



ASOCIACIÓN ESPAÑOLA DE
EMPRESAS DE AMARRE



“EUROPEAN BOATMAN ASSOCIATION”,

Abbreviated to **“E.B.A.”,**

Vereniging zonder Winstoogmerk (non-profit association in Belgian Law),
established at 2000 Antwerp, Belgium

ARTICLES OF ASSOCIATION

Article 1 : Name – Principal office – Duration

1. The association bearing the name **“European Boatmen Association”** and also known as **“E.B.A.”** is incorporated on the basis of the association established in Paris on the twenty-sixth of April nineteen hundred and seventy-seven by boatmen from Belgium, France, the United Kingdom, Italy, Germany, and the Netherlands.

2. The principal office of the association is established in Antwerp, and is governed by the provisions of Belgian law.

It falls within the jurisdiction of the judicial district of Antwerp.

Any move of the principal office requires a resolution of the General Meeting adopted in compliance with the formalities required for an amendment of the Articles of Association.

3. The association is established for an indefinite period of time.

Article 2 : Purpose

1. The purpose of the association is as follows:

a) the acquisition and distribution of information relating to the professional, financial, economic, legal and social aspects of the work of boatmen in general, solidarity among boatmen, as well as the promotion of the various boatmen organizations of the various countries of Europe and good relations between them.

b) to represent boatmen in national, European and international institutions and organizations in order to promote the interests and objectives of the Association in connection with these institutions;

c) to foster the professional development of boatmen and protect the profession of boatman;

d) having regard for the specific characteristics of the various models that are currently in effect in the various countries of Europe, to watch over the recognition of the work of boatmen as a service for the general good – at European level – which plays a fundamental role in the safety of port and their surrounding waters;

e) to encourage initiatives aimed at establishing cooperation and friendship between the Association and Boatmen from non-European countries;

f) to take such actions that are likely to promote the achievement of aforementioned objectives, such as the participation in research projects sponsored or administered by the European Union, or other national or international bodies. These promotional activities may



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even include the supply of services on condition that these do not dominate the activity, and are in all cases not profit-based.

2. The Association is inspired by democratic principles and is independent of every political organization whatsoever.
3. The Association may be a member of other Associations established in Europe or in another international location that are made up of similar entities if the objectives of the latter are compatible with its own.

Article 3: Members of the Association

1. The following may be members of the Association subject to the conditions set out in these Articles of Association on condition that they have declared themselves to be in agreement with the purpose of the Association:

- a) the national associations of European countries, as "FULL MEMBERS";
- b) the companies or organizations of boatmen active in European ports and established in European countries where there is no national association as referred to under a) as "PROVISIONAL MEMBERS".

2. Admission to the Association is excluded for companies or organizations established in a European country in which there is a registered national association of boatmen. In such cases participation in the Association is reserved for the national association as "FULL MEMBER".

3. PROVISIONAL MEMBERS may also belong to the same European country. If several PROVISIONAL MEMBERS, belonging to the same country join together in a national association, and assuming that such a national association is registered in accordance with the applicable laws, they will no longer be appointed as PROVISIONAL MEMBERS and the national association formed by them acquires the right, starting in the calendar year following the establishment of said association, to become an FULL MEMBER, without prior consultation with the General Meeting as set out in Article 5. The General Meeting shall then simply acknowledge the registration of a new FULL MEMBER in the place of the previous PROVISIONAL MEMBERS.

4. Without prejudice to the foregoing, the PROVISIONAL MEMBERS that existed at the time of the Incorporation of the Association shall enjoy the status of FULL MEMBER with retroactive effect in the event that they establish a national association by the thirtieth of June two thousand and five, on condition that they have paid their Membership contribution in accordance with Article 6 of the Articles of Association.

5. The respective rights and duties of the FULL and PROVISIONAL MEMBERS are determined in these Articles of Association and in the Internal Rules of the Association.

Article 4: Official Language

English is the working language of the Association. The President or his replacement chairing the meeting may during the course of the General Meeting, or in other gatherings of the Association, authorize the use of other languages should this be regarded as necessary.



