

Articles of the Association

Description

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Association

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I. Name, Corporate seat, Status & Duration

Article 1. NAME

The non-profit association carries the name “European Network of Logistics Competence Centres”, abbreviated as “Open ENLoCC”.

Article 2. CORPORATE SEAT

The corporate seat of the association is located at Avenue Louise 146, 1050 Brussels, Belgium. This Seat address is located in the judicial region of Brussels. The corporate seat can be relocated by Board decision.

Article 3. STATUS

The association is a non-profit association within the meaning of the Belgian Law on Companies and Associations, as amended from time to time.

Article 4. DURATION

The association is created for indefinite duration.

II. Purpose & Activities

Article 5.

The corporate purpose of the association is:

- Fostering the regional approach in transport and logistics;

- Bringing together and networking political and logistics key players;
- Developing the regional economy by suggesting solutions for solving infrastructural, organisational and technical problems of logistics and transport;
- Acting as knowledge service provider for the network's partners;
- Co-ordinating common logistics projects and promoting operational links among the regions of the members of Open ENLoCC;
- Promoting a higher level of cooperation with European institutions;
- Concluding cooperation agreements with other organisations and bodies with similar or supplementing and synergic objectives;
- Increasing the exchange of experiences among its members in the fields of logistics and transport and fostering the know how transfer and the development of innovative systems and technologies in transport and logistics;
- Diffusing the results of its activities and the best practices on a wide scale;
 - Supporting the foundation of new regional logistics competence centres (LoCCs);
 - Contributing to European harmonisation of law, technology and standardisation in transport and logistics, bringing together users, operators, industry, science and European institutions.

In order to meet this corporate purpose, the association can conduct the following activities:

1. Set up structures for information and technical or administrative assistance;
2. Constitutes committees and working parties for specific purposes;
3. Set up permanent services;
4. Establish and update documentation and publish materials concerning areas of interest to regional development agencies' activities and to the Open ENLoCC members;
5. Participate in any initiative, action or grouping with an analogous or similar objective; and
6. Any other activity that may directly or indirectly contribute to the corporate purpose.

III. Members

Article 6. MEMBERSHIP STRUCTURE

The association contains two (2) categories of members.

- Full members are entities that have not, as a primary focus, the provision of private consultant services and/or the conduct of profit oriented activities and that have been provisionally accepted as a member by decision of the Board, whereby such decision of the Board of Directors needs confirmation by the General Assembly.
- The second category of members are the honorary members. These members are persons that have rendered extraordinary services or achievements in relation to the purpose of Open ENLoCC and are, upon recommendation by at least one full member, admitted by a provisional decision of the Board, whereby such decision of the Board of Directors needs confirmation by the General Assembly.

Article 7. CONDITIONS FOR ADMISSION

There shall at all times be at least 4 (four) full members in total.

Membership can be sought by registered application addressed to the Secretariat of Open ENLoCC. The applicant must demonstrate the interest related to Open ENLoCC and assure full compliance with the objectives of the network and its Articles of Association.

The Board of Directors provisionally decides on the admission of new members, whereby such decision of the Board of Directors needs confirmation by the General Assembly.

Article 8. MEMBERSHIP RIGHTS

All members, regardless of the category to which they belong, have the right to attend General Assembly meetings, to be heard at those meetings and to raise suggestions.

Only full members have voting rights at General Assembly meetings.

Article 9. MEMBERSHIP OBLIGATIONS

All members, regardless of the category to which they belong, have the obligation to behave in conformity with the interests of Open ENLoCC.

Members must pay an annual membership fee that is determined by the Board and approved by the General Assembly for each category of members. The Board of Directors may exempt one or more categories of members from having to pay a membership fee. The annual membership fee cannot exceed 5.000 EUR.

