



ASIAN Food and Feed Insect Association

Statutes
&
Management Rules

Update: November 2017

Table of content

- I. Definitions of terms in these statutes 2
- II. The Statutes..... 2
 - A. Name 2
 - B. Location of the Association 3
 - C. Mission of the Association 3
 - D. Objectives..... 3
- III. The Members 3
 - A. Information to be provided by the applicant for registration..... 3
 - B. Types of membership..... 3
 - 1. Five types of Membership..... 3
 - 2. Membership - Application procedure 4
 - 3. Membership – Resignation and exclusion procedure..... 4
 - 4. Members - obligations 4
 - 5. Members - Voting rights..... 5
 - C. Membership Fees..... 5
 - D. Membership register..... 5
- IV. Management Rules 5
 - A. The General Assembly..... 5
 - 1. Composition of the General Assembly..... 5
 - 2. Powers of the General Assembly 5
 - 3. Convocation of the General Assembly 5
 - 4. Majorities, Quorum and Minutes..... 6
 - B. The Executive Committee 6
 - 1. Composition and election of the Executive Committee..... 6
 - 2. Powers and Role of the Executive Committee 6
 - 3. Convocation, Quorum, Voting and Minutes of the Executive Committee 7
 - 4. End of the mandate of the Executive Committee 7
 - C. Binding of the Association..... 7
 - D. Financial control 7
 - E. Liquidation of the Association..... 8
 - F. Miscellanea..... 8

Article 1:

I. Definitions of terms in these statutes

1. **“ASEAN”** means “Association of South East Asian Nations” and is the geographical area comprising the 10 following countries, listed by date of registration: Indonesia, Malaysia, Philippines, Singapore, Thailand, Brunei, Vietnam, Laos, Myanmar, and Cambodia. We refer to ASEAN as a geographical entity.
2. **“Association”** means a voluntary group of legal entities and natural persons having activities related to “insects as food and feed” that share the principles and rules defined in the present document.
3. **“Insect”** means any insect species as reported by Dr. Jongema from Wageningen University in the Netherlands, 2015.
4. **“Insect as food”** means activities where the use of an “insect” is mainly related to applications as human food.
5. **“Insect as feed”** means activities where the use of an “insect” is mainly related to applications as animal feed.
6. **“Direct insect sector”** means the emerging economic sector of “insects as food and as feed”. The sector comprises activities and services that relate to the direct value chain that constitute this emerging sector.

Examples of such “Direct insect sector” activities and services are (but are not limited to):

- the production, reproduction, breeding, selection, processing, refining or conversion of insects for food or feed;
 - the production, marketing and selling of food or feed products that utilise insects for food and feed as ingredient;
 - the conversion or refining of “insects as food and as feed” into products for commercial application outside the food and feed industry
7. **“Indirect insect sector”** means activities or services that are Associated with the “Direct insect sector” and that can potentially contribute to the development of the direct value chain of “insects as food or as feed”.

Examples of such “Indirect insect sector” activities and services are (but are not limited to) those of:

- Suppliers of hardware or software products and of services that target specifically the “Direct insect sector”;
 - Individual large costumers, customer groups or consumer’s organisations of “Direct insect sector” products;
 - Administrations, authoritative institutions, or any other civil society organisations that can be instrumental to the development of the “Insect sector” due to their expertise in for example food and feed production, trading and consumption issues etc.
8. **“Insect sector”** means the combination of both the Direct and the Indirect insect sectors.
 9. **“Company”** means a legally registered operational entity or legally registered operational individual with demonstrated for-profit activities in the “Insect Sector”.
 10. **“Research institution”** means any institution, public or private, that conducts research in the field of insects as food or as feed.
 11. **“Researcher”** means a natural person involved in research activities for which funding has been allocated by any entity or a natural person working in the context of a “research institution”.
 12. **“Individual”** means a natural person with an interest in activities related to insects as food or as feed and seeking to become professionally involved in the “insect sector”.

