



## CONTAINER OWNERS ASSOCIATION

### STATUTES

The Container Owners Association has been established as a non-profit association, governed by the statutes enclosed herewith and the law of England.

#### **Administration, Duration and Objectives**

##### *Article 1*

There is hereby established a non-profit association under the name of “Container Owners Association” abbreviated to “COA”.

##### *Article 2*

The Contact Office is established at:

COA Secretariat, Suite 27, Isabel House, 46 Victoria Road, Surbiton KT6 4JL, UK

T: +44 (0)20 8398 9048 • F: +44 (0)870 7620434 • E: [secretary@containerownersassociation.org](mailto:secretary@containerownersassociation.org)

##### *Article 3*

The COA is established for an unlimited period of time.

##### *Article 4*

The objective of the COA is to promote the quality and utilisation of ISO type containers used in the freight transport industry throughout the supply chain. The COA will provide a forum for the exchange of views on a range of relevant and appropriate subjects.

##### *Article 5*

The COA will attempt to achieve its purpose notably by:

1. Offering a framework of discussion to the parties involved in these matters;
2. Inviting participants in the supply chain to participate in agreeing recommended business processes, quality reviews, etc;
3. Publishing and spreading information, organising conferences and workshops; and in a more general aspect encouraging co-operation and efficiency to improve the supply chain in the maritime container industry;
4. Working in collaboration with organisations worldwide on a global level.

#### **Members of the Association**

##### *Article 6*

The number of members is unlimited, without being less than three members. Both individual persons as well as companies are allowed. The COA is composed of Full Members, Associate Members and Group Members. The Board can define any other membership category, including its rights and obligations, by a decision taken pursuant to Article 14 and following these statutes. All membership criteria, not provided for in these statutes, are defined in resolution by the Board of Directors.

##### *Article 7*

**Full Membership** of the COA is open to all companies and individuals, from any nationality, provided they are owners of maritime type containers and their primary business involves owning

and operating containers. Members will mainly be from ship owners, leasing companies, shippers and other intermodal transportation companies.

**Associate Membership** of the COA is open to other companies and individuals related to the container industry.

**Group Membership** of the COA is open to other organisations representing groups of individuals or companies related to the container industry.

Full Members have full voting rights. Associate and Group Members do not have voting rights.

#### *Article 8*

Membership Application requests are to be forwarded, in writing, to the Secretary of the COA. The Board of Directors has the power, with majority of the votes of those Directors, to accept or refuse such requests.

The Board of Directors may exceptionally approve an application request from other individuals and/or companies who, under special circumstances, have a competence or status which may justify the admission to the COA.

Membership cannot be transferred to another company without the approval of the Board of Directors.

#### *Article 9*

Full Members are allowed to participate in meetings, events or any other activities within the COA. Associate and Group Members may be invited to attend such meetings, at the discretion of the Board of Directors

#### *Article 10*

COA Working Groups are co-ordinated by a Leader who must be a Member of the COA. The composition of a WG will be determined by its Leader. Leaders can invite Associate Members to participate in a WG, but the majority of participants in a WG shall be Full Members.

#### *Article 11*

Members remain free to withdraw at any time from the COA by forwarding their resignation in writing to the Board of Directors.

#### *Article 12*

The exclusion of a Member may be decided by the Board of Directors a majority vote. These reasons may include, but are not limited to:

1. Deliberate damage to the interests of the COA
2. Non-payment of the annual membership fee.

#### *Article 13*

The annual membership fee shall be fixed at the General Assembly of the Members.

### **Directors and Administration**

#### *Article 14*

The COA is managed by a Board composed of at least three Directors, seven at the most, appointed and revoked by the General Assembly of Full Members and chosen from its members.

Directors may be proposed when a company agrees to one of its number being put forward as a Director. That agreement should state the name of the individual and the role that he currently holds. The Membership elects the individual to represent their company on the Board.

Should the individual change jobs (significantly) or leave the company, then the individual shall be asked to resign.

The company from which the individual has resigned (or changed jobs) may be invited to submit a new name for the vacant position at the next AGM of the membership.

