



# **Statutes of FEDEMAC**

**Proposes during the General Assembly  
on 8<sup>th</sup> May 2019**

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## **Introduction: Definitions**

1. **“Associate Member”**

Associate Member means an Association in non-EU Countries, but limited to the European geographical area.

2. **“Association”**

Association means an association of removers or a federation of associations of removers.

3. **“Board”**

Board means the executive body of FEDEMAC.

4. **“Bye-laws”**

Bye-laws means the FEDEMAC Bye-laws as amended from time to time.

5. **“Commercial Partner”**

Commercial Partner means a sponsor supplying products and services to the removal industry.

6. **“Committee”**

Committee means a Working Group which is set up to work out initiatives or execute particular tasks receptively studies.

7. **“Direct Affiliate”**

Direct Affiliate means a removal and storage company in any European country where an association is either not established nor interested in becoming a member of FEDEMAC.

8. **“FEDEMAC”**

FEDEMAC means the “Federation of European Movers Associations”.

9. **“Full Member”**

Full Member means an Association from an EU Country.

10. **“General Assembly”**

General Assembly means the supreme authority of FEDEMAC.

11. **“Membership Subscription Rules”**

Membership Subscription Rules are the FEDEMAC Membership Subscription Rules, as amended from time to time.

12. **“Observer”**

Observer means an association or removal company considering to apply for Full Membership, Associate Membership or Direct Affiliation.

13. **“President”**

The President chairs the Meetings of the General Assembly and the Board.

14. **“Representative”**

Representative represents a FEDEMAC Member.

15. **“Secretariat”**

The Secretariat is the permanent secretariat which manages the day-to-day operations of FEDEMAC.

16. **“Statutes”**

Statutes are these FEDEMAC Statutes, as amended from time to time.

17. **“Commercial Member”**

Commercial Member means a removal and storage company, interested in trade, in possession of all the legal requirements to be a removal and storage company and belonging to the National Association in the country in which it is established, if any exist.

**Article 1**  
**Title**

- 1.1. The International “Federation of European Movers Associations” is a European Federation under the name FEDEMAC e.V., having its seat at 65760, Eschborn, Germany. FEDEMAC is registered at the German Register of Associations.

**Article 2**  
**Objectives**

- 2.1. The objectives of FEDEMAC are:
- a. to resolve common problems arising from the progressive realisation of the Single European Market in the European Union;
  - b. to be the leading representative of its members interest within the framework of the European Union;
  - c. to advise members on relevant matters related to their professional activities within the European Union framework;
  - d. facilitate information, experience and trade between the members.

**Article 3**  
**Finances and financial year**

- 3.1. The financial year shall coincide with the calendar year.
- 3.2. The General Assembly shall vote on the Membership Subscription Rules the amount of subscriptions payable by Governing Members and Commercial Members annually.
- 3.3. The subscription payment terms are laid down in the Membership Subscription Rules.
- 3.4. The Board shall be authorised to negotiate and propose individual financial contributions for Observers and Commercial Partners to the General Assembly.

**Article 4**  
**Organs of FEDEMAC**

- 4.1. The Organs of FEDEMAC are the General Assembly and the Board.

## **Article 5 General Assembly**

- 5.1. FEDEMAC is administered by a General Assembly, which has full authority.
- 5.2. The General Assembly shall be comprised of representatives of Governing Members.
  1. Full Members and Associate Members shall be represented at the General Assembly by no more than four delegates each.
  2. Direct Affiliate shall be represented at the General Assembly by no more than one delegate.
  3. The representatives of Full Members or Associate Members, in case of Direct Affiliates the representatives of the relevant country, shall appoint – if necessary – a spokesman. The votes are expressed by the spokesman;
- 5.3. The General Assembly shall meet at least once a year in Europe, the venue and dates to be decided upon by the Board.
- 5.4. Meetings of the General Assembly will be determined and convened by a letter (sent by post, fax or electronically, e.g. email) from the President or if he is unavailable, by a Vice President. This letter shall show the Agenda, which has to be fixed by the Board. Notice shall be given at least four weeks before the meeting date.
- 5.5. Meetings of the General Assembly shall be chaired by the President, or in his absence, by a Vice President. Decisions of the General Assembly can amend the agenda proposed by the Board.
- 5.6. Votes are made by show of hands or by official voting cards. Votes must be in writing, if at least one third of those Members present require such a vote.
- 5.7. The decisions of the General Assembly must be recorded in the Minutes, together with the place and date of the meeting and the result of the votes. The Minutes must be signed by the Chairman and the clerk, to be voted prior to each Meeting of the General Assembly.
- 5.8. Each member can be represented by another member, provided a written proxy can be shown at General Assembly to the Chairman. A member can not represent more than two other member.
- 5.9. Governing Members may make proposals for decisions of the General Assembly and may suggest agenda items for the Meeting of the General Assembly. Such proposal shall be sent to the seat of the Association for the attention of the Board at least 7 days before the Meeting of the General Assembly. Decisive for handing in the proposal with the period stipulated is the receipt at the seat of the Association.

