

## **CLECAT Statutes (2008)**

*As adopted at the General Assembly meeting of December 2<sup>nd</sup> 2008*

### **NAME, LOCATION, OBJECTIVES**

#### **Article 1**

An international not-for profit association is established under the name CLECAT (European Association for Forwarding, Transport, Logistics and Customs Services), hereafter referred to as “the association”.

This association shall be governed by the provisions of Title III of the Belgian law of 27 June 1921 on not-for-profit associations, international not-for-profit associations and foundations.

The registered office is located at Rue du Commerce 77, 1040 Brussels. This may be changed to anywhere within Belgium by a simple decision of the Board to be published in the Appendices to the Belgian Official Journal.

#### **Article 2**

The not-for-profit objectives of the association are:

1. to strengthen and improve the representation of the transport-logistics sector and customs 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. Spontaneously formulate proposals contributing to the accomplishment of its objectives;
4. Take part in all demonstrations 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, bequests, endowments, gifts 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
- iii. Market and sell gadgets, badges, small gifts and other promotional material connected with CLECAT logo and activity.

The present list is not exhaustive.

## **MEMBERS**

### **Categories**

#### **Article 3**

The Members of the association shall be either corporations legally constituted in accordance with the laws and practices of their countries of origin or private persons enjoying their civil rights in their country 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

2. Associate Members

Associations in the transport-logistics and customs services sectors of European Union Accession Countries

3. Observer Members

Associations in the transport-logistics and customs services sectors of countries that are neither European Union member states nor Accession countries.

4. Related Members

Bodies, Entities, Companies, Associations or Private Persons that are related with freight forwarding, Customs, logistics and transport in all modes, including the technique of intermodality.

#### **Article 4**

The list of Members of the Association is in Appendix 1 to the present statutes.

### **Admission**

#### **Article 5**

Members shall be admitted by the General Assembly by simple majority vote. However, entry of Members from all countries shall be subject to approval by an Association Member or Members 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 under obligation to pay annual fees, the amount of which is to be fixed by the General Assembly at the recommendation of the Board

## **Article 6**

Membership ceases:

1. Through resignation, which must be announced by 30<sup>th</sup> June each year at the latest;
2. Through non-payment of the required fees
3. Through the dissolution of the member association
4. Through expulsion.

Expulsion may be proposed by either the Board or by member associations of not less than 3 countries. The motion must be submitted in writing and the reasons for the expulsion listed; it must be addressed to the Board who shall make it known to the Members not less than one month before the General Assembly at which the expulsion is to be discussed. The Member whose expulsion is envisaged must be informed of the motion by registered letter not less than 1 month before the General Assembly at which the Member's case is to be discussed; the Member shall have the right to be heard by the General Assembly.

The decision to expel a Member must be made by a two-thirds majority at a meeting of the General Assembly at which not less than 50% of member countries represented by full members of the association are present or represented.

A member who has been subject to a decision excluding the said member from the Association may not make any claim whatsoever for damages or loss of interests.

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

A Member who ceases, for whatever reason, to be part of the Association shall have no rights in respect of the funds of the Association.

## **GENERAL ASSEMBLY**

### **Powers**

## **Article 7**

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 election and revocation of Members of the Board
2. The admission of new Members
3. Approval of the budget and financial reports
4. The fixing of annual membership fees
5. Modification of statutes and rules of procedure
6. Expulsion of Members
7. The dissolution of the association and decisions relating to the mode of winding up of the association and disposal of its assets
8. The establishment of Institutes

## **Article 8**

The General Assembly shall be composed of all the Members, who shall be represented by as many delegates designated for participation in 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 not less than once a year.

A written request for a General Assembly meeting may be presented to the Board by no less than 1/5<sup>th</sup> of Full Members representing no less than 1/5<sup>th</sup> 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 present statutes, convene the meeting themselves.

The Secretary General, represented by the Director General shall be responsible for sending notice of the General Assembly meeting and the agenda, as well as any other necessary documents, not less than a month before the meeting is to be held. Notice of the meeting is sent by letter, fax, email or any other means of communication and must, in addition to the agenda, state the location, date and time of the meeting.

Only Full Members shall take part in the vote of the General Assembly and the Institutes 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.

Members may appoint other Members as their proxy, no member being able to hold more than 2 proxies.

## **Decisions**

### **Article 9**

Decisions of the General Assembly shall not be valid unless made in the presence of not less than 2/5<sup>ths</sup> of Full Members, representing not less than 2/5<sup>ths</sup> 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 present statutes, decisions shall be made by a simple majority of votes. In the event of equality of votes, the President of the Assembly shall have the casting vote.

