

## **Statutes**

### **ART. 1 - Name, Head Office, Legal Status**

The Association is an international non-profit association (AISBL). It has the name "GS1". Its Head Office is situated in a commune of the Brussels region, at present: Avenue Louise, 326 - 1050 Ixelles.

It may, by a decision of the Management Board, be transferred to any other location in Belgium. Any decision of transfer of the Head Office of the Association shall be deposited in the Association's file kept at the clerk's office of the commercial court of Brussels and published in the Annexes of the Belgian Official Journal, according to applicable law.

The Association shall be governed by the provisions of Title III of the Belgian law of 27 June 1921 on non-profit associations, international non-profit associations and foundations.

### **ART. 2 - Object of the Association**

GS1 has as its object to establish a global multi-industry system of identification and communication for products and services based on internationally accepted and business led standards. It further ensures that the steps taken by its members to promote the application of the system are duly consistent. It is a non-profit making Association.

Its activities take the form of studies, liaisons, negotiations, the taking of actions in the best interests of its members as a whole and the representation of its members before international associations and institutions. Its main activity essentially involves the development of the system and coordinating and unifying the work carried out by its members.

The life of the Association is unlimited.

### **ART. 3 - Members**

GS1 membership is restricted to national or plurinational Organisations. In order to become a member of GS1, the national or plurinational Organisation must fulfil the following requirements:

- Submit formal evidence of legal status (i.e. being a legal entity constituted according to the laws of an internationally recognized state or states);
- submit formal evidence that its statutes provide for proper representation of manufacturers and distributors (wholesale and retail);
- Be an acknowledged authority within its own territory for the establishment of identification rules for products and services and be able to assume the position of the sole recognised GS1 Member Organisation for that territory.
- Demonstrate that the demand for GS1 services in its territory justifies the creation of a GS1 organisation and the application for GS1 membership;
- Undertake in writing to abide by the Statutes and internal regulations of GS1.

Accepted applicants are called "Member Organisations".

**ART. 4 - Admission to Membership**

Applications for admission to membership must be made to the Head Office of GS1. After examination by the Management Board, they will then be submitted to the General Assembly. Membership of the Association, with the rights and obligations pertaining thereto, will not be finally granted until such time as the entrance fee is paid.

**ART. 5 – Rights**

Each Member of GS1 shall enjoy the following rights:

- a To administer the standards system in its territory and be the sole representative of GS1 and EPCglobal Inc. for that territory;
- b To receive an unique number bank from GS1 for the purpose of allocating identification numbers to users of the standards;
- c To provide services in its territory in relation to the use of the standards system;
- d To appoint representatives to participate and vote at meetings of the General Assembly;
- e To attend all meetings that may be called by the Association;
- f To make nominations to the GS1 Management Board according to article 8;
- g To receive such publications and information that may be distributed by the Association;
- h To distribute the standards and publications issued by the Association;
- i To request and obtain such information as may be available in the Association on matters of interest and concern, including advice and assistance;
- j To have usage rights to the trademarks of GS1 under the terms of a license agreement;
- k To receive training provided by the Association on all relevant subjects.

**ART. 6 - Obligations**

Each members of GS1 shall have the following obligations:

- a To promote the object of GS1;
- b To comply with the GS1 Statutes, internal regulations and the decisions of the General Assembly;
- c To promptly release all standards approved by GS1;
- d To provide implementation support to users of the standards;
- e To maintain the support of trade and industry in its territory;

- f To pay annual fees and dues as agreed by the General Assembly;
- g To operate on a not-for-profit basis;
- h To have a Board of Management consisting of users of the standards;
- i To acquire the necessary technical competence to effectively carry out its role as a Member Organisation;
- j To do all within its power to prevent its members from introducing rules or practices that are not in conformance with the standards;
- k To ensure that any translated copies of the standards it distributes are accurate and that the original text of the standards is available at all times for consultation by its members;

### **ART. 7 - Resignation and Expulsion**

Loss of GS1 membership may result either from resignation or expulsion. Resignation must be notified by registered letter sent to the GS1 Head Office not later than six months prior to the end of the corporate year. Resignation becomes effective at the end of the said year.