- 5.10. Extraordinary meetings of the General Assembly take place if necessary in the interest of FEDEMAC and if such a meeting is convened by the Board or is made in the form of a written request to the Board by at least 20% of the Members. The reasons must be mentioned.
- 5.11. The General Assembly can call for an extraordinary meeting, if and when deemed necessary in the interest of FEDEMAC.
- 5.12. Decisions can be made in between meetings of the General Assembly on a written basis and in telephone conferences. Decisions on a written basis require a 7 days notice to allow for voting. Telephone conferences will be determined and convened by the President or if he is unavailable, by a Vice President by giving at least 7 days advance notice. The topic to be discussed shall also be announced at that time.
- 5.13. Unless provided for differently in these Statutes, a majority of 2/3 of the total represented votes, after deducting abstentions and invalid votes, shall be required for all decisions by the General Assembly. Written votes and votes during telephone conferences require 2/3 majority of all votes.

## **Article 6**

### **Authority of the General Assembly**

- 6.1. The General Assembly, as mentioned under article 5 of the Statutes, has the following authorities:
- a. shall elect the Board, from the available candidates who are actively working, are members of the Board of Directors of a Governing Member or have been appointed as representative by Full Member or Associate Member of FEDEMAC. Elections shall be by simple majority. The candidates must be of good reputation, with distinct European attitude and qualification for the position in prospect and be willing to work within the requirements of the relevant job description.
  - b. shall in the same manner, as described as under Article 6 a., elect an internal auditor and deputy internal auditor for a term of three years. Neither is permitted to be member of the Board.
  - c. shall decide on the admission and on the exclusion of all categories of member as well as Observers and Commercial Partners.
  - d. shall be competent to modify the Statutes of FEDEMAC and to dissolve the Board.

- e. shall receive the annual financial report of the external auditor and shall approve the balance sheet, the profit and loss account for the past year together with the future budgets.
- f. shall decide on membership subscriptions.
- g. shall decide on individual financial contributions of Observers and Commercial Partners.
- h. shall approve the reports of the Board and of the Committees and shall approve the acts and policies of the members of the Board.
- i. shall delegate powers to the Board in particular concerning matters of emergency.
- j. shall appoint the external auditor of FEDEMAC.

## **Article 7 Voting Rights**

- 7.1. Governing Members have voting rights in the General Assembly (see Bye Laws). The General Assembly may suspend the voting rights for any member who has not yet cleared the current year's subscription.

## **Article 8 The Board**

- 8.1. The Board is the executive body of FEDEMAC.
- 8.2. The Board is composed of the President, two Vice-Presidents and up to four further Board Members.
- 8.3. FEDEMAC is represented in court and out of court by the President. The President is the legal representative according to § 26 BGB (German law). He has the right of single representation.
- 8.4. The term for a Board Member shall be three years. If one of the Board Members resigns during the term, the General Assembly may elect a substitute for the remaining part of the term. A Board Member shall not stay on the Board for more than three consecutive full terms and may only stand for re-election after a period of two years has elapsed after the standing down. The term of a Board Member may be varied at the discretion of the General Assembly.
- 8.5. The Board shall meet when convened by the President or if he is unavailable, by a Vice President.
- 8.6. The members of the Board shall elect amongst themselves the treasurer of FEDEMAC.



- 8.7. Board members are entitled to be compensated for all expenses related to their function.
- 8.8. The Board takes decision by a majority of votes. Each member of the Board has one vote. In the event of a tied vote of the Board, the President shall carry a deciding vote.

### **Article 9 The President**

- 9.1. The President represents FEDEMAC. He can delegate his authorities in single cases.
- 9.2. In the event of the President being unavailable, a Vice President shall act in the foreseen order.

