

**CONFEDERATION OF ORGANISATIONS IN ROAD  
TRANSPORT ENFORCEMENT – CORTE**

**STATUTES**

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## **INTERPRETATION**

### **A. ASSOCIATION**

#### **ARTICLE 1 ASSOCIATION**

- 1.1 The Association is a non-profit international association (A.I.S.B.L.) under the laws of Belgium. The name of the Association is "CONFEDERATION OF ORGANISATIONS IN ROAD TRANSPORT ENFORCEMENT".
- 1.2 The Association may use the abbreviation "CORTE".

#### **ARTICLE 2 REGISTERED OFFICE**

- 2.1 The registered office shall be 37, Rue des Deux Eglises, 1000 Brussels.
- 2.2 The registered office may, by decision of the Board of Directors, be transferred to any location in Belgium.

#### **ARTICLE 3 OBJECT**

- 3.1 The international non-profit benefit of the Association is to encourage development and implementation of policies on road transport, road safety and road security in Europe, as well as to promote and contribute to the same.
- 3.2 The services of the Association shall principally be rendered for the account of its Members whether or not Members of the European Union.
- 3.3 The objectives of the Association shall be achieved by road transport stakeholders working together in a coordinated way with a visible added value to reinforce the road transport sector and to support the competitiveness of the road transport stakeholders both at international and European level.
- 3.4 To meet these objectives the Association shall, *inter alia*:
  - 3.4.1 support the work of the European and international bodies (and of the European Union Member States where appropriate or where requested) by providing focused efforts, suggestions for coordinated approach for road transport, road safety and road security, supporting definition of road transport policies in these areas, detailing priorities defined by the European and international bodies and the European Union Member States, and

advising on the implementation of these priorities with roadmaps, action plans and studies or other services;

- 3.4.2 analyze the appropriate process/human behaviour associated in its work, for a comprehensive (legal, social, environmental, economical) impact evaluation of any proposed regulation or voluntary implementation of such.

3.5 The Association may carry out any act or transaction necessary, useful or favourable to its purposes. In particular, the Association may associate or co-operate with any other Association as well as any public or private institution, whose activities or purpose are identical, similar or connected to those of the Association or are likely to favour the development of the Association's purposes.

The Association shall carry out the following tasks:

- Enable and develop:
  - the (internal) dialogue of key stakeholders producing common positions for key objectives;
  - the dialogue with (external) stakeholders: communication and awareness of key road transport, road safety and road security issues;
- Support the activities of its "customers", European Commission, EU Member States, United Nations and any other international institution active in road transport, road safety and road security;
- Support the collective interest of its Members;
- Execute and participate in studies either self funded or with external funding.
- More generally, any services, within the framework of the Association's object, to be provided to members or to any organization pursuing goals related to those of the Association.

## **ARTICLE 4 DURATION**

4.1 The Association is constituted for an indefinite term commencing at the day of the signature of the present Articles by the Members.

## **B. BUDGET**

### **ARTICLE 5 BUDGET**

5.1 The budget of the Association is composed of the Members' contributions and external funding. The amount of contribution is proposed each year by the Board of Directors and adopted by the General Assembly.

**C. MEMBERSHIP**

**ARTICLE 6 MEMBERSHIP**

- 6.1 The Members commit themselves to support the objectives of the Association (as set out in Article 3) and to contribute to their achievement and agree to be bound by and to comply with these Articles.
- 6.2 Without prejudice to their obligation to pay annual fees during the period of their Association Membership, the individual liability of the Members is limited to the amount of their contributions. The Members shall not be jointly liable to each other.
- 6.3 In consideration of the services rendered by the Association in furtherance of its purpose, the Members shall pay annual fees as determined by the Board of Directors and accepted by the General Assembly, and the Board of Directors shall determine the level of annual fees to be paid by the Members according to Articles 6.4, 6.5, 6.6 and 6.7 below.
- 6.4 Members shall be liable for the full amount of their annual fees in respect of any financial year. The Board of Directors may decide that Members who join the Association during a financial year shall be liable only for part of the annual fees in respect of that year.
- 6.5 The Board of Directors may in exceptional cases apply discounted annual fees or cancel the fees in respect of some Members, depending on the role the Member is expected to undertake within the Association. In any such case the Member shall provide a benefit at least equivalent to the Membership fee and/or important political added value to the Association. The annual fee applicable to such Member must be transparent to all others.
- 6.6 When approving the annual budget of the Association, the Board of Directors (taking into account other revenue streams of the Association) shall fix the levels of annual fees to be paid by the Members in order to cover the expenses of the Association during the financial year concerned. The Board of Directors may during the course of the financial year, or, after the expiration of the year and the approval of the accounts relating thereto, reduce the annual fees for that year in line with the actual expenses.
- 6.7 The Board of Directors shall determine the due date for payment of the annual fees and their adjustments.
- 6.8 The Board of Directors:
  - 6.8.1 Shall refuse an application for Membership from an organization not associated with road transport, road safety or road security activities.
  - 6.8.2 Shall refuse a joint application for Membership.