Article 2

II. The Statutes

A. Name

The Association shall be known as « Asian Food and Feed Insect Association”. Its acronym is AFFIA. It is focused on the ASEAN countries, but as it is not chartered by or associated with the Association of South East Asian Nations organization ASEAN, the reference to ASEAN, means a geographical reference.

B. Location of the Association

The principal office of the Association shall be established and maintained at Bangkok. ~~or at any principal city in any of the ASEAN member countries as designated by the decision of the Executive Committee.~~

Until further notice, the seat of the Association is located in Mahatun plaza, 888/75, 7th floor, Lumpini, Pathumwan, 10330, Bangkok, c/o AETS Thailand office.

C. Mission of the Association

The mission of the Association is defined as:

“The ASIAN Food and Feed Insect Association - AFFIA – is a voluntary group of companies, institutions and natural persons which promotes and supports activities that relate to the use of insects as food and as feed.”

D. Objectives

The objectives shared by AFFIA members are to:

- Encourage collaboration amongst members;
- Spread knowledge and information about the insect sector activities;
- Involve the association in the regulatory process at National and ASEAN levels for insect products and hereto work in collaboration with the related authorities (national, regional, international);
- Gather the member’s interest for institutional representation at ASEAN level;
- Collaborate on access to markets, at national, regional and international levels, specifically in ASEAN, but also in markets of the EU, USA and other worldwide markets;
- Promote the human consumption of insects;
- Promote the consumption of insects in animal feed;
- Promote the use of insects in other applications to support the development of the “Direct insect sector”.
- Work together on cross-disciplinary subjects to define shared positions related, but not limited, to sustainability, best practices or standards of production and processing of insects in the insect sector;
- Work on any other subject related to the Association’s mission.

Article 3

III. The Members

A. Information to be provided by the applicant for registration

Applicants willing to join the Association should provide to the Executive Committee:

For natural person:

- Full name, date of birth, registered address, email address, telephone number and a recent picture.
- A short summary of their background in the field of insects as food or as feed.

For legal person:

- Name, address, website, logo of the entity and description of its activities.
- Name, email address, telephone number and a recent picture of its authorized representative.
- A short summary of their background in the field of insects as food or feed.
- Number of employees

Applicants or members are bound to guarantee the correctness of the provided information and to update any changes thereof within a period of maximum 3 months following any change.

B. Types of membership

1. Five types of Membership

Within the Association, there are five types of membership: (1) Full member, (2) Associate member, (3) Observer member, (4) Honorary member and (5) Voluntary Support member.

1) Full member

Eligible for Full membership are: A “Company” or a “Research Institution” or a “Researcher”, if that entity has been active in the “Direct Insect Sector” for at least one year prior to the membership application and if such entity is registered or resident in an ASEAN country.

2) Associate Member

Eligible for Associate membership are:

- a. A Civil Society Organization, Administration or Institution, if that entity has been active in the “Indirect Insect Sector” and if such entity is registered in an ASEAN country.
- a. A “Company” or a “Research Institution” or a “Researcher”, if that entity has been active in the “Direct insect sector” for at least one year prior to the membership application and if such entity is registered or resident in East Asia, South Asia or Oceania, but outside ASEAN.
The “Asia/Oceania except ASEAN” geographical area includes the following countries or territories: China, Taiwan, Hong Kong, Mongolia, North-Korea, South Korea, Japan, Nepal, Bhutan, India, Pakistan, Bangladesh, Sri Lanka, Maldives, East Timor, Papua New Guinea, Australia, New Zealand and the Islands of the Pacific (i.e. Polynesia, Melanesia and Micronesia).

