



THE EUROPEAN  
FREIGHT & LOGISTICS  
LEADERS FORUM  
AISBL

**ARTICLES OF ASSOCIATION**

## **Chapter 1 - Name, seat, status and duration**

### **Article 1: Name**

The name of the Association is “*THE EUROPEAN FREIGHT AND LOGISTICS LEADERS FORUM*” and in French: « *FORUM EUROPEEN DES LEADERS DU FRET ET DE LA LOGISTIQUE* »; in abbreviated form, “*F&L*”.

### **Article 2: Seat**

The seat (registered office) of the Association is located within the judicial district (‘arrondissement judiciaire’) of Brussels; Chaussée de Waterloo 1151, 1180 Brussels. The seat may be transferred to another location in Brussels by simple majority decision of the Board of Directors.

### **Article 3: Status**

As an international association established and registered under the provisions of Chapter III of the Belgian Act of 27 June 1921 regarding the non-profit organisations, the international non-profit organisations and the foundations, *THE EUROPEAN FREIGHT AND LOGISTICS LEADERS FORUM* has legal personality.

### **Article 4: Duration**

The association is established for an unlimited period.

### **Article 5: Communication**

Every deed, invoice, information, notification, etc. issued by the Association, must mention the name of the Association preceded or followed by the words “*international non-profit organisation*” or “*AISBL*”; it must also mention the address of its seat.

## **Chapter 2- Mission and activities**

### **Article 6: Mission**

The shippers driven Association’s non-profit mission is to; (1) group entities which use, manage or organize freight transport; (2) promote a closer integration of various methods of freight transport by any means; (3) maximise the exploitation and evolution of multimodal freight transport systems; (4) improve the quality of freight transport; (5) swap experiences, and all of these conform to EU competition rules.

### **Article 7: Activities**

The Association may carry out any and all activities directly or indirectly related to the achievement of its mission. To that end, it may *inter alia* buy, sell, take on lease and let out, possess all movable and immovable property and facilities, mortgage the same, accept *inter*

vivos and testamentary gifts subject to the requisite statutory authorizations, create study group(s) and/or consultative committee(s) and/or any other entity, working under the control and authority of the Board of Directors.

## **Chapter 3 - Membership**

### **Article 8: Eligibility for membership**

The candidate eligible for membership shall be an individual, or an industrial, public or private undertaking or enterprise whose activities are closely related to the purpose of the Association. The candidate shall have its registered office or its place of residence in Europe. For the purpose of eligibility for membership, "Europe" means in any European country as defined by membership to the Council of Europe.

### **Article 9: Application and admission for membership**

To apply for membership, the candidate must file a written application with the Board of Directors, who shall submit the candidacy to the General Assembly. New members can be admitted by the General Assembly only if they fulfil the conditions for eligibility and if the submitted application was signed by at least 2 existing members. The filing of an application implies total adherence to these Articles of Association and commitment to work towards the mission of the Association.

### **Article 10: Membership structure**

The association has three categories of membership:

1. Effective members: This membership status is obtained by every member who pays full membership fees.
2. Associate members: This membership status is obtained by every member who is entitled to pay a reduced membership fee.
3. Honorary members: This membership status is obtained by every member who is not obliged to pay a membership fee.

The allocation of members in categories is decided by the General assembly.

### **Article 11: Membership rights**

All members have the right: (1) To make propositions for the agenda of the General Assembly; (2) To participate in the debates of the General Assembly; (3) To propose candidates for the Board of Directors.

Members, other than honorary members, have the right to vote in the General Assembly. Every such member shall have one vote.

The presence of honorary members is not taken into account to calculate any presence quorum. Honorary members therefore do not need to be mentioned on a presence list at general assembly meetings.

Members are not to be confused with those individuals or legal entities that may be invited by the Board of Directors to attend the General Assembly meetings as observer(s).

#### **Article 12: Membership obligations**

All members shall maintain a constructive attitude in relation to the mission and activities of the Association. Effective members and associate members shall pay an annual membership fee. Associate members, shall pay an annual reduced membership fee. Membership fees shall be set by the Board of Directors and shall be payable in advance in the course of the first three months of the financial year. New effective or associate members shall pay their fees within the first month following their admission, *pro rata* to the period of membership during the ongoing financial year.

#### **Article 13: Termination of membership**

Membership to the Association terminates automatically: (1) When the Resignation is submitted in writing by the member to, and received by, the President of the Board of Directors ; (2) Upon death, voluntary dissolution or bankruptcy of the member; (3) In case of insolvency, civil incapacity or provisional administration of the member; (4) In case of non-payment of membership fees due; and/or (5) Exclusion from the Association by a 2/3 majority vote in the General Assembly. In the last case, before the decision is made, the concerned member shall have the opportunity to be heard by the General Assembly, and the Exclusion will be effective on the its notification to the aforementioned member. the member concerned shall have the possibility to present his defense at the General Assembly prior to the decision of exclusion being made and the exclusion will be effective as of the date on which notification of the decision was send to the concerned member.

Should any former member be in debt to the Association, such debt shall be immediately due and payable upon termination of membership.