- 6.8.3 May (in its absolute discretion) determine at any time whether an existing Member is a Core, Associate or Observer Member.
- 6.8.4 Shall not admit any new Member who does not fulfill the admission criteria set out in these Articles and/or the Internal Governance Rules. Subject thereto, the Board of Directors may from time to time set its own admission criteria provided that such criteria does not conflict with the admission criteria set out in these Articles and/or in the Internal Governance Rules.
- 6.9 The Members shall look to recruit new Members, who are selected and trusted stakeholders in the road transport, road safety or road security domain from Public, Private and other Bodies.
- 6.10 In the case of a corporate Member or an Association, on becoming a Member, each such Member shall appoint its duly Authorized Representative to represent it as a Member. Such appointment shall be notified to the Association in writing with all necessary details (the name and address, electronic address, contact telephone numbers and such other particulars as the Association may require) of its duly Authorized Representative.
- Any such Member may replace its Authorized Representative upon not less than two (2) business days notice in writing given to the Association before the date of the next General Assembly meeting.
- If this Authorized Representative is also member of the Board of Directors, his/her replacement person has to be accepted by the Board of Directors by a simple majority of its members in accordance with Article 18.23 of these statutes.
- Other changes to the particulars supplied to the Association in respect of an Authorized Representative shall be communicated from time to time by the said Authorized Representative to the Association.
- An Authorized Representative shall cease to be an Authorized Representative if his appointer ceases to be a Member.
- 6.11 Under the present statutes, the Honorary Members shall not pay any contribution to the Association, and shall not participate to the meeting of the General Assemblies and Boards of Directors, unless explicitly expressed by the Board of Directors, and shall not have any voting rights.

## **ARTICLE 7 RESIGNATION**

- 7.1 A Member may resign from the Association only during the first six months of the financial year.
- 7.2 The resignation of a Member will be effective only at the conclusion of the financial year during which it has resigned. Nevertheless, any resigning Member remains liable for a period of five years, for an amount not exceeding its contribution (in accordance with Article 6.2 above), for all engagements entered into by the Association before the end of the year in which his resignation has been published.

## **ARTICLE 8 EXPULSION**

8.1 A Member can be expelled from the Association in circumstances where the Member commits an act seriously in conflict with the interests of Association or else if the Member fails to pay its annual contributions.

Expulsions shall be pronounced by the Board of Directors acting with a majority of two-thirds (2/3) of the Board Directors (entitled to attend and vote), on the basis of a motion moved by the Board of Directors but only after having heard the Member whose expulsion is sought unless such Member refuses to attend any such hearing.

8.2 Expulsion shall be immediate upon formal pronouncement by the Board of Directors. Nevertheless, any expelled Member shall remain liable for a period of five years, for an amount not exceeding its contribution (in accordance with Article 6.2 above), for all engagements entered into by the Association before the end of the year in which his resignation has been published.

8.3 A Member who has been expelled may not claim any refund of annual contributions.

## **ARTICLE 9 EXCLUSION FOR OTHER REASONS**

9.1 In the case of dissolution or an Insolvency Event or incapacity of a Member or similar such case, then such Member's ordinary share shall be cancelled without any other reason.

9.2 Upon such events set out in Article 9.1 and in the absolute discretion of the Board of Directors, the excluded Member may be entitled to partial reimbursement of its annual contribution on a *pro-rata temporis basis*.

## **D. GENERAL ASSEMBLY**

### **ARTICLE 10 GENERAL ASSEMBLY – RIGHT TO ATTEND**

10.1 The Association shall hold Annual General Assembly following the closing of the accounts, at the place, date and hour fixed by the Board of Directors.

10.2 Only Members or proxy holders to Members or their duly Authorised Representatives may attend the General Assembly meetings.

### **ARTICLE 11 GENERAL ASSEMBLY – NOTICE AND AGENDA**

11.1 Notice by the Board of Directors for any General Assembly meeting shall be given to all Members in the form of a registered letter, fax or e-mail at least 15 days before the date of

the meeting and (in the case of the Annual General Assembly) to the External Auditor of the Association, indicating the points on the agenda, the time and place of the General Assembly.

- 11.3 The written agenda of an Annual General Assembly shall be exclusively set by the Board of Directors subject to the provisions of these Articles.
- 11.4 The written agenda of an Annual Extraordinary Assembly shall be exclusively set by the Board of Directors subject to the provisions of these Articles and subject to the rights of Members in Article 14.3.
- 11.5 Notices in respect of this Article shall be deemed to be validly served if served on the Authorised Representative of the relevant Member (by letter, fax or e-mail) provided that it shall not be necessary to give notice, other than by e-mail, to any Authorised Representative absent from the European Economic Area. This Article is in addition to the general provision for the service of notices provided in Article 30.
- 11.6 Notice periods for adjourned General Assembly meetings are governed by Article 12.3

## **ARTICLE 12 GENERAL ASSEMBLY – CHAIRMAN**

- 12.1 The General Assembly shall be chaired by the chairman of the Board of Directors or, in his absence, by the vice-chairman. The chairman of the General Assembly shall appoint a secretary to take the minutes of the meeting.
- 12.2 If both the chairman and the vice-chairman of the Board of Directors are absent and if no director is willing to act as chairman, or if no director is present within thirty minutes after the time appointed for holding the General Assembly, the Members present and entitled to vote shall choose one amongst themselves to be the chairman of the General Assembly.
- 12.3 The chairman of the General Assembly may, with the consent of the General Assembly at which a valid quorum is present (and shall if so directed by the General Assembly), adjourn the General Assembly from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the General Assembly had the adjournment not taken place. When a General Assembly is adjourned for fifteen days or more, at least seven days' notice shall be given specifying the time and place of the adjourned General Assembly and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

## **ARTICLE 13 GENERAL ASSEMBLY – QUORUM/ELIGIBILITY**

- 13.1 No business shall be transacted at any General Assembly unless a valid quorum is present.



Ten per cent (10%) of the Members eligible to attend and vote upon the business to be transacted, each being a Member or a proxy for a Member or (being a core Member) a duly authorized representative, shall be a quorum for all purposes.

