

Bylaws for the Plant Biologicals Network

§ 1 Name and domicile

- 1.1 The name of the collaboration is Plant Biologicals Network (hereafter referred to as "PBN".)
- 1.2 PBN is based in Denmark and is founded under Danish law.
- 1.3 PBN is a non-profit membership-based collaboration.

§ 2 Purpose

2.1 The purpose of the collaboration is to create a knowledge and innovation network in Southern Scandinavia which will establish the region as a significant global plant biologicals hub. PBN shall promote the use of plant biologicals as well as the awareness and knowledge exchange on research, innovation and regulations of plant biologicals. The combined effort will stimulate new business opportunities, improved agricultural production and education, and contribute to solve societal challenges in relation to agricultural production and the environment.

§ 3 Governance

- 3.1 PBN is led by a steering committee.
- 3.2 PBN has 9 core members, who are the founders of the network. The core partners are: Bayer, Chr. Hansen, Danish Agriculture & Food Council, Danish Technological Institute, FMC European Innovation Center, Novozymes, Swedish University of Agricultural Sciences, University of Copenhagen, and Aarhus University. Additional members are termed ordinary members. Each core member has the right - but not the obligation – to appoint a representative for the steering committee.
- 3.3 The steering committee consists of 12 members. 9 of these are the core members (one representative from each core member). The remaining 3 committee members will be elected at the General Meeting from among the ordinary members for one year at a time.
- 3.4 The steering committee approves the strategy, budget, annual report of PBN and the yearly membership fee.
- 3.4 The steering committee determines their own order of business and elects a chairman and a vice-chairman among the members of the committee.
- 3.5 The steering committee makes decisions by simple majority and is competent to decide when at least 2/3 of the committee members are present. In case of parity of votes, the vote of the chairman is decisive.
- 3.7 Steering committee meetings take place approximately 4 times a year.

§ 4 Day-to-day management

4.1 A PBN secretariat based at Department of Plant and Environmental Sciences at University of Copenhagen takes care of the day-to-day management of the PBN.

4.2 The secretariat leads PBN within the frames decided by the steering committee.

§ 5 General Meeting

5.1 The General Meeting is the highest authority of the collaboration.

5.2 The General Meeting takes place before the end of April each year.

5.3 Extraordinary General Meetings may be held when the steering committee finds it appropriate, or if requested by 1/3 of the members entitled to vote. A request for such a meeting shall be submitted to the Steering Committee, including a specification of the agenda, and the meeting shall be convened within 4 weeks of the receipt of the request.

5.4 The call for a General Meeting with specification of the agenda has to be with a notice of 3 weeks to the members.

5.5 Proposals for handling at the General Meeting must be submitted to the chairman at least 14 days before the General Meeting.

5.6 The agenda for the General Meeting should include:

- a) Election of meeting chairman
- b) Annual report from the chairman and approval of this
- c) Annual financial report approval of this
- d) Approval of the budget and membership fee
- e) Election of steering committee members
- f) Handling of proposals

5.7 Election of the meeting chairman is by simple majority. The meeting chairman will lead the General Meeting and decide upon questions regarding the agenda and the voting process.

5.8 All members whose membership fee is registered before the start of the General Meeting can participate and vote at the meeting.

5.9 Ordinary members have 1 vote at the General Meeting. Core members have 2 votes.

5.9 Decisions at the General Meeting are made by simple majority.

5.10 The proceedings of the General Meeting shall be recorded and sent to the members no later than 4 weeks after the date on which the meeting was held.

§ 6 Members

6.1 Members of PBN can be companies, industry organizations, educational institutions, research and technology organizations, public authorities, interest groups or other organizations with relation to the plant biologicals sector, which have a registered presence in Scandinavia, and are committed to activities in line with the purpose of PBN (§2).

6.2 Application for admittance as a member of PBN shall be made in writing to the secretariat. The application shall address how the applicant embodies the purpose of the network (§2) and fits within the membership criteria (§6.1). The secretariat shall present the application for the steering committee, which shall make the final decision whether or not to accept the application.

6.3 If the application for admittance as a member is approved by the steering committee, the PBN secretariat sends an invoice on the membership fee to the new member. The membership is effective when the payment of the fee is registered.

6.4 If a member fails to pay the membership fee after being reminded to do so 3 times, their membership is annulled.

6.5 Resignation of membership is done in written contact to the PBN secretariat with a notice of at least 3 months before December 31.

§ 7 Membership fee

7.1 The steering committee compose a proposal for setting the yearly fee grouped in the following membership categories:

- Core members (the founding members of the PBN).
- Ordinary members (based on CVR number):
 - Small companies: fewer than 50 employees and an annual turnover (the amount of money taken in a particular period) or balance sheet (a statement of a company's assets and liabilities) below €10 million *
 - Medium-sized and large companies: over 50 employees or an annual turnover or balance sheet over 10 million euro
 - Public institutions or GTS institutions with under 250 employees
 - Public institutions or GTS institutions with over 250 employees.

* Following the EU's definition of small- and medium-sized enterprises:

<https://eur-lex.europa.eu/EN/legal-content/summary/micro-small-and-medium-sized-enterprises-definition-and-scope.html>

7.2 The membership fee is charged yearly in January and has to be paid no later than 6 weeks after receipt of the invoice.

7.3 The membership fee has to be paid in order to sustain a vote at the General Meeting.

7.4 Membership fee for new members during the year is calculated in proportion to the remaining months of the year.

§ 8 Accounts

8.1 The financial year of the PBN follows the calendar year.

8.2 The accounts will be made with the assistance of the financial employees at the Department of Plant and Environmental Sciences at University of Copenhagen, housing the PBN secretariat, and will be approved by the steering committee and by the members at the General Meeting.

§ 9 Bylaws

9.1 The bylaws are decided on the founding General Meeting. 4

9.2 Changes in the bylaws require a decision made on the General Meeting with 2/3 of the given votes and 2/3 of the members present. In case of less than 2/3 of members present, the bylaws can be changed on an extraordinary General Meeting with 2/3 majority.

§ 10 Exclusion

10.1 In special cases the steering committee can exclude a member, if 3/4 of the committee votes for it.

10.2 Reasons for exclusion can be work against the interest of the collaboration or lack of compliance with the bylaws of the collaboration.

§ 11 Dissolving the collaboration

11.1 For the collaboration to be dissolved, a decision must be made on a General Meeting by the same requirements as those applying to changes of the bylaws (§ 9).

11.2 By dissolution any fortune of the collaboration will be distributed - upon payment of all creditors and the settlements of any disputes – in accordance with a decision made by the General Meeting.

§ 12 Liability

12.1 PBN is only legally responsible for its own obligations with the capital of the collaboration,

12.2 Members of PBN are liable for their membership fee but are not liable in any other way in connection with the PBN. Any other contractual obligations e.g. in relation to joint projects between the parties are to be set out in separate, individual agreements between the relevant parties.

These bylaws were updated and approved at the Plant Biologicals Network General Assembly on 22 March 2023.