

CLECAT – ARTICLES OF ASSOCIATION

adopted by the GA on 23 November 2022

I. NAME, REGISTERED OFFICE, NON-PROFIT OBJECTIVES

Article 1

An international non-profit association is established under the name “CLECAT (European Association for Forwarding, Transport, Logistics and Customs Services), in short “CLECAT”, hereinafter referred to as “the Association”.

The Association is governed by the provisions of the Belgian “Code of Companies and Associations” of 23 March 2019, published in the Belgian Official Gazette of 4 April 2019, as amended from time to time.

The seat of the Association is located in the Brussels-Capital Region.

Article 2

The non-profit objectives of the Association are:

1. to strengthen and improve the representation of the transport-logistics sector and custom services industry in Europe;
2. to represent its Members vis-à-vis the institutions of the European Union;
3. to influence, on behalf of the transport-logistics and customs services sectors, the current and future legislation of the European Union;
4. to promote the transport-logistics and customs services sectors to representatives of the European Union as well as to society in general;
5. to advise and inform Members about the effects of European Union developments on their sector.

To this end, the Association shall:

1. Make all the necessary contacts to accomplish its objectives;
2. Express reasoned opinions on relevant legislative and non-legislative proposals of the European Union, other international organisations, or governments;
3. Formulate proposals contributing to the accomplishment of its objectives;
4. Take part in all events or meetings associated with the achievement of its objectives;
5. Receive funds within the legal limit such as:
 - i. Grant or accept sponsorships;
 - ii. Accept advertising in its publications;
 - iii. Grant or accept, loans, donations, or income of similar nature;
6. Undertake, in a proportionately smaller activity, semi-commercial or commercial activities that may be necessary to complement its institutional role, such as:

- i. Provide information and services to third parties (non-members) connected with the aims listed under objectives 1 -5;
- ii. Provide surveys, tuition, reports, and any information to third parties (non-members) connected with the aims listed under objectives 1 -5.

II. MEMBERS

Categories

Article 3

The members of the Association (hereinafter the “Members”) shall be either associations, entities or companies legally constituted in accordance with the laws and practices of their countries of origin.

The Association shall be composed of the following categories of Members:

1. Full Members

Associations in the transport-logistics and customs services sectors of European Union Member States and of countries of the European Free Trade Association.

2. Associate Members

Associations in the transport-logistics and customs services sectors of non-European Union countries;

3. Related Members

Entities, companies, associations that are related with freight forwarding, customs, logistics and transport in all modes.

Article 4

The Board keeps a register of members at the seat of the Association. This register states, in the case of a legal person, the name, legal form and address of the registered office the name, first name and place of residence of the members or, in the case of a natural person, their name, first name and place of residence. The Board shall enter all decisions on the accession, withdrawal or exclusion of Members in that register within a reasonable term after being notified of the decision. The Board may decide that the register is kept in electronic form.

Admission

Article 5

Members shall be admitted by the General Assembly by simple majority vote. However, entry of Members from a country that already has a membership in the Association shall be subject to approval of the existing Member(s) of the country in question.

The Board can admit a new Member and fix provisional dues, subject to the approval of this admission and these dues by the next General Assembly.

Members are obligated to pay annual contributions, the amount of which is to be fixed each year by the General Assembly at the recommendation of the Board.

Article 6

Membership ceases through:

1. resignation by the Member, which must be announced by 30th June each year at the latest;
2. non-payment of the required annual contributions;
3. the dissolution of the member association; or
4. exclusion, which may be proposed by either the Board or by Members of no less than 3 countries. The motion must be submitted in writing and include the reasons for the exclusion; it must be addressed to the Board, which shall inform the Members no less than one month before the General Assembly at which the exclusion is to be discussed. The Member whose exclusion is requested must be informed of the motion by registered letter no less than 1 month before the General Assembly at which the Member's exclusion is to be discussed; the Member shall have the right to be heard by the General Assembly.

The decision to exclude a Member must be made by a two-thirds majority at a meeting of the General Assembly at which no less than 50% of member countries represented by Full Members are present or represented.

Loss of membership for whatever reason, shall not release a Member from its financial obligations towards the Association.