- 13.2 The General Assembly may only deliberate and decide on issues stated on the agenda or otherwise subject to the provisions of these Articles.
- 13.3 Standing points of the agenda for an Annual General Assembly shall be:
- 13.3.1 Adoption of the annual budget.
  - 13.3.2 Appointment and/or removal of external auditors.
  - 13.3.3 Appointment and/or removal of directors of the Board of Directors (subject to the provisions of these Articles).
- 13.4 Members who have not paid their contributions will not be entitled to vote at the General Assembly;
- 13.5 Wherever appropriate, prior to any General Assembly meeting, the Director shall write to relevant Members advising them of their ineligibility to form part of a valid quorum and their ineligibility to vote at any forthcoming General Assembly.
- 13.6 If within 2 hours from the start of the General Assembly meeting a quorum is not present, or if during a meeting a quorum ceases to be present, the meeting shall be dissolved.
- 13.7 No business shall be transacted to any General Assembly meeting unless a valid quorum is present.
- 13.8 Any resolution voted by the General Assembly shall be decided on a show of hands.
- 13.9 A written resolution executed by or on behalf of each Member who would have been entitled to vote upon it, had the resolution been proposed at a General Assembly meeting at which he was present, shall be as effectual as if it had been passed at a General Assembly duly convened and held, and may consist of several instruments in the like form each executed by or on behalf of one or more Members. The signature in the case of a corporate body which is a Member shall be sufficient if made by a director thereof or by its duly appointed attorney or representative.
- 13.10 No objection shall be raised to the qualification of any voter except at the General Assembly or adjourned General Assembly at which the vote objected is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman of the General Assembly whose decision shall be final and conclusive.

## **ARTICLE 14 EXTRAORDINARY GENERAL ASSEMBLIES**

- 14.1 The Board of Directors may convene Extraordinary General Assemblies. Subject to the provisions of these statutes, if at any time, the number of directors is not sufficient to convene an Extraordinary General Assembly, any director or member of the Association may call for the convening of an Extraordinary General Assembly.
- 14.2 Extraordinary General Assemblies may also be called each time when at least one-third (1/3) of the Members (who are eligible to attend and vote) so require. Such Members shall give notice to the chairman of the Board of Directors who shall in turn forthwith convene the Extraordinary General Assembly.
- 14.3 Members (who are eligible to attend and vote) gathering at least one-third (1/3) of Members of the Association may require a certain matter to be included in the agenda of an Extraordinary General Assembly meeting provided that the notice of such matter is given to the chairman of the Board of Directors at least five (5) days before the date of the Extraordinary General Assembly meeting in question.

## **ARTICLE 15 GENERAL ASSEMBLY - VOTING**

The rules governing the voting procedure of the General Assembly are as follows:

- 15.1 **VOTING:** At a General Assembly, only Core Members eligible to attend shall be able to vote, each having one vote. Other categories of membership as defined in Article 35 shall have an advisory capacity.
- 15.2 **ARTICLE 3 (“OBJECT”):** In the case of a proposed amendment to Article 3 (“Object”) the General Assembly shall only validly take decisions if the proposed amendment has expressly been indicated in the notice calling the General Assembly and only if two thirds (2/3) of all Members (who are eligible to attend and vote) are present or represented, and only then provided that two thirds (2/3) of such Members vote for the amendment.
- 15.3 **ARTICLES:** In the case of any other proposed amendment to the Articles, the General Assembly shall only validly take decisions if the proposed amendment has expressly been indicated in the notice calling the General Assembly and only if two-thirds (2/3) of all Members (who are eligible to attend and vote) are present or represented, and only then provided that two-thirds (2/3) of such Members vote for the amendment.
- 15.4 **DISSOLUTION:** In the case of a proposal to dissolve the Association the General Assembly shall only validly take a decision if the proposal to dissolve has expressly been indicated in the notice calling the General Assembly and only if three-quarters (3/4) of all Members (who are eligible to attend and vote) are present or represented, and only then provided that two-thirds (2/3) of such Members vote for the amendment.
- 15.5 **OTHER BUSINESS:** Except in the circumstances set out in Articles 15.2, 15.3 and 15.4, in all other cases the General Assembly shall validly take decisions if the proposed issue has

expressly been indicated in the notice calling up the General Assembly and only if at least ten percent (10%) of the Members (who are eligible to attend and vote) are present or represented.

- 15.6 ADJOURNMENT: In case of adjournment, provided by Article 12.3, those Members who are eligible to attend and vote at the General Assembly and who are present or represented at the new meeting thereby convened may validly decide by simple majority vote that the Members present (who are eligible to attend and vote) shall constitute a valid quorum for the purpose of conducting the current proceedings at hand.
- 15.7 The power to amend any Article of these Articles is reserved exclusively to the General Assembly subject to the above rules as set out in this Article.
- 15.8 Wherever notice is required in this Article the provisions relating to the serving of notices in Article 11 shall be complied with.
- 15.9 Wherever the term “represented” is used in this Article it shall be taken to mean represented validly by proxy in accordance with Article 17.
- 15.10 The General Assembly may also, whenever necessary, vote electronically in which case however the rules relating to general assemblies shall not be altered.
- 15.11 In the case of a General Assembly ballot, the quorum will be calculated based on the number of members contacted by e-mail. The receipt of the notice convening the Assembly shall not be questioned in any case (error e-mail received in return).

## **ARTICLE 16 GENERAL ASSEMBLY – MINUTES**

- 16.1 The minutes of the General Assembly (including any extraordinary one) shall be transcribed in a special register and be signed by the chairman of the General Assembly and additionally by any Member with the right to vote and who so wish to sign.
- 16.2 Copies and extracts to be used in judicial proceedings or otherwise shall be counter-signed as being copies and/or true extracts by at least two directors of the Board of Directors.

## **ARTICLE 17 GENERAL ASSEMBLIES - PROXY**

- 17.1 Any Member who is entitled to vote may grant any person, by letter, fax or e-mail, proxy to represent it at the General Assembly meeting. A proxy may hold more than one such instrument of proxy on behalf of more than one Member and therefore a proxy-holder may validly represent several such Members.
- 17.2 A Member may appoint more than one proxy to attend on the same occasion.

