



ASOCIACIÓN ESPAÑOLA DE
EMPRESAS DE AMARRE



“EUROPEAN BOATMEN ASSOCIATION” (E.B.A.)
a non-profit association, located in Antwerp, Belgium

INTERNAL RULES

Article 1: Structure

The Association named **“European Boatmen Association”** (hereafter referred to as EBA), is seated in Antwerp (Belgium) and is regulated by the stipulations of Belgian Law and its by-laws.

In addition to these by-laws, internal rules are set up. These rules are applicable and obligatory for all the Members of the Association.

Article 2: Membership fees

In accordance with Article 5 of the by-laws:

1. EBA has 'FULL MEMBERS', who are obliged to pay for a minimum of 150 boatmen and a maximum of 600 boatmen; and 'PROVISIONAL MEMBERS', who are obliged to pay only the country contribution.
2. The different types of membership fees will be determined and adjusted by the General Assembly.
3. In order to achieve the goals of the Association, the General Assembly will occasionally apply exceptional contributions, if considered necessary, and determine the relevant dates of maturity on which these contributions are to be paid.
4. The regular fee must be paid annually to the Treasurer of the Association before the 30th of June of each year.

Article 3: Participation in the General Assembly & Voting Rights

1. When several PROVISIONAL MEMBERS belong to the same country they must appoint a person who will represent them at the General Assembly and this person is entitled to vote on their behalf. The votes of the PROVISIONAL MEMBERS belonging to the same country cannot be accumulated. Should the PROVISIONAL MEMBERS belonging to the same country not appoint a person to represent them at the General Assembly, they forfeit their voting right until such person is appointed.
2. Each FULL MEMBER will be entitled to represent only one FULL/PROVISIONAL MEMBER. A PROVISIONAL MEMBER cannot represent another FULL or PROVISIONAL MEMBER.
3. Any representation is only effective when carried out by means of a written mandate received by the Secretary of the Association at least seven (7) days prior to the General Assembly.

Article 4 : General Assembly, Meetings, Notifications and Election of Functions

1. The General Assembly votes for the functions within the Association whereby the number of votes is determined by Article 9.3 of the by-laws. The votes will proceed by a show of hands, except when a decision is taken by the General Assembly to vote by a secret ballot.



2. Only active boatmen, or those who have exercised this activity in the past, will be able to carry out these functions.
3. Any representative of a Member – but no more than three – who attend the General Assembly, will have the right to receive a compensation from the Treasurer for the direct cash expenses as long as they are substantiated with the necessary receipts, and on the condition that these expenses are reasonable.
4. The General Assembly will be presided by the Chairman, except when the goal of the meeting is to assign positions within the Board of Directors. In that case, the meeting will be presided by the oldest delegate.

Article 5 Board of Directors, Election of Members & Secretary

1. The functions of the BOD cannot be accumulated within the BOD or with other functions within the Association.
2. The members of the BOD may not be of the same nationality.
3. Within thirty days after appointment, every member of the BOD must appoint a substitute who is authorized to represent him and vote in his name when he is temporarily unable to attend the meetings of the BOD. The name of this substitute will have to be announced to the Chairman, the Secretary and the other members of the BOD.
4. By means of a rotation schedule yet to be worked out, every two years at least two members of the BOD will, with exception of the Chairman, resign from the extraordinary General Assembly. At this Assembly the new Directors will be elected, who will then replace the resigning members of the BOD. The resigning Members of the BOD are qualified to apply for re-election.
5. In case one of the members of the BOD, for any reason whatsoever, no longer fulfills his position, the BOD is authorized to replace him by another Member, based on the same criteria of paragraph 3 mentioned above. This new member of the BOD maintains his position until the first following extraordinary General Assembly.
6. Members who fulfill a function at the beginning of the extraordinary General Assembly will remain in this function until the conclusion of the General Assembly.
7. The members of the BOD, or their substitute, have the right to receive a compensation for the expenses they have made in relation to these meetings, as long as they are substantiated with the necessary receipts, and on the condition that these expenses are reasonable.
8. The meetings of the BOD can be attended by a member of the Board of Directors from the national association, subject to the request for attendance being received by the Secretary at least 15 days before the above mentioned meeting. The Secretary will immediately inform the Chairman of this request, who has the right to limit the entry of participants to the meeting. These persons do not have any form of voting rights at this meeting, and have no right to receive compensation for any kind of expense they might have made in order to attend the meeting of the BOD.



Article 6: Meetings of the BOD

1. The BOD will gather at least twice a year, as well as in situations when summoned by the Chairman or two members of the BOD, at the location and time appointed by the Chairman.
2. Members of the BOD, and any specific invitees, will be entitled to receive a compensation for the expenses they have made in relation to these meetings, as long as they are substantiated with the necessary receipts, and on the condition that these expenses are reasonable.
3. The minutes of the meeting of the BOD need to be drawn up in writing and are to be archived in the register set up for this purpose.