3) Observer Member

Eligible for Observer membership are:

- a. An “Individual” or a “Company”, located anywhere worldwide, who wishes to become professionally active in the “Direct insect sector” during the year following his / her application and who will establish such professional activities through a legally registered entity located in ASEAN or in “Asia/Oceania except ASEAN” countries listed above. Such “Observer membership” therefore is a step-up towards Full or Associated membership, depending on the location of future registration.
- b. Suppliers, customers and consumers (or their Associations), located anywhere worldwide and active in the “Indirect insect sector”.

4) Honorary member

Eligible for Honorary membership are: an “Individual” or “Institution” or a “Company” who have distinguished themselves in the field of “Insects as food or feed”, or who are actively contributing to the objectives of the Association. Honorary members do not pay a membership fee.

5) Voluntary support member

Eligible for Voluntary support membership are: any individual, company or organisation that wishes to financially support the Association with a minimum voluntary or an additional membership fee. Different levels of voluntary support are defined as Bronze, Silver, Gold or Platinum. Voluntary support membership can be combined with another membership type if eligible.

Applications for any membership shall be made to, and shall be approved by the Executive Committee and ratified by the General Assembly as prescribed below.

Article 4

2. Membership - Application procedure

- A candidate member must submit the application in writing (email or letter) addressed to the Executive Committee.
- The Executive Committee puts the membership application on the agenda of its next meeting and shall decide whether a candidate member meets the conditions to be admitted and in which category. If the candidate member is accepted, the Treasurer send him the invoice corresponding to the applicable rate. The candidate member has to pay its membership fees to be fully entitled.

3. Membership – Resignation and exclusion procedure

A member can resign from the Association any time. The resignation shall happen in writing (e-mail or letter) and shall be addressed to the Executive Committee.

A member shall resign or shall be excluded under the following circumstances:

- a) When a member no longer meets the conditions for membership of the Association.
 - b) When a member has not paid the annual membership fees within two months after payment notice.
- The Executive Committee may exclude a member for one of the reason above with a 4/5th majority.
 - The decision of exclusion shall be motivated and the motivation written in the Minutes of the according meeting.
 - The vote on the exclusion of a member is secret if at least one member asks for it.
 - A member that resigns or is excluded has no right to request insight into the accounts, nor can he request any material or immaterial element of the Association.

4. Members - obligations

- All members have to support and adhere to the objectives, statutes, by-laws of the Association.
- All the members have to adhere to their respective roles under the existing rules and regulations of the Association.

5. Members - Voting rights

- Only Full and Honorary members have the right of one vote of for all matters in the General Assembly.
- Full, Honorary, and Associate members have of the right of one vote for the election of the Executive Committee.
- Associate members have the right of half a vote for all other matters in the General Assembly.
- Observer and Voluntary support members have an advisory role only, but no voting right.

Article 5

C. Membership Fees

- The annual membership fees table shall be proposed yearly by the Executive Committee to the General Assembly which will vote with a simple majority.

D. Membership register

- The Executive Committee of the Association holds an electronic membership file containing the member's information mentioned above.
- Members shall inform the Executive Committee about any changes of their registered address, or any details as listed above in article 3 - A
- The register is maintained updated by the Executive Committee and available to all members.

IV. Management Rules

Article 6

A. The General Assembly

1. Composition of the General Assembly

- The Assembly shall consist of all the members of the Association.
- Legal person members shall be entitled to send its authorized representative. If he or she is not available, the legal person is entitled to send another representative.
- A member can attend the General Assembly through physical presence or by a remote conference system as described below article 8 A 3.
- Any member is entitled to represent an absent member by written proxy.
- The General Assembly is chaired by the President of the Association or, in its absence, by the Vice-President.
- The General Assembly shall seat regularly when, at least, half of the Full members are present or represented.

2. Powers of the General Assembly

The Assembly shall have the following powers:

- a) To adopt the statutes of the Association, its by-laws and any modifications or amendments;
- b) To elect the members of the Executive Committee;
- c) To approve the budget and accounts;
- d) To ratify the application of new members;
- e) To ratify the exclusion of a member;
- f) To fix the seat of the Association;
- g) To dissolve the Association;
- h) To do such acts or things, as it may deem appropriate and necessary to promote, protect and preserve the interests of the Association, including powers expressly conferred by these statutes to the Assembly.