- 17.3 The appointment of a proxy shall be executed by or on behalf of the appointer.
- 17.4 Proxy forms shall be delivered to the chairman (or acting chairman) of the General Assembly before the commencement of a General Assembly and may be delivered by e-mail. Alternatively, if not the same person, then proxy forms may be delivered to the chairman of the Board of Directors. Proxy forms may be written in the English or French language.

## **E. DIRECTORS AND OFFICERS**

### **ARTICLE 18 BOARD OF DIRECTORS**

#### **NUMBER OF DIRECTORS**

- 18.1 The number of directors shall be a maximum of eight (8) and shall be not less than four (4). A maximum of six (6) seats will be reserved to the Core Members, a maximum of two (2) seats for the Independent administrators.
- 18.2 Where not all the seats have been allocated, the Board of Directors shall be validly constituted only when the core members retain a simple majority. The General Assembly shall be called to approve the appointment of members to the Board as many times as necessary until this majority rule is complied with.

#### **APPOINTMENT AND RETIREMENT OF DIRECTORS**

- 18.3 The mandates for the Board of Directors members will be two years. Board members can be re-elected without any limitation.
- 18.4 At every Annual General Assembly all directors shall retire from office.
- 18.5 If the Association, at the Annual General Assembly in which a director retires, does not fill the vacancy the retiring director shall, if willing to act (and provided always there are vacant seats available on the Board of Directors), be deemed to have been reappointed unless the Annual General Assembly has chosen not to fill the vacancy or unless a solution for the reappointment of the director is put to the meeting and lost. This Article shall not apply to a director who is appointed under Article 18.6.

Further, this Article shall not apply in the case of insufficient vacant seats available in the Board of Directors to accommodate two or more directors who otherwise would have been eligible for reappointment under this Article.

18.6 Subject as aforesaid the Association may at any General Assembly appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director.

18.7 The Board of Directors, acting by two-thirds (2/3) majority vote, may appoint a person who is willing to act as a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed the maximum number of directors established in Article 18.1.

A director so appointed shall hold office only until the next following Annual General Assembly. If not reappointed at such Annual General Assembly, the director shall vacate his office at the conclusion thereof.

18.8 Subject to aforesaid, a director who retires at the Annual General Assembly may, if willing to act, be reappointed. If he is not reappointed, he shall retain the office until the Annual General Assembly appoints someone to replace him, or if it does not do so, until the end of that meeting.

18.9 No candidate shall be appointed as a director to the Board of Directors or shall be entitled to attend and vote at meetings of the Board of Directors if, either

18.9.1 the candidate:

- i) has not been admitted as a Member
- ii) does not continue to be a Member; or,
- iii) has not paid its contribution.

18.9.2 such appointment would mean there would be in co-existence more than one director belonging to the same group or entity as regards the core Members.

**These provisions do not apply to Independent administrators.**

## **DISQUALIFICATION AND REMOVAL OF DIRECTORS**

18.10 The office of a director shall be vacated if

18.10.1 the relevant director becomes prohibited by law or by a judicial decision from being a director; or

18.10.2 the relevant director resigns its office by written notice to the Association; or

18.10.3 the relevant director is the subjected to dissolution or an Insolvency Event or otherwise lawful incapacity; or

18.10.4 the relevant director has been absent, without permission, from the meetings of the Board of Directors for more than six consecutive months, and the other directors decide that such director office shall be vacated.

18.11 If at any time it should occur (through re-organisation or otherwise) that there are in co-existence two or more core Members in the Board of Directors who belong to the same group or entity then:

18.11.1 All such directors shall notify the chairman of the Board of Directors by notice in writing of this situation and shall nominate one (1) director amongst themselves to continue to be a director, the others being deemed to resign with immediate effect.

18.11.2 Should the concerned directors fail to notify and nominate one to continue, all concerned Members will be deemed to resign from the Board of Directors.

#### **REMUNERATION OF DIRECTORS**

18.12 Independent administrators shall be remunerated for their services as directors of the Board of directors.

#### **PROCEEDINGS OF DIRECTORS**

18.13 Subject to the provisions of these Articles, the directors may regulate their proceedings as they think fit.

18.14 The Board of Directors shall meet at least twice a year.

18.15 Meetings of the Board of Directors shall be convened by the chairman of the Board of Directors or by any other person designated by the Board of Directors.

18.16 If a Board of Directors' meeting has not taken place within a period of six months then any director,, or the chairman of the Board of Directors' at the request of a director, shall convene a meeting in accordance with Article 18.15.

18.17 A director shall be entitled to receive notice of all committees meetings of directors in which the director is a member.

18.18 Except in the case of unanimous written consent of all directors (eligible to attend and vote) to shorten notice period, not less than fifteen (15) days' notice of all meetings shall be given (by letter, fax or e-mail) to each director notwithstanding an event where a director cannot be contacted after reasonable endeavour, then the failure to give that notice shall not invalidate the proceedings of that meeting.

The person convening any meeting to which this Article relates shall determine the time and place of the meeting to be held in the said notice.