Article 5: Membership

1. Applications for membership shall be submitted in writing to the Secretary and must be received by same no less than five (5) weeks prior to the date determined for the General Meeting. The Secretary will immediately inform the President of such an application and ensure that the proposed resolution relating to the membership is placed on the Agenda of the General Meeting.
2. New membership shall only be granted to an application if it is approved by no fewer than two thirds of the persons present at the General Meeting. The General Meeting shall, acting in accordance with Article 3 of these Articles of Association, determine whether the new applicant is an FULL MEMBER or an PROVISIONAL MEMBER, as well any items relating to the status of the member, including those referred to in Article 7. The number of members is unlimited, but must be at least three (3).
3. The membership contribution payable by the FULL MEMBERS and PROVISIONAL MEMBERS will not exceed 25,000 (twenty five thousand) euro per member, per year.

Article 6: Rights, duties and loss of Membership

1. Every Member may resign from the Association by informing the Secretary of same, where the latter will immediately inform the President of this.
2. Resignation only takes effect as of the end of the financial year following the notice of resignation. Until the date the resignation takes effect the resigning Member remains liable for all obligations in connection with the payment of the Membership contribution.
3. The member may be excluded if one of the following circumstances should arise:
 - a) payments in arrears for more than one year;
 - b) grave non-compliance with the Articles of Association of the Association and the General Policy Guidelines;
 - c) actions or events that threaten the prestige and/or compliance with the purpose of the Association.
4. The General Meeting will approve the consultations concerning the exclusion further to approval by a majority of two thirds of the votes that can be cast by the attending Members, and the Member concerned will be informed about such a consultation.
5. Break-up or liquidation, according to current laws, of a FULL or PROVISIONAL Member, officially determines the loss of status as a Member. 6. The General Meeting following the events described in aforementioned paragraphs 2, 3 and 5 will resolve on the loss of Membership status.
7. Members who have not paid their contribution may not vote at the General Meeting until they have paid their arrears, similarly they cannot be reimbursed for any expenses they may incur in accordance with Article 10.5, 14.



Article 7: Bodies of the Association

The bodies of the Association are:

The General Meeting and the Board of Directors.

The Board of Directors will appoint the following persons from its members: A President, a Vice-President, a Secretary and Treasurer.

Article 8: Participation in the General Meeting. Voting Rights

1. Each of the FULL of PROVISIONAL members is represented at the General Meeting by its legal representative or by a person who is the holder of a written authorization, where such a person should also be the representative of another Member and from the same category.
2. Each FULL MEMBER has a right to three (3) votes. PROVISIONAL MEMBERS (even when authorized to represent several PROVISIONAL MEMBERS from the same country) have the right to only one (1) vote.

Article 9: General Meeting, Meetings, Notifications and Election of Officers

1. The General Meeting meets once every year as Annual General Meeting, and once every two years as Extraordinary General Meeting or whenever necessary. The General Meeting is convened by the President not less than three (3) months in advance. The General Meeting is also convened without delay by the President when at least three Members of the Board of Directors, or one of fifth of the Members of the Association who have duly paid their contributions so request. Should the President fail to act, the General Meeting may be convened by any member of the Board of Directors.
2. The notice convening the Meeting must state the agenda and mention the place, date and time of the General Meeting. The second notice must mention the same information and be sent at least twenty-four hours after the first notice.
3. The Annual General Meeting is convened at the place that is regarded as being suitable by the General Meeting. The Extraordinary General Meeting should be convened in accordance with a reasonable system of rotation among the States represented by the Members. The Members hosting the Extraordinary General Meeting will make a venue available suitable for aforementioned Meeting, which will be appropriately equipped with suitable infrastructure and services for receiving and holding the event.

The President may, after hearing the other Members of the Board and obtaining their approval, which approval may be withheld without further explanation, invite external persons to attend the General Meeting. The boatmen of each of the Members of the Association may also attend the Extraordinary General Meeting, where such attendance nonetheless in way confers voting rights on them.

Article 10: Officers of the General Meeting – Quorum – Voting

1. The General Meeting is held to be validly constituted, if after the first convening two thirds of the votes (which may or may not be cast) are present or represented, and at least the majority



of the Members are present or represented. After a second convening the General Meeting is held to be validly constituted if thirty-three percent of the votes are present or represented.

