

STATUTE of the EUROPEAN SHORTSEA NETWORK

1. Title

- 1.1 The association shall be known as the EUROPEAN SHORTSEA NETWORK (the “ESN”).

2. Mission

The main objective of the European Shortsea Network (ESN) is to promote shortsea shipping (hereinafter referred to as SSS) in the broadest sense of the word on a European level.

3. Objectives

The main objectives of the ESN are:

- The exchange of ideas between Shortsea Promotion Centers (hereinafter referred to as SPC's) to stimulate individual national work (best practice);
- Support and guidance to newly established SPC's beginning their work;
- Identification of common problems, needs and bottlenecks arising from the contacts with the (potential) users and search for solutions and their implementation;
- To initiate and / or participate in EU projects and campaigns related to the development of SSS in Europe and neighboring countries.
- To propose and recommend measures to promote SSS.

- 3.1 The ESN shall be a non-profit and non-commercial association.
- 3.2 To be the central source for the collation and dissemination of information, knowledge and education on short sea shipping activity in Europe.
- 3.3 To create awareness of the ESN and provide contact details to all national and European potential users of shortsea transport, shipping companies and organisations.
- 3.4 To play a significant role in enhancing the growth rate of SSS which ideally should be higher than other modes of transport.
- 3.5 To establish the necessary mechanisms such as organization of fora, seminars, study groups and research with a view to identify barriers and make recommendations on how they can be diminished or removed and to identify initiatives that ensure the further development of short sea shipping activities.
- 3.6 To develop awareness of EU policies, programmes and legislation that can assist private enterprise in the expansion of short sea transportation activity.

4. Registered Address

- 4.1 Unless the Board of Directors determines otherwise, the registered address of the ESN shall be:

Malta Transport Centre, Xatt L-Għassara ta' L-Għeneb, Marsa MRS1917, Malta.

5. Duration

- 5.1 The duration of the ESN shall be unlimited.

6. Management and Administration

- 6.1 The management and administration of the ESN, its activities and assets shall be entrusted to a Board of Directors that shall be responsible for the overall management of the ESN and which shall exercise all the powers set out in this Statute.
- 6.2 The Board of Directors shall be composed of the Chairman, two Vice-Chairmen (the former Chairman and the next Chairman), plus not less than three (3) members to be appointed for a term of two (2) years except in the case of the Chairman and Vice-Chairmen who will be appointed for a period of six (6) months unless the Board decides otherwise.
- 6.3 The Chairman of the Board shall be nominated by the country holding the EU presidency and will therefore be on a rotating basis. The other members of the Board will be appointed by a voting system from amongst all member countries. The board members are elected not in their personal capacity but as representatives of the SPC that they represent and that they are authorised to bind.
- 6.4 The Board of Directors shall be chaired by the Chairman and in his absence by the Vice-Chairman to be appointed by the members present for the board meeting.
- 6.5 The Board of Directors shall endeavour to achieve consensus on all its deliberations. In case a vote is required, each member of the Board, including the Chairman, shall have one vote, and decisions will be reached by a majority vote of the members present for a meeting of the Board of Directors. However, the Chairman shall enjoy a casting vote in the event that there is an equality of votes on any issue within the Board of Directors.
- 6.6 The quorum required for the transaction of the Board of Directors' business shall be not less than four (4) board members.
- 6.7 The business of the Board of Directors shall be regulated by an agenda which shall be set by the Chairman and circulated among all members of the Board at least ten (10) working days prior to each Board meeting. All members of the Board shall have the right to add points to the agenda and to present papers to the Board as long as these are submitted to the Chairman at least three (3) working days prior to a meeting.

