

# STATUTES

## INTRODUCTION

The General Assembly of EUMOS ASBL met on 15 February 2023 at 10.00 am to decide about the update of its Statutes to the new Belgian Code of Companies and Associations of 23 March 2019 (Wetboek van vennootschappen en verenigingen – Codes des Sociétés et Associations).

Following members were present at the meeting:

David	Amiel	David Amiel
Jelle	Dendauw	ESTL
Alexander	Hoffmann	RUD Ketten Rieger & Dietz
Alice	Holm Kristensen	Signode Denmark
Dominic	Nielandt	Trioworld
Alberto	Tellechea	SAFE LOAD Testing Technologies
Angel David	Hernandez	Angel Hernandez / Valueing
Rui	Mendes	R. P. M.
Andy	Owen	Berry BPI Agriculture
Geert	Frans	Geert Frans / CS-TS bv
Stefan	Ebner	Stefan Ebner / WKÖ
Mikolaj	Drozd	Ergis
René	Van Glabbeek	Packtools 2.0
Frank	Van der Kraats	Packtools 2.0
Gertjan	Van Der Veer	Imbema Rhiwa
Niels	Bouwmeester	Niels Bouwmeester / Imbema Rhiwa
Ulrich	Keidel	m+b Verpackungstechnik
Ludo	Bekaert	Tallpack
Nina	Daems	Tallpack
Kurt	Garrez	Police fédérale belge
<b>Par procuration : Arnaud</b>	Dupasquier	Arnaud Dupasquier

The quorum for a decision by the General Assembly was herewith met.

## 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 Code of Companies and Associations of 23 March 2019 (Wetboek van vennootschappen en verenigingen – Codes des Sociétés et

Associations).

The Members present in person or by an authorised representative at the General Assembly of 15 February 2023 approved these Statutes replacing the Statutes from 13 October 2013 which had been decided by the Founding Members of the Association.

## **Article 2 – HEAD OFFICES**

The Association has its head office in Brussels, Belgium.

## **Article 3 - AIMS**

3.1 The Association shall be entirely non-profit making. It does not pursue any economic interests. Funds of the Association shall be used solely for the purposes which are in accordance with these Statutes. Members of the Association shall receive no share in profits and in their capacity as Members shall 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 receive no reimbursement of their membership fees.

3.1.1 The Association's main objective is to make available know-how and to set standards related to the highest possible safety in the logistics chain. The domain of know-how includes all aspects of logistics operations and safety including transport packaging, storage, manipulation, loading, unloading and transport by road, water, rail and air.

3.1.2 The Association shall protect and support common interests of its Members.

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

3.2.1 Maintain relations with Public Institutions including the European Union Institutions, National Public Authorities and International Organisations as well as with other European and International Associations;

3.2.2 Communicate with private and public audiences involved in logistics safety at national, European and international level;

3.2.3 Elaborate and organize professional standards related to logistics safety in Europe;

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 coordination between Members in order to maximize the expertise when working on logistics safety standards;

3.2.5 Organize and support training initiatives and events. The Association shall support conferences on the exchange of ideas and trainings organised for Members and other professionals. The Association shall support scientific exchange at national and international level;

3.2.6 Support the availability of specialists in logistics safety across Europe;

3.2.7 Promote the name EUMOS and communicate the brand.

3.3. The above list is not exhaustive and the Association is free to take other actions which it considers would help to fulfil its objectives.

#### **Article 4 - DURATION**

The Association has been established for an indefinite period. Should the General Assembly decide the dissolution of the Association, the remaining funds 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 documents shall be elaborated in English, including resolutions and minutes of meetings by the Management Board, the Advisory Board and the General Assembly. The Association is located in BRUSSELS and chooses the French language from now on for its communication with the Belgian Authorities and to resort from the Tribunal de l'Entreprise francophone de BRUXELLES.

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### PARAGRAPH II – MEMBERSHIP, MEMBERSHIP PROCEDURE, RESIGNATION AND TERMINATION, ASSOCIATION RULES AND PROCEDURES

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#### **Article 6 - MEMBERSHIP**

6.1 The Association shall have the following groups of Members: Founding Members, Expert Members, Steering Members, Supporting Members, Branch Members and Honorary Members.

6.2 Founding Members are the 15 Members who established the Association and elaborated the Statutes of 13 October 2013.

6.3 Expert Members are natural persons, either

- publicly appointed and sworn experts,
- certified experts in accordance with ISO/IEC 17024,
- and in any case, they have to be recommended by a current EUMOS Member.