2. Unless otherwise provided for in the Articles of Association, the General Meeting validly deliberates and adopts resolution by majority vote of those present. In the event of an equality of votes, the President shall have a casting vote. Voting may be public by show of hands, unless the majority of the General Meeting requests a secret ballot. The ballot will always be secret if a resolution must be adopted about the exclusion of Members.

3. The General Meeting has exclusive authority, except for those matters provided for in the internal regulations, which are known as the “EBA Rules”.

The following falls under the exclusive authority of the General Meeting :

- the amendment of the Articles
- the drafting and the amendment of the EBA Rules, - the appointment and resignation of directors
- the approval of the budget and the accounts - the voluntary liquidation of the Association
- the acceptance and exclusion of Members
- the determination of the membership contribution

4. Resolutions of the General Meeting are collected and stored in book form in the principal office of the Association where they may be examined by Members and third parties.

Article 11: Board of Directors - Quorum

1. The Board of Directors counts AT LEAST six (6) members without there being any fixed maximum number of members.

The Board of Directors nominates a President, a Vice-President, a Treasurer and a Secretary.

These persons are elected by the General Meeting during the Extraordinary General Meeting from among the Members of the Board of Directors.

The General Meeting may also elect a non-Board member as Secretary, who will remain in office for a period of two years, in accordance with Article 18 set out below.

2. The Meeting of the Board of Directors is held to be valid when attended by at least four (4) members.

At least two of the attending Members must be officers of the Association as President, Vice-President, Treasurer or Secretary, but where the latter can only be counted if he has been elected from among the members of the Board.

3. Board of Directors takes its decisions by absolutely majority of the attending members. In the event of an equality of votes, the President has a casting vote.



A decision taken by the vote of only three members will be regarded as provisionally valid, and must be ratified at the next forthcoming meeting of the Board of Directors. If the decision is not ratified, it will be held to no longer have effect except for those consequences that the decision may already have had.

Article 12: Application of Funds

All funds received as membership or from any other source whatsoever, will be used for the pursuit of the objectives of the Association in accordance with the Articles of Association.

Article 13: Amendment of the Articles of Association

1. The Articles of Association may only be amended by resolution of the General Meeting, which may only validly deliberate and resolve on the proposed amendment when the amendments are mentioned in the notice convening the meeting and at least two thirds of the members are present or represented at the Meeting.
2. An amendment may only be adopted by a majority of two thirds of the votes of the Members present or represented.
3. When the amendment concerns the purpose or the purposes for which the association was incorporated, it may only be adopted by a majority of four fifths of the votes present or represented.
4. If at the first meeting fewer than two thirds of the members are present or represented, a second meeting may be convened which may validly deliberate and resolve and adopt the amendments referred to here above regardless of the number of members present or represented. This second meeting may not be held earlier than after the elapse of a period of at least fifteen days after the first meeting.
6. A copy of the proposed new Article or amendment shall be sent to the Secretary at least three months prior to the date of the General Meeting at which it is to be discussed. The Secretary will send of a copy hereof to every Member.

Article 14: Liquidation of the Association

1. The Association may be liquidated at any time whatsoever subject to compliance with the formalities required for an amendment of the Articles of Association.
2. The General Meeting that deliberates and resolves on the liquidation of the Association shall appoint one or more liquidators.
3. After the settlement of all liabilities the liquidators will decide on the destination of the assets.
4. In the absence of any provision in this respect in these Articles of Association or of a resolution of the General Meeting in this respect, the liquidators shall give the balance on the settlement account a destination that is as close as possible to the corporate purpose for which the Association was incorporated.



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5. Upon the completion of the liquidation, the liquidators will submit their report as the case may be to the Court or the General Meeting, where, if applicable, they will provide an overview of the assets of the Association and the use thereof.

6. The approval given by the Court or the General Meeting to the accounts and their justification, shall serve as full and complete discharge for the liquidators.

Article 15: Reference

The standards regarding non-profit associations that are currently applicable in the law of the country in which the Association has its principal office, will apply to all matter not specifically provided for in these Articles of Association.