A Member Organisation may be expelled from the Association following a vote of the General Assembly, if in the opinion of the Management Board the member:

- (a) no longer observes these statutes and the membership obligations;
- (b) refuses to abide by the decisions of the General Assembly;
- (c) commits any act which may be prejudicial to the interests of the association;
- (d) ceases to fulfil any of the conditions for admission set forth in these statutes;
- (e) fails to meet its financial obligations to the Association for a period of two years or longer.

The Management Board shall submit a request for expulsion to the General Assembly containing the facts and considerations which lead to this action. The Member Organisation concerned shall be given the opportunity to defend itself before the General Assembly before a final decision is taken.

Notification of expulsion shall be made by registered letter within eight days of the General Assembly's decision. It becomes effective as from the date of receipt of the said notification. The membership fee for the current financial year shall however remain due by the Member Organisation regardless of resignation or expulsion. No out-going Member Organisation shall have any claim whatsoever on the assets of the Association or demand its winding up.

### **ART. 8 - Constituent Bodies of the Association**

The constituent bodies of the Association are as follows:

- a) The General Assembly
- b) The Management Board
- c) The Global GS1 Forum
- d) The Chairperson
- e) The President - Chief Executive Officer

**ART. 9 - General Assembly**

The General Assembly shall hold an Ordinary General Meeting once a year at a date and venue fixed at a previous meeting. It deals with the annual budgets and accounts, undertakes any necessary elections and determines the annual fees. Its agenda shall be submitted by the Management Board to the members at least 30 days prior to the date of the General Meeting. The Management Board may request the Chairperson or the President and Chief Executive Office to convoke the General Meeting on its behalf.

An Extraordinary General Meeting shall be convened whenever it is decided by the General Assembly, the Management Board or if requested by Member Organisations representing 10% of the votes. Such a meeting requested by the Member Organisations shall be held not later than three months after the date on which the request arrived at the GS1 Head Office. Points to be dealt with are subject to preparation by the Management Board.

Each Member Organisation shall be advised by letter of the date, place and time of the General Meeting and its agenda at least 30 days prior to the said date. Points can be added afterwards to the agenda. Their admission is subject to unanimous approval by the General Assembly at the beginning of the General Meeting.

The Member Organisations shall each appoint two representatives to take part in the proceedings of the General Assembly. Each Member Organisation shall be entitled to the number of votes corresponding to its financial contribution, the method of calculation being fixed by Internal Regulation, and shall cast its vote through one of its authorised representatives. In the event that a Member Organisation is unable to attend a meeting of the General Assembly, it may appoint another member to participate and vote on its behalf. The maximum number of proxies that can be held by a member shall be five.

The General Assembly is vested with full powers in order to achieve the object of the Association. Decisions are subject to a quorum of 66% of the total of allocated votes present or represented and a majority of 66% of the votes cast.

The General Assembly shall deal with the following matters:

- Modification of the Statutes;
- Modification of the basic organisational structure of the Association;
- Any change to the mission statement or the basic strategies of the Association;
- Acceptance and modification of constitutional Internal Regulations;
- Admission of new Member Organisations;
- Expulsion of a Member Organisation;
- Dissolution of the Association.
- Election and dismissal of the Chairperson and the Vice-Chairpersons of GS1;
- Election and dismissal of the members of the Management Board;
- Approval of the annual plan of activities and the budget;
- Approval of the annual accounts;
- Nomination of a Certified Auditor;
- Etc.

A resolution put to the General Assembly requires at least 20 Member Organisations voting in favour for the resolution to be carried and it cannot be defeated by one Member Organisation acting alone, even if that member has the required number of votes. For such a vote to be valid, at least five Member Organisations must oppose the resolution.