They support the objectives of the Association and are validated as experts and approved as Members by the Advisory Board.

The following characteristics will be evaluated with preference:

- expert knowledge in at least one field of logistics safety such as transport packaging, storage, manipulation, loading, unloading and transport by road, water, rail as well as proven practical experience;

- ability 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;
- ability 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.

6.4 Steering Members are legal persons such as

- national, European or international associations;
- 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 or the Secretariat of the Association in written.

6.5 Supporting Members are legal persons, in particular commercial operators dealing with any aspect of logistics safety and that support the objectives of the Association.

A Supporting Member of the Association is represented by one employee. The name of this representative is mentioned in the application for membership. The representative can be changed by informing the Management Board or the Secretariat of the Association in written.

6.6 Branch Members are part of the same industrial group as a Supporting Member.

6.7 Honorary Members are natural persons with a deep expertise and special merits in one or more domains related to safe logistics or persons with more than ordinary contributions to the Association.

6.8 Other types of Members can be defined by the General Assembly of the Association.

## **Article 7 – MEMBERSHIP PROCEDURE**

7.1 All Members confirm to conduct according to the Statutes of the association and to support the objectives of the Association by declaration in the membership application.

7.2 A membership applicant shall file a written application for membership to be approved by the Advisory Board on the basis of a written procedure in which the EUMOS Members are asked for approval. Expert membership applicants must provide a file outlining their expertise and/or certification and they need a recommendation by a current EUMOS Member. All applicants may be asked for additional information before approval.

### 7.3 Approval procedure.

- The application is signed by a legal representative of applicants who are legal persons or by the applicant Expert Member;
- The EUMOS Secretariat sends out a written questionnaire for approval to all Members with the possibility to provide comments;
- The EUMOS Advisory Board shall decide on the applications for membership on the basis of the written votes and potential comments; if there are no comments a simple majority of positive votes is decisive;
- Rejection of an application for membership cannot be challenged. No one shall be entitled to claim membership in the Association.

### 7.4 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 the Advisory 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 loss of legal personality, expulsion, resignation or death.

8.2 Resignation can be made at the end of the invoicing period with a three-month notice by submitting a declaration to the EUMOS Secretariat. The declaration shall be made in writing.

8.3 The Management Board can expel a Member - except Founding Members - for a reason going against the objectives of EUMOS. Such a reason may be in particular a Member's harmful behaviour towards the Association, its Members or its objectives as well as non-payment of membership fees of more than six months.

## **Article 9 – RULES AND PROCEDURES FOR MEMBERS**

9.1 Members shall support the Association in all 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, elaborating standards and all other measures which are in accordance with the objectives of the Association.

### 9.2 Use of logo

9.2.1 Every Founding Member, Expert Member, Steering Member, Supporting Member, Branch Member and Honorary Member can use, next to the own logo (in the case of legal persons) or name (in the case of personal Members), the logo and name of "EUMOS" or the "EUROPEAN SAFE LOGISTICS ASSOCIATION" as long as they are Members of the Association.

9.2.3 The logo and the name of EUMOS can be used personally by Founding Members, Expert Members and Honorary Members. This right is personal and non-transferrable. The logo and the

name can also be used by Supporting Members, Branch Members and Steering Members. This right is entitled to the organisation as a whole and is not transferrable to other legal persons.

9.2.4 The use of the name and the logo is cancelled when a Member resigns from the Association.

### **Article 10 – MEMBERSHIPS FEES**

All Members, with the exception of Founding and in some cases Honorary Members, undertake to pay the membership fees on an annual basis as decided by the General Assembly. The membership fee is due in advance during the quarter in which a Member was approved by EUMOS.

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### **PARAGRAPH III – GENERAL ASSEMBLY**

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### **Article 11 - COMPOSITION**

11.1 The General Assembly consists of all Members of the Association.

11.2 All Members have one vote. Honorary Members have no right to vote.

11.3 The Management Board can decide to invite guests to the General Assembly who do not have the 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. Meetings can take place in person or online. The Ordinary General Assembly shall take place at least once a year and shall be convened in writing by e-mail with at least two weeks advance notice and by sending the agenda to the Members' e-mail address registered at the Association.

11.5 The Ordinary General Assembly meeting shall be chaired by the President of the Management Board. Should he be unable to act or should he express his consent, the General Assembly meeting shall be chaired by one of the Vice Presidents. Should the aforementioned persons not be able or willing to chair the meeting, a President for 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 an Extraordinary General Assembly meeting.

