

National Defense Transportation Association



Statuten

By-laws

- ENGLISH -

1. NAME

Article 1

The name of the association is: **VERENIGING "NATIONAL DEFENSE TRANSPORTATION ASSOCIATION BENELUX CHAPTER"** and it was established on 1 May 1976.

The abbreviated name of the association is: **NDTA BENELUX CHAPTER.**

SEAT

Article 2

The seat of the association is situated at **CAPELLE AAN DEN IJSSEL (The Netherlands).**

PURPOSE

Article 3

1. The purpose of the association is to promote the cooperation and the exchange of ideas between representatives of the various armed forces, the central and semi-governmental authorities and the trade and industry in the free non-aligned countries in the field of transportation, by land, by air and by sea, in order to protect the safety of the countries concerned.

2. The association endeavours to attain this purpose, inter alia, by:

- a. organizing meetings and discussion programs;
- b. providing information about the importance of proper transportation provisions, also from the point of view of national security protection;
- c. providing assistance in studies and activities in the field of logistics planning;
- d. all other legal means, incidental to the attainment of the purpose of the association.

Members

Article 4

1. Natural persons, private legal entities and public legal entities or bodies thereof may be a member of the association.

2. The board shall keep a register in which the names and addresses of all members are listed.

Article 5

The members of the association shall be obliged to pay a contribution to the association.

A resolution to impose financial obligations on the members shall be subject to the approval of the general members' meeting.

Admission

Article 6

1. Admission of new members to the association shall be subject to the resolution of the current board.

2. In case of non-admission the general members' meeting may resolve to admit a member.

3. The membership of a member commences as of the date of the resolution concerned by the board, respectively by the resolution by the general members' meeting.

4. The membership shall run as of the date of commencement of the membership and shall be valid for one year. After expiration of said term, the membership is tacitly extended by a period of one year and so forth; the foregoing unless any of the circumstances referred to in article 7 occurs.

Termination of Membership

Article 7

1. The membership shall terminate:

- a. by the death of the member or dissolution of the legal entity concerned;
- b. by notice of termination by the member;
- c. by notice of termination on behalf of the association. This may occur if a member has ceased to satisfy the requirements for the membership as prescribed by the by-laws of the association, if he does not fulfil his obligations vis-a-vis the association and also if the association cannot reasonably be expected to have the membership continue;
- d. by expulsion. Expulsion may only be pronounced if a member has breached the bylaws of the

- association, or resolutions of the association, or caused unreasonable damage to the association.
2. Notice of termination on behalf of the association shall be given by the board.
 3. Notice of termination of membership by the member or by the association may only be given towards the end of the membership concerned and with due observance of four weeks' notice. However, the membership may be terminated immediately if the association or the member cannot reasonably be expected to have the membership continue.
 4. A notice of termination contravening the provisions in the foregoing paragraph shall terminate the membership not before the first date permitted following the intended date of termination.
 5. Furthermore, immediate termination of the membership by a member by a notice of termination is possible:
 - a. within one month after a resolution has become known or has been communicated to the member, by which the rights of the members were limited or their obligations were increased. The resolution shall then not apply to that member. However, a member shall not be empowered to exclude as regards himself by notice of termination a resolution by which the obligations of a financial nature of the members were increased;
 - b. within one month after a resolution to convert the association into another legal form or to merge has been communicated to him.
 6. Expulsion from membership shall be effected by the board.
 7. The person concerned shall have the right to appeal against a resolution to terminate the membership by the association on the basis that the association cannot reasonably be expected to have the membership continue and against a resolution to an expulsion from membership, to the general members' meeting within one month after receipt of the notice concerning the resolution. For this purpose he shall be informed about the resolution, stating the reasons thereof as soon as possible. The membership of the member shall be suspended during the term for appeal and pending the appeal.
 8. If the membership terminates in the course of a financial year of the association, the annual contribution shall nevertheless remain indebted.

Board

Article 8

1. The board shall consist of at least seven persons, who -with due observance of the provisions in paragraph 3 - shall be appointed by the general members' meeting. The appointment shall be made from among the members. The chairman, the secretary and the treasurer of the board shall be elected to their individual functions.
2. Three board members, jointly forming less than 50% of the total number of board members, shall be appointed by persons other than the members.
3. The appointment of board members shall be made from one or more binding nominations, subject to the provisions in paragraph 4. Both the board and ten members shall be empowered to make such a nomination. The nomination by the board shall be communicated with the notice convening the meeting. A nomination by ten or more members shall be submitted in writing to the board before the commencement of the meeting.
4. The binding effect may be withdrawn from any nomination by a resolution of the general meeting adopted by at least two-thirds of the votes cast, adopted in a meeting in which at least two-thirds of the members are represented.
5. If there is no nomination, or if the general meeting decides to withdraw the binding effect in accordance with the foregoing paragraph, the general meeting shall be free in its choice.
6. If there is more than one binding nomination, the appointment shall be effected from those nominations.