3. Convocation of the General Assembly

- At least one session of the Assembly shall be called once every year.
- The Executive Committee, when necessary, shall also call the General Assembly.
- The Executive Committee have to call the General Assembly, when at least 1/3 of the Full members ask for it in writing (email or letter).
- The General Assembly can validly meet via electronic means such as conference call or video conference, provided that all the participants can hear each other simultaneously. If the General Assembly is physical, any member not able to join physically, may participate via electronic means.
- The convocation is done in writing (email or letter) at least 15 days in advance or less if all the Full members agree. In the convocation, the Executive Committee specifies the date, the hour, the location (physical or remote as above), and the agenda of the meeting.

- During the General Assembly, an additional topic can be discussed if all the Full members agree.

4. Majorities, Quorum and Minutes

- The General Assembly may only deliberate if at least half of its Full members are present or represented.
- If the quorum of half of the Full member is not achieved, a second General Assembly is convened within the next 20 days. Such second General Assembly may, if the situation requires, take valid decisions by a simple majority of all the members that are present. In case of a tie vote, the President of the GA has a casting vote.
- The General Assembly shall follow the rules of vote, majority and quorum as defined in statutes or by-laws.
- The decisions of the General Assembly are noted down in the minutes and collected in a minute's register that can be an electronic document. The members are informed about the decisions through a copy of the minutes of the General Assembly sent by email or made available on the members' area on the AFFIA website. The minutes of the General Assembly have to be transmitted to all the members within 21 working days after the meeting.

Article 7

B. The Executive Committee

1. Composition and election of the Executive Committee

- The Executive Committee members shall be elected amongst the Full members and Honorary members by the General Assembly, by an ordinary majority of the votes. Observer and Associated members cannot be part of the Executive Committee.
- The numbers of members of the Executive Committees shall be set at five (05) natural persons or the authorized representatives of a legal person. The number of Full member in the Executive Committee shall not be less than three (3) persons. The Executive Committee members shall be at least two (02) coming from the "insect as food" segment and two (02) coming from the "insect as feed" segment.
- The Executive Committee shall appoint among the elected members, a President, a Vice-President, a Secretary, a deputy Secretary, and a Treasurer. The President has to be a Full member.
- The Executive Committee shall be chaired by the President, and in his absence, by the Vice-president of the Association.
- The Executive Committee may decide to create working groups with specific tasks. The ultimate responsibility and final decision remains with the Executive Committee. Every type of member is entitled to participate to these groups.

2. Powers and Role of the Executive Committee

The Executive Committee shall manage the Association and shall represent the Association and has all powers that are not within the competence of the General Assembly.

The members of the Executive Committee shall be appointed for a period of one (01) year. The members may be re-eligible maximum five (05) times. After that period, he or she can stand for re-election after a period as long as his or her previous mandate.

The members of the Executive Committee shall not be remunerated.

Non-exhaustively (roles can be further detailed by bylaws), the role of the Executive Committee and the Committee members are:

Collectively, the Executive Committee members shall:

- Decide to set up working groups with specific tasks.
- Answer to any membership request in maximum 2 weeks and collect the Full member's opinion when relevant.
- Organize the collection of agenda topics from all members for discussion during the Executive Committee meetings.
- Manage the organization of events dedicated to the Association.

The President:

- Leads, represents and manages the Association
- Ensures the organization's activities comply with and serve the Association's mission
- Develops and maintains beneficial relationship with stakeholders of the insect sector.
- In General, the President's role is to promote, represent and develop the Association.

The Vice-President:

- Assist the president in all its tasks
- Replace the President in his absence

The Secretary:

- Keeps an updated list of members as defined above.

- Ensures the redaction of minutes for each Executive Committee meeting or General Assembly.