Only questions on the Agenda may be ruled on, except in cases where a resolution has received a two-third majority of votes of the full Members present or represented at the meeting.

The General Assembly may decide on the establishing of Institutes. An Institute may decide on its professional scope provided this is in agreement with the general policy of the Association. In the event of the Board finding that a decision of an Institute is not in accordance with the general policies of the Association, the decision shall be deferred and

presented for approval at the next General Assembly. A simple majority shall be required for decisions of the Institutes.

Decisions made by the General Assembly shall be recorded in minutes sent to the Members through the good offices of the Secretary General and filed at the registered office of the Association.

## **BOARD**

### **Composition and designation**

#### **Article 10**

A Board, elected by the General Assembly for a period of two years, shall administer the Association. Members of the Board shall be elected on a purely personal basis. Members of the Board may be re-elected three times.

The Board shall be composed of a President, a Secretary General, a Treasurer, two elected Members and the Presidents and Vice-Presidents of the Institutes. The number of Members of the Board may not be less than 3. In principle, Members of the Board are from different countries.

Full Members can propose candidates for the functions of President, Secretary General, Treasurer and Member of the Board. The Institutes shall propose their Presidents and Vice-Presidents 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 not less than three days before the meeting.

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

#### **Article 11**

A list of Board Members is in Appendix 2 to the present statutes.

### **Meetings**

#### **Article 12**

The Board of Directors shall meet when it deems appropriate and not less than twice a year.

The Secretary General, represented by the Director General shall be responsible for convening meetings of the Board. He shall send out a notice of the meeting 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 notice of the meeting shall be sent to the members of the Board of Directors by letter, fax, email or any other means of communication not less than 2 weeks before the date of the meeting.

## **Decisions**

### **Article 13**

A vote of the Board of Directors can be held only when not less than 2 thirds of the members are present. 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 equality of votes, the President shall have the casting vote.

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

### **Article 14**

The Board of Directors shall have full powers of management and administration subject to the powers of the General Assembly.

The Board of Directors may delegate the day-day management of the Association to the Director General, whom it shall appoint

### **Article 15**

For all matters of a legal, non-legal or financial nature, the Association shall be represented by the Board, or by the President and Secretary acting jointly, or by the President or Secretary General acting with another Member of the Board, or by two members of the board acting jointly.

The Board of Directors may delegate specific powers to one or more persons who are not Members of the Board.

## **BUDGET AND ACCOUNTS**

### **Article 16**

The accounting period shall be closed on the 31<sup>st</sup> of December each year.

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

The Treasurer, represented by the Director-General, is responsible for sending the financial accounts approved by the General Assembly to the Federal Ministry of Justice.

## **RULES OF PROCEDURE**

### **Article 17**

For questions of minor procedural matters, the Association shall equip itself with rules of procedure. These shall not be contrary to the law or to the statutes.

The General Assembly may prescribe the rules of procedure through the rules on implementing the statutes of the association. The Board of Directors or not less than three countries must initiate every decision having as its object the modification of the rules of

procedure. The Board of Directors must notify Members of the date of the General Assembly at which the proposal will be ruled on not less than three months in advance.

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

## **MODIFICATION OF THE STATUTES AND DISSOLUTION**

### **Article 18**

Any proposal having as its object a modification of the statutes or dissolution of the association must come from the Board of Directors or not less than 3 countries.

The Board of Directors shall notify Members of the date of the General Assembly that will rule on the aforementioned proposal not less than three months in advance.

No decision shall be effective unless it is voted for by a two-thirds majority and not less than two-third of the countries represented by full Members are present or represented at the General Assembly.

In order to take effect, modifications to the statutes must be submitted to the Ministry of Justice and published in the Appendices to the Belgian Official Journal.

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 cause.

## **LANGUAGES**

### **Article 19**

The French version of the present statutes and procedures and regulations shall have sole legal validity. The Statutes and Rules and Procedures shall be translated into English. All communications of the Association, written or verbal shall be in English.

## **LEGAL PROVISIONS**

### **Article 20**

All meetings shall be conducted in English. Simultaneous translation into not 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 of Directors shall decide the choice of language.

### **Article 21**

Anything that is not provided for under these statutes shall be regulated by the Board of Directors in accordance with Title III of the law of 27 June 1921 on not-for-profit associations, international not-for-profit associations and foundations.

**Appendix 1** – List of Members

**Appendix 2** – List of Members of the Board of Directors