- 18.19 Notices shall be deemed to be validly served if served on the Permanent Representative of the relevant director provided that it shall not be necessary to give notice, other than by email, to any Permanent Representative who is absent from the European Economic Area.
- 18.20 Each director of the Board of Directors shall have one vote, including the chairman (except in cases provided in Article 18.9).
- 18.21 Unless expressly stated otherwise in these Articles, resolutions of the Board of Directors shall be taken by a simple majority vote of directors (eligible to attend and vote) who are present or represented. In case of an equality of votes, the chairman of the Board of Directors shall be entitled to a casting vote in addition to any other vote (s)he may have.
- 18.22 No business shall be transacted at any meeting of the Board of Directors or any committee thereof unless a valid quorum is present (except in the case of Article 18.24). Two Permanent Representatives of two directors of the Board of Directors (eligible to attend and vote upon the business to be transacted) shall be a quorum.
- If such a quorum is not present within one (1) hour from the beginning of the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall be dissolved.
- 18.23 The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as quorum (and therefore less than the minimum number of directors specified in Article 18.1), the continuing directors or director may act only for the purpose of filling vacancies or calling up the General Assembly.
- 18.24 Directors of the Board of Directors or any committee member thereof may participate in a meeting of the Board of Directors or any committee meeting thereof via conference call or by any other means of communications, which allows all persons participating in a meeting to hear each other. The person participating in a meeting pursuant to this provision shall be considered as having been present in the relevant meeting. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting is present.
- 18.25 Notwithstanding Article 18.21 but subject to Article 18.18 (in the case of shortening the notice period required to convene a meeting), board resolutions can be adopted by the Board of Directors outside a formal meeting of the Board of Directors or of a committee meeting provided that all directors have been consulted upon the matter. A written resolution signed by a simple majority (or such other majority as expressly stated in these Articles) of the directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents, in the like form, each signed by one or more directors.

- 18.26 All acts adopted by a meeting of directors, or by a committee of directors, or by a person acting as a director shall, notwithstanding that it is afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote (“Illegitimate Director”), be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote provided that the act undertaken would have been undertaken irrespective of the decision of the Illegitimate Director in respect of the act. If the said act would not have been undertaken without the presence of the Illegitimate Director then such act shall be invalid unless subsequently ratified.
- 18.27 If a question arises at a meeting of directors or at a committee meeting as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting whose ruling in relation to that director, other than himself, shall be final and conclusive.
- 18.28 Permanent Representative
- 18.28.1 Following appointment to the Board of Directors, except for the case of the independent administrators appointed *ad personam*, each director shall in turn appoint its Permanent Representative to represent it on the Board of Directors. Such appointment shall be notified in writing given to the chairman of the Board of Directors giving full details (the name and address, electronic address, contact telephone numbers and such other particulars as the Association may require) of its duly authorised representative. Except in case of independent administrators, any director of the Board of Directors may replace its Permanent Representative upon not less than two (2) business days notice in writing given to the chairman of the Board of Directors before the date of the next Board of Directors meeting. This replacement person has nevertheless to be accepted by the Board of Directors, which can vote by simple majority of its members. Other changes to the particulars supplied to the Association in respect of a Permanent Representative shall be communicated from time to time by the said Permanent Representative to the chairman of the Board of Directors. A Permanent Representative shall cease to be a Permanent Representative if his appointer ceases to be a director. However, if a director retires by virtue of Article 18.4 (retirement at the Annual General Assembly) but is reappointed or deemed to have been reappointed at the Annual General Assembly at which he retires, any appointment of a Permanent Representative, which became in force prior to the retirement of the director making the appointment, shall continue to be valid after his retirement.
- 18.28.2 A director of the Board of Directors shall always act through its Permanent Representative whereas the Board of Directors shall also act through the Permanent Representative when approaching the director.
- 18.28.3 A Permanent Representative can be expelled in circumstances where the Permanent Representative commits an act which is seriously in conflict with the interests of the Association. Expulsions shall be pronounced by the Board of Directors acting with a majority of two thirds (2/3) of all directors (entitled to attend and vote) on the basis of a motion moved by the Board of Directors but only after having heard the Permanent Representative whose expulsion is sought. The pronouncement shall be communicated in writing to the Permanent Representative concerned and the director represented. Neither the affected Permanent Representative nor the relevant director shall have the right to attend



any Board of Directors meeting in connection with any proceedings contemplated under this sub-Article and shall not be entitled to vote on any resolution in connection with any proceedings contemplated under this sub-Article.

If an expulsion resolution is passed the relevant director (whose Permanent Representative has been expelled) shall elect a replacement Permanent Representative upon not less than two (2) business days notice in writing given to the chairman of the Board of Directors before the next Board of Directors meeting. The chairman of the Board of Directors shall communicate in writing the replacement nomination to all other directors of the Board of Directors.

18.29 No director of the Board of Directors shall be eligible to attend or vote at meetings of the Board of Directors if either

18.29.1 The director:

i) has not been admitted as a Member

ii) does not continue to be a Member; or

iii) has not paid its contribution in accordance with Articles 5 and 8 and has not subscribed to one ordinary share or does not continue to validly hold one ordinary share.

18.29.2 The director, as a Member, is subject to any of the proceedings under Article 8 (“Expulsion”).

These provisions do not apply to Independent administrators.

## CHAIRMAN

18.30 The Board of Directors shall elect one amongst themselves as a chairman in the first Board meeting held after the Annual General Assembly for a the term enduring until the close of the following Annual General Assembly, where after, if re-appointed as a director (deemed or otherwise in accordance with these Articles), and if willing to act, he shall continue as Chairman until the first Board meeting held thereafter in which he shall be eligible for re-election by the Board of Directors.

18.31 The Board of Directors may at any time by two-thirds (2/3) majority vote remove the chairman of the Board of Directors from that office whereupon they shall elect a replacement chairman.

18.32 The Board of Directors may appoint two vice-chairmen and a treasurer from amongst themselves to assist the chairman in his/her tasks and represent him/her when necessary.

