



MEMBERSHIP APPLICATION



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INTRODUCTION

Portugal Nuts was created in 2020 and started the actions in 2021.

The purpose of the Association is to study, experiment, show and disseminate cultural practices that adequately reflect the national reality of the nut orchards, and that lead to an increase in the competitiveness of its members, as well as the defense and representation of the interests of its members before all entities, public or private, of national or international scope.

The association aims to:

- a. Promote the production models of nuts in Portugal;
- b. Promote activities that support research and development;
- c. Disseminate technical and scientific knowledge;
- d. Collect, process and disseminate information of interest for crop development;
- e. Promote specialized professional training;
- f. Promote sustainable agricultural practices;
- g. Establish a communication program;
- h. Promote or set up conditions for the necessary legal support to its members in matters related to the production of nuts;
- i. Promote services of interest to the members and to carry out any other duties that, in accordance with the Law and by virtue of its nature as an association, are its responsibility.

In the following file, you will find the association rules and how to become a membership as well as the working plan.

Portugal Nuts has two types of associates: the associate producer, which fee is according to the crop area and the packing associate where the fee is according to the annual turnover.

1 | ACTIVITY PLAN 2023—2025



ACTIVITY PLAN

2023 — 2025

Institutional Representation

Promote modern production models of nuts in Portugal

Promote activities that support research and development

Disseminate technical and scientific knowledge

Collect, process and disseminate information of interest for crop development

Promote specialized professional training

Promote sustainable agricultural practices

Establish a communication program



2 | MEMBER FORM



PRODUCERS

By filling out this Membership Form, you express your desire to become a full member of Portugal Nuts (Association for the Promotion of Nuts).
The Board will process it and propose membership to the General Meeting.

IDENTIFICATION

Name Corporate Name	
Legal Status	
TIN	
Address	
Postal Code	
Location	
E-mail	
Phone	
Responsible Person's Name	

DESCRIPTION OF THE ACTIVITY

Area of Planted Orchards (HA)	Area of Orchards in Production (HA)	Location of the Orchards

(If the registration is made for a group of companies, the area corresponds to the totality of the different companies)

	Area	Planting Year	Varieties (HA)
Almond			
Walnut			
Pistachio			
Hazelnut			
Others			

Signature _____

Date _____

PACKAGERS

By filling out this Membership Form, you express your desire to become a full member of Portugal Nuts (Association for the Promotion of Nuts).
The Board will process it and propose membership to the General Meeting.

IDENTIFICATION

Name Corporate Name	
Legal Status	
TIN	
Address	
Postal Code	
Location	
E-mail	
Phone	
Responsible Person's Name	

DESCRIPTION OF THE ACTIVITY

Turnover From the Previous Year (Turnover of Portugal Nuts's area of activity)

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Processed Production (TON)

Varieties (%)

	Processed Production (TON)	Varieties (%)
Almond		
Walnut		
Pistachio		
Hazelnut		
Others		

Signature _____

Date _____

3 | PORTUGAL NUTS STATUTES



CHAPTER I NAME, HEAD OFFICE AND PURPOSES

ARTICLE 1 — Name and Representations

1| The APFS - ASSOCIAÇÃO PROMOÇÃO FRUTOS SECOS has its head office at Rua Ernesto Melo Antunes, nº3, 7800-591 Beja, parish of freguesia de União de Freguesias Santa Maria e Salvador, Beja council, and carries out its operations and activities throughout Portugal.

2| The APFS - ASSOCIAÇÃO PROMOÇÃO FRUTOS SECOS has its head office at Av. Heróis do Ultramar, nº 56, 7005 - 161 Évora, parish of Barcelo and Senhora da Saúde, and carries out its operations and activities throughout Portugal.

3| By resolution of the Board of Directors, the APFS - ASSOCIAÇÃO PROMOÇÃO FRUTOS SECOS may create or extinguish delegations or other forms of representation anywhere in Portugal and abroad.

ARTICLE 2 — Corporate Purpose

The purpose of the Association is to study, experiment, show and disseminate cultural practices that adequately reflect the national reality of the nut orchards, and that lead to an increase in the competitiveness of its members, as well as the defense and representation of the interests of its members before all entities, public or private, of national or international scope.

