



Articles of Association

TITLE I - Name, registered office, object, duration

Article 1. *Name*

The association is constituted in the form of a non-profit association and is known in French as "LE FORUM EUROPEEN DES LEADERS DU FRET ET DE LA LOGISTIQUE", in English as "THE EUROPEAN FREIGHT AND LOGISTICS LEADERS FORUM", abbreviated to "F&L".

The full and abbreviated French and English names may be used together or separately.

Article 2. *Head office*

The registered office is located in the Brussels-Capital Region.

The address of the registered office may be transferred to any place in the Brussels-Capital Region or the French-speaking region of Belgium, by simple decision of the Board of Directors, which has full powers to have any resulting amendment to the Articles of Association recorded, without this leading to any change in the language of the Articles of Association.

By simple decision of the Board of Directors, the company may establish administrative offices, agencies, workshops, depots and branches both in Belgium and abroad.

The company may, by simple decision of the administrative body, establish or abolish places of business, provided that this decision does not entail any change in the language regime applicable to the company.

Article 3. *Status*

The Association is a non-profit association, formed in accordance with the provisions of the Companies and Associations Code. It has legal personality.

Article 4. *Duration*

The Association is established for an unlimited period.

Article 5.

All deeds, invoices, information, notifications, etc. issued by the Association must mention its name preceded or followed by the words "Association sans but lucratif", or "ASBL", as well as its address and registered office.



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TITLE II - Mission and activities

Article 6. *Subject* PURPOSE.

The non-lobby Association is an independent, shipper led, non-profit network of business leaders focused on freight logistics across the supply chain operating in all sectors and transport modes, based across Europe and globally. Its mission is (1) to bring together individuals and organisations involved in freight transport; (2) to encourage more economically and environmentally efficient and sustainable freight transport; (3) to support the development of new ideas, innovation, dialogue and co-operation in the sector; and (4) to share experiences and network in a mutually beneficial manner. All the above activities should be carried out in compliance with EU competition and any other relevant laws and regulations within the EU or in other applicable jurisdictions."

Article 7. *Activities*

ACTIVITIES. The Association may engage in any activity directly or indirectly related to its purpose/object. To this end, it may inter alia buy, sell, lease, assign, carry out any movable or immovable transactions, bequeath and accept *inter vivos* testamentary gifts subject to the required authorisations, create study group(s) and/or advisory committee(s) and/or any other entity which operates under the control and authority of the administrative body.

TITLE III - Members

Article 8. *Membership conditions*

The candidate member will be a natural person, an industrialist, a legal entity under public or private law or any company whose objectives are similar to those pursued by the Association. The applicant shall have its registered office or place of residence in Europe. For the purposes of this document, "Europe" shall mean all current or future member countries of the Council of Europe.

Article 9. *Application and admission to membership*

To become a member, the applicant must submit a written application to the Board of Directors, which will then decide thereon. New members may only be admitted if they meet the conditions for admission. Any application implies full compliance with these Articles of Association and a commitment to contribute to the objectives of the Association.

Article 10. *Membership structure*

The Association has members.



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Article 11. *Members' rights*

All members may: (1) submit proposals to be placed on the agenda of the General Meeting, (2) attend General Meeting meetings, and (3) nominate candidates for the Board of Directors. All members have the right to vote at the General Meeting. Each member has one vote.

No confusion may be made between members, on the one hand, and natural persons or legal entities who may be invited by the administrative body or the Secretary General to attend / assist General Meetings as observers, on the other.

Article 12. *Obligations*

All members shall adopt a constructive attitude towards the aims and activities of the Association. members shall pay an annual subscription that cannot surpass the maximum amount of 5000 EUR. Membership fees are set by the Board of Directors which determines the payment period and which can also extend reductions.

Article 13. *Termination of membership*

A member's membership automatically terminates: (1) when his written resignation is submitted to and accepted by the Chairman of the Board of Directors; (2) by death or, in the case of a legal entity, by voluntary dissolution or bankruptcy; (3) in the event of insolvency, civil incapacity or provisional administration; (4) in the event of non-payment of membership fees and/or (5) expulsion by a two-thirds majority decision of the General Meeting. In the latter case, the member will be entitled to present his defence at the General Meeting and the exclusion will take effect from the date of written notification sent to the member concerned.

Any debt(s) owed by a former member to the Association must be paid immediately upon termination of membership.

TITLE IV - Organisation and operation

Section I - The General Meeting

Article 14. *Composition*

The Chairman: The General Meeting is chaired by the Chairman of the administrative body and, in his absence, by the Vice-Chairman, if any, or, in their absence, by the longest-serving member present.

The members: Each legal entity member appoints a permanent representative designated by the competent body within the association for the period it determines. The identity of the permanent representative shall be notified by post or electronically to the chairman of the administrative body. The term of office of the permanent representative may only be terminated by written notification



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sent by the member to the Chairman of the administrative body. This notification will confirm (i) the end of the Permanent Representative's term of office and (ii) the appointment of a new Permanent Representative and his/her full identity. The voting rights of the member concerned will be suspended pending the receipt of the correct written notification, by post or electronic means, of the appointment of a new Permanent Representative. **The secretary:** a secretary, who may or may not be a member, may be appointed by the Chairman to check the attendance list, count votes, draw up the minutes of the General Meeting and/or perform any other tasks assigned to him by the Chairman.

