

INTERCARGO Constitution

<https://www.intercargoshipping.org/constitution/>

1. GENERAL

1.1 Objectives

INTERCARGO and its Members commit themselves to a safe, efficient, high quality and environmentally-friendly dry cargo shipping industry. INTERCARGO considers that free and fair competition in the shipping industry is of fundamental value and this serves as its prime principle. INTERCARGO aims to create strategies to enhance the interests of its Members for the benefit of the dry cargo shipping industry.

1.2 Purpose and Membership

INTERCARGO is a voluntary, non-profit making association. Its members, who are engaged directly or indirectly with the dry cargo shipping industry, accept the business principles of free, fair and open competition and are committed to high standards of safety – including crew safety and welfare, quality, and environmental practice in their shipping related activities.

1.3 Activities

INTERCARGO aims to be engaged in activities which:-

1. Promote the interests of its Members in matters of general policy and strategy pertaining to the dry bulk shipping industry within the scope of its Objectives.
2. Inform and consult with its Members on dry cargo shipping issues.
3. Work within a “Work Programme” recommended by its Management Committee and Executive Committee and agreed at the Annual General Meetings and implemented by its Management Committee, on any technical, commercial, operational or similar issue related to the dry cargo shipping industry.
4. Work for a unified shipping industry view on matters of common interest to the various entities of the international shipping industry.
5. Cooperate with other international entities in furtherance of the attainment of its Objectives.
6. Operate under an Anti-Trust and Competition Law Compliance status.
7. Perform any other activity conducive to the attainment of the above.

1.4 Status of the Association

The status of INTERCARGO is a private company, limited by guarantee.

1.5 Jurisdiction

Unless decided by a majority of at least 60% of Members present at an Annual General Meeting, INTERCARGO will be incorporated as a UK Company and be subject to the laws and requirements of England.

1.6 Office and Registered Office

Unless decided by a majority of at least 60% of Members present at an Annual General Meeting, the Registered Office and Place of Business for INTERCARGO shall be London, United Kingdom.

1.7 Liability

The liability of each Member shall be limited to their annual subscription, plus £1 (one Pound Sterling).

2. MEMBERS

2.1 Members are Full Members, Consociate Members, and Associate Members.

Full Members are owners, managers and operators of dry bulk vessels with capacity of 10,000 dwt and above.

Full Members are entitled to attend and participate in the Executive Committees, the Technical Committees and the Annual General Meeting with full voting rights.

Consociate Members are owners, managers and operators of dry bulk vessels with capacity of 9,999 dwt or less.

Consociate members are entitled to attend and participate in the Executive Committees, the Technical Committees and the Annual General Meeting but they do not have any voting rights.

Associate Members are companies providing goods and / or services to the dry cargo shipping industry.

Associate Members are entitled to attend Annual General Meetings plus any sessions such as presentation sessions open to them in other meetings, but they do not have any voting rights. Associate Members may not attend the Technical and Executive Committee meetings unless expressly invited by the Chairman of the said Committee for specific issues only.

A sub-category of Associate Membership shall be the “Reciprocal Member” – normally a not for profit non-governmental association, where INTERCARGO and the Reciprocal Member enjoys a mutual benefit of association operated primarily on a secretariat to secretariat basis.

2.2 Application to join as a Member

2.2.1 All applications to join INTERCARGO as a Member shall be addressed in writing to the Secretary General containing the following information:-

- Names of Company and the person applying on its behalf.
- Address – registered and actual, and contact details of the person representing the company.
- Nature of business
- List of ships to be entered together with their IMO number (Full and Consociate Members only)
- List of ships owned / operated at the time of application (Full and Consociate Members only)
- Applicants should confirm acceptance to the following Principle :-

“This Applicant has received, reviewed and accepted without any reservation the Constitution of INTERCARGO; is prepared to accept the aims and objectives of INTERCARGO and the business principle of free, fair and open competition and, in line with INTERCARGO’s Objectives statement, the Applicant is prepared to maintain and strive towards the highest possible standards in terms of safety in ship operations and the protection of the environment whilst engaged in shipping related activities.”