A Member who ceases, for whatever reason, to be part of the Association shall have no rights regarding the funds of the Association and may not claim for damages or loss of interests.

III. GENERAL ASSEMBLY

Powers

Article 7

The general assembly of the Association (hereinafter and before the "General Assembly") may take all measures it deems appropriate for the realisation of the objectives of the Association.

The following shall fall within its exclusive competence:

1. The appointment and dismissal of members of the Board and the statutory auditor, and determination of their remuneration;
2. The admission of new Members;
3. Approval of the budget and financial reports, prepared by the Board;
4. The determination of the annual membership contributions;
5. Modification of the articles of association and the rules of procedure;
6. Exclusion of Members;
7. The dissolution of the Association and decisions relating to the method of winding up of the Association and disposal of its assets;
8. The establishment of Institutes, on its own initiative, or, as the case may be, upon proposal of the Board.

Article 8

The General Assembly shall be composed of all the Members, who shall be represented by as many delegates designated for participation in General Assembly meetings, as they deem appropriate.

The General Assembly is chaired by the president or, in his absence, by the vice-president of the Board.

The Board shall convene a plenary session of the General Assembly no less than once a year.

A written request for a General Assembly meeting may be presented to the Board by no less than 1/5th of the Full Members representing no less than 1/5th of the constituent countries of the Association. Should the Board abstain from convening a meeting of the General Assembly, those Full Members who initiated the aforementioned request, may, in accordance with the procedure stipulated in the articles of association, convene the meeting themselves.

The Director General shall be responsible for sending notice of the General Assembly meeting and the agenda, as well as any other necessary documents, no less than one month before the meeting is to be held. Convocations are sent by email or any other means of communication and must, in addition to the agenda, state the location, date and time of the meeting.

Any additional subjects or amendments to the agenda that are submitted on time will be voted on before proceeding with the items on the agenda.

Members may therefore inform the secretariat of all proposals or subjects which should be dealt with by the General Assembly, in due time before the meeting. The secretary general shall ensure that the meeting and decisions of the General Assembly comply with the articles of association of the association and the rules of procedure at all times.

The Director General shall take minutes of the meetings. The minutes shall include actions to be taken as a result of all decisions. A draft of the minutes shall be approved by the secretary general before they are circulated. A copy of the minutes shall be sent to each Member six weeks after the date of the meeting, at the latest. The minutes shall be confirmed and approved by the General Assembly at its next meeting.

Only Full Members and the Institutes shall take part in the vote of the General Assembly through duly appointed delegates, it being understood that each country shall have 4 votes whatever the number of its Full Members affiliated with the Association is.

Any Full Member which is prevented from attending the meeting can be represented by a proxyholder, in a form acceptable to the General Assembly. This proxy can be given by registered letter, by electronic mail, or by hand to the secretary general. No Member shall be able to hold more than 2 proxies.

The Board may offer Members the opportunity to participate remotely in the General Assembly by an electronic means of communication made available by the Association. With regard to compliance with the conditions of attendance and majority, the Members who participate in the General Assembly in this way are deemed to be present at the place where the General Assembly is held.

For the application of the remote participation, the Association must be able to check the capacity and identity of the Member participating remotely on the basis of the electronic means of communication used.

The electronic means of communication must at least enable the Members that participate remotely to take direct, simultaneous, and uninterrupted knowledge of the discussions during the meeting and

to exercise their voting rights with regard to all points on which the meeting is required to decide. The electronic means of communication must also enable the Members that participate remotely to participate in the deliberations and to ask questions.

The notice convening the General Assembly shall contain a clear and precise description of the procedures regarding remote participation. Those procedures will be made accessible on the website of the Association for those who have the right to participate in the General Assembly.

The minutes of the General Assembly shall mention any technical problems and incidents that have prevented or disrupted participation by electronic means in the General Assembly or in the voting.

Decisions

Article 9

Decisions of the General Assembly shall not be valid unless made in the presence of no less than 2/5ths of the Full Members, representing no less than 2/5ths of the constituent countries of the Association.

In all questions regarding the exclusive competence of the General Assembly, as set out in Article 7 and not including the exceptions provided for by law or the articles of association, decisions shall be made by a simple majority of votes. In the event of a tie vote, the president of the General Assembly shall have the casting vote.