Observers: the administrative body or the General Secretary may invite or authorise certain individuals or legal entities to attend/assist a General Meeting as observers.

Article 15. Convening

The Ordinary General Meeting: The Ordinary General Meeting is held at least once a year and at the latest before the end of the second quarter of the year, to approve the annual accounts and at the invitation of the Chairman of the Board of Directors addressed to all members. The invitation is sent in writing at least 15 days before the General Meeting and contains the agenda, the date and time of the meeting and the relevant documents. The notion 'assembly' is used in the most broad sense of the word, including videoconferences, telephonic conferences or all other means of communication.

Extraordinary General Meeting: An Extraordinary General Meeting will be convened: (1) at the request of at least one fifth (1/5) of the members and/or (2) by the Board of Directors. The term "meeting" is used in the widest sense of the term, including videoconference, telephone conference or any other means of communication. Meetings are convened under the same conditions as ordinary general meetings,

Article 16. Attendance

Attendance quorum: General Meeting may only validly deliberate and take decisions if at least 50% of the members entitled to vote are present or validly represented. If this quorum is not reached, a second General Meeting will be held at least fifteen days after the first General Meeting. This second General Meeting will have the same agenda as the first, regardless of the number of members with voting rights present or validly represented. This second meeting will not necessarily be held at the same location as the first meeting. **Proxy:** *Members may freely give a proxy (to another member or to a third party) to represent them at a General Meeting.*

Article 17. Voting

Unless otherwise provided in these Articles of Association or by mandatory legal provisions, decisions are taken by a simple majority of the members present or represented. Simple majority" means half the votes (50%) plus one vote (1), calculated on the total number of votes. Abstentions, blank or invalid votes are considered as negative votes.



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Article 18. *Exclusive powers*

The General Meeting is the sovereign body of the Association. It has the powers expressly attributed to it by the Law and these Articles of Association.

In particular, it is responsible for: (1) amending the Association's Articles of Association; (2) appointing and dismissing members of the Board of Directors; (3) appointing and dismissing Auditors and fixing their remuneration; (4) discharging Directors and Auditors; (5) approving the budget and accounts; (6) dissolving the Association; and (7) expelling members.

Article 19. *Minutes*

Drafting and signature: the proceedings of each General Meeting will be recorded in minutes drafted by the Chairman or the Secretary (if applicable), in English, except in the event that the decisions require publication in the National Gazette, in which case a French version must exist that will be the official version. The minutes will not be final until they have been signed by the Chairman or the Secretary General.. ***Recording:*** the final minutes shall be kept in a special register or in secure electronic form, on any medium whatsoever, guaranteeing their permanence, legibility, integrity and reproducibility, at the registered office of the Association and shall be accessible to all members of the General Meeting or of the administrative body, without removal.

ARTICLE 19b. *Conflict of interest*

§1 When the Board of Directors is called upon to take a decision or to give an opinion on a transaction falling within its competence in respect of which a director has a direct or indirect interest of a proprietary nature which is opposed to the interests of the association, that director must inform the other directors before the Board of Directors takes a decision. His declaration and explanation of the nature of the conflicting interest must be included in the minutes of the meeting of the Board of Directors at which the decision is taken. The Board of Directors may not delegate this decision.

A director who has a conflict of interest within the meaning of the first paragraph may not take part in the deliberations of the Board of Directors concerning these decisions or transactions, nor may he vote on this point.

§2 If all the directors have a conflict of interest, they may themselves take the decision or carry out the transaction.

§3 The preceding paragraphs shall not apply where the decisions of the Board of Directors relate to customary transactions entered into under conditions and with guarantees that are normal for the market for transactions of the same nature.

§4 The other directors shall describe in the minutes the nature of the decision or operation referred to in the first paragraph, as well as its financial consequences for the association and shall justify the



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decision taken. This part of the minutes is included in its entirety in the management report or in the document filed at the same time as the annual accounts.

If the association has appointed an auditor, the minutes shall be communicated to him. In his report, the auditor assesses, in a separate section, the financial consequences for the association of the decisions of the Board of Directors for which there is a conflicting interest as referred to in paragraph 1.

Section II - The administrative body

Article 20: Composition and powers

The Chairman: the Chairman is elected by and from among the directors. He/she will chair the Board of Directors and has the broadest powers to take decisions on day-to-day business. If the Chairman is unable to act, as determined by the Board of Directors, the Board of Directors will appoint an interim Chairman for a specified period.

The Board of Directors: the Board of Directors (also called the 'conseil d'administration') consists of at least three directors appointed by the General Meeting. The Board is responsible for all matters, other than day-to-day management, which directly or indirectly concern the Association's purpose. The Board has the broadest powers to implement these Articles of Association and may prepare internal operating procedures with a view to applying them and ensuring their execution.