Termination Board Membership - Periodical Membership -Suspension

Article 9

1. Each board member, also if he is appointed for a specific period of time, may at any time be dismissed or suspended by the general members' meeting. A suspension that is not followed within three months by a resolution to dismiss shall terminate upon expiration of said term.

2. Each board member shall retire not later than three years after his appointment, according to a rotation schedule to be prepared by the board. The retiring member may be re-elected; the member who is appointed to fill a premature vacancy, shall take the place in the rotation schedule of his predecessor.

3. Furthermore, the board membership shall terminate:

a. as regards a board member appointed from the members: by termination of the membership of the association;

b. by giving notice of termination.

Functions on the Board - Decision Making by the Board

Article 10

1. The chairman, the secretary and the treasurer shall jointly form the executive board.

2. Minutes shall be made of the items transacted in each meeting, which shall be adopted and signed by the chairman and the secretary. In deviation of the statutory provisions in this respect, the judgement of the chairman concerning the realization and the contents of a resolution shall not be decisive.

3. Further rules concerning the meetings of and the decision making by the board may be laid down in bylaws.

Task of the Board - Agency

Article 11

1. Subject to the restrictions set forth in the articles of association, the board shall be in charge of the management of the association.

2. If the number of board members has dropped below seven, the powers of the board shall remain effective. However, the board shall be obliged to convene a general members' meeting as soon as possible in which the item of providing for the vacant office or the vacant offices shall be discussed.

3. The board shall be empowered to have certain portions of its task performed by the executive board or by committees appointed by the board.

4. Subject to the approval of the general members' meeting, the board shall be empowered to enter into agreements to purchase, dispose of or encumber register-bound property, to enter into agreements by which the association binds itself as surety or as several co-debtor, to answer for a third party or to bind itself by a collateral for the debt of another.

The absence of such approval may be invoked by and against third parties.

5. Without prejudice to the provision in the last sentence of paragraph 4, the association shall be represented by the board in and out of court.

The powers to represent the association shall also apply to two jointly acting board members and/or the chairman.

Annual Report - Accounts

Article 12

1. The fiscal year of the association shall run from January first up to and inclusive of December thirty-first.

2. The board shall keep records concerning the financial position of the association to the effect that its rights and obligations may be inferred therefrom at any time.

3. The board shall present to the general members' meeting, within six months after expiration of the financial year of the association, except in case of extension of this term by the general members' meeting, its annual account concerning the state of affairs within the association and concerning the policy pursued and it shall submit to the meeting a balance sheet and an income and expenditure statement with an explanatory note.

These documents shall be signed by the board members; if a signature of any of them is absent, the reason thereof shall be stated.

General Member's Meeting

Article 13

1. The general members' meeting shall have all powers in the association that are not assigned to

the board by law or by the articles of association.

2. Annually, not later than six months after expiration of the financial year of the association, a general members' meeting - the annual meeting - shall be held. In the annual meeting the following items, among others, shall be transacted:

a. the annual report;

b. vacancies, if any, to be filled;

c. motions by the board or the members, announced with the notice convening the meeting.

3. Other general members' meetings shall be held as frequently as the board considers fit.

4. Furthermore, upon written request of at least the number of members that are empowered to cast one/tenth of the votes, the board shall be obliged to convene a general members' meeting within a period not exceeding four weeks after submission of the request. If the request has not been complied with within fourteen days, the applicants themselves may proceed to convene a meeting by a notice in accordance with article 19 or by an advertisement in at least a daily newspaper with a high circulation in the town in which the association is situated. The applicants may then have others than the board members to conduct the meeting and take the minutes.

Access and Voting Rights

Article 14

1. All members of the association and also the board members who are not a member of the association shall have access to the general members' meeting. Suspended members and suspended board members shall not have access, with the proviso that a suspended member shall have access to the meeting in which the resolution concerning the suspension is transacted. He shall also have the right to take the floor in said meeting.

2. The general members' meeting shall decide about admission of others than the persons referred to in paragraph 1.

3. Each non-suspended member of the association shall have one vote. The board member who is not a member of the association shall have an advisory vote.

4. A member may have his vote cast by another member who has been authorized thereto in writing.

Chair - Minutes

Article 15

1. The general members' meetings shall be conducted by the chairman of the association or his substitute, unless the situation as set forth in article 13, paragraph 4 occurs. In the absence of the chairman and his substitute, one of the other board members, to be appointed by the board, shall act as chairman. If this procedure does not provide for a chairman either, the meeting shall provide for a chairman itself.

