



SMDG New status

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A large, semi-transparent SMDG logo is overlaid on a background image of a port. The background shows a long pier with several gantry cranes and stacks of shipping containers. A large white ship is docked at the pier. The SMDG logo is positioned on the left side of the image, with the letter 'S' being significantly larger than the other letters.

S

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Why the change?

- The previous status of SMDG were legally part of a private foundation attached to Gerry Endenburg.
 - Made 30 years ago
 - **not authorize the transfer of funds or status** to new stakeholder by European, Dutch, France and all the countries of our members.
 - It has been dissolved as of the 03/2017.
- The address of the SMDG and the subsequent foundation was the same as the one of Compas: Kamerlingh Onnesweg 10c 2991 XL Barendrecht The Netherlands
- Insure sustainability of SMDG on the long term and legal and financial strength to develop the items that SMDG deems indispensable for its future.

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Main Requirements:

- Sustainability of the Entity SMDG
 - Financial
 - Physical
- Reinforcement of the main contributor authority by having matching power VS their contribution Vs others members participations
- Financing of web site refactoring with added web services for provider certification and industry efficiency (same model as GL for GL2013. DLLs provided by class society)
- Increase of means of revenue (contributions, web services, certifications, trainings...)
- Transfer and audit of the status, members and funding.
- Ability of taking technical and financial position
- Ability to have at least one full time employee (cumulative) when needed to insure high standard and full representation of SMDG management
- Ability to have the financial means of promotion (UN, Asia, TOC, JOC....)
- Ability to finance common interest with other groups such as protect/ BIC/ UNCEFACT...

4 proposals

Studied

1. Association law 1901 French
2. Anonymous society with simplified shareholding fixed capital
3. Anonymous society with simplified shareholding variable capital

Might be requested

1. Association holding a commercial Anonymous society with simplified shareholding (no documentation yet)

Options Forward: 1 Association

- **Association** like Bureau of International Containers
 - **Advantage** is association status which can be made non governmental with tax exempt but tax exempt do not mean that you do not pay any taxes but only certain taxes.
 - **Inconvenient:** association and structured not flexible. Voting right for members on administration or production not flexible and members are subjected to the criminal court. Liability may not be limited.
- Status and capital not transferable: only dissolution

Options Forward: 2 SAS

- **Anonymous society with simplified shareholding** or LLC like Exis that has an authority of IMO for the DG or INTTRA.
- **Advantages:** status very flexible by law. Certified accountant and public normalised balance sheet as per IFRS mandatory. Account must be auditable at any point of time
 - Directorate we organise how we want to operate but we must be organised by law. Members are subject to commercial court only with limited liability according to capital.
 - Intra Europe and world wide VAT exemption. Minimum taxes.
 - Status and capital transferable.
 - This is the one we have now but with provisional status as final status has to be agreed on the directorate and finance....by law.
- **Commercial court**
- **Liabilities strongly limited**
- Most common structure for small close shareholding association



Actual Registration under SMDG SAS

SAS SMDG

VAT ID : FR01 825234933

RCS Caen 825 234 933

1 rue saint Germain 14980 Rots France

This status is provisional and fund will be transferred to the final structure chosen by SMDG members

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Proposal of New SMDG under SAS status

Objectives:

- **The determination and commercialization** of Electronic Data Interchange (E.D.I), X.M.L (or other web services...) exchange standards, their application process, and their evolution along the global maritime logistics chain.
- **Training** of companies and users to these exchange standards.
- **Sustainability** of the entity by having very limited but existing dedicated management and sufficient revenues

Proposal of New SMDG under SAS status

Other Items part of the objectives

- More generally, all financial, commercial, industrial, civil, movable and immovable transactions which may be directly or indirectly connected with any of the above objects or with any other similar or related object.
- The **Company may also take participations or interests** in any company or company whose business is directly or indirectly related to its purpose or is likely to facilitate its realization.



Proposal of New SMDG under SAS status and Association

- College organisation:

- 3 Colleges to gratify members active efforts within SMDG

- 1- SMDG Management including chairman, SG, all chairman or co chairman of the subgroups
 - 2- All subgroup members
 - 3- All other members of the SMDG

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Proposal of New SMDG under SAS status

- Voting rights for all administrative and strategic subject (finance, nominations...):
 - 3 Colleges
 - 1- SMDG Management including chairman, SG, all chairman or co chairman of the subgroups (40-50%)
 - 2- All subgroup members (30-20%)
 - 3- All other members of the SMDG (30-20%)
- Voting rights for all technical subject unless deemed strategical proposed by the subgroups in general meetings:
 - 1 member per votes
 - No aggregation of votes rights allowed
- All Votes at the absolute majority of the attendant