Article 10. END OF MEMBERSHIP

Membership status terminates automatically in each of the following circumstances:

1. Written notification by a Member, to the Board of Directors, to terminate membership status. The termination of membership status will then take effect as from the beginning of the next calendar year;
2. Death of a Member;

3. In case of a legal person: Bankruptcy or liquidation;
4. Continued failure of refusal to pay membership fees, after such member was invited by the Board of Directors to rectify that situation whereby the Board of Directors had set an applicable deadline for payment;
5. Exclusion through a 2/3 majority vote of Members with voting rights in the General Assembly. In this scenario, the affected Member shall have the right to defend himself at the General Assembly meeting and the exclusion will only take effect as from the date of written notification to the affected Member.

The end of membership cannot give rise to any right of the (former) member to any form of compensation or refund of fee.

IV. Organisation Section 1: General Assembly

Article 11. COMPOSITION

The General Assembly includes all members and is presided by the President of the Board of Directors or, in his/her absence, by the Vice-President of the Board of Directors.

Each full Member must appoint a permanent representative physical person for the purposes of its representation within the Association. This representative can subdelegate to one of his/her colleagues, e.g. if he/she cannot attend a meeting. The coordinates of such physical person are notified in writing to the President of the Board of Directors.

The President or, in his/her absence, the Vice President, can appoint a Secretary to verify the presence list, calculate votes, draft the minutes and/or execute any other task.

The Board of Directors can invite or mandate persons to attend General Assembly meetings as observers.

Article 12. CALLING

The Ordinary General Assembly: The Ordinary General Assembly meeting takes place at least once per year and not later than within 6 (six) months as from the closing of the accounting year, such in order to approve the annual accounts. The meeting can take place electronically (e.g. via video conferencing, teleconferencing, etc.) unless otherwise determined in the calling. The meeting is convened at the initiative of the President of the Board of Directors who issues an invitation to all Members. The calling must be done in writing and in principle not later than 10 days prior to the scheduled meeting. The calling must contain the agenda points, the date, place and time of the meeting and contains exhibits as the case may be.

The Extraordinary General Assembly: The Extraordinary General Assembly meeting convenes at the request of (1) at least 1/5 of the Members with voting rights and/or (2) the Board of Directors. The meeting can take place electronically (e.g. via video conferencing, teleconferencing, etc.) unless otherwise determined in the calling. The calling is done in the same way as for the Ordinary General

Assembly Meeting.

Article 13. PRESENCE

Presence quorum: The General Assembly can validly deliberate more than 50% of the Members with voting rights are present or validly represented. If this quorum is not reached, a second General Assembly meeting must be convened at least 15 days after the previous meeting. The second meeting will have the same agenda and valid deliberation can be made regardless of the number of Effective members present or validly represented.

Power of Attorney: Each Member can issue a power of attorney to another Member to be represented at a General Assembly meeting. No Member can hold more than 5 powers of attorney in one General Assembly meeting. The powers of attorney must be transmitted to the President of the General Assembly and must be added to the presence list.

Article 14. VOTING

Unless otherwise provided in the present Articles of Association or if imposed by compulsory law, decisions will be made by majority vote of the Members with voting rights that are present or validly represented. This means that a decision is accepted if more than 50% agreeing votes are made in the total number of votes.

Members that are present but did not vote or issued a blanco vote will be counted as voting against the decision.

All agenda points can be voted, taking also into account that agenda points must be added prior to a meeting if at least 2 (two) members with voting rights ask to do so.

Article 15. EXCLUSIVE COMPETENCES

The General Assembly has the following exclusive competences:

1. Amending the Articles of Association;
2. Appointment and dismissal of a Board member;
3. Appointment and exclusion of a revisor and the determination of his/her remuneration;
4. Liberation of directors and revisor;
5. Approval of budget and accounts;
6. Termination of the Association;
7. Exclusion of a Member.

Article 16. MINUTES

- Drafting and signing: Each General Assembly meeting will be recorded in minutes that are prepared by the President or a Secretary (as the case may be). The minutes become definitive when signed by the President.

- Registration: Minutes must be kept in a register or in an electronically secured form.
- Communication: The President or a person that is mandated by him/her must transmit a copy of minutes to all Members.

