

# STATUTES

## European Federation for the promotion of inland navigation

### | Section I: Form, Aim, Denomination, Registered Office, Duration, Activities

#### Article 1: Form

The Federation is regulated according to Heading II of the Belgian Law of 27 June 1921 on non-profit-making associations, international non-profit-making associations and foundations. It is an international non-profit-making association.

#### Article 2: Aim

The aim of the Association is to promote transport by waterways, and it can carry out all forms of connected activity in this field, such as:

- studying general questions relating to transport by navigable routes, through the creation of a joint platform for the exchange of experience and research and co-operation between the various national bureaux or promotional offices;
- ensuring the exchange of information, studies, research and opinions amongst its members;
- representing the cause of transport by waterways with a view to promoting it without prejudice to the scientific and educational nature of the Association before the institutions of the European Union, most notably the Parliament, the Council of Ministers, the Commission, the Economic and Social Committee and the Regions Committee, as well as before the national and international organisations addressing transport issues, most notably the European Transport Ministers Conference, the United Nations Economic Commission for Europe, the Central Rhine Navigation Commission and the Danube Commission;
- promoting transport by waterways and the flexibility of such routes and their place in the national and international economy, to the public (citizens, MPs, environmental bodies, teachers, users and the mass media), and to national and international organisations, for example by joint advertising or publications with the objective of informing groups of potential users of the potential and advantages of navigation within Europe.

#### Article 3: Denomination

The Association's name is the "European Federation for the promotion of inland navigation". The Association shall also be known as "Inland Navigation Europe" or abbreviated as "INE".

#### Article 4: Registered Office

The Registered Office of the Association is located at Koning Albert II-laan 20, 1000 Brussels. This Registered Office may be transferred to any other location within Belgian territory by simple decision of the Board of Directors. Transfer of the Registered Office shall be published in the annexes to the Moniteur Belge within one month.

### Article 5: Duration

The duration of the Association shall be unlimited.

### Article 6: Activities

For the purposes listed in Article 2, the Association may in particular:

- inform international and in particular European institutions in a comprehensive manner about the performance and potential of inland navigation;
- develop extensive synergies between members and with organisations having similar goals;
- reinforce the public relations and information work of the existing national and regional inland navigation organisations.

## Section II: Members of the Association, contributions, financial contributions, sanctions

### Article 7: Members

The number of members shall be unlimited. The signatory founders shall be the first members.

1. The Association consists of:

- Effective members, namely individual persons or national or regional organisations for promoting transport by navigable routes constituted legally according to the laws and practices of their country of origin with the aim of promoting inland waterways transport. They shall pay an annual contribution to be fixed by the General Assembly, and may attend the General Assembly with voting rights.
- Executive members, namely individual persons or national or regional organisations for promoting transport by navigable routes constituted legally according to the laws and practices of their country of origin with the aim of promoting inland waterways transport. They shall pay an annual contribution to be fixed by the General Assembly, and may attend the General Assembly with voting rights. They are member of the Executive Committee.
- Corresponding members, namely individual persons or legal entities constituted legally according to the laws and customs of their country of origin and having a specific area of scientific skill, such as waterway transport businesses, scientific and technical institutions, and organisations involved in exploiting waterway transport resources. They shall pay an annual contribution to be fixed by the General Assembly, and may attend the General Assembly in a consultative capacity.
- Beneficiary members, namely individual persons or legal entities constituted legally according to the laws and practices of their country of origin and able to provide financial aid to the Association in the fulfilment of its objectives, most notably through the payment of a specific annual contribution to be fixed by the General Assembly. They may attend the General Assembly in a consultative capacity.
- Honorary members, namely individual persons or legal entities constituted legally according to the laws and practices of their country of origin, nominated by the General Assembly for having rendered services to the Association or to the cause of promoting transport by waterways. They shall be exempt from paying contributions and may attend the General Assembly in a consultative capacity.