If the quorum requirement as set forth here above is not met at a General Meeting, a second General Meeting shall be called as soon as possible, with at least thirty days notice in writing to

the Member Organisations. The second General Meeting may decide without any quorum, but with the same majority requirement of votes as provided here above.

The Chairperson of the Management Board shall be the Chairperson of the General Meeting. In the absence of the Chairperson, one of the Vice-Chairpersons can chair the General Meeting. The Chairperson shall appoint a Secretary and two vote tellers.

A Register of all minutes of General Meetings shall be kept at the Head Office of the Association. The minutes shall be executed by the Chairperson and the Secretary of the General Meeting. Copies of the Minutes of each General Meeting shall be sent by mail to the Member Organisations no later than 30 days after the date of the General Meeting.

In exceptional cases and when the urgency of the matter so requires, the General Assembly may make decisions by a written procedure. To that effect, the Chairperson of the Management Board shall send via regular mail or via any other modern means of written communication (including e-mail) he/she deems fit, the proposed resolutions to all members. The communication shall be accompanied by a memorandum prepared by the Chairperson of the Management Board setting forth the reasons which have lead to the use of the written procedure, as well as the context of the proposed resolutions. The proposed resolutions shall be deemed adopted if within forty days after having been sent the number of, and votes attached to, the duly completed communications returned to the Chairperson of the Management Board by the members is sufficient to meet the quorum and voting requirements set forth in these statutes.

If the Chairperson of the Management Board is unable or unwilling to send the communication and prepare the memorandum, the communication shall be sent and the memorandum shall be prepared by a Vice-Chairperson.

In the event that a Member Organisation has been absent for two consecutive meetings of the General Assembly and refuses to delegate its votes, then, subsequent to a formal notification being served on the Member Organisation one month before the third consecutive General Meeting, the votes of that organisation shall not be taken into consideration for determining the quorum and majority.

## **ART. 10 - Management Board**

### Composition - Election

The Management Board shall consist of a minimum of 15 and maximum of 30 members, including the Chairperson and Vice-Chairpersons of GS1. The membership of the Board should have a well-balanced representation from the various geographical regions, from trade and industry and other sectors using GS1 standards, including multinational companies and SMEs, and from the Member Organisations.

Without prejudice to Article 12 of these statutes, the members of the Management Board shall be elected by the General Assembly for a period of three years and shall hold office until immediately after the next Annual General Meeting. Outgoing Board members are eligible for re-election for a second period of three years but no member can stay on the Board for longer than six years. Exceptionally, the Chairperson and Vice-Chairpersons may hold office for longer than six years. Vacancies arising during the year shall be filled at the next General Meeting.

Notwithstanding any other provision of these Statutes to the contrary, the person occupying the office of Chairperson of the GS1 US Board of Governors shall automatically be a member of the

Management Board for as long as he/she is Chairperson of the GS1 US Board of Governors.

The mandates of Board members apply to individuals and not to legal entities. Nomination and election rules are approved by the General Assembly. The members of the Management Board are not remunerated for their office.

The President and Chief Executive Officer is a non-voting and non-elected member of the Management Board. The President and CEO is not included in the maximum of 30 members.

A member of the Management Board shall cease to hold office upon:

- termination of the period for which the Board member was appointed;
- dismissal by the General Assembly;
- resignation from the Management Board.

### Powers

The Management Board shall be vested with the widest powers of management and administration necessary for the operation of the Association which are granted to it by the General Assembly. The General Assembly can also delegate special powers to it.

Within the scope of such delegation of powers, the Management Board shall define the various duties and tasks resulting from its mandate and, if needs be, shall set up any specialist committees required for the fulfilment of its tasks and mission.

