

STATUTES

PARAGRAPH I – NAME, HEADQUARTERS, AIMS, DURATION, LANGUAGE

Article 1 - NAME

An International Association has been formed with the name "European safe logistics association", to be known internationally by the abbreviation EUMOS, hereafter referred to as "the Association".

This International Association is governed by the Belgian law of 2 may 2002.

Article 2 – HEAD OFFICES

The Association has its head office in Belgium. It is currently located in Jules Bordet 164 in 1140 Brussels. It may be transferred to any other location within the Brussels boundaries by simple decision of the General Assembly, published within the month in the *Annexes au Moniteur Belge*.

Article 3 - AIMS

3.1 The Association shall be entirely non-profit making. It does not pursue its own economic interests. Funds of the Association shall be used solely for the purposes which are in accordance with these statutes. Members obtain no remuneration from the funds of the Association. No person shall benefit from any expenses not related to the Association or through disproportionately high remuneration. Members of the Association shall receive no share in profits and in their capacity as members shall also receive no other remuneration from the funds of the Association. Should members resign from their membership in the Association or should the Association be dissolved, they shall also receive no reimbursement of their membership fees, even if they were *pro rata temporis*. No person shall benefit from administrative expenses, which are against the objects of the Association, or benefit from disproportionately high remuneration.

3.1.1 The Association's main objective is to make available know-how related to cargo transport safety, including packing, storage, loading and cargo securing, to certified experts and trainers specialising in this subject, throughout Europe.

3.1.2 The Association shall protect and support common interests of experts associated in it. Moreover, it shall cooperate with other expert organisations and other associations.

3.1.3 The domain of know-how includes all aspects of logistics operations including transport packaging, storage, manipulation, loading, unloading and transport by road, water, rail and air.

Remark: The word "expert" in these Statutes is gender-neutral.

3.2 In the pursuit of these objectives the Association shall in particular

- 3.2.1 assure the relations with the EC authorities and other international organisations as well as with other European and international associations;
 - 3.2.2 actively and adequately inform, at the national and international level, the public and the authorities and the legislative power, the social institutions and trade unions, and all other professional associations; in order to create a favourable reception of the results of its work;
 - 3.2.3 organize the establishment and usage of professional standards related to cargo transport safety in Europe, including packaging, handling, storage and cargo securing;
 - 3.2.4 support findings, acceptance, organisation and alternative dispute settlement in the field of cargo transport safety in Europe. This includes the exchange of experience and research results between members and professional support and coordination between members;
 - 3.2.5 organize and support educational measures and events. The Association shall support conferences on the exchange of ideas and trainings organised for members and other experts. The Association shall support scientific exchange at national and international level;
 - 3.2.6 support the availability of specialists in cargo transport safety all over Europe at a cross-EU level;
 - 3.2.7 promote the name Eumos.
- 3.3 The above list is not exhaustive and the Association has complete freedom to take any steps or actions which it considers would help it to fulfil its objectives.

Article 4 - DURATION

The Association has been formed for an indefinite period. In case dissolution is decided by the General assembly, the remaining balance shall be used for a non-for-profit goal as stipulated by the Belgian legislation.

Article 5 – Language

The official language of the association is English. All resolutions and minutes of meetings of Management Board, Advisory Board and General Assembly shall be in English.

PARAGRAPH II - MEMBERSHIP, JOINING, RESIGNATION AND TERMINATION, RULES AND PROCEDURES, SUBSCRIPTIONS

Article 6 - MEMBERSHIP

- 6.1 The Association shall have the following groups of members: founder members, expert members, steering members, supporting members and honorary members
- 5.2 The founder members are listed under paragraph 1.

6.3 Expert members are natural persons, either

- publicly appointed and sworn experts,
- certified experts in accordance with ISO/IEC 17024,
- experts with appropriate professional qualifications and abilities.

Expert members must:

- have special expert knowledge in at least one field of cargo transport safety such as load securing, cargo packing, cargo handling, cargo storage which can be proved by higher than average professional knowledge and practical experience;
- be able to prepare opinions and conduct activities of an arbitration expert and arbitrator, and to share specialist knowledge in such a way that the considerations and results are comprehensible also to a lay person;
- be able to provide advice, monitor transport, carry out inspections and evaluations in a professional way in accordance with quality standards and applicable directives and company standards;
- guarantee impartiality and independence;
- have all means required to conduct activities as an expert;
- live in orderly economic conditions;
- raise no doubt about trustful cooperation within the Association.

