



STATUTES PIANC

Part 1 Name, Seat, Aim and Duration

Art.1. The initial name of 'Permanent International Association of Navigation Congresses' established in Brussels in 1885 will be changed to 'PIANC, the World Association for Waterborne Transport Infrastructure'. It is an international technical non-political and non-profit making Association constituted in accordance with and governed by Belgian law and particularly by the provisions of title III of the law of 27 June 1921 on non-profit associations, international non-profit associations and foundations (hereafter called 'the law'). The Association is sponsored by national, federal and regional Governments or their representative bodies and is open to membership by corporate organisations and by individuals.

Art. 2. The seat of the Association is located in the Brussels region of Belgium. Its current seat is located in 1000 Brussels, Boulevard du Roi Albert II, 20, 11th floor, box 3. It can be transferred anywhere in the Brussels region by a decision of the Council. Any such transfer will be published in the Annexes to the Belgian Official Journal.

Art. 3a. The aim and the objectives of the Association are to advance, on a worldwide basis, the sustainable development of all kinds of waterborne navigation by:

- a. identifying and disseminating world best practice (guidelines, recommendations, standards) and providing access to international data, in order to bring about improved decision making based on professionally sound and impartial information;
- b. being the international forum for analysis and discussion of all aspects of waterborne transport including policy, management, design, economics, integration with other transport modes, technology, safety and environment;
- c. contributing to the integrated management of navigable water systems;
- d. recognising the special needs of countries in transition and providing appropriate assistance and advice;
- e. promoting a comprehensive network of international navigation and port professionals and other stakeholders;
- f. co-operating closely with other associations in the field of ports, waterways, coastal zone management and related subjects.

The Association can undertake any other activity directly or indirectly related to its aim.

To achieve its aim, the Association can create commissions and working groups.

Art. 3b. These statutes will be complemented by 'Rules and Regulations' which will define, insofar as is necessary, the internal procedures to be followed to achieve this aim.

Art. 3c. The official languages of the Association are English and French. Other languages may be employed where appropriate for specific activities such as meetings, conferences and in local publications outside English or French speaking countries.

Art. 4. The Association is constituted for an unlimited duration.

Part 2 Membership

Art. 5. The number of members is unlimited; it shall however not be less than three.

Art. 6. The Association is composed of Qualifying Members, subscribing members and Honorary Members, who can be both legal and natural persons.

Art. 7a. The qualifying members of the Association, having the right to vote in the General Assembly, are:

- national governments;
- regional governments of a national state;
- National Sections or national bodies from countries of which the governments are not (any more) a qualifying member; these national sections or national bodies shall obtain the same rights and duties as governmental members after approval of their membership by the General Assembly (GA);
- intergovernmental organisations.

Art. 7b. The subscribing members, with advisory status are: representatives of regional groups and members registered in a personal capacity, be they individual or corporate members who pay an annual subscription to the Association.

Art. 7c. The Honorary Members with advisory status are: all persons approved by the General Assembly who have given significant service or substantial support for the Association.

Art. 8. Any member is free to withdraw from the Association by submitting a written letter of resignation to the General Secretariat. Expulsion of members can only be decided by the General Assembly, after having invited the member in question to present its defense.

Art. 9. Resigning, expelled or deceased members and their heirs or legal successors, have no rights to the assets of the Association. They cannot claim reimbursement of the partial or full amount of contributions.

Art. 10. The annual fees to be paid by members is set by the General Assembly. It can set different amounts for qualifying, subscribing and Honorary Members.

The annual subvention of qualifying members cannot be higher than € 50,000.
The annual subscription fee of subscribing members cannot be higher than € 20,000.
The annual subscription of honorary members cannot be higher than € 500.

Members who default on payment of their subventions fees for one year cease to be members of the association. Members who default on payment of their subscription fees will cease to be a member the day after the one year membership they obtained when registering electronically.

Art. 11. Under no circumstances are members personally liable for commitments of the Association.

Part 3 General Assembly

Art. 12. The General Assembly includes all members.

Only the Qualifying Members mentioned in Art. 7a have the right to vote.

The General Assembly (GA) shall consist of delegations from countries having paid at least the minimum subvention for the previous year. The number of delegates to the GA which each country is entitled to send to a meeting of the GA shall be a First Delegate and a number of delegates determined by the formula $\frac{A + B}{C}$

where :

- A = the actual subvention paid by the Government, National Section or national body
- B = the sum of corporate and individual subscriptions from that country
- C = the minimum subvention

The maximum number of delegates who may attend a meeting of the GA shall be ten plus the First Delegate. In determining the total number of delegates any fraction of ½ or less shall be ignored; any fraction over ½ shall count as one delegate.

Are also invited to the GA:

- all the members of the Executive Committee;
- as observers, representatives of the organising committee of future GA's and Congresses;
- Chairpersons of Working Groups if needed.