The General Assembly can validly decide on items not mentioned on the agenda, provided that all Full Members (i) are present or represented at such meeting of the General Assembly and (ii) agree to the treatment of such items previously not on the agenda.

The General Assembly may delegate part of either its own, or, whenever the Board decides to do so, the Board's professional duties to Institutes. An Institute may decide within the scope of the professional duties it is so delegated, as long as such decisions are in line with the general policy of the Association, as determined by, as the case may be, the General Assembly or the Board. The Institutes shall report to the Board and the General Assembly. If the Board or the General Assembly believes that a decision of an Institute does not comply with the general policies of the Association, the decision shall be deferred and presented for approval or a vote at the next General Assembly or, as the case may be, the Board.

IV. BOARD

Composition and designation

Article 10

The board of the Association (hereinafter and before the "Board") is empowered to proceed to any transaction or deed necessary or useful for the realisation of the non-profit objectives, excepted for those powers granted by law or the articles of association to the General Assembly.

The Board members are elected by the General Assembly for a period of two years. Members of the Board may be re-elected three times.

The Board shall be composed of a president, a secretary general, a treasurer, a vice-president, and a maximum of four elected members and the chairs of the Institutes.

In principle, members of the Board are from different countries and, if possible, all regions of the European Union must be represented. The Board shall include at least one member from each of the three highest contributing Members.

Full Members can propose candidates for the election of the president, the secretary general, the treasurer and the elected members of the Board. The Institutes shall propose their chairs as members of the Board. Members of the Board elect one of their members as vice-president.

Nominations for elections to the Board shall be presented to the secretary general one week before the meeting. The secretary general shall inform Members of nominations no less than three days before the meeting.

Each Full Member shall have the right to request a secret ballot for the election of members of the Board.

Members of the Board shall be elected on a purely personal basis (*"intuitu personae"*).

A candidate for election to the Board should be nominated and elected on the strength of his/her professional qualities.

A candidate for the position of president must be a full-time industry practitioner.

A candidate for the position of secretary general should preferably have experience of the statutory, legal, and organisational matters of a national association.

A candidate for the position of treasurer should preferably have experience of financial matters.

Any Member whose contributions and annual contributions are not fully paid by the end of the period set for nominations, may not nominate candidates to the Board.

Meetings

Article 11

The Board shall meet as often as the interests of the Association require and at least two (2) times a year.

The Director General shall be responsible for convening meetings of the Board. He shall send out the convocations containing the agenda for the meeting, in accordance with the directives of the president, the time, date and location of the meeting, as well as any other necessary documents. The convocations shall be sent to the members of the Board by email or any other means of communication, no less than two (2) weeks before the date of the meeting.

A meeting of the Board shall be validly constituted even if all or some of its the members are not physically present or represented, but participate in the deliberations via any modern means of telecommunication that allow members of the Board to directly hear each other and directly speak to each other, such as a telephone or video conference. In such cases, the members of the Board will be deemed present. Any member of the Board which is prevented from attending the meeting can be represented by a representative named in proxy. This proxy can be given by registered letter or by electronic mail, to the secretary general or the president ahead of the meeting. No Board member shall be able to hold more than 2 proxies.

The decisions of the Board may be taken by unanimous written consent of all Board members, except for those decisions for which the articles of association exclude this possibility.

Decisions

Article 12

A vote of the Board can be held only when no less than 2/3 of the Board members are present or properly represented at the meeting. For questions regarding internal, administrative, and financial matters other than those of daily management, decisions shall be made by a simple majority of votes; in the case of a tie vote, the president of the Board shall have the casting vote.

The Board can validly decide on items not mentioned on the agenda, provided that all Board members (i) are present or represented at such meeting of the Board and (ii) agree to the treatment of such items previously not on the agenda."

Decisions made by the Board shall be recorded in minutes kept at the registered office of the Association.

Article 13

The Board may entrust the daily management of the Association, as well as the representation of the Association with regard to that management, to one or more persons, each acting alone, jointly or as a board. The Board decides on their remuneration and is charged with the supervision of their management.