As long as a prospective expert member has the qualifications of an “EuroExpert Certified/Certificated and Qualified Experts according ISO 17024“ or is active as a publicly appointed and sworn expert in the field of load securing and/or transport security, it can be usually assumed that the requirements concerning the appropriate qualifications are fulfilled. Possessing the qualifications, however, does not entitle a person to claim expert membership.

6.4 Steering members are legal persons such as

- national, European or international associations;
- public organisations;
- public authorities;
- research institutes

that support the objectives of the Association.

A steering member of the Association is represented by one employee of the steering member. The name of this representative is mentioned in the application for membership. The representative can be changed by informing the Management Board of the Association in written at least 2 weeks in advance.

6.5 Supporting members are legal persons such as

- producers and dealers of load securing products;
- producers and dealers of handling and storage equipment;
- producers and dealers of packaging equipment and materials;
- producers and packers of products that are transported;
- other commercial organizations;

that support the objectives of the Association.

A support member of the Association is represented by one employee of the support member. The name of this representative is mentioned in the application for membership. The representative can be changed by informing the Management Board of the Association in written at least 2 weeks in advance.

6.6 Honorary members

Honorary members are natural persons with special merits in one or more domains of expertise related to safe logistics or persons with more than ordinary contributions to the Association.

6.7 Other types of members can be defined by the general assembly of the association.

Article 7 - JOINING

7.1 All members confirm to conduct according to the statutes of the association and to support the objectives of the Association, just by applying for membership.

7.2 Anyone willing to become a member shall file a written application for membership, including arguments to be accepted in a certain group of members. This application is to be sent to the registered head office of the Association.

7.3 The Management Board shall decide on the admission of expert members and honorary members. The General Assembly shall decide on the admission of steering members and supporting members.

7.4 Procedure for steering members and supporting members.

- The application is signed by a legal representative of the legal person;
- At the next General Assembly members shall decide on applications for membership by simple majority based on the number of valid votes cast;
- Rejection of an application for membership cannot be challenged. No one shall be entitled to claim membership in the Association.
- Steering members en supporting members can support the activities of the Association by both donations and subsidies.

7.5 Procedure for honorary members

All members of the Association can nominate candidates for honorary membership based on their contributions for the Association or their merits related to safe logistics. Honorary members shall be appointed by way of a resolution of the Management Board. The Management Board can decide on releasing them from the obligation to pay membership fees.

Article 8 – RESIGNATION AND TERMINATION

8.1. Membership shall expire in case of death, loss of legal personality, expulsion or resignation.

8.2 Resignation can be made at the end of the fiscal year with a three-month notice by submitting a declaration to the Management Board. The declaration shall be made in writing or shall otherwise be null and void. Adherence to the notice period is dependent upon the day when the declaration was sent.

8.3 The Management Board can expel a member, except founder members, for an important reason. Such a reason may be in particular a member's harmful behaviour towards the Association, another serious reason or delinquent payment of membership fees of more than six months.

Article 9 – RULES AND PROCEDURES FOR MEMBERS

9.1 Members shall support the Association at its activities. It shall be done in accordance with the statutes and the objectives of the Association, in particular through exchange of ideas and information between the members, conferences, establishing standards and all other measures which are in accordance with the objectives of the Association.

9.2 Use of logo

9.2.1 Every founder member, expert member, steering member and support member can use, next to his own logo and name, the logo and the name of the "EUROPEAN SAFE LOGISTICS ASSOCIATION" and can hereby advertise in an "appropriate" way as an expert who is a "member".

9.2.2 Rights to use the logo shall not apply in the case of resignation from the membership in the Association.

9.2.3 The logo and the name can be used by founder members and expert members. This right is personal and non-transferrable. The logo and the name can also be used by supporting members and steering members. This right is not transferrable to other, even not related legal persons. The conditions for use of the logo and the name by honorary members shall be approved by the Management Board of the association, sole owner of the logo, in writing.

9.2.4 The use of the name and the logo can be immediately banned by the Management Board in special circumstances. A reimbursement of fees is not applicable.

9.2.5 A fee for using the name or logo is not applicable in case of members that pay a membership fee. The fee for other users shall be defined by the General Assembly.

