**Article of Incorporation of**

**D-8 Fertilizer Association (D8FA)**

**Article 1: Name of Association**

The name of the Association shall be Developing 8 Fertilizer Association, herein after referred to as D8FA.

Headquarter will be located temporarily for two years in Istanbul, Turkey because of the expected benefits and support from the D8 Secretariat. After the above mentioned time, the Board shall evaluate the progress of the D8FA and decide on the permanent host country.

**Article 2: Objectives**

The objectives of D8FA are to manage commerce, marketing research and integrated management of fertilizer production, trade and cooperation among member states.

The D8FA will act as an executive team in order to implement the objective of establishing a fertilizer trade consortium among the fertilizer stockholders of D-8 member states.

**Article 3: Modus Operandi**

1. Type of Activity: Not-for-Profit organization that facilitates cooperation among the fertilizer stockholders of D-8 member states.
2. Duration: From the date of establishment until dissolution
3. Area of Activity: Geographical domain of D-8 member states and at international level
4. The Board of Directors will decide about the need for establishing branches, dealing rooms, trading and marketing offices and their location.

**Article 4: Specific duties of the Association**

1. Collate data on the latest technological achievements and modern procedures to optimize fertilizer production efficiency in the related industries and presenting information to the members.
2. Collate and distribute information on each country’s specific potentials such as producing and/or supplying fertilizers and/or manufacturing machineries.
3. Collation of legal information on standards, regulations and laws in each country regarding fertilizer production and trade.
4. Provide training opportunities for the member states in fertilizer trade, production, distribution, research and technology in order to promote scientific knowledge and capabilities related to the members’ activity.
5. Provide financial services to facilitate trade and transactions such as insurance, credit and reducing custom duties among member states.
6. Provide a comprehensive business model based on information gathered from all member states. The model is aimed at clarifying the mission of the consortium, which results in the establishment of the fertilizer dealing rooms, and marketing offices.
7. Establish a joint management system to supervise commerce, marketing and integrated management of fertilizer trade among member states and making decision about the necessity of establishing branches, dealing rooms, trading and marketing offices.
8. Facilitate the striking of international contracts with customers outside D8 member states, requiring the specialized services and products provided by Association’s member states.
9. Negotiate with international financing bodies in order to finance the profit-making fertilizer production plans of the D-8 member countries and assist the establishment or promotion of investment market in order to meet the financial needs related to fertilizer industry plans of member countries.
10. Participate in and organize International Fertilizer Exhibitions in order to introduce and promote the products of members and facilitate marketing and sales of products.

**Conditions for membership, disqualification**

**and financial resources of the D8FA**

**Article 5: Membership**

1. D8FA consists of representatives of the fertilizer stakeholders of D-8 Member States.
2. Rate of registration and annual membership fees shall be decided by the Board of Directors in their first meeting.

**Article 6: Disqualification from membership of the Association**

1. Failure to comply with the provisions of the articles of incorporation and resolutions of the Board of Directors.
2. Failure to pay the rate of registration and membership fee. In case any member fails to pay the membership fee until the end of the fiscal year of the D8FA, the defaulting member will be given a notice within one month. If the member still fails to pay the membership fee for three months, their membership will be suspended upon the approval of the Board of Directors.
3. The suspended member will be reinstated upon payment of all outstanding membership fees.
4. The Board of Directors shall decide on other requirements for suspension or disqualification from membership in the Association.

**Article 7: Financial Resources of the D8FA**

1. Membership fees paid by the members according to the approval of the Board of Directors.
2. Voluntary contributions made by the members or other international institutions and organizations.
3. Any potential finance generated from D8FA events, venues and/or activities.
4. All payments from the financial resources of the D8FA shall be made according to the regulation of the Articles of Incorporation based on financial instruction approved by the Board of Directors.

**Organizational Chart of the D8FA**

**A- General Assembly B- Board of Directors C- General Coordinator D- Treasurer**

**E- Committees**

**Article 8 - General Assembly**

1. General Assembly is an annual event organized by the D8FA Board of Directors for the fertilizer stakeholders of the D-8 member states in order to facilitate and increase B2B trade among D-8 countries.
2. The Board of Directors shall officially announce the date and venue of the General Assembly at least three months before the event through the D-8 Secretariat.
3. The General Assembly will be organized once a year within 4 months from the termination of the fiscal year.