- 6.8 Besides the above-mentioned provisions the Board of Directors shall regulate its own procedures.
- 6.9 The Board of Directors shall be entitled to decide on and authorise any reasonable and necessary administrative expenses.
- 6.10 Representatives of the members on the Board of Directors, other than the Chairman, shall cease to serve their term of office if during such term they either cease being the representative of the respective shortsea promotion centre or the respective shortsea promotion centre does not continue to be a member of the ESN.
- 6.11 The Board of Directors is authorised to invite other organisations and / or individuals as non-voting observers.
- 6.12 The present Board of Directors is composed of:
- Xerri Godwin, Chairman – ID number 293255M
 - Haram Hans Kristian, Director – Passport number 26930141
 - Francesco Benevolo, Director – ID number AU1782241
 - Millour Jean-Marie, Director - Passport number 11AF76732
 - Simantonis Sapfo, Director – Passport number AK 0847306
 - Ramos Isabel Moura, Director – ID number 10517373
- 6.13 The local representative of the association shall be:
- Xerri Godwin – ID number 293255M

7. Executive Management

- 7.1 The Board of Directors may decide to entrust the day-to-day administration and management of the ESN to an Executive Secretary, who can be either engaged on a contractual basis or be a full time employee of any of the members of the ESN. In any case, the day-to-day administration and management of the ESN has to be undertaken within the parameters laid down by the annual budget of ESN.
- 7.2 The Board of Directors shall decide on the duties and responsibilities of the Executive Secretary who will report directly to the Board of Directors.

8. Membership

- 8.1 The membership of ESN shall consist of SPC's who after having paid their membership fee are assessed by the Board of Directors and recommended or otherwise to the General Assembly.

- 8.2 Every member of the ESN shall conform with the Statute of ESN and take full and active part in the activities of the ESN.
- 8.3 In case of an alleged non-conformity with the Statute, the Chairman of the Board may ask the particular Member to present his justification within a specified time limit and the Board of Directors shall discuss the case and retain the right to recommend to the General Assembly the dismissal of the member or any other action that the Board of Directors considers appropriate.

9. Financing Arrangements

- 9.1 The ESN shall be financed through:
1. Membership fees that may be collected from members from time to time as laid down by the General Assembly;
 2. Funds earned through projects or assignments carried out by ESN;
 3. Grants or contributions forthcoming from EU;
 4. Income earned from other activities that may be approved by the Board of Directors.
 5. Funds from national authorities.
- 9.2 The Board of Directors shall with the approval of the General Assembly determine the membership fees payable by Members giving a reasonable explanation of the level of fees proposed.
- 9.3 The ESN shall keep proper books of accounts. The accounts of the ESN shall be signed by a certified accountant and shall be presented annually by the Board of Directors to the General Assembly. The General Assembly shall annually appoint the ESN's Accountant.

10. Meetings of the General Assembly

- 10.1 The Board of Directors shall hold an annual General Assembly of the members within fifteen (15) months from the adoption of this Statute and thereafter at least once every twelve (12) months, and shall communicate and report to the members on the activities of the ESN.
- 10.2 The Board of Directors shall give thirty (30) days prior notice in writing to all members of the date, time and place of a meeting of the General Assembly.
- 10.3 The agenda for the annual general meeting of the General Assembly of the members shall include at least:
- (i) Approval of minutes of previous meeting of the General Assembly of members;
 - (ii) Chairman's message;
 - (iii) Review of Operations and Activities;

- (iv) Approval of budget for the next year and the balance sheet of the current year;
- (v) Member's discussion;
- (vi) Comments of the General Assembly;
- (vii) Appointment of representatives on the Board of Directors; and
- (viii) Appointment of the accountant.

10.4 Any request by a member to address a meeting of the General Assembly must be sent in writing to the Chairman not later than three (3) weeks prior to the meeting.

10.5 The meeting of the General Assembly will be chaired by the Chairman of the Board of Directors.

10.6 Fifty per cent (50%) plus one (1) of the paid up members present and represented by proxy shall be a quorum and every member shall have one (1) vote. Any member who cannot attend the General Assembly can appoint another member as proxy in order to vote on his behalf. The member giving the proxy has to inform the Chairman of the Board in writing at least 24 hours before the appointed date and time of the General Assembly.

10.7 Without prejudice to the generality of the foregoing the Board of Directors shall, on the request of at least thirty per cent (30%) of the paid up members forthwith proceed to convene an extraordinary meeting of the General Assembly of the members. The request shall state the objects of the meeting and shall be signed by the requestors and sent to in writing to the registered address of the ESN. If the Board of Directors fails to proceed to convene a meeting within fourteen (14) days from the date of the deposit of the request, the requestors may (not later than three [3] months for the date of the deposit of the request) convene a meeting in the same manner, as nearly as possible, as that in which meetings are to be convened by the Board of Directors. Any reasonable expense incurred by the requestors when convening a meeting as aforesaid shall be reimbursed to them by the ESN.