In the case of a resignation of a Director, the Board is allowed to elect by co-option and with a majority of the remaining Directors, one substitute Director, to be confirmed at the next General Assembly of the Members.

A Director's mandate remains on an honorary basis and gives no right to any remuneration, unless otherwise decided and approved by the General Assembly. The Directors do not contract, owing to their function, any personal commitments and remain only responsible for the execution of their mandate.

#### *Article 15*

The Board of Directors shall elect from the Directors a Chairman, a Vice-Chairman and a Treasurer.

#### *Article 16*

Board of Directors meetings are convened by the Chairman or two of its Board Members. Decisions are taken at the absolute majority of the Directors' votes, the Chairman having, in the event of an even vote, the casting vote. Decisions taken are recorded in the statements signed by the Chairman and the Secretary.

Directors are allowed to mandate, by letter or fax or email, one of their colleagues to represent them at a Board meeting; one Director is not allowed to represent more than one co-Director.

#### *Article 17*

The Board of Directors is in full possession of the widest powers to manage the business of the COA or to perform any administrative action. It decides on the practices and character of the COA, as well as its policy to reach the Association's objectives. It represents the COA judicially and extra-judicially. Anything not specifically reserved for the General Assembly of the Members (by these statutes or by law) is within the competence of the Board of Directors. The Board will also be allowed to recruit some staff, and to be assisted by advisors who are not necessarily chosen from among the Members.

#### *Article 18*

The Board of Directors is allowed, under its own responsibility, to delegate the daily management of the COA to one of its Members or to a third party associated or not, as well as the organisation of the COA's conferences, workshops, promotion and similar activities.

#### *Article 19*

All actions involving the COA beyond the daily business must be signed, except in case of a special mandate attributed by the Board to a third party, either by the Chairman or the Vice-Chairman (in his absence), who will not have to prove their powers to a third party.

#### *Article 20*

The Chairman will present a report at the General Assembly of the Members for approval.

### **General Assembly of the Members**

#### *Article 21*

The General Assembly of the Members is composed of all its Full Members. The Chairman of the Board of Directors or, if he is absent, one Member of the Board presides.

*Article 22*

The following items are under the competence of Full Members of the General Assembly of the Members:

1. Amendment of the Statutes
2. Nomination and dismissal of the Directors
3. Nomination of an auditor
4. Budget and accounts approval
5. Fixing of the annual membership fee
6. Voluntary dissolution of the COA.

*Article 23*

The Annual General Assembly of the Members will be held once each year.

*Article 24*

The Chairman of the Board of Directors will invite the Members to the General Assembly of the Members. They are allowed to be represented by another Member. Invitations are to be made in writing or handed over at least 10 days before the General Assembly of the Members. The agenda will be included.

*Article 25*

The Chairman of the Board of Directors must summon the meeting if required by 1/5 of the members. In this respect, every proposition signed by 1/5 of the Members must be noted on the agenda.

*Article 26*

For an ordinary General Assembly of the Members to deliberate, at least 1/3 of its Members must be present or represented.

For an extraordinary General Assembly of the Members to meet (amendments to the statutes, voluntary dissolution of the COA) at least 2/3 of the Members must be present or represented.

Each Full Member has one vote. Any Full Member, who intends not to attend the General Assembly of the Members, is allowed before the beginning of the General Assembly of the Members to express their vote in writing. In the event of such a case, this Member will communicate in writing to the Board of Directors the name of the designated person, who will be entitled to vote on behalf of this Member. The majority of the present or represented votes take resolutions, unless the law or the attendees decide differently.

*Article 27*

Decisions taken at the General Assembly of the Members are recorded and placed on the COA website.

### **General Provisions**

*Article 28*

The COA year shall begin on 1 January and shall terminate on 31 December of each year.

*Article 29*

In the event of dissolution, the General Assembly of the Members will designate a liquidator and will determine his powers. The General Assembly of the Members will determine the allocation of the net remaining assets after payment of the debts and discharging of the expenses.

*Article 30*

The present deed is worded in English and is binding amongst the parties.