ARTICLE 3 — Complementary Purposes

1| The results of the actions and studies undertaken shall be made public, so that they can reach the general public and contribute to the affirmation of these crops as nationwide benchmarks.

2| The purposes of the Association are:

- a. To promote the production models of nuts in Portugal;
- b. Promote activities that support research and development;
- c. Disseminate technical and scientific knowledge;
- d. Collect, process and disseminate information of interest for crop development;
- e. Promote specialized professional training;
- f. Promote sustainable agricultural practices;
- g. Establish a communication program;

h. To promote or set up conditions for the necessary legal support to its members in matters related to the production of nuts;

i. To promote services of interest to the members and to carry out any other duties that, in accordance with the Law and by virtue of its nature as an association, are its responsibility.

3| To achieve its purposes, the Association may, in accordance with the Law, plant, exploit or promote the exploitation of nut orchards deemed necessary to its goals, preferably chosen among the farms owned or managed by its members, as well as, on special projects approved by the Board, provide services to its members or to third parties interested in the promotion of nut orchards in Portugal.

CHAPTER II MEMBERS

ARTICLE 4 — Members

1| Members may be natural or legal persons that are dedicated to or interested in the development of orchards for the production of nuts in Portugal, as well as its commercialization, with the following categories:

- a. Full members;
- b. Honorary members;

2| Full members are the natural or legal persons dedicated to the production of nuts in Portugal, as well as its commercialization, to whom, by proposal of the Board of Directors, the General Meeting assigns such category. Companies or individual farmers that are part of a business group, cooperatives, or producer organizations may join as a single member.

3| Honorary members shall be those whose contribution to the Association, or to the sector, is considered relevant and to whom, by proposal of the Board of Directors, the General Meeting assigns such category.

ARTICLE 5 — Members' Rights

1| The rights of full members are:

- a. To be elected to the bodies of the Association;
- b. To request that a General Meeting be convened in accordance with the statutes;

- c. To propose to the General Meeting the realization of projects or initiatives that are appropriate for the pursuit of the Association's purposes;
 - d. To propose new members in accordance with the statutes and/or regulations;
 - e. To participate and vote in the Association's General Meetings;
 - f. To benefit from the Association's services under the conditions to be established in the internal regulations;
 - g. To make suggestions, participate and request information and clarifications about the Association's activities.
- 2| Honorary members' rights are:
- a. To participate in the Association's General Meetings;
 - b. To participate in work groups and ad-hoc bodies that the Association may set up;
 - c. To be honorary representatives of the Association under terms and conditions to be established with the Board;
 - d. To propose new members in accordance with the Statutes and/or regulations.

ARTICLE 6 — Members' Duties

- 1| The duties of full members are:
- a. To perform with zeal and dedication the functions in the bodies of the Association to which they are elected;
 - b. To participate, in an active and interested way, in the activities of the Association, complying with and enforcing these statutes and the resolutions made in the General Meeting;
 - c. To pay, in a timely manner, the fees and dues that are established under the terms of these Statutes and Regulations of the Association.
- 2| The duties of honorary members are:
- a. To perform with zeal and dedication the functions in the work groups and ad-hoc bodies to which they are appointed or in any way indicated by the Association;

ARTICLE 7 — Loss of Membership

- 1| The following shall result in loss of membership:
- a. Members who so request in writing to the Board shall automatically lose their membership and, with it, all rights and duties as a Member;
 - b. Members who act in a manner that discredits and damages the

Association;

- c. Members who repeatedly fail to respect these Statutes as well as the Association's regulations;
 - d. Members who are more than six months past due on their membership dues.
- 2| Except in the cases referred to in a) of the previous paragraph, exclusion shall be decided in a General Meeting, upon the member's own initiative or upon a grounded proposal from the Board, by an absolute majority of the votes of the members present.
- 3| A request for loss of membership, under the terms of paragraph 1(a), does not relieve the Member of the obligation to make full payment of all dues and/or other services that have been rendered in the meantime and are unpaid. Should payment not be made on time, the amount owed shall bear interest at the legal rate.
- 4| No refund of membership dues and fees.

