



UNOFFICIAL TRANSLATION
of the deed of incorporation of

International Committee for Animal Recording (ICAR)
with statutory seat is in the municipality of Utrecht (The Netherlands)

The undersigned, Bart Herman Theodor Terhorst, civil law notary in Utrecht, the Netherlands, declares that the attached document is a fair but informal English translation of the deed of incorporation of **International Committee for Animal Recording (ICAR)**.

In this unofficial translation an attempt has been made to be as literal as possible without jeopardizing the overall continuity. Inevitably, differences may occur in the translation, and if so, the Dutch text will by law govern.

Signed in Utrecht, the Netherlands, on 12 December 2019.



A handwritten signature in blue ink, appearing to be 'B.H.Th.', is written next to the notary seal.

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2019.BT.508571.ESCH

DEED OF INCORPORATION

On the twelfth day of December thousand nineteen,
appeared before me, Bart Herman Theodor Terhorst, civil law notary practicing in Utrecht, the Netherlands, hereinafter referred to as "**civil law notary**":
Wilhelmina Francina Agatha Maria Beringer-van den Broek, born at Schijndel, the Netherlands, on the twenty-sixth day of August nineteen hundred eighty-one, with office address: Maliebaan 83, 3508 AC Utrecht, the Netherlands, acting upon a written power of attorney granted by:

1. Coöperatie Koninklijke CRV U.A., a cooperative with excluded liability (*in Dutch: coöperatie met uitgesloten aansprakelijkheid*) incorporated and existing under the laws of The Netherlands, having its registered office at Arnhem, The Netherlands, and its principal place of business at Wassenaarweg 20, 6843 NW Arnhem, The Netherlands, registered with the trade register of the Chamber of Commerce under file number 09101003, hereinafter referred to as: the "**Incorporator 1**"; and
2. National Dairy Herd Improvement Association, Inc., an association incorporated and existing under the laws of the State of Ohio, United States of America, having its registered office and its principal place of business at 5940 Seminole Centre Court, Suite 200, Fitchburg, WI 53711, United States of America, registered with the trade register of the Secretary of State of Ohio, United States of America, under entity number 743649, hereinafter referred to as: the "**Incorporator 2**".

Incorporator 1 and Incorporator 2, hereinafter referred to as: the "**Incorporators**".

Powers of attorney.

The aforementioned powers of attorney appear from two (2) private deeds, originals or copies of which will be attached to this deed.

Preamble

The person appearing, acting as stated, declared that the Incorporators incorporate an association with the following

ARTICLES OF ASSOCIATION:

TITLE.

Article 1.

The name of the association is: **International Committee for Animal Recording (ICAR)**, hereinafter referred to as: "**ICAR**" or "**association**". A non-profit international organization with members consisting of public and private entities accepting these Statutes and active in animal identification and in the recording and evaluation in animal production.

OBJECTIVES.

Article 2.

1. The association, as the leading global provider of Guidelines, standards and certification for animal identification, animal recording and animal evaluation, strives to improve the profitability and sustainability of farm animals' production by:

- a) establishing and maintaining guidelines and standards for best practice in all aspects of animal identification, recording and genetic evaluation;
 - b) certifying equipment and processes used in animal identification, recording and genetic evaluation;
 - c) stimulating and leading through continuous improvement, innovation, research, knowledge development, and knowledge exchange;
 - d) draft articles, disseminate and publish journals and books, organise seminars and workshops, and grant fellowships to selected researchers or students;
 - e) entering, within the scope of its activities, into any transaction having to do with movable or immovable property where such transactions are in pursuit of its Objectives.
2. For its activities the association will make use of the services of relevant organisations.

ICAR - STANDARDS AND GUIDELINES.

Article 3.

1. ICAR defines basic principles of animal identification, registration of parentage, performance recording and genetic evaluation and recording and evaluation of characteristics of production systems with a bearing on animal health, care, productivity, food safety and the environment.
2. ICAR develops and defines criteria to be applied consistently in the provision of recording and evaluation services, in the manufacture and supply of animal identification, performance recording and analytical devices and in testing of such and in analysis of animal products and performance for recording and evaluation purposes.
3. On the basis of sound scientific evidence, the ICAR guidelines recommend procedures and methods of animal identification, registration of parentage, performance recording and genetic evaluation and for recording and evaluation of characteristics of farm animal production technologies and systems with a bearing on animal health, care, productivity, food safety and the environment.
4. ICAR- standards and guidelines shall be approved by Members in accordance with the procedure set in the related By-laws 

SEAT.