## **Chapter 4 - Organisation and functioning**

### **Section I: The General Assembly**

#### **Article 14: Composition**

**President:** The General Assembly is presided by the President of the Board of Directors or, in his absence, by the Vice-President (if any), or in the absence of both, by the member present that holds the longest membership status.

**Members:** Every member, other than a physical person, shall appoint a permanent delegate validly designated by the competent organ of the member and for the duration it determines. His or her identity shall be notified in writing by postal or electronic way to the President of the Board of Directors. The mandate of the permanent delegate can only be terminated by the member, by written notification sent to the President of the Board of Directors confirming (i) termination of the mandate of the permanent delegate and (ii) the designation of a new permanent delegate. As long as no such written notification of a new permanent delegate is

made by postal or electronic way to the President of the Board of Directors, the voting rights of the concerned member will be suspended.

**Secretary:** A secretary, member or non-member, may be mandated by the President to control the presence list, to count votes, to draft minutes of the meeting and/or to execute any other task mandated to it by the President.

**Observer(s):** The Board of Directors may invite or permit certain individuals or entities to attend the General Assembly meeting as observers.

#### **Article 15: Calling**

**The annual assembly/ordinary meeting:** The annual assembly/ordinary meeting shall meet at least once a year, to approve the annual accounts, upon the invitation by the President of the Board of Directors to all members and not later than the second quarter of the year. The calling is made in writing, at least 1 (one) month prior to the meeting and contains the agenda, date and time of the meeting.

**Extraordinary meeting:** An extraordinary meeting shall be convened; (1) upon request of at least one fifth (1/5) of the members and/or (2) if the Board of Directors decides to do so. The notion of "meeting" is used in the broadest possible meaning, including videoconferencing, telephone conference or any other means of contact. The calling takes place in the same manner as for the annual assembly/ordinary meeting.

#### **Article 16: Attendance**

**Quorum []:** The General Assembly can validly deliberate and decide only if at least 50% of the members with voting rights are present or validly represented. If this quorum is not met, a second meeting of the General Assembly shall be convened within at least 15 days after the first meeting. This second meeting will have the same agenda as the first one and can validly decide regardless of the number of the members with voting rights present or represented. This second meeting must not necessarily be held at the same location as the first meeting.

**Proxy policy:** Every member is allowed, by means of a document carrying his signature, including the digital signature as defined in article 1322 of the Civil code, transmitted by letter, telefax, electronic mail or by any other means of communication provided for in article 2281 of the same Code, to give a proxy to another member to represent it/him/her at a given General Assembly meeting and to vote in his name. No proxy holder can hold more than four proxies. These proxies are to be handed by the proxy holder to the President of the meeting and to be attached to the presence list.

#### **Article 17: Voting**

Unless otherwise provided in these Articles of Association or in mandatory law provisions, decisions shall be adopted by a simple majority of the votes of the members present or validly represented. When a decision is made by a majority of the votes, it is to be understood as a simple majority of half (50%) of the votes plus one (1) calculated on the total number of the votes cast. Abstentions, blank or null votes are counted as negative

votes.

## **Article 18: Exclusive powers**

The General Assembly has exclusive powers conveyed to it by law to decide on the following matters: (1) Amendment of the Articles of Association, (2) Appointment/ dismissal of a member of the Board of Directors, (3) Appointment/ dismissal of Auditors and fixation of their remuneration, (4) Discharging Directors and/or Auditors, (5) Approval of the budget and the accounts, (6) Dissolution of the association, and (7) Exclusion and admission of a member.

## **Article 19: Minutes**

**Drafting & signing:** Each meeting of the General Assembly shall be recorded in minutes drafted by the President or by the Secretary (if the President mandated a Secretary to do so), in English, with a French translation, except for decisions to be published in the official Gazette, for which case the French version will be the official version. Minutes become definitive after being signed by the President. Minutes of video conferences and/or telephone conferences will be circulated and become definitive after being signed by all participants.

**Record keeping:** Definitive minutes will be kept in their original material form, in a special register, or in a secure electronic form, on any support and under conditions guaranteeing their permanence, readability, integrity, reliable and permanent reproducibility, at the seat of the association and can be accessed, but not removed, by every member to the General Assembly or to the Board of Directors.

**Communication:** The President or a person mandated by him/her will send a copy of the signed minutes to all members.

**Commenting:** Every member who participated to the General Assembly can submit reasonable written comments at the address of the seat, to be added as attachments to the [definitive minutes] final meeting records.

## **Section II: The Board of Directors**

### **Article 20: Composition and powers**

**President:** The President is chosen by the members of the Board from amongst themselves. He/she chairs Board meetings and is fully empowered to take decisions on the ordinary business (daily management). In the event of impediment of the President noted by the Board of Directors, the latter will appoint an interim President for a period to be determined by it.

**Board:** The Board of Directors is composed of at least 3 Directors, appointed by the General Assembly for a limited duration of 3 years. The Board is competent for all matters beyond the ordinary Business that directly or indirectly relate to the Association's purpose. The Board of Directors has the broadest powers to implement the present Articles of Association and may take further procedural

measures to ensure their effective and efficient implementation. [prepare 'operating procedures' to implement them and to work them further out.]