- 18.33 Subject to Article 18.35, the director so appointed as chairman under Article 18.31 shall preside as chairman at every meeting of directors at which he is present.
- 18.34 The chairman of the Board of Directors or in his/her absence some other director nominated by the chairman shall preside as chairman of the meeting, but if neither the chairman nor the other director (if any) be present within one (1) hour from the beginning of the meeting or are not willing to act as chairman, then the directors present may, for the sole purpose of that meeting, elect one amongst themselves to be chairman.
- 18.35 The chairman may, with the consent of the Board of Directors (and shall if so directed by the Board), adjourn the meeting from time to time and from place to place, but no business shall be transacted at this adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen (14) days or more, at least seven (7) days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
- 18.36 The chairman of the Board of Directors may empower one or more directors of the Board of Directors to monitor closely the operations of the Association and to assist the Director when required.
- 18.37 In these Articles where it is stated an act is to be taken by the chairman of the Board of Directors (including but not limited to the service of any notice) such act shall be taken:
- 18.37.1 by the chairman or by the person to whom the chairman shall have delegated such an act pursuant to these Articles; or
  - 18.37.2 in the absence of such chairman delegation of the act by the chairman pursuant to these Articles, the act may be taken by the vice-chairman; or
  - 18.37.3 in the absence any appointment of a vice-chairman then the act may be taken by any other director.
- 18.38 The Board of Directors shall be entitled to invite any persons it chooses to its meeting.
- 18.41 No invitee to the Board of Directors meetings shall be entitled to vote at the meetings.
- 18.42 Each director of the Board of Directors (through its Permanent Representative) may confer on another director of the Board of Directors, by letter, fax or e-mail, a power to speak and vote on his/her behalf at any meeting, which its Permanent Representative is unable to attend. A director of the Board of Directors may hold more than one such instrument of proxy.

## **ARTICLE 19 BOARD OF DIRECTORS' POWERS**

- 19.1 The Board of Directors shall have all powers not expressly reserved by law or (if applicable) by these Articles to the General Assembly (*inter alia* including but not limited to the co-sharing of all the powers of Director expressly conferred in these Articles and/or the Internal Governance Rules). The powers given by this Article shall not be limited by any special power given to the Board of Directors by these Articles whereas a meeting of the Board of Directors at which a valid quorum is present may exercise all powers exercisable by the directors.
- 19.2 Board of Directors shall establish strategic guidelines and directives for the Directors.
- 19.3 The following powers shall be those of the Board of Directors exclusively, and shall not belong to the General Assembly nor to the individual directors (unless expressly stated herein to be “without prejudice” to the rights of others):
- 19.3.1 Admission of new Members (subject to the provisions of Article 6 (“Membership”)), the expulsion of Members (subject to the provisions of Article 8 (“Expulsion”)) and the expulsion of Permanent Representatives (subject to the provisions of Article 18.29).
  - 19.3.2 Proposals to modify the Articles and/or the Internal Governance Rules without prejudice to the rights of the Members in Article 13.
  - 19.3.3 All matters relating to the annual fees in respect of Members, *inter alia*, the setting of fees and the application of any discount.
  - 19.3.4 Borrowing not provided for in the annual budget.
  - 19.3.5 Granting of guarantees not provided for in the annual budget.
  - 19.3.6 Appointment and removal of the Director (this power shall not be delegated).
  - 19.3.7 Approval of the level of remuneration of the independent administrators.
  - 19.3.8 Approval of annual business plans, work plans and budgets.
  - 19.3.9 Capital expenditure not expressly provided for in the annual budget.
  - 19.3.10 Contracts outside the ordinary course of business (or in which one of the Members is also a party).
  - 19.3.11 Recommendations and policy statements made in the name of the Association.
  - 19.3.12 Establishment of the agenda for General Assembly meetings without prejudice to the rights of the Members in Article 14.3.
  - 19.3.13 The power to adopt and/or amend and/or replace any Internal Governance Rule, subject to Article 19.6.
  - 19.3.14 Authority to represent the Association in respect of third parties. This power will mainly be reserved for the Chairman, who can delegate it to one or both Vice-Chairmen, any member of the Board of directors or any member of the Association. The Board of Directors shall ensure that no one can represent the Association and speak on its behalf without its prior consent.
- 19.4 In exercising its powers the Board of Directors shall act by board resolution only in accordance with the provisions of these Articles and no director or directors of Board

Directors may exercise any power on behalf of the Board of Directors except to the extent such power is specifically delegated to director or directors pursuant to Article 19.7.

- 19.5 Each director of the Board of Directors shall have the right to access of all records and accounts of the Association, to require that all assets of the Association be demonstratively proven, and the right to access to all premises and buildings used by the Association.
- 19.6 The Board of Directors may adopt, amend or replace any Internal Governance Rule but only if two-thirds (2/3) of those who are entitled to attend and to vote are present or represented and only then provided that two-thirds (2/3) of such directors vote for the adoption, amendment or replacement, and only then provided further that the proposed adoption, amendment, replacement has expressly been indicated in the notice calling the Board of Directors meeting.

### **DELEGATION OF DIRECTORS' POWERS**

- 19.7 Acting by two-thirds (2/3) majority vote of all those entitled to attend and to vote, the Board of Directors may, by board resolution, delegate special and well determined powers to any committee consisting of one or more directors or to any individual director. Any such delegation shall be specifically expressed in writing and may be made subject to any conditions the Board of Directors impose and may be revoked or altered by the Board of Directors acting by simple majority vote at any time. Besides any such condition, the proceedings of a committee consisting of two or more members shall be governed by the Articles regulating the proceedings of directors so far as they are capable of applying.

### **ARTICLE 20 POSITION OF OFFICE**

- 20.1 Where any Member (not being an individual) holds a position of office under these Articles (except for the position of Director which is a position held individually and in an individual capacity and not by any Member), that position of office shall belong to the Member and not to the individual the Member chooses to represent it.
- 20.2 Where any Member holds a position of office under these Articles, the Member shall communicate to the chairman of the Board of Directors by a written notice which individual employee shall represent it in that position of office and, except if otherwise provided for by the Board of Directors, each Member shall assume the costs and expenses of the individual they appoint to the position of office.
- 20.3 Where any Member holds a position of office under these Articles, that Member shall not cause a third party to represent it in that position of office who is not either an employee of its organisation or, in the case of an Associate member, an individual member of its association.
- 20.4 The Members holding a position of office under these Articles shall cause the individuals belonging to their organization and representing the said Member to comply with said Articles and Internal Governance Rules referred to in Article 32.