2. Minutes shall be taken by the secretary or by another person to be appointed for that purpose by the chairman of all items transacted in each meeting and they shall be adopted and signed by the chairman and the minutes clerk. Persons convening the meeting may have an official report made by a notary public of the items transacted.

The contents of the minutes or of the official report shall be communicated to the members.

Decision Making Procedure of the General Members' Meeting

Article 16

1. The judgement expressed by the chairman at the general members' meeting concerning the result of a voting shall be decisive. This also applies to the contents of a resolution adopted in so far as the motion that was brought to a vote was not in writing.

2. However, if, immediately after the judgement referred to in the first paragraph has been pronounced, the correctness thereof is contested, the motion shall be brought to a vote anew if so requested by the majority of the meeting or, if the initial voting was not by individual votes or by ballots, by a person present who is entitled to vote. This new voting shall prevail over the legal consequences of the initial voting.

3. In so far as the articles of association or the law do not provide otherwise, all resolutions by the general members' meeting shall be adopted by an absolute majority of votes cast.

4. Blank votes shall be deemed not cast.

5. If at an election of persons nobody has obtained an absolute majority, a second voting shall be conducted, or in case of a binding nomination, a second voting between the nominees shall be conducted. If then again nobody has obtained an absolute majority, then a new voting will be conducted until either one person has obtained an absolute majority, or the voting was conducted between two persons and the result is an equality of votes.

At said new voting (not including the second voting), the voting shall be conducted between persons who collected votes at the previous voting, however except the person who collected the least number of votes at said previous voting.

If at said previous voting the least number of votes was obtained by more than one person, then lots will be drawn and decide for which of those persons votes may no longer be cast at the new voting.

If a voting between two persons results in an equality of votes, lots shall be drawn to decide which one has been elected.

6. In case of an equality of votes on a motion that does not concern the election of persons, the motion shall be rejected.

7. All voting shall be orally, unless a ballot is deemed necessary by the chairman or demanded by one of the persons entitled to vote before the voting.

Voting by ballot shall be conducted by unsigned, sealed notes. Decision making by acclamation is possible, unless a person entitled to vote demands individual voting.

8. A unanimous resolution by all members, also if they are not convened in a meeting, shall have the same effect as a resolution by the general members' meeting, provided that the board has been informed in advance about the resolution.

9. Provided that all members are present or represented in a general members' meeting, valid resolutions may be adopted, subject to a unanimous vote, about all items transacted - consequently also a motion to amend the articles of association or to dissolve the association - also if no notice was given or said notice was not effected in the prescribed manner or any other requirement concerning the calling and convening of meetings or a formality connected therewith was not observed.

Convening the General Members' Meeting

Article 17

1. The general members' meetings shall be convened by the board. The notice shall be given in writing to the addresses of the members according to the members' register referred to in article 4. The meeting shall be convened at at least two weeks' notice.

2. The items to be transacted shall be sent with the notice, without prejudice to the provision in article 13.

Amendment of the Articles of Association

Article 18

1. Amendments may be made in the articles of the association only by a resolution of a general members' meeting, which has been called with the notification that at that meeting a motion to amend the articles of association will be proposed.

2. The parties who convened the general members' meeting for the transaction of a motion to amend the articles of association, shall lodge a copy of that motion, containing word-for-word the proposed amendment, for inspection by the members at a convenient place at least five days before the meeting until after termination of the day on which the meeting shall be held.

In addition, a copy as referred to above shall be sent to all members.

3. A resolution to amend the articles of association shall need at least two-thirds of the votes cast in a meeting in which at least two-thirds of the members are present or represented. If two-thirds of the members are not present or represented, a second meeting shall be convened and held within four weeks thereafter, in which a resolution concerning the motion as discussed in the previous meeting may be adopted, irrespective of the number of members present or represented, provided that the resolution is adopted by a majority of at least two-thirds of the votes cast.

4. An amendment to the articles of association shall not be effective until after a notarial deed thereof has been prepared. Each of the board members shall be empowered to have the deed executed.

Dissolution

Article 19

1. The association may be dissolved by a resolution of the general members' meeting. The provisions in the paragraphs 1, 2 and 3 in the foregoing article shall apply accordingly.
2. Unless decided otherwise by the general members' meeting, the liquidation shall be effected by the board.
3. The positive balance after liquidation shall fall to those who were a member at the time of the resolution to dissolve the association. Each of them shall receive an equal portion. However, another destination for the positive balance may also be given with the resolution to dissolve the association.
4. The association shall cease to exist by the time that according to the association or to the liquidators all assets have ceased to exist. The liquidators shall give a statement thereof to the registries in which the association is registered.

Bylaws

Article 20

1. The general members' meeting may adopt bylaws.
2. The bylaws shall not be in violation of the law - also if they are not enforceable by law - nor of the articles of association.