2. Admission of an effective member shall be decided by the General Assembly on the basis of a proposal voted by a two third majority from the Board of Directors. Admission of a corresponding, beneficiary or honorary member shall be decided by the Board of Directors.
3. In order to confirm their admission, new members shall pay their contribution (with the exception of honorary members, who are exempted) and sign a membership form, thus implying that they shall respect not only the statutory provisions but also the provisions of any internal rules and subsequent alterations thereto.
4. Any member may resign by advising the Board of Directors in writing not less than *ten* months before the end of the current financial year. Such resignations shall become effective at the end of the fiscal year. Any member failing to pay their annual contribution within three months of the request for payment shall *ipso iure* be dismissed from the Association. Any person given a mandate by an organisation to represent it before the Association, and leaving the said organisation, shall considered to be no longer mandated before the Association.
5. The exclusion of a member may be pronounced by the General Assembly ruling with a majority of two thirds of the votes effectively represented, when it appears that the member has not complied with the statutes. A member may only be excluded after being informed of the reasons for its exclusion in a letter sent by the secretariat, at least three months before the date of the General Assembly called on to pronounce in this regard, and after being given a chance to defend itself prior to or at the General Assembly.
6. Members who resign or are excluded shall have no rights to the Association's funds; their contribution for the current fiscal year shall remain due and not be reimbursed.
7. All members of the Association may pay voluntary financial contributions to the Association.

### **Section III: Resources and ownership**

#### **Article 8: Resources**

1. With a view to covering the Association's costs, the members shall pay a contribution. The contribution payable by effective, corresponding and beneficiary members shall be fixed annually on the basis of the budget decided by the General Assembly.
2. Other resources may arise from gifts, grants, payment for services rendered or works carried out by the Association, investment income or any other source that complies with the law.

#### **Article 9: Ownership**

Members shall remain the owner of any fixed or moveable property they make available to the Association, unless specified otherwise.

#### **Article 10: Budgets and accounts**

The fiscal year shall commence on 1 January and end on 31 December of each year<sup>1</sup>. Reports for the last fiscal year shall be communicated by the Board of Directors to the General Assembly each year.

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<sup>1</sup> Modified on 22/4/14 – originally “1 October and end on 30 September of each year”

For each fiscal year, the Board of Directors shall compile a budget and a plan of action, which it shall present to the General Assembly.

#### **Section IV: Executive bodies and administration**

##### **Article 11: Executive bodies**

The Association shall be managed and administered by the Board of Directors and the General Assembly.

##### **Article 12: Ordinary General Assembly**

1. The General Assembly shall consist of all the members, and shall be presided over by the President of the Board of Directors.
2. The General Assembly shall convene at least once per year, at the location and on the date specified by the Board of Directors. An extraordinary General Assembly may be convened if the Board of Directors so decides, or if at least one third of the effective members so request in writing.  
The invitations and agenda shall be sent to the members by the Board of Directors, at least one month in advance.
3. The General Assembly shall be competent for the purposes of:
  - modifying the statutes
  - nominating and dismissing directors;
  - approving the annual budget and the accounts;
  - issuing a discharge of the directors;
  - dissolving the Association.
4. Any effective member may be represented at the General Assembly by another member. No member may however carry more than two powers of attorney.
5. Effective and executive members shall carry voting rights in the General Assembly; each member shall carry one vote. The General Assembly may only deliberate legitimately if at least one half of the effective members are present or represented. In order to be valid, decisions taken must benefit from an absolute majority of effective members present or represented, unless otherwise determined by Belgian law.
6. Corresponding, beneficiary and honorary members shall act in a consultative capacity at the General Assembly; each member shall carry one vote. Members with consultative powers shall be competent for the purpose of nominating and dismissing observers with the Board of Directors.
7. A register containing the names of members and their date of joining or leaving the Association shall be kept at the registered office.
8. A report shall be compiled at each General Assembly, containing the date of the said meeting, the agenda, the number of votes present or represented, and the result of any deliberations (votes for, votes against and abstentions). These reports shall be preserved at the head office in a register specifically created for the purpose.

9. The General Assembly shall elect persons to sit on the Board of Directors and to be deputies from amongst the representatives of the effective members.

