

\*\*\*English translation---- for information purposes only\*\*\*

**CONSTITUTING ACT AND ARTICLES OF ASSOCIATION**

**FEDESSA ASBL**

**ASSOCIATION SANS BUT LUCRATIF  
NON-PROFIT ORGANISATION**

**UPDATED ON 26 SEPTEMBER 2022**

## **I. Name, Seat, Object and Duration**

### **Article 1. Constitution**

1.1 A non-for-profit association named « FEDERATION OF EUROPEAN SELF STORAGE ASSOCIATIONS» (translation in French for information purposes only : « fédération des associations de self-stockage européennes »), in short, « FEDESSA » is constituted.

1.2 The members that have incorporated the Association are:

- The association « **Self Storage Association of the United Kingdom & Europe, Ltd.** », with its registered office at 42 Heath Street, Tamworth B79 7JH, United Kingdom.
- The association « **NSA- The Netherlands' Self-storage Association** », with its registered office at Van Lennepweg 10, 2111 HV Aerdenhout, The Netherlands.
- The association « **AIS – Associazione Imprese di Self Storage, asbl** » with its registered office at Via Panama n°62, I-00198 Rome, Italy.
- The association « **La Chambre Interprofessionnelle du Selfstockage, asbl** » with its registered office at 19, boulevard de la Madeleine, 75008 Paris, France.
- The association « **Verband Deutscher Selfstorage Unternehmen e.V.** », with its registered office at Beethovenstrasse 9, D-65189 Wiesbaden, Germany.

1.3 This association is constituted under the Belgian Statute of 27 June 1921 relative to non-profit organisations, as amended from time to time (further “the Statute”).

1.4 All documents, invoices, announcements, publications and any other act of the association shall mention the name and, before or after, the mention « non-profit organisation » or its abbreviation « ASBL » as well as the address of the association.

### **Article 2. Seat**

The statutory seat of the association is at Rue des Colonies 11, B-1000 Brussels, in the judicial district of Brussels. The Executive Board can move this seat by simple decision.

### **Article 3. Duration**

The association is constituted for an unlimited period of time.

### **Article 4. Objectives of the Association – Aim and Activities**

4.1 The objectives of the association are:

- a) To provide a European voice for the industry to European and international governmental bodies and institutions on issues related to European legislation and standards;
- b) To improve communication and co-operation between national associations;
- c) To define, promote and represent the industry in Europe and to co-ordinate the actions of national associations on these topics;
- d) To encourage and support the formation of national associations;
- e) To encourage and develop common definitions and to establish guidelines and standards for the European self storage industry.
- f) To collate and distribute statistical information and data on the industry.

4.2 The association can accomplish all acts directly or indirectly related to its object. It can also involve itself in activities similar to its own.

## **II. Members**

### **Article 5. Membership**

5.1 The association has two categories of members.

5.1.2 The primary members are legal entities constituted in accordance with the laws and customs of their country of origin, which must be part of the European Union or have an official link with the European Union.

5.1.3 Affiliate members are individual self storage operators who are operating in a European country that does not have an association eligible for Primary Membership in accordance with Article 6.

5.2 The number of members is unlimited. The minimum is set at six.

### **Article 6. Admission, Exclusion, Loss of Membership**

6.1 The first members are the founders, as listed in the present Act (1.2).

6.2. FEDESSA may accept as Primary members non-governmental, national associations representing the Self Storage Industry of a European country, subject to the following conditions:

- a maximum of one national association per European country shall be admitted; and
- the applicant has to be sufficiently representative of the Self-Storage Industry in its country of origin;
- there are reasonable grounds to believe that the prospective Member Association(s) will fully support the objectives of FEDESSA.

6.3 In joining FEDESSA Primary members must undertake to pursue in their work for FEDESSA only the interests of the Self Storage Industry even if the object of their entity or national association has a broader scope.

6.4 Associations wishing to join FEDESSA shall file a written application for membership with the General Secretary according to the procedure laid down in the byelaws. The Executive Board gives its advice on all applications and shall pass on each decision, together with its reasons, for confirmation by the General Council at its next meeting.

6.5 Any member wishing to withdraw from FEDESSA shall give written notice to the General Council at least one full financial year in advance.

6.6 The Executive Board can propose the exclusion of any member which does not comply with this Constitution or does not fulfil the membership conditions. The General Council can decide to exclude the member by a majority of two-thirds of the members, present or represented, provided that the decision to exclude the member states the reasons of the exclusion and the member has had the right to submit representations against its exclusion. The Executive Board can suspend the member until the General Assembly has reached a decision.

6.7 The resigning, suspended, excluded member or the member which ceases to be part of the association for any other reason has no claim in relation to the property of the association and cannot claim the reimbursement of the paid fees. It cannot ask for any extract or handover of the accounts, or request the sealing of an inventory.

