

SMDG

Association régie par la loi de 1901

Siège social : ROTS (14)

1, Rue Saint Germain

SIREN (en cours)

STATUTS

Association governed by the Law of July 1, 1901, relative to the contract of association and the Decree of August 16, 1901, as well as by the present statutes, being declared to the Prefecture of CALVADOS.

REFLECTED BY DELIBERATIONS

OF THE EXTRAORDINARY GENERAL MEETING

DATED _____

TITLE I - FORM - NAME - HEADQUARTERS - DURATION - PURPOSE

ARTICLE 1 - FORME – shareholder numbers

It is established between the members of the present statutes and those who subsequently accede to it, an association governed by the general principles of the law applicable to contracts and obligations, by the Law of 1 July 1901 on the contract of association and the Decree of 16 August 1901 by the subsequent texts and by the present statutes.

ARTICLE 2 - DENOMINATION

The denomination of the association is:

SMDG

All acts and documents emanating from the association and intended for third parties, shall indicate this denomination.

ARTICLE 3 - HEADQUARTER

The registered office of the association shall be:

ROTS (14)

1, rue Saint Germain

It may be transferred to any other place by simple decision of the Board of Directors.

ARTICLE 4 - DURATION

The association is created for an unlimited duration, unless dissolved as specified in article 19 of the present and as long as its mission is necessary.

ARTICLE 5 - PURPOSE

This association aims to:

- The determination of the exchange standards Electronic Data Interchange (E.D.I), X.M.L (or others), their application process, and their evolution along the global maritime logistics chain.
- Training of companies and users on these exchange standards.

It therefore aims to bring together all natural persons, legal entities or entities interested in the determination and / or use of these standards.

TITLE II - COMPOSITION - CONTRIBUTION - LOSS OF MEMBER QUALITY - LIABILITY

ARTICLE 6 - COMPOSITION

Any natural person, legal entity or entity with legal personality capable of engaging and contracting may be a member of the Association.

Each member must belong to a college.

In no case may a member belong to several different colleges.

Three colleges are established within the Association:

- College of referring members: college n ° 1,
- College of members participating or having participated in the development of standards (members of subgroups): college n ° 2,
- College of user members called "susscribers": college n ° 3.

1. COLLEGE N ° 1: COLLEGE OF REFERENT MEMBERS

Only those who have directly or indirectly written / verified / participated in the SMDG committees of the ITTIG subgroup of the United Nations can validate the Electronic Data Exchange Interchange (EDI, XML or other standards)).

The members belonging to the college of the referents (college n ° 1), are the following:

- *AT SEA CONSULTING (FRANCE)*
- *CMA CGM (FRANCE)*
- *MAERSK (DENMARK)*
- *HAPAG LLOYD (GERMANY)*
- *NAVIS (USA)*
- *PORT OF SINGAPORE AUTHORITY (SINGAPORE)*
- *MSC (Italia)*
- *List to be determined and confirmed by general meeting.....*
- *Secretary General (Mr. Arthur TOUZOT)*
- *(Chairman) Mr Bruis VAN DRISS*

They are part of SMDG management, chairperson or sub chairperson of one or more sub groups.

2. COLLEGE N ° 2: COLLEGE OF MEMBERS PARTICIPATING IN THE ELABORATION OF EXCHANGE STANDARDS (E.D.I, X.M.L or others), MEMBERS OF SUB-GROUPS

The college N2 gathers all persons who are directly or indirectly involved in the development of EDI, XML or other standards may participate; and belong to the college of members who have actively participated in the development of the EDI, XML or other standards under the authority of one or more College members ° 1, to the elaboration of the EDI, XML or other standards, without having the power to validate them.

They are considered active members in the sense that they draw up, submit standards to the members of college No. 1 and general meeting, and are in charge of technical monitoring of these standards and their evolution under the authority of the referring members who are members of college n 1.

Indeed, only the members of college n ° 1 have the authority to have definitive validation these standards.

The members belonging to the college of members who participated in the development of the exchange standards E.D.I, X.M.L or others, members of the subgroups (college n ° 2), are as follows:

List to confirm but they are all the subgroups members besides college 1

3. COLLEGE N ° 3: COLLEGE OF MEMBERS USERS OR NON-USERS

The members belonging to the college of users or non users are the members who are neither members of college n ° 1 nor members of college n ° 2, who use or do not directly use EDI, XML or other exchange standards , Codified under the authority of the members of college No. 1, and who have expressed their interest in the Association by having decided to be a member.

They are, therefore considered as non-active members.

The members belonging to the college of user or non-user members (college n ° 3) are the following:

All other members not present in college 1 or 2

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4. CHANGE OF COLLEGE

The change of college of a member is authorized by decision of the Board of Directors.