**Other:** Individuals with special mandates and/or specific working groups may be appointed and/or formed, respectively, by the Board under its authority and control, as for instance, a General Secretary, Executive Committees, etc., without necessarily being members to the Board of Directors. However, only a member of the Board can be appointed as Vice-President or Treasurer.

### **Article 21: Meeting**

The Board of Directors shall meet upon notice of its President or upon request of at least two Directors. Such meetings are held at the place and in the way indicated in the notice/request and can be held through teleconferencing and/or video conferencing and/or any other means of communication. The notice/request shall contain the agenda and shall be sent by letter, electronic mail or any other means of (tele)communication that can be materialized in a written document, with, attached to it, all relevant documents for the referred meeting. At the meeting, any member of the Board can be represented by another member of the Board through written special power of attorney.

### **Article 22: Decision-making**

The Board of Directors can validly deliberate only if the majority of its members is present [attending] (physically, by proxy or by means of teleconference). Decisions are taken by a majority vote. In case of a tie, the vote of the President is decisive. Regarding the proxy policy, every Director can hold a maximum of two proxies.

### **Article 23: Minutes**

**Drafting & signing:** Each meeting of the Board shall be recorded in minutes drafted by the President or by the Secretary (if the President mandated a Secretary to do so), in English, with an French translation unless such decisions are to be published in the official Gazette, in which case the French version will be the official one. Minutes become definitive after being signed by the President and at least one other members of the Board of Directors. Every member of the Board of Directors willing to do so can sign the minutes. Minutes of video conferences and/or telephone conferences will be circulated and become definitive after being signed by all participants.

**Record keeping:** Definitive minutes will be kept in their original material form, in a special register, or in a secure electronic form, on any support and under conditions guaranteeing they are in a permanent, wholly readable form and can be reliably and permanently reproduced, [, readability, integrity, reliable and durable reproducibility,] at the seat of the association and can be accessed, but not removed therefrom, by every member of the Board of Directors.

**Communication:** The President or a person appointed by him/her will provide a copy of signed minutes to all members of the Board.



**Commenting:** Every member to the Board of Directors that participated to the meeting can submit comments to the President, who will attach the same to the definitive minutes.

**Article 24: External representation**

In relation to third parties, the President or 2 members of the Board of Directors acting together, can represent the Association in all matters. However, in legal proceedings, the Association shall be represented by the President, as both claimant and defendant, or by a Director specially appointed by the Board of Directors.

**Article 25: Termination of mandate**

Every Directorship mandate to the Board shall end upon: (1) Voluntary resignation by written notice of thirty (30) days to the Board of Directors; (2) Expiration of the mandate; (3) Death; (4) Insolvency, civil incapacity or provisional administration; (5) Decision by the General Assembly to remove the Director.

## **Chapter 5 - Various provisions**

**Article 26: Accounting**

The financial year begins in January and ends 31st December of each calendar year. Each year, the Board of Directors shall draw up the annual accounts of the past financial year, as well as the budget for the forthcoming year. Both shall be submitted for approval to the Annual Assembly not later than 6 months after the closing of the past financial year. Subsequently, the Board of Directors is responsible to file correct submission of the annual accounts and any other document that may be required, with the dedicated entity.

**Article 27: Dissolution/ Liquidation**

Proposals to dissolve the Association can be issued by the Board of Directors or by at least one third of the members to the General Assembly. Such proposal is accepted by a 4/5<sup>th</sup> majority vote in the General Assembly. In the case of dissolution of the Association, for whatever reason, the liquidation shall be carried out by maximum three (3) liquidators who shall perform their duties, either by a decision of the General Assembly or, in the absence of such, by a court decision which can be initiated by any interested party. In all cases of voluntary or legal dissolution of the Association, at any time and due to any cause, the allocation of the possible net assets after liquidation shall be determined by the General Assembly. This net asset will have to be allocated to a nonprofit destination, to an association whose purpose should be as nearest as possible to the purposes of the Association. This assessment is of the sole competence of the General Assembly deciding on the dissolution.

**Article 28: Changing the Articles of Association**

Proposed changes to the articles of Association must be included as attachment to the agenda communicated prior to the meeting and are decided by the General Assembly with a 2/3 majority decision with at least 2/3 of the Members with voting rights present or validly represented. When the change refers to the mission of the Association, a 4/5<sup>th</sup> majority vote is required with at least 2/3 of the Members with voting rights present..

**Article 29: Language**

These Articles of Association are written in French and translated into English. In case of doubt, contradiction or interpretation problem between the two versions, the French version shall prevail.

The working language of the Association is English.

**Article 30: Renvoi – mandatory legal provisions**

For questions not explicitly addressed by the present Articles of Association, reference is made to the Belgian Association Act of 27 June 1921.

Provisions of these Articles of Association that are not compatible with the legal provisions newly entered into force and mandatory are deemed not enforceable.