The Association recognises only one national delegation at the meetings of the GA. Only the First Delegate of each national delegation, or his alternate, attending the meeting shall be entitled to participate in any formal vote and it shall be the responsibility of the First Delegate to determine in what way the total votes of his delegation shall be cast. The First Delegate of each national delegation shall dispose of one vote for each delegate that his country is entitled to send to the GA.

Each Qualifying Member has the right to be represented at the General Assembly by another Qualifying Member.

Each Qualifying Member can act as proxy for only one other Qualifying Member.

Art. 13. The General Assembly is competent for:

- a. amendments to the Statutes;
- b. approval of the Rules and Regulations;
- c. appointment and dismissal of Council members on proposal of the National Sections;
- d. appointment of the President, Secretary-General and 4 Vice-Presidents in accordance with the Rules and Regulations;
- e. approval of Strategic Plans;
- f. approval of budgets, accounts and management reports;
- g. approval of subventions and subscriptions;
- h. approval of new Commissions;
- i. approval of Congresses,
- j. approval of co-operation agreements;
- k. appointment and dismissal of auditors;
- l. discharge to be given to Council members and auditors;
- m. expulsion of members;
- n. voluntary dissolution of the Association;
- o. transformation of the Association into an organisation with a social aim.

Art. 14. The General Assembly must be held at least once in the first half of every year. All Qualifying Members shall be invited. Subscribing members and Honorary Members can be invited, with advisory status, by the Council. The General Assembly can be convened extraordinarily at the request of the President or of two Council members. It shall also be convened when at least one-fifth of the Qualifying Members so request.

Art. 15. The General Assembly shall be held on the day, hour and place indicated in the invitation. The General Assembly is convened by the Council by an ordinary letter, signed by the President, at least thirty days before the meeting and mentioning the agenda. The agenda is set by the Council. The supporting documents are attached to the invitation.

Any proposal signed by at least one twentieth of the Qualifying Members shall be put on the agenda. The General Assembly can take valid decisions on items that are not on the agenda – except for decisions requiring special majorities as specified in Art. 17 – if one-third of the members present so request.

Art. 16. The General Assembly is presided over by the President and in the event that he is absent or unable to attend, by the Senior Vice-President present, failing which the GA by simple majority decides who will preside.

Art. 17. Except in the special cases stipulated by the law and listed hereafter, the General Assembly may decide by a simple majority of votes, if half of the Qualifying Members are present or represented.

In the event of a tie, the vote of the President is decisive.

In the following special cases a simple majority is not sufficient:

- a. To review and change the statutes and the financial provisions covered in the Rules and Regulations, the General Assembly must consist of at least two thirds of the Qualifying Members, present or represented. The proposed changes must be

explicitly mentioned in the invitation. Any change needs at least a majority of two thirds of the Qualifying Members present or represented. However, changes with respect to the aim and objectives of the Association can only be approved with a majority of four fifths of the Qualifying Members present or represented. In case the two-thirds of the Qualifying Members are not present or represented at the first meeting, a second meeting shall be held that shall decide regardless the number of Qualifying Members present or represented. The modifications will then be approved with a majority of two thirds of the Qualifying Members present or represented and a majority of four fifths of the Qualifying Members present or represented for the modification of the aim of the Association. This second meeting shall be held at least thirty days after the first meeting.

Amendments to the Statutes will be submitted to the Federal Justice Public Service and published in the annexes of the Belgian official journal, pursuant to the law.

- b. Dissolution of the Association requires the same conditions as the change of the aim of the Association.
- c. To expel a Qualifying Member for other reasons than mentioned in Art. 10 a majority of two thirds of the Qualifying Members present or represented is necessary.

Art. 18. The decisions of the General Assembly are recorded in minutes, signed by the President and recorded in a special register. Any member can obtain a copy of the minutes. Extracts to be provided, in a court of law or elsewhere, are to be validly signed by the President.

Part 4 Council

Art. 19. The Association is directed by a Council consisting of at least ten persons. Council membership is as follows:

- a. One representative per government, National Section or national body: The governments, National Sections or national bodies are represented by a First Delegate or his/her substitute. The duration of his/her term and the maximum number of terms that he/she can fulfill are defined in the national statutes.
- b. The President whom is elected for a term of four years and for a maximum of three terms. The President is elected by the General Assembly by a simple majority of votes of Qualifying Members present or represented. If no candidate does obtain such a majority, a second ballot will be held between the two candidates that received most votes. In the event of a tie another ballot will be held until a candidate achieves a majority. The term of office may also be terminated either by resignation or by a vote taken at an annual or extraordinary meeting of the GA convened in accordance with Art. 14, the agenda of which shall contain a specific reference to the proposed termination and at which the President shall have been heard in person. The decision may also be taken in his absence if proof of his summons can be produced.
- c. The four Vice-Presidents whom are elected for a term of four years and can serve only one term. They shall be elected by a consensus agreement or by a simple majority of votes of the Qualifying Members present or represented at the General Assembly. One Vice-President will be replaced each year at the

- occasion of the GA. At any time there shall be at least one Vice-President representing each of the three regions North and South America, Europe and Africa, Asia and Oceania.
- d. The Secretary-General, whom is elected for a term of eight years. He is elected by a consensus agreement or by a simple majority of votes of the Qualifying Members present or represented at the General Assembly. The appointment shall become effective only after a probation period of two years. The Secretary-General shall be eligible for further terms of four years.
 - e. The Commission Chairpersons, whom are appointed by the Council for a four-year term of duty and who can serve only three terms.

