or useful for the achievement of the purpose of the ASBL. It has the widest powers for the administration and management of the ASBL, with the exception of those which fall within the exclusive competence of the General Assembly, in accordance with the law or these Articles of Association.

Notwithstanding the obligations that result from collegiate administration, namely consultation and control, the directors may divide the administrative tasks between themselves. Such a division of tasks is not enforceable against third parties, even if it has

been published. However, in the event of non-compliance, the director(s) concerned may be held liable.

The directors may not take decisions relating to the dissolution of the organisation without the authorisation of the General Assembly. These restrictions on their powers are not enforceable against third parties, even if they have been published. However, if they are not complied with, the director(s) concerned will be held internally liable.

5.5. Power of external representation

The administrative body represents the ASBL in judicial and extra-judicial acts.

Deeds which commit the ASBL, other than those of day-to-day management, in the absence of a delegation given by a special resolution of the administrative body, are signed either by the Chairman of the administrative body or by two directors, who will not be required to justify a prior decision of the body with regard to third parties.

Article 6. Day-to-day management

The day-to-day internal management of the ASBL may be delegated by the Board of Directors to a day-to-day management body consisting of one or more persons, so called LIFE Secretariat, overseen by an Executive Secretary. In addition, staff may be recruited to manage specific projects and activities, who also fall under the oversight of the Executive Secretary. When the day-to-day management is entrusted to several persons, they act individually.

The office of Executive Secretary and other Executives ceases on death, resignation or removal from office.

The appointment and termination of office of the persons responsible for the day-to-day management are recorded in the ASBL's file at the clerk's office of the Commercial Court.

Legal actions, both as plaintiff and defendant, are brought or supported on behalf of the ASBL by the administrative body.

Article 7. Liability of the directors and the person delegated for day-to-day management

The Directors and the persons delegated with the day-to-day management are liable for decisions, acts or behaviour that manifestly exceed the prudent and diligent administration required for ordinary management. They are also liable for breaches of the Articles of Association or of the Companies and Associations Code. They are jointly and severally liable to third parties.

Directors may report mismanagement and be relieved of this responsibility. To do so, they must record the disclosure and the ensuing discussions in the minutes of the meeting.

Their liability to the ASBL and to third parties is limited to the performance of their duties in accordance with ordinary law, the provisions of the law and the provisions of the Articles of Association. They are also liable for manifestly imprudent or negligent breaches.

Members are not liable for commitments entered into by the ASBL.

Article 8. Financing and accounting

8.1. Financing

The ASBL shall be financed, inter alia, by subsidies, grants, donations, subscriptions, gifts, bequests and other testamentary and last will and testamentary dispositions, obtained both to support the general aims of the ASBL and to support a specific project.

The ASBL may also raise funds in any other legal manner.

8.2. Accounting

The financial year begins on 1 January and ends on 31 December.

Each year, and no later than six months after the end of the financial year, the Board of Directors submits the annual accounts for the past financial year and the budget for the following financial year to the General Meeting for approval.

Article 9. Internal regulations

LIFE's internal regulations were approved and adopted by the General Assembly on 6 November 2021 and can be reviewed and amended by the General Assembly when needed.

Article 10. Dissolution

The General Meeting shall be convened to consider proposals for dissolution submitted by the Board of Directors or by at least 1/5 of all members. The meeting shall be convened and the agenda set in accordance with Article 4, Section 4 of these Articles of Association.

The deliberation and the decision relating to the dissolution respect the quorum and the majority required for a modification of the purpose, provided for in article 4, section 5, of these Articles of Association. As from the decision to dissolve, the ASBL will always mention that it is an "ASBL in dissolution", in accordance with the law.

In the event of dissolution and liquidation, the Extraordinary General Meeting shall appoint one or more liquidators, determine their powers and indicate the use to be made of the net assets of the Company, which must be in favour of an association with a similar purpose to that of this Association.

All decisions relating to the dissolution, the conditions of liquidation, the appointment and termination of liquidators, the closure of the liquidation and the allocation of assets must be filed with the Registrar and published in accordance with the law.

Article 11. Miscellaneous

All matters not expressly provided for in these Articles of Association are governed by the Code of Companies and Associations governing not-for-profit associations.

Article 12. Directors

At today's General Assembly Meeting, the following elected directors were confirmed in place:

- Pennarun, Gwenaël Yves; 21 rue du phare, Sainte Marine, Combricit, France; born 20.07.1963, French, fisher/self-employed
- Decugis, Christian; 9 avenue de la fontaine, 83700 Saint Raphael, France; born 22.09.1958, French, fisher/self-employed;
- Rodriguez Rodriguez, Luis; Atarazanas Bajo SN, Bajo, Almeria, Spain; born 19.02.1956, Spanish, fisher/self-employed.

Who accept this mandate.

The directors have appointed as:

- Chairman: Christian Decugis
- Treasurer: Luis Rodriguez
- Secretary: Gwenaël Yves Pennarun

Signed on in original copies.