The daily management includes actions and decisions that do not go beyond the needs of the daily life of the Association, as well as actions and decisions that, either because of their minor importance or because of their urgency, do not justify the intervention of the Board.

A person entrusted with the daily management of the Association, the person in charge of the daily management will bear the title of "Director General".

The appointment of the Director General is made by the Board with the approval of a 2/3 majority. The Director General may be dismissed on a voluntary basis or again by 2/3 majority of the Board.

Article 14

Notwithstanding (i) the general representation power of the Board as representation organ, (ii) the representation within the scope of the daily management, and (iii) the representation by specific proxyholders (see below), the Association is validly represented in all transactions and procedures, toward third parties and in court, as plaintiff or defendant, by two Board members acting jointly, or by the president and Director General acting jointly, or by either the president or Director General acting jointly with another Board member.

The Board may delegate specific powers to one or more persons who are not members of the Board. Such mandate can be ended through:

- voluntary dismissal, notified in writing to the Board; or
- by a vote on the dismissal by a majority of two-thirds of the General Assembly.

V. BUDGET AND ACCOUNTS

Article 15

The accounting period shall be closed on the 31st of December each year.

The budget of the coming year, as well as the financial accounts of the previous period, shall be presented, on behalf of the Board, by the treasurer for approval of the General Assembly.

The treasurer is responsible for sending the financial accounts approved by the General Assembly to the Federal Ministry of Justice.

VI. RULES OF PROCEDURE

Article 16

Some processes and procedures within the Association may be regulated by the rules of procedure proposed by the Board and approved or amended by a decision of the General Assembly.

The Board or no less than three Full Members must initiate every decision to propose a change to the rules of procedure. These shall not be contrary to the law or the articles of association of the Association. The Board must notify Members of the date of the General Assembly at which the proposal will be ruled on, no less than three months in advance.

No decision shall be effective unless voted for by a two-thirds majority.

VII. MODIFICATION OF THE ARTICLES OF ASSOCIATION AND DISSOLUTION

Article 17

Any proposal to amend the articles of association or to dissolve the Association must be made by the Board or by Full Members of no less than 3 countries.

The Board shall notify the Members of the date of the General Assembly that will rule on such a proposal no less than three months in advance.

No decision shall be effective unless it is voted for by a two-thirds majority and no less than two-thirds of the countries represented by Full Members are present or represented at the General Assembly.

In order to take effect, modifications to the articles of association must be submitted to the Federal Public Service Justice and published in the Annexes to the Belgian Official Gazette.

The General Assembly shall establish the manner of dissolution and liquidation of the Association.

If the closure of liquidation or dissolution of the Association reveals a surplus, the latter shall be allocated to another non-profit association or to a non-profit objective.

VIII. LANGUAGES

Article 18

The French version of the articles of association and the rules of procedure shall be legally binding. The articles of association and the rules and procedure shall be translated into English for information purposes only. All communications regarding the Association, written or verbal, shall be in English or, whenever law prescribes that another language is mandatory, in such mandatory language, accompanied with an English translation thereof.

IX. LEGAL PROVISIONS

Article 19

All meetings shall be conducted in English. Simultaneous translation into no less than one other language shall be assured during the General Assembly, except in cases where the latter decides to limit itself to one language. The Board shall decide on the choice of language.

Article 20

For all that is not provided for in the articles of association, only the provisions of the Code of Companies and Associations apply.

The provisions of the Code of Companies and Associations, which would not have been validly derogated from, shall be deemed to be entered in the articles of association, and clauses contrary to the mandatory provisions of the Code shall be deemed not to have been written.

RULES OF PROCEDURE

FOR THE BOARD

of

CLECAT

European Association for Forwarding, Transport, Logistic and Customs Services

(as adopted by the General Assembly on 23 November 2022)

1. Meeting, convening, agenda

- 1.1 Meetings of the Board shall be convened by the Director General. The Director General shall consult the other members of the Board regarding the date and place of the meetings in order to ensure maximum member participation.
- 1.2 Members of the Board shall inform the Director General of all topics they wish to be included in the agenda of the next Board meeting.
- 1.3 The Director General shall, under instruction from the president of the Board, send out convocations together with an agenda. Insofar as possible, the agenda shall be sent out with all supporting documents. In exceptional cases, however, the documents may be presented to the members of the Board at the start of the meeting.