Article 10 - SUBSCRIPTIONS

Members, except founder members, undertake to pay each year the subscriptions as fixed by the General Assembly.

Article 11 - COMPOSITION

- 11.1 The General Assembly consists of all members.
- 11.2 Honorary members do have no right to vote.
- 11.3 The Management board can decide to invite guests to the General Assembly. Guests do have no right to vote.
- 11.4 Meetings are convened by the President of the Management Board. He determines the date and venue of the meeting and its agenda in agreement with the Management Board. The Ordinary General Assembly shall take place at least once a year and shall be convened in writing (by post, fax or e-mail) with at least two week notice and by sending the agenda to the members last known address given to the Association.
- 11.5 The Ordinary General Assembly shall be presided by the President of the Management Board as a Chairman of the meeting. Should he be unable to act or should he express his consent, the General Assembly shall be presided by the Vice President as a Chairman of the Assembly. Should the aforementioned persons not be able or willing to chair the meeting, a Chairman of the Meeting shall be elected by those present at the beginning of the General Assembly.
- 11.6 One-third of the Association's Management Board or one-third of the Association's members can request calling for an Extraordinary General Assembly by the Management Board.

Article 12 - POWERS

The General Assembly shall decide on Association's matters according to the Belgian legislation and as long as they were not assigned to the Management Board. It has the following tasks:

- electing and recalling members of the Advisory Board;
- electing and recalling members of the Management Board;
- determining membership fees and the Membership Fee Regulations;
- discharging the Management Board;
- discharging the Advisory Board;
- adopting resolutions and amending the Statutes;
- ordering the dissolution of the Association;
- appointing auditors who are not subordinate to the Management Board;
- deciding on legal remedies in rejecting an application for membership or excluding a member by the Management Board;
- defining additional types of membership.

Article 13 – DECISION PROCES

- 13.1 Every founder member, expert member, steering member and supporting member of the Association shall have one vote. It is possible to appoint a proxy to exercise one's voting rights. The power of attorney shall be made in writing and has to be produced at the beginning of the General Assembly.
- 13.2 The Meeting shall pass resolutions irrespective of the number of members present at the meeting.
- 13.3 Unless in the cases provided by law, all resolutions shall be taken by a simple majority of votes. The General Assembly shall pass resolutions by a simple majority of members present and members represented by proxies; a resolution on the amendment of the Statutes or dissolution of the Association shall be passed with a majority of 75% of members present and members represented by a proxy.
- 13.4 Minutes from the Meeting containing a list of resolutions shall be drafted and signed by the Chairman and one member. A register of the resolutions will be kept at the registered headoffice of the Association.
- 13.5 Amendments to the statutes will not take effect until they have been both approved by royal decree and published in the *Annexes au Moniteur belge* in accordance with article 3 of the law of October 25th, 1919.

PARAGRAPH IV – MANAGEMENT BOARD, ADVISORY BOARD

Article 14 – MANAGEMENT BOARD

- 14.1 The Management Board shall manage the Association. It is in particular liable for the correspondence, accountancy, preparation of Management Board meetings and Advisory Board meetings and for acquiring new members. Furthermore, it shall organise the work of the Association so that it can fulfil the objectives of the statutes.
- 14.2 The Management Board is solely responsible to manage the Association. Any activities in the Association's network resulting from the objectives of the Association shall be undertaken at the sole responsibility of a Management Board member/members. This shall be clearly specified in contracts for work and services.
- 14.3 The Management Board shall consist of one Board President, one Vice Board President and one Secretary.
- 14.4 The three members of the Management Board shall be elected by the General Assembly from the members of the Advisory Board. Should any of its members resign during the term of office, the Advisory Board can delegate in that person's place a member of the Association or a member of the Advisory Board until the next regular elections.