Section 2: The Board of Directors

Article 17. COMPOSITION AND COMPETENCES

The President of the Board of Directors is appointed by and amongst the members of that Board. He/she presides the Board of Directors and conducts/supervises the daily activities.

When the President is hindered, the Board of Directors can appoint a preliminary President.

The Board of Directors contains at least 3 persons, appointed by the General Assembly.

Directorship mandates are in principle not remunerated, unless otherwise decided at the General Assembly meeting.

The Board of Directors can create working groups, steering committees, etc. that can also include persons who are not a member of the association.

Article 18. MEETINGS

The Board of Directors convenes at the request of its President or at the request of at least 2 Directors. The meetings can be held by telephone conference, video conference, or in any other form that allows an efficient debate. The calling is done by letter, by email, or by any other telecommunication that can be materialised in writing. Each Director can be represented by another Director on the basis of a written power of attorney.

Article 19. DELIBERATION AND VOTING

The Board of Directors can validly deliberate if the majority of its members is present or validly represented. Decisions are in principle made by majority vote. Each Director can hold maximum 2 powers of attorney.

Article 20. MINUTES

Each meeting is recorded in minutes that are prepared by the President or a secretary (as the case may be). The minutes are kept in a dedicated register. The President or a person mandated by him/her can send a copy of minutes to the members of the Board of Directors or to the Members of the association.

Article 21. EXTERNAL REPRESENTATION

The President or 2 Directors acting together can externally represent the association towards third parties. In case of legal proceedings, the association must be represented by its President or by a Director that has been appointed for such purpose by the Board of Directors.

Article 22. END OF MANDATE

The mandate of a Director ends:

1. When a Director informs the Board of Directors that he/she resigns;
2. When the duration of the mandate comes to an end;
3. When the Director dies;
4. By decision of the General Assembly;
5. When the membership ends of the member that is represented by such Director.

If the end of the mandate would trigger a scenario where the minimum required number of Directors would no longer be met, the end of mandate will only take effect on the date where the number of remaining Directors meets the minimum required number of Directors.

Section 3: Varia

Article 23. ACCOUNTING

The accounting year starts in January and ends on 31 December.

Every year the Board of Directors prepares the annual accounts and the budget for the following year. These are then submitted for approval to the General Assembly within 6 months after closing of the accounting year. The Board of Directors submits the accounts with the competent entities, where such is obliged.

Article 24. TERMINATION/LIQUIDATION/WINDING UP

Each proposal to terminate the association must be issued by either the Board of Directors or at least 1/3 of the Effective Members. Such proposal can only be accepted by a 4/5 majority vote in the General Assembly. If the association stops to exist it will be wound up by not more than 3 liquidators to be appointed by the General Assembly or by Court decision. The allocation of remaining assets after liquidation will be determined by the General Assembly. Such assets should be allocated to another association with a corporate purpose that is closely related to that of the association. The General Assembly has exclusive powers in this regard.

Article 25. AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Each proposal to amend the Articles of Association must be submitted to the General Assembly and can in principle only be accepted by a 2/3 majority vote in as far as 2/3 of the Effective Members are present or validly represented. A 4/5 majority vote is required if the amendment touches upon the corporate purposes of the association.

Article 26. INCORPORATION OF MEMBERS

The members who are member of the factual association OPEN ENLOCC on the date of the founding meeting of the present association will automatically be admitted as full members of the newly established association and the organs of the newly established association shall do the necessary to enrol such members in that category of the association.

Article 27. LANGUAGE

The official version of the Articles of Association is drafted in French. The French text therefore prevails over all translations.

The working languages of the association are French and English.

Article 28. COMPULSORY PROVISIONS

Anything that is not explicitly provided in the present Articles of Association will be governed by the Belgian Law on Companies and Associations and the future amendments thereof.

A provision in the present Articles of Association that is not/no longer in conformity with a provision of mandatory law will be considered as invalid and cannot affect the validity of the other provisions in the Articles of Association.

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