5. INFORMATION OBLIGATION COMMON TO ALL MEMBERS

Any change in the control of a partner, within the meaning of Article L 233-3 of the Commercial Code, of a Member Company must be brought to the knowledge of the President of the Association, Inform all the members of college n ° 1 by any appropriate medium.

ARTICLE 7 - CONTRIBUTIONS

For each category of members, the amount of the annual contribution, if any, shall be determined by the Board of Directors.

ARTICLE 8 - ADMISSION AND ACCESSION

Any application for membership must be made in writing by the applicant himself or his legal representative, in the case of a legal person.

Admission of members is made by the Board of Directors, which, in case of refusal, does not have to disclose the reason for its decision. The notification of admission contains the membership of the member admitted to the reference college.

Each applicant approved by the Board of Directors becomes a member of the association by undertaking to comply with the present statutes and the internal rules, if any, which are communicated to him on his entry into the Association and Paying the contribution, if any, requested.

The title of member confers the right and the duty to participate in the General Assemblies.

Each member is represented by a natural person.

ARTICLE 9 - LOSS OF MEMBERSHIP QUALITY

The members of the association, as defined above, may lose their membership if:

- resignation addressed to the President of the Association by any appropriate medium including electronic mail,
- death for a natural person or dissolution, for any reason whatsoever, for a legal person,

- decision to cancel, pronounced by the Board of Directors, having first heard the explanations of the member.

Cancellation may be ordered by the Board of Directors, in particular in the event of non-payment of the contribution, in case of serious breach of the statutory provisions, in the event of moral or material damage to the Association.

The possible decision to exclude or to cancel is irrevocable and shall take effect on the date of receipt by the member by any appropriate medium, in particular e-mail notifying the latter.

Resigning or delisted members cannot claim any rights in the assets of the Association. All amounts previously paid by them, or due for the assessment of the current fiscal year, shall be forfeited to the Association.

ARTICLE 10 - LIABILITY

In accordance with common law, the assets of the Association are the sole responsibility of the Association, without any member of the Association being held personally liable for its property.

TITLE III - RESOURCES OF THE ASSOCIATION - FINANCIAL YEAR

ARTICLE 11 - RESOURCES OF THE ASSOCIATION

The resources available to the Association are as follows:

- contributions paid by members of the Association,
- private or public subsidies which may be granted by States, State bodies, supranational organizations and, more generally, any other institution or body authorized,
- income from the use of the services and services provided by the Association to any natural or legal person, entity, whether or not those persons or entities are members of the Association,
- donations from all persons or organizations that will support the Association,
- the capital resulting from the savings made from the annual budget of the Association,
- interest and income from property and assets belonging to the Association,
- any other resource that is not prohibited by the laws and regulations in force.

ARTICLE 12 - FINANCIAL YEAR

The financial year begins on 1 January and ends on 31 December of each year.

TITLE IV - ADMINISTRATION AND FUNCTION

ARTICLE 13 - COMPOSITION OF THE BOARD OF DIRECTORS

The Association is administered free of charge by a Board of Directors chosen from among its members, for a fixed term or not, elected by the Ordinary General Meeting.

The Board of Directors is composed of a maximum of ten (10) members, natural or legal persons, who must be members of the Association, it being specified that more than half of the members of the Board of Directors must imperatively belong to college No. 1.

In the event of a vacancy between two meetings, the Board of Directors provisionally provides for the replacement of the member (s) by ratification by the next General Assembly, the powers of the members so elected shall end at the time when the term of office of the members would normally expire replaced.

The members of the Board of Directors are appointed for a period of THREE (3) years.

Outgoing members are always eligible for re-election.

ARTICLE 14 - ABSENCE OF REMUNERATION OF FUNCTIONS

The members of the Board of Directors cannot receive any remuneration for the functions entrusted to them.

However, the expenses and disbursements incurred in carrying out their mandate shall be reimbursed to them on the basis of the supporting documents, on the express decision of the Board of Directors acting without the presence of the person concerned, under the conditions determined by the internal rules.

The financial report presented to the Annual General Meeting must mention the reimbursement of mission, travel or representation expenses paid to members of the Board of Directors.

ARTICLE 15 – POWERS

The Board of Directors has all the powers to manage, direct and administer the Association within the limits of the object of the Association and subject to the powers reserved to the General Meeting and to each member of the Board of Directors, Administration according to its function.

ARTICLE 16 - ROLE OF MEMBERS OF THE BOARD OF DIRECTORS

The Board of Directors is responsible for the day-to-day management of the Association. It is specifically invested with the following powers:

Especially :

It defines the main orientations of the Association. It shall draw up the budget and the annual accounts of the Association. It draws up the provisional budget, if any.

If necessary, it fixes the annual dues for each college of members, confers honorary titles or delivers measures to remove members.