Other persons determined in the internal Rules & Regulations can be invited to take part in Council meetings as observers.

The Council is presided over by the President and in the event that he is absent or unable to attend by the Senior Vice-President present, failing which the Council by simple majority decides who will preside.

The individuals mentioned under a. are members with voting rights. The President is a member with voting rights only in the case of a tie. The individuals mentioned under c., d. and e. are members without voting rights.

At the end of their term of duty or in case of resignation, outgoing Council members remain on the Council until their effective replacement.

Art. 20. The Council meets when convened by the President or by two Council members. The letter of invitation signed by the President shall include with the agenda, the day, the hour and venue of the meeting.

Art. 21. The Council can take decisions only if a majority of its members are present or represented. The decisions are taken by a simple majority of votes, without taking account of abstentions. Each member present or represented has one vote. In the event of a tie, the vote of the President is decisive. Every Council member can be represented by another member. Every Council member can act as proxy for only another Council member.

Art. 22. The decisions of the Council are recorded in minutes, signed by the President and recorded in a special register. Any member can obtain a copy of the minutes. Extracts to be provided, in court or elsewhere, are to be validly signed by the President.

Art. 23. The Council has the power to direct and manage the Association. It represents the Association in judicial and other acts. It represents the Association as plaintiff or defendant in any judicial proceedings. It decides on any action and any arguments to be presented in judicial proceedings. The mandate to represent the Association in court can be given to the Secretary-General.

It is competent for any act, of any kind, concerning both management and policy, and particularly for the disposal of all movable and immovable property, free of charge or for consideration, for constituting or striking any mortgage registration, for taking out or granting any loan and setting the term, for carrying out any commercial or banking act. The Council reports to the General Assembly on its management.

Art. 24. The Council establishes the Rules and Regulations that it considers necessary to run the Association and can amend them. It submits these rules to the General Assembly for approval.

Art. 25 a. The Council can delegate daily and financial management of the Association, with the authorised signature that pertains thereto, to an Executive Committee. The Executive Committee consists of the President, the Secretary-General, the four Vice-Presidents and the Commission Chairpersons.

Art. 25b. The Executive Committee can delegate part of its powers to the President and to the Secretary-General.

Art. 25c. The Council can also confer all special powers, described precisely and limited in time, to all proxies of its choice. The Council will set the remuneration that might be awarded to these proxies.

Art. 26. Acts binding the Association are signed by the President, unless otherwise specified by the Council. The Council members have no personal obligation concerning the commitments of the Association.

Part 5 Assets - Resources

Art. 27. The assets of the Association consist of all movable or immovable property that the Association purchases or receives as donations to ensure achievement of its aim. The income of the Association consists notably of:

- a. subventions awarded by the governments, National Sections or national bodies;
- b. subscription fees of subscribing and of Honorary Members;
- c. bequests of members, private parties or any company that wishes to support the Association;
- d. interest on the capital of the Association;
- e. income of movable property that is managed by or belongs to the Association;
- f. income from all the activities of the Association.

Part 6 Budgets - Accounts

Art. 28. The financial year begins on 1 January and ends on 31 December every year; the books and records are closed on that date.

Every year, the Council presents to the General Assembly for approval a fiscal report of the accounts of income and expenditures together with a report on the activity and a statement on financial affairs of the Association for the previous financial year and a report of the budget for the following year.

Approval by the General Assembly of the accounts and the management report is equivalent to discharge of the Council, the Council members and the auditors.

The accounts will be transmitted to the Federal Justice Public Service and lodged in its file, pursuant to the terms of the law.

Part 7 Auditors

Art. 29. The accounts of the Association are audited by two auditors, appointed by the General Assembly. The auditors report the results of their audit to the General Assembly.

Part 8 Dissolution - liquidation

Art. 30. Other than in cases where dissolution is by right or by juridical decision, dissolution can only be decided by the General Assembly according to the terms of the law and in compliance with these Statutes.

The dissolution decision must contain the appointment of one or several liquidators, unless they have been appointed by the judicial authorities at the request of the most diligent party.

Art. 31.

a. Regardless of the reason for dissolution, the net assets of the dissolved Association will be allocated to one or several non-profit associations having a similar social aim, to be designated by the General Assembly.

Under no circumstances can the assets be allocated to members or former members.

b. Everything that is not explicitly stipulated in these statutes is governed by the provisions of title III of the law of 27 June 1921 on non-profit associations, international non-profit associations and foundations.