2.2.2 Applications to join INTERCARGO shall be assessed by the Management Committee which shall consider whether the Applicant is likely to support the Objectives of INTERCARGO and enhance its

activities. The Management Committee will either approve or reject each application. If such an application for Membership is rejected by the Management Committee, the Applicant may appeal to the Executive Committee for final consideration.

The assessment of an application to join as a Full or Consociate Member will take into account :-

1. The Port State Control record of the entered fleet.
2. The general performance of those ships within the most recent three year period whilst under the control of the Applicant.
3. The performance and standing of the Flag State, Classification Society and P&I Club of the vessel(s) proposed for entry into INTERCARGO.
4. Any other criteria which could give the Management Committee cause for concern that the Applicant or the vessel(s) proposed for entry would not meet the standards of INTERCARGO membership.

The Secretary General shall communicate the opinion of the Management Committee to the Applicant.

2.2.3 INTERCARGO shall keep a list of entered vessels and is entitled to use and advertise such a list for purposes agreed by the Management Committee including but not limited to listings on appropriate Quality and Vetting websites such as Equasis where the posting of information is in furtherance of the INTERCARGO Objectives.

2.3 Membership termination

The Management Committee may decide on the termination of a Membership with immediate effect for reasons which may include the protection of the general good of the Association or of its objectives, the enhancement of its activities and membership, the due respect of its values and principles, or of its standards. This decision will be brought for approval to the following Executive Committee meeting, where the Member in question may make an appeal for final consideration.

3. FEES AND FINANCES

3.1 Accounts and Financial Information

The Management Committee shall ensure through the INTERCARGO's Secretariat, the keeping of accounts so that the Executive Committee and the Annual General Meeting will receive an Income and Expenditure Account and Balance Sheet. Such accounts will be prepared by the accountants appointed at the Annual General Meeting. The financial affairs of INTERCARGO between Annual General Meetings shall be overseen by the Management Committee which will receive a statement by the Secretary General of the financial status monthly in arrears, recording all income and expenses of the previous month.

3.2 Annual Fees

Annual Membership fees for the next Calendar Year shall be proposed by the Management Committee to the Executive Committee for initial approval and at the Annual General Meeting for final approval.

Annual fees become due for payment by each Member within 30 days after receipt of the relevant invoice.

For any new Member, the applicable fees will be calculated pro-rata to the period of Membership in that year. New Members joining in the last quarter of a Membership year will also need to pay the applicable fees for the following Membership year.

3.3 Unpaid fees

3.3.1 It is the duty of the Secretariat to send reminder(s) for the timely collection of unpaid fees. Membership of INTERCARGO shall be terminated after non-payment following a final reminder sent to the concerned Member by the Secretary General, upon decision and at the discretion of the Management Committee.

If any Full Member which has as its representative either the Chairman or any of the Vice Chairmen or the Chairman of the Technical Committee owes unpaid fees at the Annual General Meeting, that person will be automatically removed from the said position.

3.3.2 In exceptional circumstances, the Management Committee may agree to a payment extension up to the date of the Annual General Meeting of the said Membership Year. Thereafter, if fees have not been received or in the opinion of the Management Committee (in their absolute discretion) there is no realistic expectation that the fees will be paid, Membership will be terminated.

3.4 Secretariat expenses

All reasonable expenses incurred by the Secretariat of INTERCARGO in connection with the work of it, shall be borne by INTERCARGO.

3.5 Membership Year

The INTERCARGO Membership Year will run from 1st January until 31st December each year.

3.6 Resignation as a Member

Members intending to voluntarily leave INTERCARGO should advise this in writing to the Secretary General and settle any unpaid fees pro-rata to their period of membership during that year.