Article 4.

1. ICAR's statutory seat is in the municipality of Utrecht (The Netherlands).
2. Any change of business address within The Netherlands shall be a matter for the decision of the Board, subject to ratification by the extraordinary General Assembly. 

LANGUAGES.

Article 5.

The official language within ICAR shall be English.

MEMBERSHIP.

Article 6.

1. Membership as referred to in Title 2 of Book 2 of the Dutch Civil Code, with all rights and obligations attached thereto, shall be open to organisations involved in recording and /or evaluation-related activities.
2. Next to members as referred to in paragraph 1 of this article, there may also be associate members. An associated membership may be granted to organisations/companies wishing to support ICAR's objectives. Associated members are not members as referred to in Title 2 of Book 2 of the Dutch Civil Code and are therefore not entitled to cast a vote.

3. Unless otherwise specified or apparent from the context, members in these articles of association includes members as referred to in paragraph 1 of this article as well as associated members as referred to in paragraph 2 of this article.

RIGHTS AND OBLIGATIONS OF MEMBERS AND ASSOCIATE MEMBERS.

Article 7.

1. Each member is eligible to participate in the formulation of standards and guidelines for purposes of identifying animals, the registration of their parentage, recording their performance and evaluating their genetics. Other technical experts may be proposed by members to participate in such activities, but such experts shall be approved by the Board.
2. Each member involved in animal recording, registration and evaluation activities has the duty to inform annually the ICAR Board on standards and methods applied in animal identification, registration of parentage, performance recording and genetic evaluation and will provide number of animals serviced for fee calculation purpose only.
3. Members shall pay membership fees, to be determined by the General Assembly, and are expected to be in good standing with regards payment of their dues.
4. Members, animal producers and organisations involved in animal identification, recording and evaluation may apply ICAR Guidelines free of charge.
5. Members may avail themselves of the various logos in strict conformity with the use of logo procedure policy as part of the conditions set forth in the Terms of membership.
6. Subject to the General Assembly's approval, the Board will be authorized to attach obligations to the membership.

ADMISSION TO MEMBERSHIP/ASSOCIATED MEMBERSHIP.

Article 8.

1. Admission of a prospective member to membership shall be resolved by the Board and needs to be proposed by an existing member of ICAR or the ICAR Secretariat.
2. Admission to an associate membership is open to organisations supporting ICAR's objectives and need to be proposed by an existing member or the ICAR Secretariat and approved by the Secretariat.

TERMINATION OF MEMBERSHIP.

Article 9.

1. Membership of a member or an associated member terminates:
 - (a) on a member's dissolution;
 - (b) on termination by the member;
 - (c) on termination by the Board on behalf of ICAR. This may occur if a member ceases to meet the requirements of membership as laid down in the Statutes, if he fails to fulfil his obligations towards the association (such as the member's failure to pay its dues) and also if it cannot in all reasonableness be required of the association that it continues the membership;
 - (d) on disqualification. Disqualification from membership may only be pronounced by the Board on behalf of ICAR if a member acts contrary to the Statutes, standing orders or resolutions, treats ICAR unreasonably or brings ICAR into disrepute.
2. In addition to the termination of a membership as described in paragraph 1 of this article an associate membership also terminates if the yearly fee is not

paid within the calendar year by the end of the year concerning.

3. Members whose membership is terminated shall cease to participate in Sub-Committee(s), Working Group and Task Force activities and will not be allowed to access to ICAR members' services and use of the ICAR logos.
4. In the event of termination of the membership by the Board on the grounds that a member has failed to fulfil his obligations towards the association or that it cannot in all reasonableness be required of the association that it continues the membership and in the event of a disqualification of the member, the member involved will be entitled to appeal to the General Assembly within one month of having been informed of the resolution. To that end he must be informed of the resolution as soon as possible in writing, stating reasons.
During the appeal period and pending the appeal, the member will be suspended, with the proviso, however, that the suspended member will have the right to account for his actions at the General Assembly at which the appeal referred to in this paragraph is heard.

RESOURCES.

Article 10.

1. ICAR's resources shall consist of:
 - membership dues; and
 - subsidies and grants from public or private sources.
2. The Board shall establish the annual membership dues, subject to approval by the General Assembly.

THE BOARD.

Article 11.