The deputy Secretary:

- Assist the Secretary in all its tasks

The Treasurer:

- Executes the Association's financial transactions and keeps accurate accounts of credits and debits.
- Reports on financial transactions, account balances and future forecasts on a monthly basis to the Executive Committee members and on yearly basis to the General Assembly.

3. Convocation, Quorum, Voting and Minutes of the Executive Committee

The President, in coordination with the Secretary shall convene an Executive Committee meeting every month.

Any member of the Executive Committee can call for an Executive Committee meeting when the interest of the Association requires so. The convocation is done by email with a minimum of seven (07) day notice period, unless all Executive Committee members agree to an earlier date.

The convocation specifies the date and hour or any conference call details - provided that all participants can hear each other simultaneously for the duration of such conference call - of the Executive Committee meeting, as well as an agenda.

In order to validly meet, minimum three (03) of the members of the Executive Committee shall be present.

If an Executive Committee member is absent for three consecutive meeting without any justification, the members will be notified of his/her withdrawal of the Executive Committee. In such case, the next available candidate on the election result list for the Executive Committee election is appointed for the remaining duration of the Executive Committee mandate.

Usually, the Executive Committee shall decide by a majority of 2/3rd and 4/5th when it is required (Art 4. Point 3)

The discussions of the Executive Committee shall be noted down in the minutes. The minutes of the Executive Committee shall be collected in a minute's register, which can be an electronic document.

4. End of the mandate of the Executive Committee

Every member of the Executive Committee can resign at any moment.

The resignation happens in writing (by email or letter) and shall be addressed to the other members of the Executive Committee.

The member, who resigns, must observe a notice period of 2 months.

A member of the Executive Committee is considered to resign under the following circumstances:

- When a member has not been present three times at a meeting without prior notice or justification.
- When a member no longer possesses the capacity in which he or she was member of the Executive Committee.
- When a member doesn't act in accordance of the objectives, statutes or the bylaws of the Association.

A member of the Executive Committee may be disposed by the General Assembly with a simple majority the votes of those present and represented.

The vote on the disposition of the member of the Executive Committee is secret if at least one member asks for it.

Article 8

C. Binding of the Association

The signature of one member of the Executive Committee shall bind the Association in law on the condition the Executive Committee has approved the topic and assigned the authorised signatory. This decision shall be written in the minutes of the related Executive committee meeting.

D. Financial control

- Budget and accounts:
 - The financial year of the Association shall run from the 1st of September until the 31st of August.
 - The General Assembly may annually appoint one or more auditors to check the financial statements and accompanying documents before they are submitted for approval by the General Assembly.

E. Liquidation of the Association

- Liquidation: The Association may be dissolved voluntarily at any time. This requires a quorum of half of the members of the General Assembly. The decision to dissolve must be passed by a majority of 2/3rd of the votes present or represented. If the quorum is not achieved, the provisions of article 6/A/4 par. 2 shall apply.
- After liquidation, the remaining assets, if any, cannot be distributed among the members of the association. They shall be transferred to such other association or foundation, or any juristic person whose object is of charity purposes as may be designated in the regulations, by the resolution of the association in general meeting. If no transferee of the said assets has been designated, by the regulations or by the resolution of association in general meeting, or if designated but it is unable to comply therewith, the remaining assets shall belong to the State.
- The liquidation should be done by two liquidators. The liquidators shall exercise their mandate as a collective.

F. Miscellanea

- In the case of a dispute concerning the statutes, their execution, their interpretation, the decisions taken, the administration and supervision of the Association, the acts of the organs and the appointed members for the execution of their function, any matter relating to the dissolution of the Association, any dispute that the members and / or members of the Executive Committee has amongst or between them, the General Assembly will vote by a majority of 2/3rd of the votes present or represented, prior to any legal action.
- For all cases not provided for in the statutes, the Executive Committee shall propose a solution complying with the law, which will be ratified by the General Assembly.