6.8 A register of the members must be kept in accordance with Articles 10 and 26novies of the Statute.

### **Article 7. Rights and Obligations**

The members pay a membership fee which is set for each member by the General Council on an annual basis when proposed by the Executive Board. The membership fee cannot be more than 500,000 EURO.

## **III. General Council**

### **Article 8. Composition**

8.1 The General Council is composed of all the Primary members. The General Council is presided over by the President or, in his absence, the Vice-President of the Executive Board.

8.2 Each Primary member communicates to the association by letter addressed to the President within a week of its admission, the identity (name, first name, residence, quality) of the natural person who will represent it in the General Council (“national representative”). The national representative must have the power to legally represent the member in accordance with the law of the home country of the member. All changes in relation to the national representative must be communicated to the President by letter before any General Council meeting.

### **Article 9. Powers**

9.1 The General Council possesses all powers, granted to it by law as well as by the present Articles of Association, to realize the objectives of the association.

9.2 The following powers are also granted to the General Council:

- a) changes to the Articles of Association;
- b) appointment and revocation of the directors (including the President and Vice-President);
- c) appointment and revocation of the auditors and, if necessary, the statutory auditor and the determination of their fees, if any;
- d) the discharge of the directors and auditors or, statutory auditor;
- e) approval of the budget and annual year end accounts;
- f) the dissolution of the association and distribution of its property in case of dissolution;
- g) the exclusion of a member;
- h) the transformation of the association into a company with social purpose;
- i) election of new members;
- j) the approval of the membership fees at the proposal of the Executive Board;
- k) the approval of any other proposal delegated by the Executive Board;
- l) whichever other powers as provided for by the present Articles of Association.

### **Article 10. Notice**

10.1 The General Council meets at least once a year at its head office or any other location as indicated in the notice.

10.2 The notice is prepared by the Executive Board. It is sent by mail, fax, e-mail or any other means of communication at least fifteen (15) working days before the meeting of the General Council and mentions the agenda of the meeting.

10.3 An extraordinary meeting of the General Council can be convened by the Executive Board or when one-third of the Primary members requests it.

### **Article 11. Representation**

The Primary members can be represented at the meeting of the General Council by another member or special proxy-holder. However, no member can hold more than 5 proxies.

### **Article 12. Decisions**

12.1 Each Primary member has an equal voting right in the General Council, with a casting vote for the President.

12.2 The General Council can only validly deliberate if at least half of its members are present or duly represented.

12.3 Except if explicitly provided by the present Articles of Association and the Statute the General Council takes its decisions by simple majority of the members present or duly represented.

12.4 One cannot rule on a subject that has not been mentioned in the agenda except with the agreement of four-fifths of the members present or duly represented.

12.5 The decisions of the General Council are communicated by mail, fax or electronic means to all the members. A physical copy issued by the President and a director and kept in a register by the General Secretary and held at the head office at the disposal of the members. Furthermore, if needed, the General Secretary will, unless otherwise provided, execute the publication formalities in accordance with Article 26 novies of the Statute.

### **Article 13. Changes to the Articles of Association, Dissolution and Liquidation**

13.1. The General Council can only validly rule on the dissolution of the association, changes to the Articles of Association or the transformation of the association into a company with social purpose in accordance with Articles 8, 20 and 26 of the Statute.

13.2. The General Council will determine the manner of dissolution and liquidation of the association.

13.3. In case of dissolution of the association, its property shall be given to one or more non-profit organisations with a similar object as the association.

13.4 All changes to the Articles of Association, dissolution and transformation, must be communicated within one month to the Belgian State Gazette and the modified statutes must be filed with the Court of Commerce in accordance with Article 26 novies of the Statute.

## **IV. Executive Board of Management**

### **Article 14. Composition, Nomination, Revocation and Vacancies**

14.1 The association is managed by an Executive Board of Management (The Executive Board) composed of at least five and at most nine directors, appointed from the. However, if there are only five Primary members of the association, there can only be four directors. The number of directors can never be higher than the number of members.

14.2 The Directors, are represented by individuals nominated at the discretion of the member as per Article 8.2. These individuals may change during the term of the directorship if the member decides as such.

14.3 The directors positions, will be appointed from the General Council. Each Primary member can only have one director representing it. If more nominations are received for directors positions than are available then the General Council will elect the successful nominees through a simple election process organised by the General Secretary where every General Council member shall vote equally and the directors with the highest number of votes will fill the available positions.

14.4 The Directors of the board shall be made up as follows:

- All members that contribute more than 10% of membership revenue have a guaranteed seat on the board.
- Members that represent more than 4% but less than 10% of membership income have 2 seats available to be filled
- The remaining members would be able to fill a further 2 seats on the board.
- If any of the above fail to have a nominee for the board position or there are any positions left unfilled these positions can be filled by any member.

14.5 Directors, shall hold their position for a term of 2 years after which they can re-nominate for re-election.

14.6 Elections of Directors shall occur prior to the AGM and elected directors terms will begin at the closure of this AGM

14.7 The mandate is gratuitous, except if the General Council decides otherwise.

14.8 In case of a vacancy during a mandate, The Executive Board can appoint a new director to fill this vacancy until the next election of Directors is held.