It authorizes the conclusion of acts or transactions that exceed the powers of the Chairman and / or each member of the Board of Directors following his or her function.

He may delegate all or part of his duties to certain of its members or members of the Association.

It ensures and organizes the functioning of the Association.

The Chairman :

The Association shall be chaired by a Chairman, who must be a natural person chosen from among the members of the Board of Directors who are members of college No. 1 and appointed by an absolute majority of the votes of the Board of Directors.

He shall ensure the proper functioning of the Association which he represents in justice and in all acts of civil life.

He represents the Association with regard to third parties, directs the work of the Board of Directors, convenes and chairs the General Meetings; In case of impediment, it may delegate its prerogatives to one of the members of the Board of Directors.

He orders and monitors income and expenses. It has the social signature vis à vis the post office and the bank.

In particular, the President has full power to open a bank account for the day-to-day management of the Association in a credit institution of his choice.

It may give specific and punctual delegation of its powers, under its responsibility, to one or more proxies of its choice, members of the Association. In case of legal representation, the President can only be replaced by a representative acting under a special power of attorney.

The vice chairman:

The Vice-chairman is necessarily a natural person selected from among the members of the Board of Directors who are members of college No. 1 and appointed by an absolute majority of the votes of the Board of Directors.

He assists the President in the performance of his duties and replaces him in case of impediment.

He has the social signature as President.

The Secretary:

The Secretary is compulsorily a natural person chosen indifferently from the members of Colleges 1, 2 or 3 and appointed by an absolute majority of the votes of the Board of Directors.

The Secretary shall be responsible for all matters relating to correspondence, including the dispatch of the various notices and letters.

He draws up the minutes of the meetings of the Board of Directors and General Meetings and ensures the transcription of them on the registers provided for this purpose.

It maintains the special register provided for in Article 5 of the Law of July 1, 1901 and Article 6 of the Decree of August 16, 1901 and manages the archives of the Association.

He does not have the social signature.

Treasurer :

The Treasurer is compulsorily a natural person chosen indifferently from the members of Colleges No. 1, No. 2 or No. 3 and appointed by an absolute majority of the votes of the Board of Directors.

The Treasurer shall be responsible for the financial management of the Association and shall keep the accounts of the Association. He is assisted by all recognized accountants necessary. If necessary, he / she shall be responsible for calling the contributions.

He makes all payments and collects all revenue under the supervision of the President.

It cashes the receivables and gives receipt. He shall not be liable to pay any sum extraneous to the object of the Association.

It shall draw up a report on the financial situation of the Association and submit it to the Annual General Meeting.

He does not have the signature.

ARTICLE 17 - MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors meets as often as the interests of the Company so require, upon convocation by one of its members, by any appropriate means including video / audio / tele-conference.

It must meet at least once a year, a minimum month before each General Meeting or collective decision called to rule on the accounts of the past financial year.

Meetings of the Board of Directors shall be convened by any appropriate means, including electronic mail.

These notices must be accompanied by the necessary documents for the assessment of the decisions or information that will be submitted to the Board of Directors.

The notice period is six working days.

The convening notice shall indicate the place of meeting in the case of a physical meeting or the method of meeting in the case of meeting by video / audio / teleconference.

The members of the Board of Directors may be represented at the deliberations exclusively by another member of the Board.

Each member has one vote.

A member can only have one power.

Powers can be given by any appropriate means including electronic mail.

The Board of Directors deliberates validly only if at least half of the members are present or represented (it being specified that each member can only hold a power).

In the event of a meeting by video / audio / teleconference, the members of the Board of Directors who use it are deemed to be present for the calculation of the quorum and the majority.

All decisions of competence of the Board of Directors will be taken by a simple majority of the members present or represented, subject to the specificity of the appointment of the Chairman, as indicated above.

In the event of a tie vote, the Chairman of the Board of Directors shall have the casting vote.

Minutes shall be drawn up by the Secretary of the Board of Directors following such meetings and transmitted within fifteen working days to each of the members of the Board of Directors.

TITLE IV - GENERAL MEETINGS

ARTICLE 18 - COMMON PROVISIONS

General Meetings are made up of all the members of the association, if applicable, up to date of their contributions on the date of the meeting.

The Meetings shall be held at the place mentioned in the notice of meeting.

A. Method of deliberation

The members, for the holding and the adoption of the General Assemblies, are convened by the President, the Vice-President or by decision of more than half of the members of the college n ° 1.

General Meetings result, at the choice of the author of the convocation, a consultation by correspondence, an act expressing the consent of all the members or the holding of an Assembly.