CHAPTER III ASSOCIATION BODIES

SECTION I COMMON PROVISIONS

ARTICLE 8 — Governing Bodies

- 1| The governing bodies of the Association are the General Meeting, the Board of Directors, and the Supervisory Board, whose terms of office shall last for three years, with reelection of its members being permitted.
- 2| By proposal of the Board of Directors, the General Meeting may decide to create an advisory body, optional and of indefinite or definite duration under the terms and conditions to be set by the General Meeting itself or in an Internal Regulation.
- 3| The governing positions may be remunerated, under terms to be established by the General Meeting upon proposal by the Board of Directors.

ARTICLE 9 — Election

- 1| The members of the Association's governing bodies are elec-

ted in joint, unitary lists, containing the details of the respective positions, as well as the indication of three natural or legal persons as alternates for the entire governing body.

2| The election shall be held by secret ballot in a General Meeting explicitly convened for this purpose.

3| The President of the General Meeting shall set the day and time for the inauguration session, which shall take place no later than ten days after the date of the election.

4| The members of the Association's governing bodies shall remain in office until their successors take office.

5| The lists shall be submitted to the President of the General Meeting up to eight days before the Electoral Meeting, who shall post them at the association's head office and communicate them, by electronic mail or other similar means, to the members.

ARTICLE 10 — Replacement of a member of the Governing Body

1| Members that are legal persons shall indicate, in the candidate list, the name of the person they appoint for each of the governing positions.

2| Should any person invested in the governing body die or be prevented from exercising his/her functions, the remaining members of the collective body shall choose, within 60 days of the absence, his/her replacement, who shall exercise the functions until the end of the term of office or until the impediment ceases to exist.

3| Should the person appointed by a member be a legal person, the choice shall be made from a list of names that must be submitted by that member by the thirtieth day after the date of communication of the impediment.

4| Should no person be nominated to represent a particular Member on the Board, the seat shall be filled by cooptation, ensuring fulfillment of Article 17 (2).

5| In any case, the choice must be submitted for ratification at the immediately following Ordinary General Meeting.

SECTION II GENERAL MEETING

ARTICLE 11 — Composition

1| The Board is composed of an uneven number of members, composed by a maximum number of seven members, one of them being designated Chairman and the other members, elected by the General Assembly, from among the effective members.

2| By derogation of the provisions of number 1, one of the members can be elected among the Association Staff, being able, in this case, to be designated Executive Director for the duration of his mandate, without prejudice to the obligation to maintain their functions in the Association.

3| The President has a casting vote in the deliberations of the Direction Board, when the Board, in a specific deliberation in time, is composed by an even number of directors.

ARTICLE 12 — Management of the Proceedings

1| The proceedings of the General Meeting shall be conducted by a Board made up of a president, a vice-president and a secretary.

2| It is the President's responsibility:

- a. To convene the General Meeting, as set forth in the statutes;
- b. To preside over the proceedings of the General Meeting;
- c. To sign the opening and closing terms of the books and minutes, and initial the respective pages;
- d. To perform any other functions assigned to him/her by law or the statutes.

3| In his/her absences or impediments, the President shall be replaced by the Vice President.

4| The secretary of the Board of the General Meeting is responsible for ensuring the smooth running of the Board's proceedings.

ARTICLE 13 — Notice of Meeting

1| General Meetings shall be convened by registered letter, or, in the case of Members who have previously given their consent, by email with read receipt, sent to the Members at least fifteen days in advance..

2| The notices convening the meeting shall state the day, time, and place of the meeting and the respective agenda, which shall mention,

when applicable, the identification of the candidates for membership on whose admission and/or exclusion the General Meeting must decide.

ARTICLE 14 — Votes and Representation

1| Each full member shall have a number of votes corresponding to one vote for each euro representing the respective annual membership fee. The Association may, through Internal Regulations, define in greater detail the criteria to be applied.

2| Members may be represented by another member legal representative or lawyer at any General Assembly by means of simple letter addressed to the President of the Assembly, presented at the General Assembly itself.

ARTICLE 15 — General Meeting Sessions

1| There shall be two ordinary General Meetings every year, plus an electoral one when necessary, one in April, to approve the accounts, and another, in the last quarter of each calendar year, to approve the Activities Plan and Budget for the following fiscal year and to elect the Managing Bodies, if necessary.

2| In the ordinary General Meetings, in addition to the agenda, decisions may be made regarding the admission and/or exclusion of members and the alteration of membership dues and fees.