14.9 The General Council may by 75% majority refuse to accept an individual nominated by the member to represent the member as a director. In this case the member must appoint an alternative individual to represent them on The Board, or alternatively resign as a director.

14.10 The President Vice-President and Treasurer are elected from the directors by General Council for a period of two years. The President is not eligible for a consecutive re-election. The Vice-President is not eligible for consecutive re-election more than once.

14.11 The President will rotate between the 3 groups of members detailed in clause 14.4. The incoming President can not be from the same group of members as the outgoing.

14.12 In the event the President, Vice-President or Treasurer are no longer able to fulfil their duties, for any reason or they wish to resign this position, they must inform the General Secretary thereof and The Executive Board shall fill the vacancy until the next meeting of the General Council.

## **Article 15. Meetings**

15.1 The Executive Board meets at least four times a year or when specially convened by the President or, in his absence, the Vice-President, each time the management of the association requires it or at the request of at least 3 directors. The Executive Board can meet by teleconference or other electronic

means. The notice is communicated by letter, fax, e-mail or any other means of electronic communication.

15.2 The meeting can only validly rule if the majority of the directors is present or represented. However, if the Executive Board does not meet the required quorum, a new meeting will be convened no less than 48 hours from the original meeting, and shall definitively and validly rule on any proposition at hand, whether the proper quorum is attained or not.

## **Article 16. Powers**

16.1 The Board has all the management and administrative powers except those conferred directly to the General Council by the present Articles of Association or the Statute.

16.2 The management and administrative powers include, without limitation:

- a) to form and propose policies in order to promote the objectives of FEDESSA;
- b) to set future priorities, adopt pro-active plans and final positions;
- c) to propose, constitute, co-ordinate and dissolve main committees and issue groups;
- d) to prepare and file for acceptance by the General Council the annual budget and accounts;
- e) to propose for resolution by the General Council amendments to this Constitution;
- f) the development of the annual programmes with the main activities and projects for FEDESSA;
- g) The development of the strategic plan
- h) the constitution and dissolution of main committees and issue groups;
- i) whichever other powers as provided for by the present Articles of Association.

16.3 The Executive Board appoints the General Secretary, who may also be referred to as the Chief Executive Officer, and may vary the terms and conditions and duration of their appointment, revoke or replace this position by simple decision. The position is subject to the following guidelines:

16.3.1 The Executive Board controls the General Secretary and delegates the daily management to him.

16.3.2 The General Secretary executes his mandate gratuitously, unless otherwise decided by The Executive Board. In such cases, the General Secretary can be employed or seconded from another Association.

16.3.3 The General Secretary is responsible for the finances of the association and shall maintain proper books and accounts. The General Secretary will prepare a budget every year for approval by the General Council.

16.3.4 The General Secretary prepares and distributes the minutes of The Executive Board and the General Council.

16.4 The Executive Board can also delegate powers and proxies to other persons.

## **Article 17. Decisions**

17.1 The decisions of the Executive Board are voted by way of simple majority of directors present or duly represented, with a casting vote for the President or, in his absence, the Vice-President.

17.2 The decisions are signed by the President of the Executive Board acting individually or, in his absence, the Vice-President and a director; afterwards they are filed in a register and kept at the head office.

17.3 The General Secretary, unless otherwise provided, will execute the necessary formalities in accordance with Articles 26novies of the Statute.

### **Article 18. Representation - Signatures**

18.1 The Executive Board shall have all powers to bind the Association which have not been assigned to any other body of the Association.

18.2 The Association shall be represented by the Executive Board or by two Executive Board members acting jointly, who do not have to account for their powers towards third parties.

18.3 The Association shall be represented in law as plaintiff or as defendant by the President of the Executive Board or by another Board member who has been empowered thereto by the Board.

## **V. Budget and Accounts**

### **Article 19. Financial Year**

19.1 The financial year runs from the 1st of January to the 31<sup>st</sup> of December.

19.2 Each year and at the latest six months after the end of the financial year, the Executive Board will submit to the General Council for its approval the annual accounts of the last financial year in accordance with Article 17 of the Statute. Each Autumn the Executive Board will submit to the General Council the budget for the next financial year along with its associated programme of the activities and projects of the association.

## **VI. General Clauses**

### **Article 20. Miscellaneous**

20.1 Everything that has not been explicitly provided for by these Articles of Association, will be regulated in accordance with the Statute.

20.2 Any disputes between members, directors, the General Secretary of the association and the association itself arising out of or in relation with present Articles of Association or with the activities of the association shall be finally settled under the CEPANI Rules of Arbitration by one arbitrator appointed in accordance with those Rules. The law governing the Articles of Association shall be the law of Belgium. The seat of the arbitration shall be Brussels and the arbitration shall be conducted in English.

20.3 An internal rulebook can be provided by the General Council to specify the present Articles of Association.