

International Non-profit Association

“Association Européenne de Logistique”,
“European Logistics Association” in English,
“ELA” in abbreviated form

STATUTES

Article 1. Name and location:

The name of the Association is "Association Européenne de Logistique", in French, "European Logistics Association", in English and "ELA", in abbreviated form.

The Association was founded in 1984 and is registered in Brussels, Belgium at the Ministry of Justice as an international non-profit Association, subject to and in accordance with the Belgian law of 27 June 1921 concerning non-profit-making associations, international non-profit-making associations and foundations.

The Registered Office of the Association is established at 19 Avenue des Arts, B-1210 Brussels. The Registered Office may be transferred to any other location in Belgium upon decision of the Board of Directors, provided that the change is promulgated in the annex of the Belgian Official Journal and communicated to the Public Service of the Federal Justice Department within one month of the decision.

Article 2. Objectives:

The objective of the Association is to promote co-operation among institutions and associations in the field of logistics in Europe by the:

- 2.01 Promotion of the exchange of experience, best practice, and information between its members.
- 2.02 Allocation and realisation of projects in the field of basic and applied research in Logistics. When required, projects initiated independently by national Associations can be coordinated by the Association;
- 2.03 Organisation of events, which benefit the objectives of the Association;
- 2.04 Support of educational developments, cooperation, and activities designed to advance the practice of the logistics profession in Europe to European standards;
- 2.05 Publication of studies, research findings and recommendations;
- 2.06 Development of European guidelines, directives and recommendations, to establish high standards in European logistics;
- 2.07 Publication of journals and other documents appertaining to logistics;
- 2.08 Representation of the professional interests of logistics professionals in Europe to the European Union and other European organizations;
- 2.09 Establishment and the promotion of European standards for assessment and certification in Logistics.

Article 3. Membership:

There are four categories of Association membership:

3.01 Full Members

Full Members are non-commercial institutions, associations and other bodies, which represent individual or corporate members involved in Logistics.

3.02 Affiliates

Affiliates are organizations active in the field of Logistics with whom the Association has reciprocal arrangements, for the exchange of information, literature, etc.

3.03 Fellows Members

Fellow Members are individual academics or experts specializing in logistics, proposed to the General Assembly, through the Board by the Research Committee, in recognition of their contribution as individuals in developing the body of logistics knowledge.

3.04 Honorary Members

Honorary Members are persons who have made an exceptional contribution to the development of the Association.

Article 4. The Structure of the Association:

The Association is composed of:

- the General Assembly;
- the Board;
- the Executive Committee;
- the Secretariat Office;
- the Operational Committees and other Working Groups.

4.01 The General Assembly is the supreme authority of the Association and consists of all the members. It is chaired by the President.

4.02 The Board, consisting of up to 15 members (including the members of the Executive Committee), is responsible for the preparation of all strategy and policy matters of the Association. It reports to the General Assembly and is chaired by the President.

4.03 The Executive Committee is responsible to the Board for the execution of its decisions, and for the financial affairs of the Association. It consists of:

- a) the President
- b) 3 Vice-Presidents of whom one can be the Past President depending on the term
- c) the General Secretary
- d) the Treasurer
- e) Chair of the European Certification Board for Logistics
- f) the Executive Officer (without voting rights)

These eight members constitute the executive core and meet not less than 4 times a year.

4.04 **The Secretariat Office** carries out the day-to-day business of the Association. The General Secretary is responsible for its operation.

4.05 **The Operational Committees and other Working Groups**

Committees and Working Groups may be established by the Board as deemed necessary to realise the objectives of the Association. All Committees and Working Groups report to the Board who also may authorise the publication of their work results.

Working Groups are established from time to time to deal with specialised subjects or for networking purposes.

The Chairs of the Committees, and of the Working Groups, are appointed by the Board and preferably recruited from Board Members. The Chair of the EU Relations Committee should be the President or one of the Vice-Presidents.

The European Certification Board for Logistics (ECBL) is an independent International not for profit organisation under Belgian law. They are the custodians of the ELA standards and operate under the license of the European Logistics Association.

Article 5. Membership Procedures:

5.01 Introduction

The different types of membership are defined in the Statutes. This Article describes the procedures for nomination.

5.02 Full Members

A proposal for full membership can be made by any person representing the applying association, or a person of a member association authorised to represent the applying association.