Miscellaneous: special representatives and/or working groups, who need not be directors, may be appointed by the administrative body, under its authority and control, such as a general secretary, an executive committee, etc. Only a director may be appointed as vice-chairman or treasurer. Only a director may be appointed as Vice-Chairman or Treasurer.

Article 21. Meetings

The Board of Directors meets when convened by the Chairman or at the request of at least two directors, at the registered office or at any other place indicated on the notice/request. The meeting may be held by teleconference and/or videoconference or by any other form of communication. The notice of meeting shall contain the agenda and shall be sent by letter, e-mail or any other means of (tele)communication that may be evidenced in writing. It shall be accompanied by any useful documents relating to the meeting. Any director may be represented by another director holding a special written proxy.

Article 22. Deliberation and vote

The Board of Directors may only validly deliberate if a majority of the directors are present (in person, by proxy or by teleconference). Decisions are taken by majority vote. In the event of a tie, the Chairman has the casting vote. Each director may hold proxies.



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Article 23. Minutes

Drafting and signature: each meeting will be recorded in minutes in English, except in the event that the decisions require publication in the National Gazette. In the latter case, a French version must exist that will be the official version. The minutes must be signed by the Chairman and at least one (1) other director. **Recording:** the final minutes will be kept in a special register or in electronic form, on any medium whatsoever, guaranteeing their permanence, legibility, integrity and reproducibility, at the Association's registered office and will be accessible to all directors.

Article 24. External representation

The Chairman, or two directors acting together, may represent the Association in dealings with third parties. However, in the event of legal proceedings, the Association shall be represented either by its Chairman or by any other person specially appointed for this purpose by the Board of Directors, both as plaintiff and defendant.

The Chairman of the Board of Directors has the broadest powers to take decisions on day-to-day business.

The General Secretary may also represent the Association externally in all its day-to-day activities (without having to be a member of the Board of Directors). However, insofar as his commitment exceeds the sum of EUR 25,000, he requires prior approval by the Chairman or by two Directors.

Article 25. Termination of mandate

A director's term of office shall end: (1) by voluntary resignation notified within thirty (30) days to the administrative body; (2) upon expiry of the term of office; (3) upon death; (4) in the event of insolvency, civil incapacity or placing under provisional administration; (5) by decision of the General Meeting to dismiss the director.

TITLE V - Budget and Accounts

Article 26. Accounting

The Association's accounts are approved by the Board of Directors each year on 31 December. Each year, the Board of Directors draws up the budget for the next financial year and submits it to the General Meeting along with the accounts for the previous year.

Article 27

The positive balance increases the Association's assets and may under no circumstances be passed on to members, either as dividends or in any other form.



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TITLE VI - Dissolution and liquidation

Article 28. *Dissolution/liquidation*

Any proposal to dissolve the Association must be made by the Board of Directors or by at least one third of the members of the General Meeting. Such a proposal will only be accepted by a 4/5 majority vote. In the event of dissolution, for any reason whatsoever, the association will be liquidated by a maximum of three liquidators, either by decision of the General Meeting or, in the absence of such a decision, by a court decision which may be initiated by any person in the association with an interest therein. In the event of the voluntary or judicial dissolution of the Association, in any event, the allocation of any net assets after liquidation will be determined by the General Meeting. These net assets shall be donated to one or multiple association whose social aims shall be as close as possible to those of the Association. This right shall fall within the exclusive competence of the General Meeting.

Title VII- Miscellaneous provisions

Article 29. *Amendment of the Articles of Association*

Any proposal to amend the Articles of Association must be placed on the agenda and submitted to the General Meeting, which may accept them by a 2/3 (two-thirds) majority vote, if at least 2/3 (two-thirds) of all members (with voting rights) are present or represented. A 4/5 majority vote, with at least 2/3 (two thirds) of all members (with voting rights) being present or represented, is required if the amendment relates to the object of the Association.

Article 30. *Election of domicile*

For the implementation of these Articles of Association, any member, director, commissioner or liquidator domiciled abroad shall elect domicile at the registered office where all communications, summonses, writs of summons and notifications may be validly made to him if he has not elected another domicile in Belgium vis-à-vis the association.

Article 31. *Jurisdiction*

For all disputes between the association, its members, directors, commissioners and liquidators relating to the affairs of the association and the execution of these articles of association, exclusive jurisdiction is attributed to the courts of the registered office, unless the association expressly waives such jurisdiction.

Article 32. *Common law*

The provisions of the Companies and Associations Code which are not lawfully derogated from are deemed to be included in these Articles of Association and any clauses contrary to the mandatory provisions of the Companies Code are deemed to be unwritten.



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For all matters not provided for herein, reference is made to Belgian law.

Any provisions that are not compatible with the mandatory legal provisions that have recently come into force are deemed not to exist.

Article 33. *Language*

These Articles of Association are written in French and translated into English. In the event of any doubt, discrepancy or problem of interpretation, the French version shall prevail.

The Association's working language is English.