3| The General Meeting shall also hold extraordinary meetings called on the initiative of the President of the respective Board, of the Board of Directors or of the Supervisory Board, in the latter case to deal with matters relating to their area of competence, or at the request of a number of members having one third of the votes corresponding to the total number of members, but, in the latter case, it can only function when at least three quarters of the members requesting its call are present.

ARTICLE 16 — Quorums and Majorities

1| The General Meeting may only take place on first call, provided that at least half of the members are present; in the absence of a quorum, it shall take place on second call half an hour after the first call, with the same agenda, with any number of members present.

2| Except as provided in the following paragraphs, decisions are taken by absolute majority vote of the members present.

3| Resolutions on changes to the statutes require the favorable vote of three-fourths of the members present with voting rights.

4| Decisions on the dissolution or extension of the Association require the favorable vote of three-fourths of the number of all members with voting rights.

SECTION III

BOARD OF DIRECTORS

ARTICLE 17 — Composition

1| The Board is composed of a president and four members, elected by the General Meeting, from among the full members.

2| Notwithstanding the provisions of paragraph 1, one of the members may be elected from among the officers of the Association, and may, in this case, be designated, for the duration of his/her term of office, as Executive Director, without prejudice to the obligation to maintain his/her functions in the association.

3| The Chairman is given a casting vote in the Board's deliberations, should the Board, in a particular deliberation in time, be composed of an even number of directors.

ARTICLE 18 — Powers

1| The Board of Directors has the broadest powers to manage the Association's activities, and is responsible for the following:

- a. Appointing and dismissing the General Secretary, should there be one;
- b. Ensuring the pursuit of the goals set out in Article 2, programming, promoting, and guiding the activity to be developed by the Association accordingly;
- c. Drawing up and submitting for the approval of the General Meeting the draft Internal Regulations of the Association that it deems necessary and appropriate;
- d. Submitting to the General Meeting the report and accounts for the previous year;
- e. Submitting to the General Meeting the budget and activities plan for the following year, as well as the proposal for determining the amount of fees and dues and other contributions to be paid by the Members;

- f. Managing the Association's assets, as well as acquiring, disposing or encumbering any movable assets;
 - g. Contracting loans and, in general, entering into, terminating or settling any contracts;
 - h. Executing the decisions made by the General Meeting and the Supervisory Board;
 - i. Representing the Association with the power to appoint attorneys-in-fact to perform certain and specific acts or categories of acts;
 - j. Submitting to the General Meeting proposals on any matter of interest to the Association;
 - k. Reviewing and deciding on the prior admissibility of applications for membership as new Members by third parties, whose application must be endorsed by at least two Members of the Association and, if affirmative, present the applications for deliberation at the General Meeting;
 - l. Managing the human resources allocated to the Association, having full autonomy, namely regarding recruitment, dismissals, and setting fixed and variable remuneration;
 - m. Submitting applications for projects, namely, research or investment projects, that it may deem appropriate to the goals and purposes of the Association.
- 2| The Board may summon members to study meetings and form work groups to assist it in carrying out set tasks.

ARTICLE 19 — Meetings

- 1| The Board shall meet, as a rule, once quarterly and whenever the Chairman deems it necessary or is requested by the majority of its members;
- 2| The Board may only deliberate with the presence of the majority of its members, and its decisions are taken by a majority of the votes of the members present;
- 3| The Board may assign portfolios/competencies among its members.;
- 4| Board meetings shall be held at the Association's head office or elsewhere, or through telematic means;
- 5| Minutes shall be taken of the Board meetings, including the resolutions passed.

ARTICLE 20 — Chairman

- 1| It is up to the Chairman of the Board:

- a. To represent the Board, to call and conduct the meetings and to coordinate and guide the respective activity.
- 2| Should the Chairman be absent or unavailable, he/she shall be replaced by another director to whom he/she delegates.

ARTICLE 21 — Representation

The Association is bound to third parties by the signature of two elected directors or an elected director and an attorney-in-fact.