4. MINUTES OF MEETINGS

The Secretary General shall cause minutes to be made of all Annual General Meetings, Executive Committee and Technical Committee meetings.

5. SECRETARIAT AND RESPONSIBILITIES

5.1 Company Secretary

5.1.1 The Management Committee may appoint a Company Secretary to fulfil the requirements of prevailing UK Company Law. Equally, the Management Committee may remove the Company Secretary at its discretion.

5.1.2 The Secretary General may, if required, be the Company Secretary provided that any conflicts of interest as recognised in UK Company Law are avoided.

5.2 Secretariat

The Management Committee shall recruit staff (the Secretariat) of sufficient expertise, integrity and potential to fulfil the duties associated with the Work Programme in line with the Objectives of INTERCARGO. The Secretary General shall be responsible for the termination of employment of any member of the Secretariat staff for valid reasons and in accordance with prevailing Employment Law, subject to the final approval of the Chairmen's Committee. Termination of the employment of the Secretary General shall be in line with prevailing Employment Law and in accordance with the decision of the Chairmen's Committee and ratification by the Executive Committee.

The Chairmen's Committee retains the right, if it considers beneficial for INTERCARGO, to reach an agreement with the Secretary General for termination of his/her employment without seeking the approval of the Executive Committee.

5.3 Secretary General

5.3.1 The Secretary General is responsible for the day-to-day affairs of INTERCARGO, the execution of agreed strategy and objectives and any other strategic functions agreed at the Annual General, Executive Committee, Technical Committee and Management Committee meetings. He / she reports to the Chairmen's Committee.

5.3.2 The recruitment of a new Secretary General is decided by the Chairmen's Committee, thereafter endorsed by the Executive Committee and the Annual General Meeting. General terms and conditions of employment (either open ended or of fixed term) are approved by the Chairman's Committee.

5.3.3 The Secretary General, under the supervision of the Chairmen's Committee, is responsible that the financial activities of INTERCARGO are properly made and recorded and that effective stewardship of the resources and methods of financial prudence are adopted. The Secretary General presents to the Executive Committee and Annual General Meeting the achievements of the year, the budgetary statement and the objectives for the following year.

6. ANNUAL GENERAL MEETING ("AGM")

6.1 The AGM shall be held once a year in the second half of the Membership Year.

6.2 Members will be given at least 30 days advance notice of its intended date.

The purpose of the AGM is, among others, to approve or decline:

- The setting of Annual Membership Fees for the following year
- The financial status of INTERCARGO
- The election of the Chairman and Vice-Chairmen – as applicable
- The activities and membership in the preceding year
- Any other formal announcements
- The setting of objectives for the future
- Any other business

6.3 The Chairman has the discretion to determine whether or not a matter falling within the general nature of any business intended to be considered, shall be discussed at an AGM. If the matter relates to the Chairman, that responsibility shall fall temporarily to the Vice Chairmen.

6.4 The Chairman or, in his absence, a Vice-Chairman, or in the absence of both Vice Chairmen, the Secretary General, shall take the Chair at the AGM.

6.5 Any resolutions proposed at an AGM, will be passed by majority, by show of hands. The Chairman has a casting vote in the event of a tied decision.

6.6 A quorum at an AGM shall comprise at least five (5) Full Members or their proxies.

7. EXTRAORDINARY GENERAL MEETING ("EGM")

7.1 An EGM may be called by tacit approval of the Management Committee by giving 30 days' notice to the Full Members together with a statement of the general nature of the items to be discussed.

7.2 The provisions of the Annual General Meeting shall apply, where relevant, to any Extraordinary General Meeting.

7.3 A quorum at an EGM shall comprise at least five (5) Full Members or their proxies.

8. CHAIRMEN AND VICE-CHAIRMEN

8.1 A Chairman and / or Vice-Chairmen shall be elected at an Annual General Meeting by majority vote of Full Members, by a show of hands. If no majority is reached or the election is contested, a further vote may be held within 30 days which shall be conducted by post and / or e-mail.