## ARTICLE 21 DIRECTOR

- 21.1 The Association shall be managed by a Director, following strategic guidelines and directives received from the Board of Directors, complying with all decisions taken by the Board of Directors and with all directives issued by the Board of Directors.
- 21.2 The Director shall be appointed by the Board of Directors for a term of two years and may thereafter be eligible for re-appointment.
- 21.3 If at any time the Director shall become vacant – by virtue of resignation or otherwise – then the Board of Directors shall meet and appoint a new Director for a term of two years and who thereafter may be eligible for re-appointment.
- 21.4 The Director may be suspended or removed at any time by the Board of Directors.
- 21.5 Unless the Board of Directors otherwise decides, the Director shall be entitled to attend and speak at all meetings of the Board of Directors. However, the Director shall not have any right to vote thereat.
- 21.6 The Director shall be an individual nominated *ad personam* except when an individual is appointed as Director after being seconded to that position by a Member and whilst still, in law, being an employee of a Member and receiving employment benefits (including salary) from that Member.
- 21.7 The position of Director shall be, whereas possible, fully funded and expensed by the Association for the time agreed between the Board of Directors and the Director that the latter shall devote to the Association, or, in the case of a secondment to the Association, for the time agreed between the Board of Directors and the relevant Member (of which the Director is an employee) that the Director shall devote to the Association.

## ARTICLE 22 DIRECTOR POWERS

- 22.1 Subject to these Articles and the Internal Governance Rules, the Director shall have all the power of daily management and administration of the Association apart from those tasks exclusively reserved to the General Assembly and/or to the Board of Directors by these Articles or by the Internal Governance Rules.
- 22.2 Subject to these Articles and to the Internal Governance Rules, the Association shall be validly represented by its Director, irrespective of whether in or out of Court, and in private or public deeds.

- 22.3 In the event the Director is temporarily absent or temporarily unable to act, then the Board of Directors may appoint a substitute or substitutes for him, and the substitute so appointed shall be temporarily entrusted with the management of the Association.
- 22.4 The Director shall in all respects comply with these Articles and the Internal Governance Rules.
- 22.5 The Director shall ensure that the registers dealing with membership, finances and statutory affairs (including Board members meetings) are kept up to date (with full particulars thereof for inspection by any Member and/or director).

## **F. MISCELLANEOUS**

### **ARTICLE 23 AUDITORS**

- 23.1 The Association shall be audited by one external auditor, appointed by the General Assembly for a term of three years.
- 23.2 The external auditors may be changed at any time by the General Assembly for just causes.

### **ARTICLE 24 FINANCIAL YEAR**

- 24.1 The financial year shall commence on January 1 and end on December 31 of each year.

### **ARTICLE 25 ACCOUNTS**

- 25.1 At the end of each financial year, the Board of Directors draws up the inventory, the balance sheet, the profit and loss-account and its annexes. These shall be submitted to the approval of the General Assembly after review by the external auditors.

### **ARTICLE 26 ACCOUNTS APPROVAL**

- 26.1 All those entitled to receive notice of the Annual General Assembly shall receive the Management report of the Board of Directors and Annual General Assembly shall decide upon the approval of the annual accounts.
- 26.2 After approval of the annual accounts, the Annual General Assembly shall discharge of the Board of Directors in that regard.
- 26.3 The annual accounts may be sent to the responsible Belgian authorities within thirty days of their approval by the Annual General Assembly.

## **ARTICLE 27 DISSOLUTION**

27.1 In addition to dissolution by law, the Association may be dissolved by a decision of the General Assembly.

## **ARTICLE 28 LIQUIDATION**

28.1 Where the General Assembly appoints one or more liquidators it shall also determine their powers, the method of liquidation and their compensation.

28.2 If no liquidator has been appointed the Board of Directors shall be responsible for the liquidation.

28.3 After collection of all monies due and the payment of all debts (including the proportional reimbursement of unspent annual fees to the Members (calculated at a daily rate), the balance will first be used for repayment of the contributions.

28.4 The balance will be distributed on a proposal from the General Assembly to a non-profit organisation active in the field of road transport, road safety or road security.

## **ARTICLE 29 CONFLICT OF LAWS**

29.1 If any of the provisions of these Articles shall be in conflict with Belgium law, the Belgium law shall prevail over the conflicting provisions whereas the remaining Articles and/or sub-Articles shall remain in full force and effect.

29.2 The parties, present or represented as mentioned above, hereby declare their intention to gather in an extraordinary General Assembly meeting and unanimously take the following resolutions.

## **ARTICLE 30 NOTICE**

30.1 In these Articles where it stated notice is to be given to the chairman of the Board of Directors then, in the following order, notice shall be deemed validly served if:

30.1.1 served on the chairman of the Board of Directors at the registered office of the Association and marked for the attention of the “chairman to the Board of Directors”;

- 30.1.2 in the absence of such appointment of a chairman to the Board of Directors, served on the vice-chairman at the registered office of the Association and marked for the attention of the “vice-chairman to the Board of Directors”;
- 30.1.3 in the absence of such appointment of a vice-chairman to the Board of Directors, notified to any director at the address of its Permanent Representative (as listed in the register of Permanent Representatives) and marked for the attention of the Permanent Representative of the relevant director with copy served at the registered office of the Association and marked for the attention of the “Director” of the Association.
- 30.2 In these Articles where it is stated that notice is to be given to the Director of the Association then notice shall be deemed validly served if served at the registered office of the Association and marked for the attention of the “Director” of the Association regardless whether or not such Director is in office at the time of service.
- 30.3 Any notice to be given to or by any person pursuant to the Articles (other than a notice calling a meeting of the directors) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In this Article, “address” includes any number or address, whether email address or ordinary, used for the purposes of such communications.
- 30.4 The Association may give any notice to a Member either personally or by sending it by post in an envelope addressed to the Member at its registered address or by leaving it at that address or by sending it by e-mail to an address for the time being notified to the Association. In this Article, “address”, includes any number or address whether email address or ordinary, used for the purposes of such communications.
- 30.5 A Member present, either in person or by proxy, at any meeting of the Association shall be deemed to have received notice of the meeting when the purposes for which the meeting is called are brought to the knowledge of that Member.