Convocations should, insofar as possible, be sent to the members of the Board no less than two weeks before the date of the meeting.

- 1.4 All the members of the Board are obliged to study the documents and prepare their positions for the meeting.

2. Proceedings

- 2.1 The meeting shall be chaired by the president or vice-president, assisted by the Director General.
- 2.2 The secretary general shall ensure that the meetings and decisions of the Board comply with the articles of association and rules of procedure of the Association at all times.
- 2.3 The Director General shall be the secretary of the Board and record the minutes of the Board meeting including all decisions.

A draft of the minutes shall be approved by the secretary general before they are circulated.

A copy of the minutes shall be sent to each member of the Board four weeks after the date of the meeting, at the latest. The minutes shall be confirmed and approved by the Board at its next meeting.

- 2.4 Participation in the meetings shall be restricted to those persons elected as members of the Board and to the Director General.

Notwithstanding the above, the chair may invite persons for a certain part of the meeting if he considers it necessary for the purposes of dealing with a specific subject.

3. Rights and duties

- 3.1 Between meetings, the president shall consult the members of the Board on all important matters that require an urgent decision. The members of the Board shall advise the president of their views without delay.
- 3.2 The president may designate a member of the Board as his or the Association's representative for the purposes of a particular event. The member in question shall make a written report to the secretary general immediately after the event.
- 3.3 The secretary general shall monitor adherence to the decisions of all bodies. In his capacity as secretary general, he shall have the right to request that the secretariat present all documents to him for verification.
- 3.4 After publication, copies of written articles and interviews given by Members in their capacity as members of the Board shall be sent to the president for information and to the secretariat for filing.
- 3.5 The Board may, at its sole discretion, establish ad hoc working groups to deal with all subjects it considers appropriate.

The Board shall determine the scope and internal regulation of all ad hoc working groups and the period for which they shall be established. It may, at its sole discretion, dissolve such groups, before the end of the period for which they were established.

All such ad hoc working groups shall answer directly to the Board. Ad hoc working groups will direct their reports to the Board. Upon receipt, these reports will be immediately sent out to the members of the Board.

- 3.6 The Board may, at its sole discretion, establish an Advisory Group (AG) to the Board to deal with all subjects it considers appropriate for the functioning of the Association.

4. Management of the secretariat

- 4.1 The secretariat shall be managed by the Director General. The Director General shall, at all times, abide by the articles of association and rules of procedure.
- 4.2 In principle, general as well as specific directives shall be issued to the Director General (or in his or her absence) by the president and/or the secretary general.
- 4.3 Regarding financial matters, the secretariat shall comply with all the directives of the treasurer.

The secretary general shall supervise the work of the secretariat.

- 4.5 The duties of the Director General, the managers and members of the secretariat shall be incorporated in their job descriptions that will form an integral part of their employment contract.
- 4.6 In all matters related to employer/employee relations, the president and the secretary general shall represent the Association as employers under Belgian law.

5. Validity

The present rules of procedure for the Board were approved and adopted by the General Assembly in Brussels on 23 November 2022 and shall enter into force with immediate effect.

RULES OF PROCEDURE

FOR THE INSTITUTES

of

CLECAT

European Association for Forwarding, Transport, Logistic and Customs Services

(as adopted by the General Assembly on 23 November 2022)

1. Establishment of Institutes

- 1.1 The General Assembly may delegate part of either its own, or, whenever the Board decides to do so, the Board's professional duties to Institutes. An Institute may decide within the scope of the professional duties it is so delegated, as long as such decisions are in line with the general policy of the Association, as determined by, as the case may be, the General Assembly or the Board. The Institutes shall report to the Board and the General Assembly. If the Board or the General Assembly believes that a decision of an Institute does not comply with the general policies of the Association, the decision shall be deferred and presented for approval or a vote at the next General Assembly or, as the case may be, the Board.
- 1.2 Members may nominate delegates to the Institutes.
- 1.3 The delegates to an Institute shall elect a chair and vice-chair from among candidates nominated by the Full Members of the Institute. It is preferable that these persons are from different countries. Only Full Members of the Association shall be eligible to elect the chair and vice-chair of an Institute, who shall hold their positions on a personal basis for two years and may be re-elected maximum two times. Nominations for election as chair or vice-chair of an Institute must be submitted to the secretary general a week before the meeting. The secretary general shall inform the members of the nominations at least 3 days before the meeting.
- 1.4 The chairs of the Institutes are nominated as candidates for election to the Board.
- 1.5 If the chair and vice-chair are unable to attend a meeting, the Institute shall elect a chair for the meeting from the delegates present.
- 1.6 If a member's delegate is absent from 3 consecutive meetings, the chair of the Institute may ask the member to reconsider the nomination as a delegate.
- 1.7 The delegates to the Institutes should have a particular knowledge of the subject matter of their Institute.
- 1.8 The Board shall designate one of the secretariat policy advisors as secretary of each Institute.