Article 7: Duties and mandates of the BOD

1. Except for the stipulations in the by-laws, the BOD will examine the administration of the Association and determine the directives, the policy and the activities of the Association. More specifically the BOD will:
 - a. appoint one or more representatives to attend whichever relevant meeting or initiative of the Association, this in accordance with Article 2.1(f) of the by-laws;
 - b. invite whichever person to attend the General Assembly, or the meetings of the BOD, when such is in the interest of the Association or of its Members.
 - c. summon the General Assembly in those situations such as described in Article 10;
 - d. appoint a person to fill in a vacancy of a member who resigns in accordance with Article 11 of the by-laws;
 - e. accept the estimate of the Association as prepared by the Treasurer and submit it for approval to the members during the General Assembly;
 - f. deliberate upon all measures that are not part of the tasks of the General Assembly, more specifically those in connection to the stipulations of documents or agreements, also in accordance with the regulations of Article 2(f).

Article 8: External representation of the Association

The BOD governs the Association and the President/Vice President represents it in and outside Court. The BOD is authorized to undertake all actions necessary or needed to realize the purpose of the Association, with exception of those actions which, legally, only the General Assembly is authorized to undertake. They act through the majority of its Members.

Article 9: The President

1. The President presides over the meetings of the Association and acts as its legal representative.
2. The President is elected by the General Assembly during an extraordinary meeting and holds his position for a term of four (4) years. He may be re-elected.



3. The President has the right to receive compensation, from the funds of the Association, for any eventual direct cash expenses he would make in relation to the execution of his function, as long as they are substantiated with the necessary receipts, and on the condition that these expenses are reasonable.

4. The President can request any member of the BOD, or any representative of a Member, to investigate any case or to carry out another task in connection with the goals and the interest of the Association. This requested Member will appropriately observe the wishes of the President and any information thus obtained will be presented in accordance with the President's stipulations. This requested Member will be authorized to receive a compensation, from the funds of the Association, for eventual direct cash expenses which he might have made in relation to the request of the President, as long as they are substantiated with the necessary receipts, and on the condition that these expenses are reasonable.

Article 10: The Vice-President

1. The Vice-President will be appointed amongst the other members of the BOD and replaces the President in the following situations:

- a. in the absence of, or during periods when the President is temporary unable to exercise his function, or
- b. in situations when the President has to discontinue his function during his mandate, such as in situations where the President has deceased, given irrevocable resignation, or any other impediment which prevents him from exercising his tasks as President.

2. In case sub-article (a) presents itself, the Vice-President will carry out the tasks of the President until the following meeting or until the President is available once again.

3. In case sub-article (b) presents itself, the Vice-President will take upon himself the function of President, and carry out his tasks until the next extraordinary General Assembly, during which the new President will be elected.

Article 11: The Secretary

1. The Secretary is appointed by the BOD, unless the General Assembly has elected him outside of the BOD according to Article 11 of the by-laws and holds his position in accordance with the stipulation of Article 11.2 of the by-laws.

2. The Secretary is responsible for:

- a. keeping an up to date a list of the Members of the Association
- b. keeping up correspondence with its Members
- c. exercising all administrative activities in relation to the summoning of the General Assemblies and the BOD
- d. exercising additional activities which he is requested to carry out by the BOD in the interest of the Association or of its Members



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3. The Secretary is authorized to receive a compensation for the administrative expenses made during the execution of his tasks.

Article 12: the Treasurer

1. The Treasurer is appointed by the BOD amongst its members.
2. The Treasurer is responsible for:
 - a. collecting membership fees and payment for the amounts concerned
 - b. paying compensations indebted according to the statutes
 - c. keeping close relations with the financial institutions. To this goal he has the authorization to undersign documents related to banking/ financial commissions
 - d. doing the bookkeeping appropriately
 - e. preparing the annual detailed financial statement together with the relevant report, in which the appropriation of finances is declared and with declaration of the total amount of received membership fees, as well as carried out expenses. Substantial documents/ receipts are to be kept by the Treasurer and copies of them need to be sent to any which member of the BOD in case he puts down a motivated request for it. The drawing up of the budget and the report needs to be submitted for approval to the BOD and, to this purpose needs to be delivered to the other members of the BOD at least thirty (30) days before the meeting which has been planned in order to approve the budget.

Article 13: Finances

The BOD is responsible for keeping the Accounts of the Association, in accordance to the prevailing standards. To this purpose, the members of the BOD will place themselves at the disposal of the Treasurer, who will act according to the stipulations of Article 12 of the by-laws.

Article 14: Interpretation of the By-laws

1. Any dispute resulting from the interpretation of the statutes will be settled by the President, unless he, acting on his own discretion, would decide to have the dispute settled by a third and independent person, or by a panel composed of three persons who are the representatives of the Members of the General Assembly who are not involved in the dispute and who are no members of the BOD.
2. The decision by the President or the third party or the panel will be definite and binding.

Article 15: Reference

The standards concerning non-profit associations which are currently in effect through the legislation of the country where the Association has its head office, will be applied to everything which has not been foreseen.