11. Legal Representation

11.1 The legal and judicial representation of the ESN shall vest in the Chairman or in the Vice-Chairman or in such other person, as may be appointed for such purpose by resolution of the Board of Directors.

12. Governing Year

12.1 The governing year of the ESN shall be from the 1st January to 31st December.

13. Liabilities

13.1 Nothing in this Statute shall be construed and interpreted so as to hold or render any Member personally liable for any debts incurred or obligations assumed by the ESN.

14. Amendments to Statute

- 14.1 The Statute may be amended by two thirds ($\frac{2}{3}$ ^{ths}) majority of paid up members present and / or represented at the General Assembly

15. Winding up and Dissolution Provisions

- 15.1 The ESN shall continue in existence for as long as it is so necessary to fulfil its purpose in a reasonable manner or until such time as the Board of Directors shall by majority vote consent to dissolve the same.
- 15.2 In the eventuality of the ESN's dissolution, all the assets of the ESN remaining after settlement of any and all liabilities has been affected, shall be distributed, applied, handed over and given to and in favour of another organisation or more organizations or entities having the same aims and objectives for its or their exclusive use, administration and enjoyment and in full ownership.
- 15.3 This Statute is subject to Maltese Law.

16. List of Members

The list of members of the ESN party to this statute is:

- Joël Bijmens and Hilde Bollen representing SPC Belgium
- George Petkov representing SPC Bulgaria
- Tanja Vujnovic Kereš and Marijan Cukrov representing SPC Croatia
- Anthi Cleridou representing SPC Cyprus
- Rene Pärt representing SPC Estonia
- Riita Pöntynen representing SPC Finland
- Jean-Marie Millour representing SPC France
- Markus Noelke representing SPC Germany
- Charalampos Simantonis and Sapfo Simantonis representing SPC Greece
- Francesco Benevolo representing SPC Italy
- Algirdas Sakalys representing SPC Lithuania
- Godwin Xerri representing SPC Malta
- Hans Kristian Haram representing SPC Norway
- Krzysztof Rodzoch representing SPC Poland
- Isabel Moura Ramos representing SPC Portugal
- Costel Stanca representing SPC Romania
- Manuel Carlier Lavalle representing SPC Spain
- Joachim Glassell representing SPC Sweden
- Alex Veitch representing SPC UK
- Serkan Inal representing SPC Turkey

Signatories



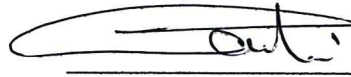
Godwin Xerri

Chairman

In the name and on behalf of SPC Malta

ID - 293255M

Nationality - Maltese



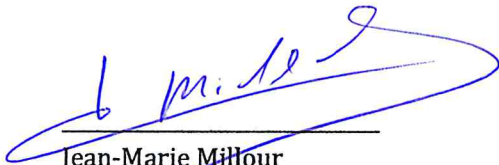
Antonio Ciancian

Chairman

In the name and on behalf of SPC Italy

ID - AX0804919

Nationality - Italian



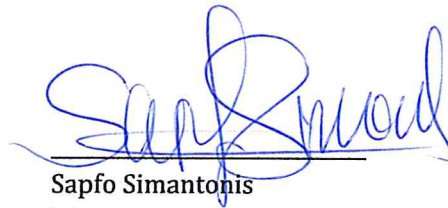
Jean-Marie Millour

Director

In the name and on behalf of SPC France

Passport - 11AF76732

Nationality - French



Sapfo Simantonis

Director

In the name and on behalf of SPC Greece

Passport number AK 0847306

Nationality - Hellenic



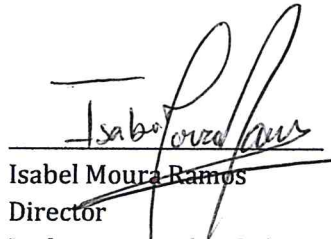
Hans Kristian Haram

Director

In the name and on behalf of SPC Norway

Passport - 26930141

Nationality - Norwegian



Isabel Moura Ramos

Director

In the name and on behalf of SPC Portugal

ID - 10517373

Nationality - Portuguese