8.2 The Chairman and the Vice-Chairmen are appointed for a two year period starting at the beginning of the next Membership Year. Overall, no person can serve for more than six continuous years in the same position.

8.3 Applications for the positions of the Chairman and Vice Chairmen may be submitted by any person appointed by any Full Member to represent it.

8.4 Applications can only be made by Full Members who are not in arrears in terms of their fees at the time of application. Applications shall be addressed in writing to the Secretary General, not less than one month before the date of the appropriate AGM with two (2) members of the Executive Committee supporting the application.

8.5 The Chairman represents INTERCARGO and its Members and is responsible for its activities. He / she chairs the Chairmen Committee, the Management Committee, the Executive Committee and the Annual General Meetings and represents INTERCARGO to third parties.

8.6 The Chairman and the Vice-Chairman of the Technical Committee shall be elected at a Technical Committee meeting by majority vote of its Members and by a show of hands. If no majority is reached or the election is contested, a further vote may be held within 30 days which shall be conducted by post and / or e-mail. Both positions are filled for a two year period starting at the beginning of the next Membership Year. Overall, no person can serve for more than six continuous years in the same position. Applications for the said positions may be submitted by any person who is member of the Technical Committee (acting as representative of a Full Member who is not in arrears in terms of fees at the time of application). Applications shall be addressed in writing to the Secretary General, not less than one week before the date of the elections with one other member of the Technical Committee supporting the application.

9. CHAIRMEN'S COMMITTEE

9.1 Consists of the Chairman and the Vice Chairmen, as well as the Technical Committee Chairman in a consultative role, and meets whenever any of its members requests to do so.

10. MANAGEMENT COMMITTEE

10.1 The Management Committee comprises the Chairman, the Vice Chairmen, the Technical Committee Chairman in a consultative role, and the Secretary General.

10.2 The purpose of the Management Committee is to organise the business of INTERCARGO, to act in accordance with the requirements of this Constitution and the Objectives of INTERCARGO and to serve the interests of its Members.

10.3 The Management Committee implements the "Work Programme" of the Association and in doing so in-between the Executive Committee meetings, it may seek at its discretion the advice of the Executive and/or the Technical Committee by correspondence.

10.4 The Management Committee has discretion to recommend the composition of any Committee for the attainment of any specific task.

11. EXECUTIVE COMMITTEE

11.1 Purpose of the Executive Committee

The Executive Committee is formed to assist the Management Committee and consider matters related to INTERCARGO. In general it discusses the activities of INTERCARGO and considers the future actions and objectives.

11.2 Executive Committee Members

One representative of any Full Member is eligible for membership of the Executive Committee at any time. The right to have two Executive Committee person-members (with voting rights limited to one person at any one time) from one Full Member may be allowed by the Chairman.

11.3 Executive Committee meetings

Two Executive Committee meetings shall take place in each Membership Year unless decided otherwise by either the Management Committee or the majority of members of the Executive Committee.

The date and place of the meetings shall be organised by the Management Committee.

11.4 Membership and participation in the Executive Committee

11.4.1 Membership of the Executive Committee shall be open to Full Members which have to advise in writing the Secretary General of the person (the Executive Committee person-member) who will represent it. Membership of the Executive Committee will be continuous provided this is endorsed by the Chairmen's Committee.

11.4.2 The Chairman and the Vice-Chairmen and the Chairman of the Technical Committee shall serve ex-officio on the Executive Committee.

11.4.3 Executive Committee person-members shall be permitted to nominate in writing a person to attend and vote at a specific Executive Committee meeting on their behalf. No written proxy notification is needed if it is apparent that the person attending the Executive Committee meeting has the reasonable authority of that Full Member to represent views on his/her behalf.