1. The Board shall be composed of seven to eleven natural persons, to be appointed for a four-year term by the General Assembly. Board members may be re-appointed once by the General Assembly. The Board member term can be extended up till two years more after two four-year terms and must be approved by the General Assembly.
2. Board members shall be employed by, or own, a member organisation, or be mandated by a member as referred to in article 6 paragraph 1 of these articles of association, at the time of their election.
3. The Board shall elect annually from among its members a President, one or two Vice-Presidents, a Treasurer and a Secretary.
4. No remuneration can be granted to the Board members. Expenses will be reimbursed to the Board members on production of the necessary proof and according to the internal regulation.
5. Any member of the Board may be dismissed by the General Assembly at any time.
6. Provided it has the approval of the General Assembly, the Board will be authorized to decide to conclude agreements to acquire, dispose of and encumber property subject to registration and to conclude agreements in which the Association binds itself as surety or joint and several debtor, warrants performance by a third party or provides security for a debt of a third party and it will be authorized to represent the Association in these acts. The absence of this approval of the General Assembly can be invoked against third parties.

THE PRESIDENT – REPRESENTATION.

Article 12.

1. The Board is entrusted with the management of the association.
2. The President is authorised to represent the association solely.

MEETINGS OF THE BOARD – POWERS OF THE BOARD.

Article 13.

1. The President or, alternatively, not less than seven members of the Board shall determine the place and date and frequency of meetings of the Board. Notice of convening shall normally be given not less than four weeks in advance. The Board shall meet face to face at least once a year and will convene regular conference calls throughout the year.
2. The Board may appoint a Chief Executive, who will not be member of the Board, and may agree his/her terms of reference.
3. The Board shall establish the annual budget of the association for presentation to the General Assembly for information only.
4. The Board shall prepare the financial statement annually for approval by the General Assembly.
5. The Board may establish Internal Regulations to define procedures not contemplated in these articles of association.
6. Board decisions shall require a quorum of not less than seven members and may be taken by a simple majority. In the event of a tie, the President shall have a casting vote.

THE GENERAL ASSEMBLY (ORDINARY).

Article 14.

1. Members as referred to in article 6 paragraph 1 of these articles of association that have not been suspended, have access to an Ordinary General Assembly. Ordinary General Assemblies shall convene in order to approve the Statement of Accounts and receive the budget, receive the President's report and receive the Inspectors' reports, appoint Board members, and any other competent business brought by the Board or raised by members through due process.
2. The General Assembly may establish By-laws. The purpose of any such By-laws shall be to define matters not contemplated in these articles of association.
3. General Assemblies may be convened not less than sixty days prior to the date notified to the members by the Chief Executive upon instruction by the Board or by at least such a number of members as is authorised to cast at least one tenth of the votes. The agenda, to be determined by the instructing party, shall be attached to the notice. Notice of such an Assembly may be done electronically.
Electronic notice to a member requires that member's consent to this form of communication and that member must have stated an electronic address on which to receive notices. The message must be readable and reproducible.
4. Every member as referred to in article 6 paragraph 1 of these articles of association, who has not been suspended will have the right to cast one vote. Each such member shall confirm the name of the respective voting delegate to the ICAR Secretariat in advance.
5. Proxy voting shall be permitted. Only members as referred to in article 6 paragraph 1 of these articles of association may hold proxies. Not more than three proxies may be held by any such member.
6. A quorum of fifty-one per cent of the members as referred to in article 6 paragraph 1 of these articles of association (present or represented by proxy) shall be required for decisions of the Ordinary General Assembly. Decisions shall be taken by a simple majority. In cases of a tie the President shall have a casting vote.
7. The President, or Vice President, shall take chair at such General Assembly.

8. The Board may request for consent of members either in writing, or through electronic means, or at the time of a General Assembly.

THE GENERAL ASSEMBLY (EXTRAORDINARY).

Article 15.

1. An Extraordinary General Assembly shall decide on:
 - amendments to the articles of association;
 - transfer of the seat to another country; and 
 - the dissolution of ICAR.
2. A quorum of fifty-one per cent of the members as referred to in article 6 paragraph 1 of these articles of association (present or represented by proxy) shall be required for decisions of the Extraordinary General Assembly. Decisions shall be taken by a two-thirds majority.
3. The provisions in article 14 apply correspondingly, unless otherwise specified.

THE SECRETARIAT.

Article 16.

The Secretariat shall be under the direction of the Chief Executive.

ACCOUNTING AND INSPECTORS.

Article 17.