The Management Board shall at all times act within the framework of the Statutes of the Association. The Management Board shall be represented by the Chairperson. It prepares the work of the General Meeting, executes the resolutions of the General Meeting and manages the affairs of the Association. It may enter into all manner of contracts, including compositions and Treaties of Arbitration, buy, sell, exchange or rent movable and immovable property, lend or borrow monies, accept or admit mortgages or other collaterals to the benefit of the association, discharge, renounce from any right, privilege, legal proceedings or formalities or take legal actions as a plaintiff or a defendant.

The Management Board may delegate, as it sees fit, part of the powers exercisable by the Management Board to the President - Chief Executive Officer.

All powers that fall within the competence of the General Assembly according to the law and these present statutes shall be excluded from the powers of the Management Board.

In order to ensure the efficient functioning of the Management Board and to provide the best possible international co-ordination, an Internal Regulation shall further define the functions of this body.

### Procedures

The Management Board shall hold at least two meetings per year. Meetings are chaired by the Chairperson, or in the absence of the Chairperson, by one of the Vice-Chairpersons. Additional meetings may be convened upon the request of three Board members or by the Chairperson.

Meetings are convened by the Chairperson via regular mail or via any modern means of written communication (including e-mail) and may be held within or outside of Belgium at a place indicated in the notice of the meeting.

A dated document signed by all the members of the Management Board and recorded or inserted in the register of minutes shall equal a decision of the Management Board.

A meeting of the Management Board shall be validly constituted even if all or some of the members of the Management Board are not physically present or represented, but participate in the deliberations via any modern means of telecommunication that allow directors to directly hear each other and directly speak to each other, such as a telephone or video conference. In such a case, the members of the Management Board shall be deemed present.

The members of the Management Board shall be given notice in writing at least 14 days prior to any meeting being held. However, this requirement can be waived in cases of urgency.

The proceedings of the Management Board shall be valid only if 50% of its members are present. Decisions shall be carried by a two-third-majority vote. Each Board member shall have one vote. No proxies shall be admitted.

The Register of all meeting minutes of the Management Board shall be kept at the Head Office of the Association. The minutes shall contain the names of the Board members present at meetings and all proceedings and resolutions. The minutes shall be executed by the Chairperson and Secretary of the Management Board. Copies of the minutes shall be sent to the members of the Management Board following each meeting. The decisions of the Management Board shall be communicated to the Member Organisations.

### Nominations

In case of vacancies on the Management Board for whatever reason, nominations for election to the Management Board shall be made annually by the Management Board and communicated to the Member Organisations no later than two months prior to the Ordinary General Meeting. The Member Organisations are also entitled to submit nominations up to one month before the General Meeting. Each nomination submitted by the Member Organisations must be supported by at least six Member Organisations.

## **ART. 11 – THE GLOBAL GS1 FORUM**

The Global GS1 Forum, composed of the CEOs of the Member Organisations, acts as an advisory body to the Management Board. It meets once a year in both plenary and regional sessions. Its functions are defined by an Internal Regulation.

## **ART. 12 - THE CHAIRPERSON AND VICE-CHAIRPERSONS**

The Chairperson of GS1 shall be elected by the members of the General Assembly. The Chairperson, once elected, becomes an ex-officio member of the General Assembly. His/Her mandate shall be for a period of one year. The outgoing Chairperson shall be eligible for re-election. The Chairperson also chairs the meetings of the Management Board. He/She ensures the implementation of the Management Board's decisions. Up to two Vice-Chairpersons shall be elected under the same conditions. Either Vice-Chairperson can act for

the Chairperson in the event that the latter is unable to act. The offices of Chairperson and Vice-Chairperson carry no remuneration.

**ART. 13 – THE PRESIDENT - CHIEF EXECUTIVE OFFICER**

The Management Board shall appoint the President - Chief Executive Officer. He/she manages the GS1 Head Office in full responsibility and is a non-elected and non-voting member of the Management Board. He/She also participates in the work of the General Assembly. He/She ensures that the Member Organisations receive continuous information on GS1's principal activities.