The applying association fills out the “Full Membership Application Form” and sends this to the Secretariat at least eight weeks before a meeting of the Board takes place. The General Secretary will put the application on the agenda. If appropriate the application will be discussed with any existing member association(s) in the country of the candidate.

Under the provision of the General Assembly at the next Annual General Meeting, the Board can accept a new member association. In order to do this the Board has to verify that the application meets the criteria in the statutes. A simple majority in the Board (of the members being present) is required for acceptance. In case of a tie, the President has a decisive vote. The General Assembly will be informed by the Board about any new memberships at the following Annual General Meeting.

5.03 Affiliates

The application for affiliates must indicate the proposed reciprocal arrangements between the Association and the association applying. Such arrangements must be laid down in writing and signed by the secretary of both associations.

Proposals will be considered by the Board as a formal Agenda Item. The Board judges the application against the criteria in the Statutes for Affiliates. If voting is needed, or requested by a member of the Board, a decision is reached by simple majority.

5.04 Fellows Members

Proposals for Fellowship are made to the General Assembly, through the Board, by the Research Committee, stating the reasons for the nomination and following a similar process as that for Full members. The person nominated will not be present at any meeting for the agenda item to consider their nomination. The Secretariat will prepare a certificate that the President will officially hand over to the person concerned at a suitable occasion.

5.05 Honorary Members

Proposals for Honorary Members are made by any person who is an officer of the Association, (such as a Board Member) or who is authorised to make such a recommendation by a Full member to the General Assembly, through the Board, stating the reasons for the nomination, and following a similar process as that for Full members.

The proposal is to be submitted to the Secretariat in writing as confidential mail. The Secretariat will ask the opinion of the members of the Board by confidential mail. (If the person involved is a member of the Board, the management of his national association will be asked, and not the individual concerned).

If the Board Members are unanimous, a recommendation for Honorary Membership will be made to the General Assembly who will decide, usually at an Annual General Meeting. The person nominated will not be present at any meeting for the agenda item to consider their nomination. Voting in favour must be unanimous. The Secretariat will prepare a certificate, which the President will present to the person concerned on a suitable occasion.

Article 6. Membership admission and resignation procedures

6.01 Associations may apply for membership if they are sufficiently representative of Logistics of the professional logistics community in their home country.

In cases where a logistics association applies for full membership when there is already a Member Association in its country of origin, the existing Member Association will be consulted by the Board and asked for an official statement of approval or opposition. Should the existing Member oppose the proposal, the application needs a two thirds majority in the Board (of the members being present) to be accepted. In case of a tie, the President has a decisive vote.

6.02 New membership is effective as soon as payment of the membership fee has been received by the Association.

Full membership fees are due annually by 31 March of each year. New members pay a pro rata for the first year. Payment to be made within 30 days of invoice date.

In case of failing to so comply, the member's voting rights will be suspended until payment is received.

6.03 Members should be represented at the Association Meetings by delegates authorised to represent their Association and in a position to represent the Association in their parent Member Association.

6.04 Membership resignation:

Member Associations can resign by giving written notice, which, mailed by registered letter, must reach the Association three months before the end of the business year, 31 December.

6.05 Membership exclusion:

Members can be excluded from the association by a resolution of the General Assembly, carried by a two-thirds majority. When such a resolution is proposed, the member is entitled to represent its case to the General Assembly before decisions are taken.

Article 7. Membership Fee Structure:

The Board will review membership fees annually as part of the Associations budgetary process, and propose changes as necessary for the approval of the General Assembly.

7.01 **Full Members:** The annual membership fee is composed by a fix element at a common rate for all full members and a variable rate. The variable fee is based on the following calculation:

value 1 for each individual member of the full member

value 3 for each company member of the full member

value 30 for each federation member of the full member

the total amount of each of these values is the base to establish the variable fee.

The variable element is linked to the number of members, varying between the following limits:

- under 500 members
- between 501 and 1.000 members
- between 1.001 and 5.000 members
- between 5.001 and 10.000 members
- above 10.000 members

Both, the fixed fee and the variable fee will be decided every year during the General Assembly.