**Article 9 - Board of Directors, Duties and Authorities**

1. The Board of Directors of the D8FA shall comprise the focal points of the D-8 member states chosen by the fertilizer stakeholders and D-8 Secretariat representative for a period of four years and ratified by the D8FA General Assembly.
2. The Board of Directors shall set up committees such as Research, Finance, Legal Affairs and Market Management, etc. in order to achieve the objectives of the D8FA, which are establishing the fertilizer trade consortium and ultimately fertilizer trading offices or dealing rooms.
3. In the first session of the Board of Directors’ meeting, members will elect the General Coordinator, his/her Deputy and the treasurer of the D8FA. The Chairman and Vice Chairman of each committee will also be elected during the first meeting.
4. The Board will determine the location of headquarters and if required, branches, trading offices or dealing rooms of the D8FA in each country.
5. The Board of Directors shall meet at least every four months in either ways including video conference platform. The General Coordinator is responsible to call for the meeting. In his absence, his Deputy will act in his stead.
6. Quorum of the meeting of the Board of Directors is fifty percent of the focal points plus one (representative of the D-8 Secretariat).
7. The Board shall receive the report of the Chairmen of the committees, General Coordinator and treasurer about their works and activities, evaluate their performance, and take decisions on proposals concerning the D8FA programs in the current or next fiscal year.
8. The Board shall take decisions on (approve or reject) financial statements of the D8FA in the current or next fiscal year.
9. The Board shall provide guidelines and general policies or determine the course of action and future activities of the D8FA.
10. The Board shall take decisions about striking contracts with all international associations and companies in line with the interests of the D8FA.
11. The Board shall take decisions about changing the membership fee.
12. The Board can approve amendments to the Articles of Incorporation. Directors of the Board are required to send their proposed amendments to other members of the Board prior to the meeting so that the proposals could be reviewed.
13. The members of the Board of Directors are required to introduce their successor, the next focal point of their country, to the D8FA.
14. The Board is required to organize the annual meeting.
15. The Board shall propose, review and approve the budget for the coming fiscal year.
16. The Board shall send representatives to participate in the meetings of the international organizations, companies, conferences and exhibitions.
17. In case of dissolution, the Board of Directors shall decide on and propose it to the General Assembly for approval.
18. If the General Assembly approves the dissolution of the D8FA, the procedure of the dissolution and liquidation of the property and assets, shall be executed through a dissolution and liquidation committee.

**Article 10 – General Coordinator of the D8FA, Duties and Authorities**

1. The General Coordinator shall supervise the performance of the chairmen and committees and receive their reports.
2. The General Coordinator shall determine the date and venue of the Board of Directors’ meeting through consulting with members, and organize extraordinary meetings if required.
3. The General Coordinator shall sign employment contracts after the approval of the Board of Directors.
4. The General Coordinator shall prepare performance report of the D8FA including activities of the previous fiscal year.
5. Upon approval of the Board, the General Coordinator can delegate some of his duties and authorities to his deputy. If the General Coordinator is unable to perform his duties, his deputy shall act in his stead.
6. The General Coordinator shall prepare the budget proposal of the next fiscal year and present the financial report of the previous fiscal year.
7. The General Coordinator shall represent the D8FA before the international authorities within the scope of the regulations of the Articles of Incorporation.
8. The General Coordinator shall prepare any required change in organizational chart and present it to the Board of Directors for approval.

**Article 11 - Treasurer, Duties and Authorities**

1. The treasurer shall supervise all financial transaction and keep records and books on such transactions as well as all the expenses of the Association.
2. The treasurer shall review the financial reports of the Board of Directors and present his report to the General Coordinator within 10 days of receiving the report.

**Article 12** – The General Coordinator (and in case of his absence, his deputy) and treasurer shall jointly sign the administrative and financial documents as well as contracts that create financial obligations for the D8FA that have been approved by the Board of Directors.

**Article 13** - All the ordinary and non-binding administrative documents and correspondence of the D8FA shall be valid with the signature of the General Coordinator, and in his absence, his deputy.

**Article 14** - Dissolution of the D8FA shall not violate the rights or nullify the obligations of member states arising from previous contracts.

**Article 15 - Arbitration**

In case of any disputes, the parties to the dispute shall settle it amicably and failure to do so, the matter shall be referred to the D8 secretariat for arbitration.

**Article 16** - The present Article of Incorporation has been prepared in 15 articles and adopted in the 4th meeting of Fertilizer Working Group in Abuja, Nigeria 2013.

*Signature*