11.5 Voting in the Executive Committee

Any resolutions proposed at an Executive Committee meeting will be passed, wherever possible, by consensus. In the event that this is not possible, voting will take place by a show of hands by majority of Full Members present.

12. TECHNICAL COMMITTEE

12.1 Purpose of the Technical Committee

The Technical Committee is formed to assist the Management Committee and the Executive Committee and considers technical matters relevant to INTERCARGO.

12.2 Technical Committee members

One representative of any Full Member is eligible for membership of the Technical Committee at any time. The right to have two Technical Committee person-members (with voting rights limited to one person at any one time) from one Full Member shall be permitted only to allow logistical convenience in attending INTERCARGO meetings with the decision resting with the Chairman of the Technical Committee.

12.3 Technical Committee Meetings

Two Technical Committee meetings shall take place in each Membership Year unless decided otherwise by either the Management Committee or the Chairman of the Technical Committee.

12.4 Membership and participation in the Technical Committee

12.4.1 Membership of the Technical Committee shall be open to Full Members only. The Full Member should advise in writing the Secretary General of the proposed person to represent it as a Technical Committee person-member. Membership will next be considered by the Chairman and Vice-Chairman of the Technical Committee. If accepted, an invitation will be addressed to the person in question by the Chairman of the Technical Committee.

12.4.2 The Chairman and the Vice-Chairmen shall serve ex-officio on the Technical Committee.

12.4.3 Technical Committee Members shall be permitted to nominate in writing a person to attend a specific Technical Committee Meeting on their behalf. No written proxy notification is needed if it is apparent that the person attending the Technical Committee meeting has the reasonable authority of that Member to represent views on his / her behalf.

12.5 Voting in the Technical Committee

Any resolutions proposed at a Technical Committee meeting will be passed wherever possible, by consensus. In the event that this is not possible, voting will take place by a show of hands by majority of Members present.

13. DIRECTORS

13.1 The Chairman, the Vice-Chairmen and the Secretary General shall be appointed as Directors of INTERCARGO and shall undertake their responsibilities as Directors in accordance with the appropriate UK statutory requirements.

13.2 The role of Director will be in accordance with the statutory UK requirements.

13.3 Directors may be removed:-

- In accordance with UK Company Law, e.g. if bankrupt or currently in the process of being made bankrupt; or
- If the Member which the Director represents has resigned from INTERCARGO membership or has been removed from membership because of non-payment of Fees or in the case of the Secretary General, by his / her resignation or otherwise termination of employment, in which case a temporary Director may be appointed, if required, by the remaining Management Committee members for a period not exceeding one year or up to the date of the next Annual General Meeting, whichever is earlier.
- By resolution at the Annual General Meeting.

13.4 The position of Director will not attract any remuneration.

14. WINDING-UP

14.1 A decision to either amend this Constitution or to wind-up INTERCARGO shall not be valid unless taken at an Annual General Meeting and with the approval of 60% of Full Members present, or with proxy (nevertheless of not by less than 25 Full members).

14.2 After the decision has been made to wind-up INTERCARGO, any cash or other assets remaining after discharge or all debts and liabilities shall be transferred to a separate industry association or body with similar aims to INTERCARGO and as agreed at the Annual General Meeting. Written notice of that transfer and the

winding-up of INTERCARGO shall be made at least 30 days in advance of the actual transfer in one prominent shipping publication.

15 OTHER ADMINISTRATIVE ISSUES

The Chairman, Vice-Chairmen, Directors, Secretary General, Company Secretary and members of the INTERCARGO Secretariat shall be indemnified from all liabilities and expenses incurred by them in respect of the discharge of their respective duties, except to the extent that they arise from their own wilful acts or defaults.

16. EFFECTIVE DATE OF THE CONSTITUTION

This Constitution becomes effective upon its approval by the Annual General Meeting, or upon the date agreed at the AGM.

London
2 October 2018

Revision to enter into effect
1 January 2019