1. The ICAR Financial Statement shall require approval each year of the General Assembly.
2. The financial year shall run with the calendar year, from the first day of January up to and including the thirty-first day of December.
3. ICAR accounting shall be inspected each year by at least one of two Inspectors elected from the members, who will represent the members of the association and will not be members of the Board. Inspectors shall be elected by the General Assembly for a term of four years. The term of office can be renewed once by the General Assembly. Inspector's terms can be extended up till two years more after two four-year terms and must be approved by the General Assembly.

SUB-COMMITTEE(S).

Article 18.

The Board shall determine the terms of reference of Sub-Committee(s) and shall appoint the chairperson and approve members of the Sub-Committee(s) delegated by ICAR Members and in accordance with the internal regulations and approved policy.

WORKING GROUPS AND TASK FORCES.

Article 19.

1. The Board may appoint Working Groups and Task Forces as need arises in order to deal with particular areas of activity having to do with the Objectives of ICAR.
2. The Board shall approve the terms of reference of Working Groups and Task Forces and shall appoint the chairperson thereto in accordance with the internal regulations and approved policy.

CERTIFICATION.

Article 20.

1. ICAR certifies products and services used in identification, recording and genetic evaluation of farm animals.
2. ICAR may accord accreditation to suitably equipped centres and laboratories to provide analytical services and to test products used in animal identification and recording.
3. The Board may certify the quality of services provided by ICAR members to their respective clients and issue certificates thereon 

ICAR BRAND AND LOGOS.

Article 21.

1. ICAR is proprietor of the ICAR Guidelines, the ICAR brand, the ICAR logo, the Interbull logo and the InterBeef logo. Any new logos or amendments to logos need to be approved by the Board and the same conditions shown in article 7 will apply.
2. Termination of ICAR membership shall entail termination of the entitlement to make use of the logos.

CO-OPERATION WITH OTHER INTERNATIONAL ORGANISATIONS.

Article 22.

1. ICAR, in pursuit of the Objectives as described in Article 2 hereof, will and shall co-operate closely with other similarly concerned international organisations.
2. The Board, on behalf of ICAR, may invite representatives of such organisations or other persons whom it considers may be able to make a useful contribution to its deliberations. Persons so invited may attend and take part in ICAR meetings in a consultative capacity only.

STANDARD OPERATION PROCEDURES.

Article 23.

The Chief Executive may establish Standard Operation Procedures to define methods to be applied in the day to day management and governance of ICAR.

DISSOLUTION.

Article 24.

1. The dissolution of the association shall be a matter for the exclusive decision of an Extraordinary General Assembly.
2. Any proposal for the dissolution of the association shall be notified in writing to members not less than sixty days prior to the date of the Extraordinary General Assembly.
3. Following dissolution of the association, its assets will be liquidated by the Board. The Board may resolve to appoint other persons as liquidators.
4. A positive liquidation balance of the dissolved association shall be spent for the benefit of an organisation with ANBI status (*in Dutch: "algemeen nut beogende instelling"*) with similar objects as the objects of the association or for the benefit of a foreign organisation which exclusively or almost exclusively intends the public utility and which has similar objects as the objects of the association.
5. Following the liquidation, the books, documents and other data carriers of the dissolved association will remain in the custody of the person designated for this purpose by the liquidators for the period prescribed by law.

Applicable law.

Article 25.

Any matters not provided for in these Statutes shall be governed by Dutch law, more specific Book 2 of the Dutch Civil Code.

Transitional provision.

Article 26.

The first financial year of the association will end on the thirty-first day of December two thousand twenty. This article will cease to exist after expiry of the first financial year.

Final provisions

The person appearing, acting as stated, finally stated that:

1. The Incorporators are the first members of the association;
2. The first board members will be:

- Mr. Jay Mattison, born on the twenty-seventh day of January nineteen hundred fifty-eight in Monroe, Wisconsin, United States of America, as President;
- Mr. Frido Franciscus Adrianus Hamoen, born on the twenty-first day of February nineteen hundred seventy-six in Vleuten-De Meern, The Netherlands, as Board member.

Attached documents

The following two (2) documents will be attached to this deed:

- copies of two (2) powers of attorney.

The person appearing is known to me, civil law notary.

IN WITNESS WHEREOF

The original of this deed was executed in Utrecht, the Netherlands, on the date mentioned in the head of this deed.

The person appearing was informed of the substance of this deed and given an explanation thereon. The person appearing has waived a full reading of this deed and declared to have timely been given the opportunity to take note of the contents of this deed and to agree with the contents thereof.

Immediately after limited reading, this deed was signed by the person appearing and by me, civil law notary.