He/She is an "ex officio" member of all special committees set up by the General Assembly or the Management Board.

**Art. 14 - REPRESENTATION**

The Association shall be validly represented vis-à-vis third parties and with regard to all deeds by the Chairperson acting individually or by any two members of the Management Board (including a Vice-Chairperson) acting jointly. Legal proceedings, either as plaintiff or as defendant, shall be conducted by the Management Board represented by the Chairperson acting individually or by any two members of the Management Board (including a Vice-Chairperson) acting jointly.

Within the framework of daily management, the Association shall be validly represented vis-à-vis third parties and with regard to all deeds by the President - Chief Executive Officer.

None of the aforementioned persons must justify his powers vis-à-vis third parties.

In addition, the Association shall be validly represented, within the framework of his/her mandate, by a proxy holder duly mandated by the Management Board or the President - Chief Executive Officer.

**ART. 15 - SUPERVISION**

The audit of the operations of the Association shall be carried out by an auditor, certified in Belgium, nominated by the General Assembly on the proposal of the Chairperson. The auditor shall be appointed for a renewable period of three years.

The candidates proposed shall be submitted to the Management Board before the last meeting during which the work of the General Meeting is prepared. The members shall be informed of these candidacies in the notices calling for the General Meeting. The auditor may examine the books, correspondence, minutes and in general all the records of the Association, together with all supporting documents, without removing them from the premises. He/she shall make a report to the General Assembly each year on the fulfilment of his mandate.

**ART. 16 - ACCOUNTING YEAR AND BUDGET**

Each year, the Management Board prepares the Annual Accounts for the previous financial year and the budget for the next financial year. Both shall be submitted by the Management Board to the General Assembly for approval at its next meeting.

The accounting year starts on 1st July and ends on 30<sup>th</sup> June.

**ART. 17 - MEMBERSHIP FEES**

The General Assembly shall vote each year on the amount of the annual membership fees as proposed by the Management Board. The basis for the division of the fees shall be defined by Internal Regulation approved by the General Assembly.

**ART. 18 - AMENDMENT OF STATUTES AND DISSOLUTION**

The Management Board or one or more Member Organisations may propose an amendment to these Statutes, or the dissolution of the Association.

Any proposal to amend the Statutes shall be submitted to a vote of the General Assembly.

Any decision of the General Assembly relating to the amendments of the statutes shall require the approval of the King or the Minister of Justice or his/her representative, as the case may be, and be published in the Annexes to the Moniteur Belge in accordance with the law.

In the case of a proposal to dissolve the Association, this shall be put to the Management Board who shall submit it to the General Assembly.

The date of the General Meeting at which the General Assembly is called to consider the dissolution of the Association shall be notified to the Member Organisations by the Management Board at least six months in advance.

In the event of a dissolution of the Association, the procedure for winding up and appointment of liquidators shall be determined by the General Assembly. After meeting all liabilities, any remaining assets shall be assigned to a not-for-profit organization.

Any decision of the General Assembly relating to the dissolution of the Association is subject to the additional requirements imposed by applicable law.

**ART. 19 – DISPUTES - ARBITRATION**

Any dispute arising between Member Organisations and which cannot be settled by the parties concerned shall be submitted to the Management Board for settlement. The decision of the Management Board shall be final unless otherwise decided by the General Assembly.

Any member wishing to appeal against a decision of the Management Board shall refer the appeal to the President – Chief Executive Officer who shall refer the matter to the next meeting of the General Assembly for decision. Any decision of the General Assembly shall be final and binding.

**ART. 20 – AUTHENTIC TEXT**

In the event of any dispute, the French text shall be considered as the authentic text and shall have probative force.

**ART. 21 – GENERAL RULE**

Anything that is not provided for in these statutes shall be governed by the provisions of Title III of the law of 27 June 1921 on non-profit associations, international non-profit associations and foundations.

*Last modified by the General Assembly on 23 May 2007*