7.02 Young organisations (-5 years):

- Limited amount
- Limited period of time
- Lower threshold for entering ELA:
 - Y1 750 €
 - Y2 1150 €
 - Y3 2310 € (only fix rate 2013)
 - Y4 2310 € (fix and variable fee)
- Endorsed by email

7.03 For **Affiliates, Fellows, Honorary Members**, there will no annual fee charged.

Article 8. The General Assembly:

8.01 Powers and competence:

The Annual General Assembly, chaired by the President, will:

- accept the Minutes of the previous General Meeting and deal with any matters arising;
- discuss and approve the Accounts and the Balance Sheet presented on the Board's behalf by the Treasurer and, after hearing the Internal Auditors' report, give discharge to the Treasurer and the Board from their responsibility;
- discuss and approve the Budget for the following year presented on behalf of the Board by the Treasurer;
- agree the level of membership subscriptions for the following year, recommended by the Board;
- appoint two internal Auditors;
- deal with applications for membership;
- discuss and approve the Annual Report submitted by the General Secretary;
- carry out elections according to Article 5 of the Statutes;
- deal with any other business.

8.02 Meetings:

A statutory Annual General Assembly Meeting is held once a year and in any case not later than 18 months after the previous Annual General Assembly meeting. Other, Extraordinary, General Assembly meetings can be called by:

- Request of the Board, having passed a resolution for the same by a two thirds majority;
- Written request of more than one third of the members of the General Assembly.

8.03 Notice of each Meeting, including date and place, will be given at least six weeks before the Meeting. The Agenda and any document needed for the Meeting will be sent by mail to each member not later than two weeks prior to the date of the Meeting.

8.04 The decisions of the General Assembly Meeting will be placed on the records by the General Secretary and distributed to the members of the Association.

8.05 Voting rights:

8.05.1 Each full member (with fully paid-up status) is entitled to one vote at the General Assembly Meeting.

8.05.2 Affiliates have the right to participate in the discussions and formulation of policy, but have no voting rights.

8.06 Quorum:

- 8.06.1 For all General Assembly Meetings, the quorum will be the number of Members present, plus those represented by proxy. The General Assembly is entitled to make decisions if the quorum is more than half the number of members.
- 8.06.2 Each Delegate present at an (Annual) General Assembly Meeting of Members, representing a Full Member, is entitled to accept two proxy votes, i.e. may hold a maximum of 3 voting rights. The proxy may stipulate restrictive voting instructions.
- 8.06.3 If not otherwise stated in the Statutes, a resolution taken at the General Assembly Meeting can be passed by simple majority. In case of a tied vote the proposal is rejected.

Article 9. The Board:

- 9.01 Board Members are elected by the Annual General Assembly.

The President serves for a period of two years with the possibility of a re-election for one period of two years. All other Board Members serve for a period of two years with the option of unrestricted re-election for an unlimited number of periods of two years.

At the end of his/her term, the President can become Past-President for two years. The New President will be elected for a period of two years by the General Assembly. Only Vice-Presidents can be candidates for President. The Past President will provide support to his successor, the New President, and will ensure a smooth management transition.

In the interest of continuity of support to the President, the Treasurer and the General Secretary are elected at alternative Annual General Assembly Meetings for a two years mandate.

- 9.02 Board Members can represent more than one Member Association at the Board (e.g. the Scandinavian Region), but only one representative per Member Association is eligible for the Board.
- 9.03 All Executive Committee Members are elected to their position by the Annual General Assembly with the exception of the Chair of the European Certification Board for Logistics (ECBL), who is elected by the Annual General Meeting of ECBL, and the Executive Officer.
- 9.04 The President, if not re-elected, nevertheless may be elected for any other Board position after he has completed his duties as Past-President.
- 9.05 In the event of the President being unable to carry out his duties, the Executive Committee will decide on who from the Executive Committee will temporarily assume the chair. A new President will be elected at the following Annual General Assembly Meeting.
- 9.06 Other officers of the Association unable to perform their normal duties, may be replaced by acting replacement officers appointed by the Board until the next General Assembly Meeting.
- 9.07 For acceptance of decisions the simple majority of votes of Board Members present or represented is necessary. In case of a tied vote the proposal is rejected.
- 9.08 The members of the Board do not engage any contractual or extra contractual responsibility towards the Association for their unintentional, even serious, mistakes, which are committed during their term of office.

Article 10. Board Election procedures:

On the occasion of the Annual General Assembly Meeting Board Member elections will take place under rules as specified in the Statutes.

In addition, all member associations have the right, and are invited, to propose their own Board Member candidates by filling in and sending the “Board Candidate Profile“ to the Secretariat at the latest four weeks before the Annual General Meeting will take place.