### **Article 12 - POWERS**

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

- electing and recalling Members of the Advisory Board;

- electing and recalling Members of the Management Board;
- determining membership fees;
- 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;
- approving Members in written to be endorsed by the Advisory Board.
- defining additional types of membership.

### **Article 13 – DECISION PROCESS**

13.1 Every Founding Member, Expert Member, Steering Member, Supporting Member and Branch 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 meeting. Members can decide to abstain from voting rights.

13.2 The Meeting shall pass resolutions irrespective of the number of Members present at the meeting.

13.3 With the exception of cases regulated 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 a proxy; 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 the General Assembly resolutions shall be drafted and signed by the President and the Vice-Presidents.

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 25<sup>th</sup>, 1919.

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## PARAGRAPH IV – MANAGEMENT BOARD, ADVISORY BOARD

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### **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 under the supervision and responsibility of (a) Management Board Member/Members.

14.3 The Management Board shall consist of one President and two Vice-Presidents.

14.4 The three Members of the Management Board shall be elected by the General Assembly from all the EUMOS Members. Should any of its Members resign during the term of office, the Advisory Board can delegate a Member of the Association or a Member of the Advisory Board to the Management 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 that a new Management Board is not appointed, the previous Management Board remains provisionally in office until a new Management Board is appointed.

14.6 The Management Board shall be convened by the President in writing by e-mail. Should he be unable to convene the Board, one of the Vice Presidents shall do so in his place.

14.7 The President shall chair the meetings of the Management Board. He shall convene the meetings and decide on the agenda. A Management Board meeting can take place in person or online.

14.8 The Management Board can delegate tasks to individual Members or hire qualified personnel for specific tasks or responsibilities.

14.9 The Management Board shall manage the Association voluntarily. The Management Board shall operate in accordance with the Belgian law.

### **Article 15 – ADVISORY BOARD**

15.1 The Association can appoint an Advisory Board. It shall consist of at least two and maximum of fifteen Members 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 Founding Members of the Association unless there are not enough candidates. At least 30% of the Members of the Advisory Board shall be Expert Members of the Association unless there are not enough candidates. At least 20% of the Members of the Advisory Board shall be representatives of Supporting or Steering Members unless 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. 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 at least once a year in order to assess the general development of the Association on that basis. The Advisory Board can meet in person or online.

15.6 The Advisory Board shall primarily advise the Association on the means supporting the objectives of the Association and facilitating the achievement of the objectives 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. It shall include the Management Board and can be chaired by the Management Board President. The President of the Advisory Board shall convene the Advisory Board by inviting its Members.

15.8 The Management Board and the Advisory Board shall annually report to the General Assembly of the budgetary status of the Association, the activities planned for the following year and any important issues.

15.9 The Advisory Board can appoint a technical committee to work on new standards or a working group to carry out specific tasks during a pre-defined period of time under the supervision of the Management Board, such as the evaluation of conference papers, the review of standards, the work on regulatory matters or other important issues.

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## **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 - including orders up to 1000 EUR - 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 A General Assembly gathers every year before the end of June in order to approve the

accounts of the previous year presented by the Management Board.

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

### **Article 18 - ARBITRATION**

All disputes regarding the interpretation of these Statutes will be dealt with and decided by the General Assembly as long as the issue remains within the limitations provided by law.

### **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 the Statutes of the Association, including publications in the *Annexes au Moniteur Belge*, will be governed by the provisions of the law.

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### **FINAL PROVISIONS**

The following representatives are appointed Members of the Management Board :

Mr. Ángel David HERNÁNDEZ  
Mr. Stefan EBNER  
Mr. Geert FRANS

The Management Board meets immediately to appoint Mr. Ángel David HERNANDEZ President of the Management Board..

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### **TRANSITIONAL PROVISIONS**

The Management Board gives the mandate to Mr. Yves SOURIS, Certified Expert Fiscal Accountant, representing the company YUS & Partners BV (BE-0841.525.280) for the formalities for publication of the Statutes at the Company Court in BRUSSELS (Tribunal de l'Entreprise de Bruxelles) as well as with the Crossroads Bank for Entreprises (BCE) and the Ministry of Finance (SPF Finances).

### **Signed in the original French version by:**

Ángel David HERNÁNDEZ                      Stefan EBNER                      Geert FRANS

Done in Brussels, 15 February 2023