## **ARTICLE 31 GROUP VOTING RULES**

- 31.1 The voting rights of Members of the same group (regardless of the number of members in this Group; whereby the Group could be any legal entity, public or private;) will be strictly in accordance with Group Voting Rule referred to in this section.
- 31.2 Group Voting Rules:



- 31.2.1 Members of a Group shall notify in writing the Chairman of the Board of the Directors of their membership in a group.
- 31.2.2 When two or more members belong to a group, each member of this group has the number of votes equal to the number of votes attached to its shares, divided by the total number of Members in that Group.
- 31.2.3 Members belonging to a Group shall appoint among themselves all those who shall be entitled to vote on their behalf and on behalf of the Group in the General Assembly, and the Group shall notify in writing of any such appointment (or any subsequent changes in this regard) to the Chairman of the Board of Directors.
- 31.2.4 The Representative of the Group shall be entitled to exercise the reallocated voting rights or rights (calculated in accordance with the provisions of Article 31.2.2) on behalf of all the Members of the Group. The Representative of the Group shall also be entitled to appoint a representative in accordance with Article 31.2.3.
- 31.2.5 Where appropriate, in order to determine if a quorum is valid, only the Group Representative will be taken into account to the exclusion of all other members of the same group.

Where appropriate, in order to determine if a valid quorum has been achieved, the same rule as that of Article 31.2.2 shall prevail.

## **ARTICLE 32 INTERNAL GOVERNANCE RULES**

- 31.1 The Association shall be also governed by complementary Internal Governance Rules, to be adopted by the Board of Directors
- 31.2 Internal Governance Rules shall be made available only to Members upon terms of strict confidentiality.

## **ARTICLE 33 LANGUAGE OF THE ARTICLES AND OF THE ASSOCIATION**

- 33.1 These Articles are originally written in French. At all times the Association shall maintain an English version of the Articles and of the Internal Governance Rules.
- 33.2 To the extent permitted under Belgian law, any meeting referred to in these Articles, expressly or otherwise, shall be conducted in the English language unless those eligible to vote and either in attendance or represented agree unanimously otherwise.
- 33.3 Any agenda circulated by the Association, any resolution passed or any decision taken in any meeting referred to in these Articles, expressly or otherwise, shall be written in English and may be translated into French at the request of a Member of the Association.

## **ARTICLE 34**

34.1 Anything that is not provided in these Articles and publications to appear in the Annexes to the Belgian Official Gazette, shall be settled in accordance with the provisions of Title III of the Belgian law of 27 June nineteen hundred and twenty-one on the non-profit associations, international associations and non-profit foundations.

## ARTICLE 35 GLOSSARY

“Annual General Assembly”	means an annual General Assembly convened in accordance with the provisions of these Articles.
“Establishing Statutes”	mean these Statutes (as amended from time to time in accordance with the provisions of these Articles).
“Associate Member”	means a Member from an Association, or more generally, an organisation representing sectorial interests, being intended that the concerned association represents the interests of its own members.
“Authorised Representative”	means an individual person appointed by each observer member to act as its authorised representative to represent it as a Member and which individual person, in the case of a core Member or of an Associate Member, shall be an employee of the relevant Member, or, in the case of an Associate Member, an individual holding a position of office in the Board of Directors of the Association.
“Board of Directors”	means the Management Board of Directors of the Association.
“Extraordinary General Assembly”	means an extraordinary General Assembly convened in accordance with the provisions of these Articles.
“European Economic Area”	refers to all countries within Europe whether or not member states of the European Union.
“General Assembly”	means an “Annual General Assembly and/or an “Extraordinary General Assembly” (as defined in these Articles).
“Independent Administrator”	means an administrator that is not, <i>strictu sensu</i> , employee of any Members of the Association and seats at the Board of directors for his/her expertise in the activity domains of the Association, and authorised for that by a national administration.

“Insolvency Event”	means the appointment of a receiver, liquidator, administrative receiver or administrator or the passing of any resolution for the appointment of such person, or the passing of members’ or creditors’ voluntary winding up resolution.
“Internal Governance Rules”	means the internal governance rules referred to in Article 32 as amended from time to time in accordance with the provisions of these Articles).
“Member”	means a shareholder in the Association and who shall have been admitted as a Member by the Board of Directors and the term “Membership” shall be construed accordingly, and, where applicable, in the case of a Observer Member or an Associate Member, the term “Member” shall be deemed to include its duly Authorised Representative.
Core Member	means a member representing a national authority
Observer Member”	means a member having a commercial or industrial activity, developed directly and not through its participation as member within an Associate Member.
“Permanent Representative”	means an individual person appointed by each director of the Board of Directors to sit as its permanent representative to represent it on the Board of Directors and which individual person, in the case of an Observer Member, shall be an employee of the relevant director of the Board of Directors, or, in the case of a director of the Board of Directors being an Association, an individual holding a position of office in the Board of Directors of the Association.
“Public Holiday”	means any national public holiday in Belgium.