ARTICLE 22 — General Secretary

- 1| The Association may have a General Secretary who reports directly to the Board
- 2| The General Secretary shall participate, in his own right, in the Board meetings and in the General Meetings, with the right to speak and to make proposals, but without the right to vote.
- 3| The General Secretary is responsible for executing and reporting on the general strategy outlined by the Board.
- 4| The General Secretary may delegate to employees of the Association the signing of documents relating to day-to-day business and the practice of acts for which they consider it feasible to dispense, without inconvenience, their direct intervention.
- 5| The General Secretary may or may not be a member of the Association's officers.

SECTION IV SUPERVISORY BOARD

ARTICLE 23 — Composition

- 1| The Supervisory Board is composed of three elements, a President and two members.
- 2| The president and one of the members must be a full member.
- 3| The other member can be a non-affiliated member, as long as his/her contribution to the performance of the competencies of this body is proven to be important, in which case he/she should preferably be a Chartered Accountant.

ARTICLE 24 — Competencies

The Supervisory Board is responsible for supervising the Board's activities, monitoring compliance with the Law and the Statutes, as well as giving its opinion on the Budget and Accounts for the fiscal year.

**CHAPTER IV
ASSETS****ARTICLE 25 — Composition**

The Corporate Assets are made up of:

- a. Movable and immovable property acquired for corporate purposes;
- b. Membership fees and dues;
- c. Any donations or subscriptions granted by public or private entities;
- d. The revenue from the activities developed;
- e. The income from the Association's assets.

ARTICLE 26 — No refund of membership dues and fees

- 1| Under no circumstances shall membership fees and dues be refunded to members.
- 2| Any member that voluntarily leaves the Association, and does so after the Ordinary General Meeting approves the budget for the following year, must pay the dues for the period to which the budget refers, as if he/she were still a member of the Association.
- 3| An expelled member must pay his/her dues up until the date he/she receives the notice of expulsion.

**CHAPTER V
DISSOLUTION****ARTICLE 27 — Resolution**

The Association shall be dissolved by resolution taken in a General Meeting expressly convened for such purpose and that gathers seventy-five percent of the votes corresponding to the totality of the votes of the members.

ARTICLE 28 — Winding up

- 1| Liquidators shall be the acting members of the Board of Directors at the date of dissolution.
- 2| The Association's net assets shall be allocated to another entity, of a non-profit nature, that carries out purposes identical to those of the Association, which shall be appointed at the General Meeting that shall approve the winding up accounts.

**CHAPTER VI
AMENDMENT TO THE STATUTES****ARTICLE 29 — Majority**

Amendments to the Statutes shall be made in the General Meeting by a qualified majority of three-fourths of the total votes of the members present with voting rights.

**CHAPTER VII
FINAL PROVISIONS****ARTICLE 30 — Membership Fee and Dues**

- 1| Without prejudice to the provisions of these Statutes, the Membership Fee and Dues scheme, which must be objective, transparent, and reasonable, shall be approved in Internal Regulations, approved by the General Meeting upon proposal by the Board of Directors.
- 2| The scheme to be approved may, in particular, provide for:
 - a. The charging of additional dues if necessary to meet the specific needs of the Association;
 - b. The establishment of an exceptional system to determine the value of the membership dues and fees in one-off cases, namely based on the social, economic or regional relevance of the stakeholders in question;
 - c. The establishment of a sanctioning system in case of late payment of dues.

Beja, 23 november 2022

Direction _____

4 | INTERNAL REGULATION



This Internal Regulation was approved at the General Meeting that took place on November 23, 2022, under the terms of the statutes of APFS - ASSOCIATION FOR THE PROMOTION OF NUTS, with NIPC 515.686.727.

SINGLE CHAPTER

ARTICLE 1 — Subscription fee/ premium

1| Becoming an APFS Member requires (except in duly approved cases) the completion of the respective registration form, which is attached to these regulations, and the payment of a Subscription Fee/Premium.

2| The set amount for the subscription Fee / Premium is equal to 50% of the annual membership dues, which, in the case of producer members, depends on the planted area of the new member, and, in the case of non-producer members, depends on the turnover.

3| The value of the fee is determined at the time of the Member's adhesion, but may be updated in the event of an increase in the Member's area or business turnover, subject to the opinion of the Board in order to adjust the fee to the Member's actual situation.