### **Article 10 Committees**

- 10.1. Committees, such as working and study Groups are created by the Board or the General Assembly. Committee members are chosen from the list of FEDEMAC representatives, or where appropriate, may include any person with particular knowledge relevant to the project or helpful to the work involved.
- 10.2. The Committees generally shall not meet outside of the meetings of the General Assembly, unless approved by the Board in advance.
- 10.3. Decisions of the committees are taken on a simple majority of the votes.

### **Article 11 Internal and External Auditors**

- 11.1. The internal auditor and a deputy internal auditor, appointed according to Article 6 b., shall examine the accounts of the previous year and shall make an annual report for the General Assembly.
- 11.2. The external auditor shall examine the accounts of the previous year and shall make an annual report in written.

### **Article 12 The Secretariat**

- 12.1. FEDEMAC shall maintain a permanent Secretariat whose duties and competencies are decided by the Board.

**Article 13**  
**Honorary Position**

13.1. The positions of regular Board Members, Internal Auditors and Committee Members are honorary positions. The costs incurred in connection with the performance of their duties, such as travel expenses, daily allowances and compensation fees for Board Meetings, are paid plus Value Added Tax if applicable.

**Article 14**  
**Members**

14.1. Members of FEDEMAC are:

14.1.1. Governing Members:

- a. *Full Members:* Only national associations and federations of national associations from the European Union Countries are permitted to be Full members. Only one member per country shall be permitted.
- b. *Associate Members:* Associate Members are Associations in non-EU Countries. Associate Membership is limited to the European geographical area. Only one member per country shall be permitted.
- c. *Direct Affiliates:* Direct Affiliates are removal and storage companies located in a European country. Affiliate membership ceases to exist upon acceptance of a national association as a Full or Associate Member for that country, where the Affiliate Member has its main seat of business.

14.1.2. Commercial Members:

Commercial Members are removal and storage companies, in possession of all the legal requirements to be a removal and storage company, interested in trade, and belonging to the National Association in the country in which they are established, if any exist.

If the National Association exist, that has to be FEDEMAC Full Member or recognized by FEDEMAC as the most representative association in the country in which the company is established.

**Article 15**  
**Observers and Commercial Partners**

15.1. Observers and Commercial Partners are not members of the Association.

- 15.2. Observers are associations or removal companies considering to apply for Full Membership, Associate Membership or Direct Affiliation. The Observership is limited on for a maximum period of two years only.
- 15.3. Commercial Partners are sponsors of FEDEMAC supplying products and services to the removal industry. Removal and storage companies, vanlines and cooperation groups can not become Commercial Partners.
- 15.4. Observers and Commercial Partners have the right to attend the Meetings of the General Assembly as guests.
- 15.5. Observers and Commercial Partners shall give the association financial contributions for their respective status.
- 15.6. Applications for attaining the status as Observer or Commercial Partner must be sent to the Board. The General Assembly decides about the acceptance.

**Article 16**  
**Admission, expulsion and resignation**

- 16.1. Applications for Memberships must be sent to the Board. The admission of Governing Members shall be at the discretion of the General Assembly.
- 16.2. The expulsion of a Member shall be at the discretion of the General Assembly and subject to important reasons, such as damaging the reputation of the association or non-payment of the membership fees, but not limited to these matters.
- 16.3. Resignations of Governing Membership shall be subject to a minimum of six prior months notice in writing. The subscription of a resigning member shall be payable in full for the year in which the resignation becomes operative.

**Article 17**  
**Dissolution**

- 17.1. FEDEMAC may be dissolved by a decision of the General Assembly, or if, as a result of resignations and or expulsions, there are fewer than three Full Members.
- 17.2. Request for dissolution cannot be proposed to the General Assembly and voted, if another request for dissolution or vote on dissolution was in the agenda of the General Assembly within the prior last three calendar years.

17.3. Governing Members joining FEDEMAC or rejoining after having left FEDEMAC cannot propose to the General Assembly request for dissolution of vote on dissolution within three calendar years, since the moment of joining or rejoining FEDEMAC.

17.4. In the event of dissolution the assets, after winding up, shall be distributed to the Governing members of FEDEMAC existing at such time and in proportion to the amount of subscriptions paid over the last three years.

#### **Article 18 Bye-laws**

18.1. FEDEMAC draws up Bye-laws which specify particular conditions concerning the working of the association of FEDEMAC.

#### **Article 19 Language**

19.1. The Statutes of FEDEMAC are drawn up in the German and English languages.

#### **Article 20 Applicable law**

20.1. German law is applicable.