In the case of consultation by correspondence, the author of the notice of meeting shall address to the domicile or registered office of each member, by any appropriate medium (including e-mail), the text of the proposed resolutions and the documents necessary for the information of members. The latter have ten working days from the date of receipt of the draft resolutions to send their vote to the President. Any member who has not replied within the above period will be considered as having voted against the proposed resolutions.

In the event of a meeting of the General Meeting, eleven working days shall be convened by simple letter or by any appropriate means (e-mail in particular) addressed to the registered office or domicile of each member, with mention of the agenda and Location, day and time of the meeting.

The convening notice shall specify the organization of the meeting.

Every member has the right to obtain, before any Assembly, the necessary documents to enable him to make an informed decision.

Each member may participate in all General Meetings, whatever they may be, and shall have a number of votes as defined below.

Any member may participate in the vote by video / audio / teleconference or by means of telecommunication allowing his / her / its identification to be charged to the author of the convocation to put in place any appropriate means of proof.

In the event of the use of any means of internet, the members who use it are deemed to be present for the purposes of quorum and majority calculations.

B. Exercise of the voting rights for administrative and strategic items

Each member, whatever his contribution, has one vote in the reference college to which he belongs (respecting the principle of "one man, one vote").

A member may only be represented by another member.

A member can only have one power.

A power given in blank is deemed to be given to the President of the session of the college.

1. Voting in the College

When he enters the meeting, he shall be elected by an absolute majority of votes as indicated below by a Chairman of the meeting.

Each member has the right to participate in the General Assemblies and to vote in his college of affiliation, at each meeting of the college, in the following way:

- when the decision is taken at the General Assembly, the consultation is carried out in the knowledge of all the members present at the General Assembly, all colleges combined;
- within each college, the members shall vote by a majority of the members present or represented.

Members shall be consulted by vote, by any appropriate means, by collège.

The voting for each resolution is obtained, within each college, by an absolute majority of the votes of the members present or represented (ie 50% of the votes of the members present or represented plus one).

For each college, the results of the majority vote of the members of the college determine the meaning of the vote of the college as a whole for, against, or abstention.

A college may refrain to vote as far as the whole of the members of the said college who took part in the vote abstained themselves.

2. Multiple vote of each college within the Assembly or based on consultation or resulting from the General Assembly of members:

Each college shall have, in consultation or at any General Meeting, a plurality of votes, the number of votes allocated shall be as follows:

- the vote of the members belonging to college n ° 1 (colleges of referents) is 50 votes,
- the vote of the members belonging to college No. 2 (college of members who participated in the elaboration of the standards E.D.I, X.M.L or others) is 20 votes,
- the vote of the members belonging to college n ° 3 (college of users or non-users "suscribers") is 20 votes.

The multiple vote of a college necessarily expresses itself in the sense of the majority vote of the members of the said college determined according to the mode above.

In the case of a plurality vote, a college may never divide its vote, and all the votes allocated to a college are expressed in the same sense "for", "against" or "abstention".

3. Majority

Whether resulting from a meeting, a consultation by correspondence or a written instrument, General Meetings, whether or not resulting from an amendment to the Articles of Association, shall be taken, unless otherwise provided in these Articles of Association, An absolute majority of the votes of the members present or represented plus one, by a majority of 46 votes out of a total of 90 votes.

TITLE V - DISSOLUTION - RULES OF PROCEDURE - ADMINISTRATIVE FORMALITIES

ARTICLE 19 – DISSOLUTION

The dissolution of the Association may be pronounced by extinction of its object, by decision of the Extraordinary General Assembly convened specially for this purpose or by judicial decision for just reasons.

In the event of dissolution, the Extraordinary General Meeting appoints one or more liquidators who will be responsible for the liquidation of the assets of the association and for which it determines the powers.

In accordance with the provisions of Article 9 of the Law of July 1, 1901 and Article 15 of the Decree of August 16, 1901, in no case shall the members of the Association be allocated, apart from the resumption of their contributions, Of the property of the Association.

The remaining net assets will be attributed to one or more other associations pursuing similar purposes and which will be named by the Extraordinary General Meeting.

ARTICLE 20 - RULES OF PROCEDURE

The Board of Directors draws up the internal rules applicable to the Association, which supplements these Statutes, in particular as regards the procedures for convening and representing the Board of Directors, the functioning of the Board of Directors in the internal reports of the Association and Organization of the activities of the Association.

ARTICLE 21 - ADMINISTRATIVE FORMALITIES

All powers are given to the President of the Association and to any member delegated by him to carry out all formalities of declaration and publication provided for by the law of July 1, 1901 and by the Decree of August 26, 1901.

ARTICLE 22 - COMPLIANCE WITH INTERNATIONAL PUBLIC RULES

Each member acknowledges having had the present articles verified by its own counsel or his / her / its to ensure that all or some of the clauses of the present statutes cannot be disputed by itself, by another member or a third party.