- 14.5 The Management Board shall be appointed for a period of five years. Its term of office shall expire on the day, on which the first Ordinary General Assembly after this period of time takes place. In the event a new Management Board is not appointed, the previous Management Board remains provisionally in office until a new Management Board is appointed. The term of office of the first Management Board shall begin on the founding day of the Association.
- 14.6 The Management Board shall be convened by the President, should he be unable to do this, by a Vice President, in writing or orally. Should both be unable to do this, any member of the Management Board can convene the Management Board.
- 14.7 The Board President shall preside over the meetings of the Management Board. He shall convene the meetings and decide on the agenda. All members of the Management Board shall form a quorum. Resolutions shall be passed by simple majority of votes. In the case of equality of votes, the vote of the President of the Advisory Board shall be the deciding vote. Meetings held in writing, by telephone, by conference call or resolutions adopted by way of any other mean of communication are allowed should the President or in his absence the Vice President , so decide on an individual basis.
- 14.8 As a managing entity the Management Board can draw up its own Rules of Procedure. In particular the Management Board can delegate tasks to individual members or hire qualified personnel.
- 14.9 The Management Board shall manage the Association voluntarily. The Management Board shall operate in accordance with the Belgian law. A manager may be appointed to manage the Association in coordination with the Management Board.

Article 15 – ADVISORY BOARD

- 15.1 The Association can appoint an Advisory Board. It shall consist of at least two and maximum of ten persons who are members of the Association or official representatives of a legal person, member of the Association. At least 30% of the members of the Advisory Board shall be founder members of the Association unless in case there are not enough candidates. At least 30% of the members of the Advisory Board shall be expert members of the Association unless in case there are not enough candidates. At least 20% of the members of the Advisory Board shall be representatives of supporting or steering members unless in case there are not enough candidates.
- 15.2 A candidate for membership of the Advisory Board must be put forward by the Management Board.
- 15.3 The Advisory Board shall be elected by the General Assembly in open elections. The detailed procedures for these elections shall be prepared by the Management Board and approved by the General Assembly.

- 15.4 The Management Board shall issue the Rules of Procedures for the Advisory Board.
- 15.5 The Advisory Board shall provide professional advice to the Management Board and shall be directly bound by resolutions which are of fundamental meaning for the Association. The Management Board shall annually account for the activities of the Association and report annually to the Advisory Board. The Advisory Board shall be convened once a year in order to assess the general development of the Association on that basis.
- 15.6 The Advisory Board should primarily advise the Association on the means supporting the objects of the Association and facilitating the achievement of the objects of the Association. These means are in particular the professional planning of the content of events, encouraging potential members to join the Association and professional exchange with members of the Association.
- 15.7 The Advisory Board shall elect a President of the Advisory Board from among its members. The President of the Advisory Board shall convene the Advisory Board by inviting its members. He convenes the meetings of the Advisory Board. If the Advisory Board has not been formed or no longer exists, the actions of Management Board do not require the cooperation of the Advisory Board to be valid.
- 15.9 The Management Board and the Advisory Board shall annually inform the members of the Association once a year at the General Assembly of the condition of the Association, the activities planned for the following year and any important issues.
- 15.10 The Advisory board can appoint a committee to do specific tasks during a predefined period of time under the supervision of the management board, such as the evaluation of conference papers, the preparation of standards, etc.

PARAGRAPH V - OTHER MATTERS

Article 16 - DELEGATION OF POWERS – ENGAGEMENTS – LEGAL MATTERS

- 16.1 Matters of ordinary or day-to-day management, receipts and discharges for railway, post, telegraph and telephone organisations, the Office for postal orders and all other State Offices, provincial and local councils - including cheques and money orders up to 1000 euro - may be signed by one member of the Management Board or by individuals authorised to do so by the Management Board through a special resolution, within limits and conditions which it stipulates.
- 16.2 Except otherwise decided, all acts which bind the Association shall be signed by two members of the Management Board.
- 16.3 All judicial action, either as plaintiff or defendant, will be handled by the Management Board, represented by its President (or a Management Board member designated by him).

Article 17 – BUDGET AND ACCOUNTS

17.1 Each year on March 31st, the accounts of the Associations shall be closed. The Management Board shall submit to the approval of the next General Assembly a statement of accounts of the year.

17.2 The budget and the level of subscriptions for the following year shall be expressed in EURO and be fixed by the General Assembly before October 31st of the current year unless exceptional circumstances require otherwise.

Article 18 - ARBITRATION

All disputes regarding the meaning of this statutes will be dealt with by the General Assembly which will decide by secret ballot, without recourse and with full authority.

Article 19 - LIABILITY

The President and the members of the Management board are not personally liable for commitments assumed by the association. Their liability is limited to carrying out the commission that they have accepted .

Article 20 – GENERAL CONDITION

Matters not covered by these statutes of the Association, including publications in the *Annexes au Moniteur Belge*, will be governed by the provisions of the law.