2. Organisation of meetings

- 2.1 At the meetings, decisions will be taken by consensus. However, should the chair consider a vote necessary, he may proceed with one. In this case, a simple majority vote of those present will be required to adopt a decision.

- 2.2. Votes are taken by show of hands. Should five or more delegates request a secret ballot, the chair shall consent and order a secret ballot. The secretary of the Institute shall count the votes and report the results to the chair.

In the case of equality of votes, the Chair shall have the casting vote.

- 2.2 Meetings of the Institutes shall be convened at least twice a year.
- 2.3 The secretary shall, after the instruction from the chair, send out convocations together with an agenda at least two weeks before the meeting.
- 2.4 Whenever possible, the agenda shall be sent out with all supporting documents. In exceptional cases, the documents may be presented to the members at the beginning of the meeting.
- 2.5 The chair of the Institute shall, together with the vice-chair, establish a working plan for the Institute for the coming year and shall submit it for the approval of the Institute.
- 2.6 During Board and General Assembly meetings, the chair of the Institutes shall report on the work of the Institutes. All directives and recommendations of the Institutes, which will have financial consequences for the Institute, shall be presented to the Board for approval.
- 2.7 In all cases where a subject dealt with by an Institute also falls within the domain of another Institute, the activities shall be coordinated by the Board. Notwithstanding these rules of procedure, all the bodies of the Association are expected to cooperate and support each other mutually in the interests of the industry in general.
- 2.8 All the members of an Institute are required to study the subjects on the agenda and the documents and to prepare their positions for the meeting.
- 2.9 The secretary shall record minutes of the meetings. The minutes shall include actions to be taken as a result of all decisions.

A draft of the minutes shall be approved by the chair or the person chairing the meeting before they are circulated. A copy of the minutes shall be sent to each member four weeks after the meeting at the latest. The minutes shall be confirmed and approved by the Institute at its next meeting.

3. Working groups

- 3.1 The Institutes may, if necessary, establish working groups to carry out the tasks of the Institute. These working groups may be permanent or ad-hoc.
- 3.2 The delegates of an Institute shall elect the chair of the working groups from among candidates nominated by the Full Members of the Institute. Only Full Members of the Association shall be eligible to elect the chair of the work group who shall hold their positions on a personal basis for two years and may be re-elected for a maximum of two further terms. Nominations to be elected chair and vice-chair shall be submitted to the secretary general one week before the meeting. The secretary general shall inform the Members of the nominations at least three days before the meeting.
- 3.3 The working groups shall report on the progress of the work of their Institute.
- 3.4 Article 2 of the rules of procedure shall also be applicable to the working groups.

4. Secretariat assistance

- 4.1 The secretariat of the Association shall provide the appropriate assistance to the Institutes and their working groups. The secretariat shall produce and distribute all documents that may prove necessary for the work of an Institute and its working groups.
- 4.2 The Institutes and working groups shall coordinate all their documentation and the distribution of their documents solely through the secretariat.
- 4.3 If a delegate is invited to represent the Association at the meeting of an international or national organization, he/she shall present a written report of the meeting within 30 days of the meeting. The report shall be sent to the secretariat which shall send a copy to the chair of the Institute without delay. The secretariat shall deal with the report and can be directed by the chair.

5. Validity

- 5.1 The rules of procedure for the Institutes were approved and adopted at the General Assembly on 23 November and shall enter into force with immediate effect.