ARTICLE 2 — Annual dues

1| Members' annual dues will be determined, in the case of producer members, according to the area class of the planted orchards in the previous calendar year, and, in the case of non-producer members, according to the turnover in the APFS' area of activity in the previous fiscal year.

2| In the case of Members who are producers, the value of the Annual Dues will be calculated based on the production area of the orchards, based on area classes.

3| The amount of each Member's dues should reflect the area of nut orchard that that Member has under management. The values, per area class, are shown in Table 1

4| For the purpose of determining the area to be considered in the previous paragraph, the following areas should be considered as a whole:

- a. Area owned by the Member itself, or its partners in the case of Legal Persons;
- b. Area whose parcels or equivalent figure is in the Member's name;
- c. Areas owned or operated by other entities controlled directly or indirectly by the Member, or its partners in case of Legal Persons.

Area Class	Annual Dues
Up to 25ha	€ 750,00
Up to 50ha	€ 1.250,00
Up to 100ha	€ 2.000,00
Up to 200ha	€ 3.000,00
Up to 400ha	€ 4.000,00
Up to 800ha	€ 6.000,00
Over 800ha	€ 7.500,00

Table 1 - Value of the annual dues, by area class of planted orchards, for individual producers or business groups

5| In the case of non-producer Members, the value of the Annual Dues will depend on the turnover of the companies they have under management in the previous fiscal year, related to the area of activity of APFS, according to Table 2.

Turnover Volume	Annual Dues
Up to € 1.250.000,00	€ 1.000,00
Up to € 2.500.000,00	€ 1.500,00
Up to € 5.000.000,00	€ 2.500,00
Up to € 10.000.000,00	€ 3.750,00
Up to € 20.000.000,00	€ 7.500,00
Over € 20.000.000,00	€ 15.000,00

Table 2 - Annual Dues for Non-producer Members

6| The value of the Annual Dues may be updated upwards or downwards, whenever the APFS General Meeting deems it appropriate, in order to adjust the value of the Annual Dues to the actual size of the Members and to the needs of APFS, in compliance with the Statutes and with these Regulations.

7| In case of doubt as to the submitted data, the Association is authorized to take the necessary steps as it deems appropriate to determine the area of each Member or the turnover, namely for the purpose of calculating its membership dues.

8| Should there be a substantial deviation between area/turnover, the General Meeting may apply an appropriate sanction which shall take into account, namely, the seriousness, duration, and proportionality of the deviation and its motivations. The sanctions to be applied may be i) A warning, ii) The application of a financial penalty, iii) Temporary or permanent suspension of Membership rights, or iv) Expulsion from Membership, including a ban on joining the Association for a determined period of time.

9| In case one of the members is (i) a legal person that is later acquired by another legal person member, or (ii) a natural person that acquires stakes in the share capital of another legal person member, this does not exempt the former from the payment of the due dues, and the Board of Directors should be informed of this fact so that the dues of the acquiring legal person in the previous paragraphs can be adjusted.

ARTICLE 3 — Board of Directors

1| The Board of Directors is composed of an odd number of members, with a maximum of seven, one of them being appointed chairman and the others being elected by the General Meeting, from among the full members.

2| A member who wishes to renounce his/her position on the Board of Directors must communicate this intention to the Chairman of the Board of Directors.

3| Should it be the Chairman who resigns, the communication must be made to the President of the Supervisory Board.

4| If one of the Board members (i) holds the position in representa-

tion of a legal person member that is later acquired by another legal person member, or (ii) is a natural person member that later acquires a stake in the share capital of a legal person member, and for this reason intends to resign from the position he/she holds on the Board, he/she must communicate this fact to the Board under the terms foreseen in the previous paragraphs, and a general meeting must be convened within a maximum of 30 (thirty) days for the appointment of a new member.

ARTICLE 4 — Exceptional scheme

The Board of Directors, exceptionally and by unanimous decision, may consider special schemes for determining the exact amount of the Membership Fee and Annual Dues, for duly justified cases, namely for reasons of social justice, employability, or economic importance of the player involved.

ARTICLE 4 — Exceptional scheme

The provisions of these Internal Regulations apply from the date of their approval and will remain in force until they are amended or revoked.

Beja, 23 november 2022

Direction _____





PORTUGALNUTS
APFS | ASSOCIAÇÃO PROMOÇÃO FRUTOS SECOS