#### Article 13: Board of Directors

1. The Association shall be administered by a Board of Directors consisting of at least three representatives. All the members of the Board of Directors, and their deputies, shall be individual persons. They shall fulfil their duties without payment, and at least one Director shall be of Belgian nationality.
2. The mandate for a member of the Board of Directors shall last for two years, and may be renewed for further periods of two years.
3. Executive members of the Board of Directors shall elect amongst themselves a President, at least one Vice-President, a Secretary and a Treasurer. Together they constitute the executive committee.
4. The mandates of the President, Vice-President, Secretary and Treasurer shall last for one year and may be renewed for further periods of one year. If the President resigns before his mandate expires, or is no longer able to fulfil the mandate, the Vice-President shall act as President until a new President is elected; the election must be organised without delay. If both the President and the Vice-President resign before the expiry of their mandates, or are no longer able to fulfil the mandates, the oldest of the directors shall act as President until a new President and Vice-President are elected; the election must be organised without delay. For other vacancies, the Board shall provide temporary replacements for its members, the definitive replacements being appointed at the next General Assembly.
5. The Board of Directors shall meet at least twice a year, at a location and on a date it will determine. Invitations to meetings shall be sent at least one month in advance by the secretariat. The Board of Directors shall only meet legitimately if one half of members are present or represented.
6. The Board of Directors shall rule by an absolute majority of the votes of those present or represented. In the event of a tied vote, the President shall have the casting vote. Executive members shall not be necessarily bound by the deliberations of the Board of Directors.
7. The observers shall have consultative powers on the Board of Directors, and shall carry out all their services free of charge. The number of observers shall be specified by the Board of Directors.
8. The Board of Directors may set up work groups responsible for examining specific issues. After the completion of its work, the work group shall submit the results to the Board of Directors.
9. A register containing the dates of meetings of the Board of Directors, the names of members present, their deputies and the result of votes (votes for, votes against and abstentions) shall be kept at the registered office.
10. Nominations, dismissals, removals from office and resignations shall be published in the annexes to the Moniteur Belge within one month.

#### Article 14: Competence of the Board of Directors

1. Subject to the approval of the General Assembly, the Board of Directors shall have all powers to manage and administer the Association. The Board may delegate certain of its powers to one or more of its members.
2. In particular, the Board of Directors shall be competent to:
  - a. specify the position of the Association;
  - b. decide on requests or suggestions to be sent to institutions or political authorities;
  - c. draw up the annual budget plan, including the total value of contributions, and submit it to the General Assembly;
  - d. authorise the Association's membership of a union or federation.
3. The institution of legal proceedings or any other initiative helpful in defending the interests of the Association, any acts that commit the Association in any way are, unless special dispensation is granted, signed by the President or his delegate and by another member of the Board of Directors. Legal action, either as a plaintiff or as a defendant, shall be monitored by the President of the Board or a member nominated by him for this purpose. All members of the Board shall have the same rights and duties, subject to the foregoing.

The President shall be competent to regulate correspondence.
4. The Executive Committee shall manage all daily business activities and administrative issues (staff, financial administration, taxes, ...).
5. For certain tasks or actions, the Board of Directors may delegate its competence to one of the directors or even to another person, who may or may not be a member of the Association.

#### Article 15: Internal regulations - secretariat

The Board of Directors shall be the subject of an internal regulation.

#### Article 16: Extraordinary General Assembly

1. The General Assembly shall be deemed extraordinary when it rules on any modification to the statutes. It may decide to dissolve the Association and distribute its assets, or merge it with any other association with the same objective.
2. All proposals for modifications of the statutes or the dissolution of the Association must be issued by the Board of Directors or at least one quarter of the Association's effective members. Such a proposal shall be communicated to all the effective members by the Board of Directors at least one month before the date of the General Assembly called to rule upon it.
3. The statutes may only be legitimately modified if two thirds of the effective members are present or represented. However, if the General Assembly does not bring together two thirds of the effective members present or represented, a new General Assembly shall be convened under the same conditions as the first meeting and shall rule legitimately and definitively regardless of the number of members present or represented.

In order to be valid, decisions taken must benefit from a two-thirds majority of the effective members present or represented.
4. In accordance with Article 50 § 3 of the Belgian Law of 27 June 1921 on non-profit-making associations, international non-profit-making associations and foundations, any modification of the dispositions provided for by Article 48, alinea 1°, 2° of the same Law is subject to approval by

Royal Decree and other modifications of the statutory dispositions provided for by Article 48, 5° and 7° are registered by legal deed, and all modifications of the statutes shall be published in the annexes to the Moniteur Belge.

5. In the event of dissolution, the General Assembly shall determine the methods and details for dissolving the Association.

The General Assembly may decide on the fate of the assets and securities held by the dissolved Association after liabilities have been discharged, and may assign these assets to a non-profit-making organisation with aims similar to those which were the basis constituting the Association.

Following dissolution, net assets may only be granted to members in proportion to their contributions.

#### Article 17: General provision

Anything that is not provided for in the present statutes, and in particular regarding publication in the Moniteur Belge, shall be governed in accordance with the provisions of the Belgian Law of 27 June 1921 on non-profit-making associations, international non-profit-making associations and foundations.

*Note : this document is the unofficial translation of the original text in French, as published in the Moniteur Belge on 14 December 2012, and modified on 22 April 2014 (fiscal year)*