The following conditions apply:

- Only Full Member Associations with paid up membership fee for the current year are entitled to nominate and vote for the Board Member candidates;
- All candidates for Board seats will be informed of their nomination and will confirm their willingness to accept the appointment; their acceptance letter will be accompanied by a curriculum vitae;
- Candidates for seats of the Board will be informed that all members of the Board will donate time, travelling and accommodation expenses, i.e. they will not receive any financial compensation by the Association;
- Member Associations will be informed on all valid nominations received by the Secretariat, in an appendix to the official invitation for the Annual General Assembly meeting;

Article 11. Register of the resolutions of the Board:

The resolutions are registered in a register signed by the members of the Board of directors and are preserved by the Vice-President who will hold it at the disposal of the members at the seat of the Association.

Article 12. Management:

- 12.01 The General Secretary is responsible for the regular business of the Association.
- 12.02 The Board may appoint an Executive to be responsible for the Secretariat Office, who, as an Executive Officer of the Association, will be external to the Board.

The Secretariat Office operates under the responsibility of the General Secretary.

Article 13. Financing:

The Association is financed by:

- 13.01 membership subscriptions determined annually by the General Assembly
- 13.02 fees paid for the use of the Association services
- 13.03 contributions from the public sector
- 13.04 voluntary donations
- 13.05 contributions resulting from the Association events

Financing of the Association will be carried out, considering, without any restriction, that the Association is operating as a non-profit Association. Members are required to pay the membership contributions according to regulations agreed by the General Assembly from time to time. Association services used by Members or third parties must be invoiced: all budgeting must aim to at least break even.

Article 14. Internal Auditors:

Internal Auditors are appointed at the Annual, statutory General Assembly Meeting. Their duties are to check the validity of the Association's Book of Accounts and to report to the following Annual General Assembly Meeting in regard to the financial condition of the Association.

Article 15. Alterations of the Statutes:

Only the General Assembly is authorised to change the Statutes of the Association. Any such change must be agreed by a two-thirds majority of eligible Members. Any proposal to amend the Statutes must be made to the General Secretary in writing four weeks before the date of the General Assembly Meeting. Any modification to subject-matter defined under Article 48, paragraph 1, 2° of the Law of 27 June 1921 is submitted to royal approval. Any other modification to statutory subject-matters, defined under Article 48, 5° and 7°, of the same Law, must be recorded before notary.

Article 16. Dissolution of the Association:

The dissolution of the Association may be decided only by the Annual General Assembly Meeting on the Agenda of which a specific point refers to such a proposal.

A quorum will exist if at least two thirds of all full Members are present or represented by proxy. Any resolution for dissolution must be carried by at least 75% of the total number of valid votes.

In case of dissolution of the Association, the President will be the liquidator. Any remaining funds of the Association may be disposed of by:

- 16.01 transferring the funds to a successor Association; this procedure requires a decision taken at the General Assembly Meeting, by a majority of 75%, failing which,
- 16.02 by outright gift to a scientific foundation at the discretion of the President.

Article 17. Legal representation:

Acts, which engage the Association are, except for special procuration, signed by the President and the General Secretary, or by two Board Members which are appointed by the Board and who will not have to justify themselves towards third parties of their capacities, which was conferred to them for this purpose.

The Association is validly represented in legal actions and proceedings, as well as being a plaintiff or a defendant, by the President and the General Secretary or by two Board Members or by a Board member to be designated by the Board for this purpose or by any other person to be designated by the Board for this purpose.

Article 18. Budgets and accounts:

The accounting period begins on 1 January and closes on 31 December. In accordance with article 53 of the law, the year accounts of the past exercise and the budget of the following exercise are established every year by the Board and submitted to the General Assembly at its next available meeting.

The year accounts of the past exercise and the budget of the following exercise are every year submitted to the General Assembly for approval. There are filed with the Office of the Clerk of the Court dealing with trade disputes in compliance with legal provisions.

Article 19. General:

In addition to these Statutes a set of operating procedures may be drawn up by the Board as necessary and from time to time. Such rules must be framed within the provisions of these Statutes.

What has not been specifically provided by the present Statutes shall be ruled by the provisions set in Title III of the Belgian law of 27 June 1921 concerning the non-profit-making associations, the international non-profit-making associations and the foundations.